

January 22, 2020

WHEREAS, on November 19, 2019, the disclosure counsel legal services contract that the City of Dallas (“City”) entered into with Orrick, Herrington Sutcliffe LLP expired on its terms; and

WHEREAS, the City has need of the legal services of an interim disclosure counsel for the first three quarters of 2020 until the City completes a competitive solicitation process for disclosure and bond counsel in the third calendar quarter of 2020; and

WHEREAS, the City requires legal counsel which specializes in public finance matter and is well versed in Texas and federal securities and federal tax laws and applicable administrative procedures to provide the disclosure counsel legal services pertaining to the City’s issuance of securities; and

WHEREAS, on August 18, 2015, pursuant to Council Resolution No. 15-1610. The City, through a competitive solicitation process, hired Norton Rose Fulbright US LLP (“Norton Rose”) as one of the City’s bond counsels and Norton Rose continues to perform bond counsel legal services pursuant to its contract with the City (the “Norton Rose Bond Counsel Contract”); and

WHEREAS, the City now desires to amend the Norton Rose Bond Counsel Contract to add disclosure counsel legal services until the City completes its competitive solicitation process for both disclosure and bond counsel in the third calendar quarter of 2020; and

WHEREAS, Subchapter C of Chapter 2254 of the Texas Government Code (Chapter 2254”) requires that a political subdivision of the State of Texas, including the City, enter into a contingent fee contract for legal services only after: (i) the governing body of the political subdivision has provided written notice to the public stating certain provisions enumerated within Chapter 2254; (ii) the governing body of the political approved such contract in an open meeting called for the purposes of considering such contract; (iii) the governing body of the political subdivision has stated in writing certain findings made by the governing body upon the approval of such contract; and (iv) the Texas Attorney General need not approve the contingency fee contract pursuant to the exception provided by Section 2254.102 (c) of the Texas Government Code; and

WHEREAS, the City has caused notice of this resolution, this meeting, and certain provisions enumerated within Chapter 2254 to be provided to the public in accordance with the Texas Open Meetings Act and Chapter 2254; and

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WHEREAS, the meeting at which this resolution is being considered is an open meeting called, in part, for the purpose of considering: (i) the City's need for amending the Norton Rose Bond Counsel Contract to obtain the disclosure counsel legal services; (ii) terms of the amended Norton Rose Bond Counsel Contract that adds the disclosure counsel legal services; (iii) the competence, qualifications, and experience of Norton Rose; and (iv) the reasons that the amendment to the Norton Rose Bond Counsel Contract is in the best interest of the City and is compliance with Chapter 2254; and

WHEREAS, Norton Rose has agreed to sub-contract with a qualified local minority law firm on a basis acceptable to the City; and

WHEREAS, the City Council hereby finds and determines that the adoption of this resolution is in the best interests of the residents of the City.

Now, Therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That the recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this resolution for all purposes and are adopted as a part of the judgment and findings of the City Council.

SECTION 2. That the City Council hereby finds that: (i) there is a substantial need for the disclosure counsel legal services; (ii) the City does not currently employ attorneys and supporting personnel qualified to provide disclosure counsel legal services; (iii) the disclosure counsel legal services cannot reasonably be obtained from attorneys in private practice under a contract providing only for the payment of hourly fees, without regard to the outcome of the matter, because of the nature of the matter for which the disclosure counsel legal services will be obtained and without imposing an unnecessary cost and burden on the City's finances; and (iv) the relationship between the City or the City Council and Norton Rose is not improper and would not appear improper to a reasonable person.

SECTION 3. That based on the findings by the City Council described above, the City Council hereby authorizes the City Manager to execute an amendment to the Norton Rose Bond Counsel Contract (VC0000006239) to add the law firm's provision of disclosure counsel legal services to the City, such amendment approved as to form by the City Attorney.

SECTION 4. That the Chief Financial Officer is hereby authorized to pay Norton Rose disclosure counsel fees in accordance with the rates in Attachment A to this resolution from bond proceeds, General Fund, Aviation Funds, Convention Center Funds, and/or Water Utilities Funds, contingent upon completion of each bond sale.

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SECTION 5. That this amendment to the Norton Rose Bond Counsel Contract is designated as Contract No. ATT-2020-00012505.

SECTION 6. That it is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this resolution, was given, all as required by Chapter 551 as amended, Texas Government Code

SECTION 7. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.