

RESOLUTION NO. .

BOARD OF SUPERVISORS, COUNTY OF SAN MATEO, STATE OF CALIFORNIA

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ADOPT A RESOLUTION WAIVING THE REQUEST FOR PROPOSALS PROCESS AND AUTHORIZING AGREEMENTS WITH ORRICK, HERRINGTON & SUTCLIFFE LLP FOR LEGAL SERVICES AS BOND COUNSEL, AND NORTON ROSE FULBRIGHT US LLP AS DISCLOSURE COUNSEL, IN CONNECTION WITH ANTICIPATED BOND ISSUANCES TO BE ISSUED WITHIN THE NEXT 24 MONTHS

RESOLVED, by the Board of Supervisors of the County of San Mateo, State of California, that

WHEREAS, the County desires the assistance of bond counsel and disclosure counsel in connection with the issuance of anticipated financings in the next 24 months; and

WHEREAS, the issuance of bonds presents unique legal and financial issues requiring specific expertise in bond financing and tax law and the disclosures to be made thereunder; and

WHEREAS, the County wishes to retain Orrick, Herrington & Sutcliffe LLP (“Orrick”), as bond counsel, and Norton Rose Fulbright US LLP (“Norton Rose”) as disclosure counsel, to provide such expertise and assistance, and a waiver of the RFP process for these services is in the County’s best interests in light of these firms’ experience and expertise in prior County financings; and

WHEREAS, the proposed agreement with Orrick for bond counsel services with total compensation not to exceed \$350,000, and the proposed agreement and fee letter supplement with Norton Rose for disclosure counsel services with total compensation not to exceed \$255,000 have been presented to this Board of Supervisors for its consideration and acceptance, reference to which is hereby made

for further particulars, and the Board has examined and approved such agreements as to both form and content and desires to enter into the same;

NOW THEREFORE, IT IS HEREBY DETERMINED AND ORDERED that the County requirement for a Request for Proposals process for bond counsel and disclosure counsel is hereby waived;

BE IT FURTHER RESOLVED that the President of the Board is hereby authorized and directed to execute the agreements with Orrick Herrington & Sutcliffe LLP and Norton Rose Fulbright US LLP for and on behalf of the County of San Mateo, and the Clerk of the Board shall attest the President's signature thereto; and

BE IT FURTHER RESOLVED that the County Counsel or his designee is authorized to execute contract amendments to each of the above-referenced agreements which modify the County's maximum fiscal obligation by no more than \$25,000 (in aggregate per contract), and/or modify the contract term and/or services so long as the modified term or services is/are within the current or revised fiscal provisions.

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