

**AMENDMENT TO
AGREEMENT FOR LEGAL SERVICES**

This amendment (the "Amendment") is made and entered into this ____ day of _____, 2014 by the CITY OF LANCASTER ("City"), LANCASTER SUCCESSOR AGENCY ("Agency"), LANCASTER FINANCING AUTHORITY ("Financing Authority"), LANCASTER POWER AUTHORITY ("Power Authority"), LANCASTER HOUSING AUTHORITY ("Housing Authority") (collectively, the "City Entities"), and STRADLING YOCCA CARLSON & RAUTH, a professional corporation ("Counsel");

RECITALS

WHEREAS, the City and Counsel have previously entered into Agreements for City Attorney Service (the "City Agreement"), dated February 2, 1987 as amended July 3, 1989, June 22, 1999 and July 1, 2011; and

WHEREAS, Agency and Counsel have previously entered into a Special Counsel and Bond Counsel Agreement (the "Agreement") dated March 5, 1979 as Amended on June 2, 1980, January 18, 1988, July 3, 1989, June 22, 1999, July 8, 2003 and July 1, 2011.

WHEREAS, City, Agency, Financing Authority, Power Authority, Housing Authority and Counsel entered into an Amended Agreement for Legal Services as of June 25, 2013 (the "Agreement") and now desire to amend the Agreement to provide legal services in connection with the issuance of bonds or other indebtedness.

WHEREAS, Counsel has provided and desires to continue to provide legal services to the City Entities as set forth in this Agreement and the City Entities desire to employ Counsel for such services.

NOW, THEREFORE, the parties do hereby agree as follows:

1. Section 5 is hereby deleted in its entirety and replaced with the following:

Section 5. Bond Counsel.

(a) The City Entities may from time to time request Counsel to provide, and Counsel will provide, legal services in connection with the issuance of bonds, notes or other obligations (the "Bonds") by the City Entities. Counsel agrees to consult with and advise City officials and financial consultants as to the best legal method of accomplishing the objectives described above. Such services shall include, but not be limited to, the rendering of a legal opinion pertaining to the issuance of the Bonds to the effect that:

- (i) The Bonds have been properly authorized and issued and are valid and binding obligations;
- (ii) The essential sources of security for the Bonds have been legally provided; and

- (iii) Interest on the Bonds is exempt from California personal income taxation and, to the extent applicable, is excluded from gross income for purposes of federal income taxes.
- opinion by:
- (b) Counsel's services will also include compiling a record justifying the
 - (i) Researching applicable laws and ordinances relating to the proposed bond issues;
 - (ii) Attending conferences and consulting with City staff and consultants regarding the proceedings;
 - (iii) Participating with any financial advisors, underwriters or other experts retained by the City Entities in structuring the issuance of the Bonds;
 - (iv) Supervising and preparing documentation of all steps to be taken through the issuance of the Bonds including:
 - a. Drafting all resolutions, notices, and other legal documents required for the financing, and all other basic documents relating to the security of the Bonds, in consultation with the City Entities, their financial advisors, underwriters and other experts;
 - b. Preparing the record of proceedings for the authorization, sale and issuance of the Bonds;
 - c. Assisting in the preparation of the official statements or placement memorandums and supporting documentation relating to the offering for sale of the Bonds;
 - d. Reviewing the Bond purchase contracts and participating in the related negotiations;
 - e. Consulting with the underwriters, their legal counsel and rating agencies;
 - f. Preparing the form of the Bonds, and supervising their production or printing, signing, authentication and delivery;
 - g. Rendering the final approving opinion as to the validity of the Bonds and the tax exempt status of the interest on the Bonds; and
 - h. Preparing transcripts of the proceedings for the City Entities and other participants.
 - (c) Counsel shall provide the aforementioned services primarily through qualified attorneys mutually agreed upon by the Lancaster Finance Director and City Attorney.

(d) For the services to be rendered under this Section relating to each series of Bonds, City and Agency agree to pay a fee determined by the schedules set forth on Exhibit A attached hereto.

2. Except as otherwise set forth herein, the Agreement remains in full force and effect. In the event of a conflict between the Agreement and this Amendment, this Amendment shall control.

The parties hereto have caused this Amendment to be executed as of the day and year first above written.

CITY OF LANCASTER

Mayor

LANCASTER SUCCESSOR AGENCY

Chairman

LANCASTER POWER AUTHORITY

Chairman

LANCASTER FINANCING AUTHORITY

Chairman

LANCASTER HOUSING AUTHORITY

Chairman

ATTEST:

City Clerk and Secretary

STRADLING YOCCA CARLSON & RAUTH, a
Professional Corporation

Allison E. Burns, Esq.

**EXHIBIT A
FEE SCHEDULE**

A. Revenue and Lease Revenue Bonds and Certificate of Participation to Finance Public Improvements

<u>Principal Amount of Issue</u>	<u>Fee</u>
\$1,000,000 or less	\$25,000
\$1,000,001 to \$5,000,000	\$25,000, plus .25% of excess over \$1,000,000
\$5,000,001 to \$10,000,000	\$35,000, plus .2% of the excess over \$5,000,000
\$10,000,001 or more	\$42,000, plus .1% of the excess over \$10,000,000

B. Revenue and Lease Revenue Bonds, Certificates of Participation, Single Family Mortgage Revenue Bonds Multifamily Mortgage Revenue Bonds and other Bonds to Finance Private Projects

<u>Principal Amount of Issue</u>	<u>Fee</u>
\$1,000,000 or less	\$35,000
\$1,000,001 to \$5,000,000	\$35,000, plus .25% of excess over \$1,000,000
\$5,000,001 to \$10,000,000	\$45,000, plus .2% of the excess over \$5,000,000
\$10,000,001 to 20,000,000	\$55,000, plus .15% of the excess over \$10,000,000
\$20,000,000 or more	\$55,000, plus .1% of the excess over \$20,000,000

C. Tax Allocation Refunding Bonds

<u>Principal Amount of Issue</u>	<u>Fee</u>
\$1,000,000 or less	\$25,000
\$1,000,001 to \$5,000,000	\$25,000, plus .25% of excess over \$1,000,000
\$5,000,001 to \$10,000,000	\$35,000, plus .15% of the excess over \$5,000,000
\$10,000,001 or more	\$42,500, plus .1% of the excess over \$10,000,000

D. Community Facility Districts or Assessment Districts

<u>Principal Amount of Issue</u>	<u>Fee</u>
\$1,000,000 or less	\$35,000
\$1,000,001 to \$5,000,000	\$35,000, plus .25% of excess over \$1,000,000
\$5,000,001 to \$10,000,000	\$45,000, plus .2% of the excess over \$5,000,000
\$10,000,001 or more	\$55,000, plus .1% of the excess over \$10,000,000

All formation proceedings will be billed on an hourly basis and shall be paid monthly; provided that such amounts shall be credited against the fees calculated in accordance with the above schedule if Bonds are delivered.

E. Issues Not Covered By Any of the Above Schedule

<u>Principal Amount of Issue</u>	<u>Fee</u>
\$1,000,000 or less	\$25,000
\$1,000,001 to \$5,000,000	\$25,000, plus .25% of excess over \$1,000,000
\$5,000,001 to \$10,000,000	\$35,000, plus .15% of the excess over \$5,000,000
\$10,000,001 or more	\$42,500, plus .1% of the excess over \$10,000,000