

RESOLUTION NUMBER R- 315306

DATE OF FINAL PASSAGE JAN 16 2024

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO AUTHORIZING THE RETENTION OF NIXON PEABODY LLP AS OUTSIDE COUNSEL FOR THE CITY'S SEWER UTILITY AND APPROVING AN AGREEMENT FOR LEGAL SERVICES WITH NIXON PEABODY LLP.

WHEREAS, the City of San Diego (City) requires as-needed outside counsel (Outside Counsel) to provide services related to (i) bond counsel and disclosure counsel in connection with all issuances of sewer revenue bonds (Bonds) by the Public Facilities Financing Authority of the City of San Diego, (ii) loan counsel for all State Revolving Fund and other loans of the Sewer Utility (Loans), and (iii) counsel for general financing or other matters pertaining to the Sewer Utility (General Matters) that may arise (collectively, the Services); and

WHEREAS, the Services are necessary to assist the City with the Sewer Utility's ongoing capital improvement program that addresses baseline Sewer System needs (e.g., pipelines, pump stations, trunk sewers and treatment plants), its various Loans used to support capital projects, as well as general financing matters that periodically arise; and

WHEREAS, to close a Bond or Loan transaction, the City is required to have a legal opinion from Outside Counsel; 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 three (3) of those firms responded; and

WHEREAS, after a thorough review, the evaluation team composed of a Financing Coordinator from the Department of Finance, the Deputy City Attorney for Finance and

Disclosure, and an additional Deputy City Attorney in the City Attorney's Finance Unit unanimously selected Nixon Peabody LLP (Nixon) to serve as the City's Outside Counsel for the Services based on both its expertise and value proposition as compared to the other responding firms; and

WHEREAS, Nixon has the necessary skills and experience to assist the City in this matter; and

WHEREAS, the Mayor or designee desires City Council authorization to engage Nixon under a Legal Services Agreement to serve as the City's Outside Counsel for the Services for a term of five (5) years in a total amount not to exceed \$560,000; and

WHEREAS, pursuant to San Diego Municipal Code section 22.3207, contracts over \$250,000 with outside counsel must be approved by the City Council; 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, due to the unusual and complex nature of the legal issues involved, the City Attorney's Office does not have the necessary expertise to advise the City on all areas of law that are needed; 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 Counsel for the Sewer Utility 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 \$560,000, expected to be paid from either a) Metro Sewer Utility Fund, Fund 700001, and Muni Sewer Revenue Fund, Fund 700000, Public Utilities, Business Area 2000, contingent upon the Annual Appropriation Ordinance for the applicable fiscal year and 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; or b) the cost of issuance account from a bond transaction.

APPROVED: MARA W. ELLIOTT, City Attorney

By .



David L. Powell
Deputy City Attorney

DLP:jdf
12/12/2023
Or.Dept: City Attorney
Doc. No.: 3502563

I certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of JAN 09 2024.

DIANA J.S. FUENTES
City Clerk

By *Cornie Patterson*
Deputy City Clerk

Approved: 1/12/24
(date)

Todd Gloria
TODD GLORIA, Mayor

Vetoed: _____
(date)

TODD GLORIA, Mayor

Passed by the Council of The City of San Diego on JAN 09 2024, 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"/>
District 4 - vacant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marni von Wilpert	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kent Lee	<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 JAN 16 2024.

(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:

(Seal)

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

DIANA J.S. FUENTES
City Clerk of The City of San Diego, California.

By Cennie Patterson Deputy

Office of the City Clerk, San Diego, California

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