

1/16/07

RESOLUTION NUMBER R- 302294

DATE OF FINAL PASSAGE JAN 19 2007

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO AUTHORIZING THE MAYOR TO ENTER INTO AN AGREEMENT WITH EDWARDS ANGELL PALMER & DODGE LLP TO PROVIDE INDEPENDENT CONSULTANT SERVICES TO THE CITY PURSUANT TO THE CEASE-AND-DESIST ORDER ENTERED BY THE SECURITIES AND EXCHANGE COMMISSION AGAINST THE CITY

WHEREAS, on November 14, 2006 the Securities and Exchange Commission [SEC] entered a Cease-And-Desist Order [SEC Order] in response to the City's Offer of Settlement with respect to the SEC's investigation of the City's violation of federal securities laws in connection with the offer and sale of certain City securities; and

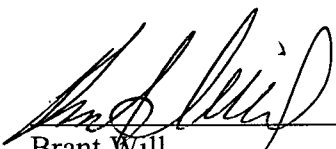
WHEREAS, the SEC Order requires that the City retain an Independent Consultant for a period of three years to: review and make recommendations regarding the City's policies, procedures and internal controls with respect to disclosures made in bond offerings, financial statements, and rating agency presentations; review and make recommendations regarding the hiring of internal and external personnel for disclosure functions; and review and make recommendations for training provided to City personnel, including the offices of the Mayor, City Council Members, City Attorney, and Auditor & Comptroller; and

WHEREAS, the City solicited and/or interviewed several firms for the position of Independent Consultant and has determined to retain Edwards Angell Palmer & Dodge LLP [Firm], with Stanley Keller, a partner in the Firm, having lead and principal responsibility, based upon its national reputation and expertise with respect to municipal debt practices and the legal

requirements under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended; NOW, THEREFORE,

BE IT RESOLVED by the Council of the City of San Diego, that the Mayor is hereby authorized to enter into an Agreement with Edwards Angell Palmer & Dodge for Independent Consulting Services, the form of which has been provided to the Council and is attached hereto as Exhibit A.

APPROVED: MICHAEL J. AGUIRRE, City Attorney

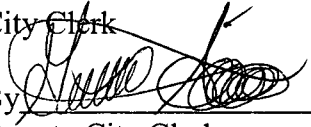
By   
\_\_\_\_\_  
Brant Will  
Deputy City Attorney

BCW:ai  
01/03/07  
Or.Dept:Mayor

**AGREEMENT WITH EDWARDS ANGELL PALMER & DODGE IS  
ON FILE IN THE CITY CLERK OFFICE AS DOCUMENT NO.  
RR-302294.**

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of JAN 16 2007.

ELIZABETH S. MALAND  
City Clerk

By   
Deputy City Clerk

Approved: 1-19-07  
(date)

  
JERRY SANDERS, Mayor

Vetoed: \_\_\_\_\_  
(date)

\_\_\_\_\_  
JERRY SANDERS, Mayor

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