

RESOLUTION NUMBER R- 314475DATE OF FINAL PASSAGE DEC 14 2022

A RESOLUTION OF THE COUNCIL OF THE CITY OF
SAN DIEGO AUTHORIZING THE RETENTION OF NIXON
PEABODY LLP TO SERVE AS OUTSIDE LOAN COUNSEL
FOR THE CITY.

WHEREAS, the City of San Diego (City) has a need for as-needed outside loan counsel (OLC) to assist with various loans (whether private, State or federal, and regardless of their structures, Loans) it routinely enters into to support capital projects of its Water Utility, Sewer Utility, Stormwater System, as well as general financing matters that periodically arise (General Matters), because a loan opinion from outside counsel is required to successfully close the Loans; and

WHEREAS, the expertise of OLC is also critical to successfully structuring and negotiating the Loans to ensure compliance with existing covenants of the outstanding bonds and Loans of each issuer (i.e., the Water Utility, Sewer Utility and General Fund); and

WHEREAS, the Legal Services Agreement with the current OLC, Nixon Peabody LLP (Nixon), will expire on December 31, 2022; 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 counsel, disclosure counsel, outside disclosure counsel, special tax counsel, and related legal services (Counsel Pool), and four (2) of those firms responded; and

WHEREAS, after a thorough review, the evaluation team composed of an Assistant Director of the Department of Finance, two Financing Coordinators from the Department of Finance, the Deputy City Attorney for Finance and Disclosure, and two additional Deputy City Attorneys in the City Attorney's Finance Unit unanimously selected Nixon to continue to serve

as the City's OLC based on both its expertise and value proposition as compared to the other responding firm; and

WHEREAS, the Mayor or designee desires City Council authorization to engage Nixon under a new Legal Services Agreement to serve as the City's OLC for a term of five (5) years beginning on January 1, 2023 in a total amount not to exceed \$250,000; and

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

WHEREAS, the Office of the City Attorney has drafted this Resolution based on the information provided by City staff, with the understanding that this information is complete, true, and accurate; NOW, THEREFORE,

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

1. The Mayor or specified designee is authorized to retain Nixon Peabody LLP as the City's Outside Loan Counsel under such contracts or other arrangements for as-needed services as the City Attorney or specified designee shall approve and believe 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 \$250,000, 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
11/7/22
Or.Dept:Atty.
Doc. No. 3134601

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of DEC 05 2022.

ELIZABETH S. MALAND
City Clerk

By [Signature]
Deputy City Clerk

Approved: 12/14/22
(date)

[Signature]
TODD GLORIA, Mayor

Vetoed: _____
(date)

TODD GLORIA, Mayor

Passed by the Council of The City of San Diego on December 5, 2022, by the following vote:

Councilmembers	Yeas	Nays	Not Present	Recused
Joe LaCava	<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"/>
Stephen Whitburn	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Monica Montgomery Steppe	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Marni von Wilpert	<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"/>
Raul A. Campillo	<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"/>
Sean Elo-Rivera	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage DEC 14 2022.

(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:

TODD GLORIA
Mayor of The City of San Diego, California.

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

By , Deputy

(Seal)

Office of the City Clerk, San Diego, California

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