

RESOLUTION NUMBER R- 313295

DATE OF FINAL PASSAGE NOV 17 2020

A RESOLUTION OF THE COUNCIL OF THE CITY OF
SAN DIEGO AUTHORIZING THE CITY ATTORNEY TO
RETAIN NIXON PEABODY LLP TO SERVE AS GENERAL
OUTSIDE DISCLOSURE COUNSEL FOR THE CITY.

WHEREAS, in 2004 via Ordinance No. O-19320, the San Diego City Council (Council) adopted San Diego Municipal Code section 22.4101 *et seq.* (Disclosure Ordinance) establishing the Disclosure Practices Working Group (DPWG) and delineating the City's prescribed approach to ensuring compliance with federal and state securities laws for private placements and public offerings, continuing disclosure agreements and other disclosure matters of the City and its related entities; and

WHEREAS, in addition to the Disclosure Ordinance, Appendix D to the City's Debt Policy (Disclosure Controls and Procedures) details how the DPWG is to operate in practice, including the roles and responsibilities of the various participants in the disclosure document development process; and

WHEREAS, section 22.4103(a)(6) of the Disclosure Ordinance specifies that the City's outside disclosure counsel (ODC) shall serve as one (1) of the six (6) members of the DPWG; and

WHEREAS, the Legal Services Agreement with the current ODC, John McNally of Hawkins Delafield and Wood LLP (McNally), will expire on December 31, 2020; and

WHEREAS, pursuant to San Diego City Charter Article 5, section 40, the Council is empowered to employ outside counsel when such assistance or advice is necessary; and

WHEREAS, the City issued a Request for Proposal to the seven (7) law firms composing its pool of pre-qualified law firms for bond and disclosure counsel work (Counsel Pool), and four (4) of those firms responded; and

WHEREAS, after a thorough review and interview process, the evaluation team composed of the City's Debt Management Director, Chief Financial Officer, Deputy City Attorney for Finance and Disclosure and two additional Deputy City Attorneys in the City Attorney's Office's Finance Unit unanimously selected Daniel Deaton (Deaton) of Nixon Peabody LLP (Nixon) as the City's next ODC; and

WHEREAS, the City Attorney desires Council authorization to engage Deaton to replace McNally as the City's ODC by retaining Nixon via a Legal Services Agreement for a term of five (5) years beginning on January 1, 2021 in a total amount not to exceed \$300,000; NOW, THEREFORE,

BE IT RESOLVED, by the City Council of the City of San Diego, as follows:

1. The City Attorney or her specified designee is authorized to retain Nixon Peabody LLP as the City's General Outside Disclosure Counsel under such contracts or other arrangements for as-needed services as the City Attorney or her specified designee shall approve and believes to be in the best interests of the City.

2. Such contract or other arrangements shall be for a term of five (5) years and in a total amount not to exceed \$300,000, contingent upon the Chief Financial Officer first issuing one or more certificates certifying that the funds necessary for expenditure are, or will be, on deposit in the City Treasury.

APPROVED: MARA W. ELLIOTT, City Attorney

By /s/ Bret A. Bartolotta
Bret A. Bartolotta
Deputy City Attorney

BAB:jdf
10/22/20
Or.Dept:Atty.
Doc. No. 2506937

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of 11/10/2020

ELIZABETH S. MALAND
City Clerk

By 1st Stacy D. Ready
Deputy City Clerk

Approved: 11/16/20
(date)



KEVIN L. FAULCONER, Mayor

Vetoed: _____
(date)

KEVIN L. FAULCONER, Mayor

Passed by the Council of The City of San Diego on NOV 10 2020, by the following vote:

Councilmembers	Yeas	Nays	Not Present	Recused
Barbara Bry	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jennifer Campbell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Ward	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Monica Montgomery	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mark Kersey	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Cate	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Scott Sherman	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Vivian Moreno	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Georgette Gómez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage NOV 17 2020.

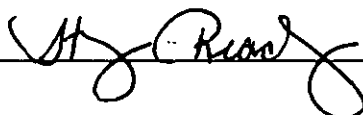
(Please note: When a resolution is approved by the Mayor, the date of final passage is the date the approved resolution was returned to the Office of the City Clerk.)

AUTHENTICATED BY:

KEVIN L. FAULCONER
Mayor of The City of San Diego, California.

(Seal)

ELIZABETH S. MALAND
City Clerk of The City of San Diego, California.

By , Deputy

Office of the City Clerk, San Diego, California

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