



**BOARD OF SUPERVISORS
AGENDA LETTER**

Agenda Number:

Clerk of the Board of Supervisors
105 E. Anapamu Street, Suite 407
Santa Barbara, CA 93101
(805) 568-2240

Department Name: County Counsel
Department No.: 013
For Agenda Of: August 23, 2016
Placement: Administrative
Estimated Tme:
Continued Item: No
If Yes, date from:
Vote Required: Majority

TO: Board of Supervisors

FROM: Department Michael C. Ghizzoni, County Counsel (568-2950)
Director(s)
Contact Info: Anne Rierson, Senior Deputy County Counsel (568-2950)

SUBJECT: Amendment No. 2 to Agreement for Special Counsel Services

County Counsel Concurrence

As to form: Yes

Auditor-Controller Concurrence

As to form: Yes

Other Concurrence:

As to form: Risk Management

Recommended Actions:

- a. Approve, ratify, and authorize the Chair to execute Amendment No. 2 to the Agreement for Special Counsel Services with Orrick, Herrington & Sutcliffe LLP, in the amount of \$65,000 for bond counsel services plus a not to exceed amount of \$50,000 for tax counsel services; and
- b. Determine that the above actions are not a project under the California Environmental Quality Act (CEQA) pursuant to CEQA Guidelines Sections 15378(b)(4) and 15378(b)(5) because they consist of government administrative or fiscal activities that will not result in direct or indirect physical changes in the environment.

Summary Text:

Orrick, Herrington & Sutcliffe LLP has been providing the County with preliminary Phase I legal services related to the development, financing and operation of the potential Tajiguas Resource Recovery Project. This Amendment No. 2 provides for legal services as special counsel for a County financing of the Project using Certificates of Participation. The Amendment provides that if COPs are not issued, no amount shall be paid by the County to Counsel.

Fiscal and Facilities Impacts:

Budgeted: Yes, Resource Recovery

Fiscal Analysis:

The Amendment provides for fixed fees and expenses for bond counsel services of \$65,000, plus tax counsel services not to exceed \$50,000.

Key Contract Risks:

County Counsel views this Agreement as low risk because Orrick, Herrington & Sutcliffe LLP is highly experienced in bond and tax matters, and has worked with the County successfully for many years on the County's financings. Orrick is familiar with the County's past bond issuances.

Special Instructions:

Please send signed copies of Amendment No. 2 to Anne Rierson in County Counsel and to Leslie Wells in Resource Recovery.

Attachments:

Amendment No. 2 to Agreement for Special Counsel Services

Board Contract Summary

Amendment No. 1 to Agreement for Special Counsel Services

Agreement for Special Counsel Services

Authored by:

Anne Rierson, Senior Deputy County Counsel