



**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: July 25, 2017
Placement: Administrative
Estimated Tme:
Continued Item: No
If Yes, date from:
Vote Required: Majority

TO: Board of Supervisors
FROM: County Counsel Michael C. Ghizzoni 568-2950
Contact Info: Anne Rierson 568-2950
SUBJECT: Outside Counsel Agreement - Orrick, Herrington & Sutcliffe LLP

County Counsel Concurrence

As to form: Yes

Auditor-Controller Concurrence

As to form: Yes

Other Concurrence:

Treasurer-Tax Collector, Risk Management

Recommended Actions:

- a. Approve, ratify and authorize the Chair to execute an Agreement for Special Counsel Services with Orrick, Herrington & Sutcliffe LLP (Orrick), to provide legal services in connection with an IRS audit of the County's 2011 \$16,945,000 Lease Financing (Audit), in an amount not-to-exceed \$30,000 without written amendment.
- b. Authorize the Treasurer-Tax Collector to sign and submit IRS Form 2848, Power of Attorney and Declaration of Representative, to allow Orrick to represent the County in connection with the Audit.

Summary Text:

The Internal Revenue Service (IRS) has selected the County's 2011 \$16,945,000 Lease Financing for audit. The IRS routinely examines municipal debt issuances to determine compliance with Federal tax requirements. The primary purpose of this audit will be to ascertain the compliance of the County's debt issuance with the Federal tax requirements applicable to the debt issuance. The IRS requested certain information by July 11, 2017, and the County received an extension to August 14, 2017.

This outside counsel contract is for the firm of Orrick, Herrington & Sutcliffe LLP to represent the County in this audit. Orrick routinely represents counties in these types of IRS audits and worked on the County's 2011 Lease Financing, along with an IRS examination of the County's 2012-13 issuance of Tax and Revenue Anticipation Notes.

Fiscal and Facilities Impacts:

Budgeted – Outside Counsel Designation

July 25, 2017

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Special Instructions:

Please forward a signed copy to Anne Rierson in County Counsel.

Attachments:

A. Agreement for Special Counsel Services

B. Board Contract Summary

Authored by: Anne Rierson, Senior Deputy County Counsel