

# Resolution

No. 25-12

**AUTHORIZING ADDITIONAL COMPENSATION RELATED TO SPECIAL COUNSEL, KATTEN MUCHIN ROSENMAN LLP, AS THE COUNTY OF MAUI'S BOND AND DISCLOSURE COUNSEL FOR THE NEXT GENERAL OBLIGATION BOND ISSUANCE, OTHER BONDS, AND OTHER LEGAL SERVICES**

WHEREAS, on May 21, 2021 by Resolution No. 21-86, on March 18, 2022 by Resolution No. 22-75, and on November 4, 2022, by Resolution No. 22-255, the Council authorized the employment of special counsel KATTEN MUCHIN ROSENMAN LLP ("Katten") to represent the County of Maui (the "County") as Bond and Disclosure Counsel for the County's 2021 General Obligation Bond Issuance and Other Bonds for amounts not to exceed \$52,000, \$75,000, and \$127,000, respectively.

WHEREAS, the Request for Proposal for Qualified Bond and Disclosure Counsel dated February 19, 2021 (the "RFP") for the County's 2021 General Obligation Bond Issuance and Other Bonds specifies a term of one year with two additional one-year option terms at the County's discretion.

WHEREAS, the RFP's specified Scope of Work for Bond and Disclosure Counsel services include: legal and tax advice and legal and tax opinions as requested or required on the 2021 General Obligation Bonds or other proposed bonds; prepare and coordinate the execution necessary bond documents and bond sale documents and certificates for the authorization, issuance, sale and delivery of the general obligation bond; participate as requested in Council meetings, informational meetings and discussions with the financing team; prepare any other documents necessary, including legal opinions, for issuance of bonds; provide on-going advice and information to the County on the legal requirements and implications of the 2021 General Obligation bonds or other proposed bonds; provide advice to the County staff and financing team on the disclosure obligations; prepare the preliminary and final official statements and continuing disclosure documents; provide a "10b-5 Opinion" with respect to the preliminary and final official statements; review, as necessary, applicable law and pertinent documents; prepare the continuing disclosure agreement and advise the County regarding

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compliance with such Agreement, and; review and provide advice relating to the annual continuing disclosure filings.

WHEREAS, Katten's services to the County also included advising on Act 30, Sessions Laws State of Hawaii 2024, as it relates to expanding the County's use of the general excise tax surcharge, and Act 73, Session Laws of Hawai'i, as it relates to the guarantee of State of Hawaii special purpose bonds for the proposed West Maui Hospital.

WHEREAS, the contract with Katten terminated on June 30, 2024.

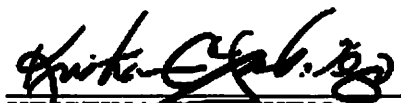
WHEREAS, the Department of Finance has requested authorization for additional compensation to Katten in an amount not to exceed \$169,000, which represents the final total amount of compensation under the contract.

WHEREAS, in accordance with Section 3-6(6) of the Revised Charter of the County of Maui (1983), as amended, The Council alone is authorized to retain or employ special counsel adopted by a two-thirds vote; now, therefore,

BE IT RESOLVED by the Council of the County of Maui:

1. That the total compensation for the employment of the firm KATTEN MUCHIN ROSENMAN LLP, as Bond and Disclosure Counsel shall not exceed \$169,000; and
2. That certified copies of this resolution be transmitted to the Mayor, the Corporation Counsel, the Director of Finance, and Katten Muchin Rosenman, LLP.

APPROVED AS TO FORM  
AND LEGALITY:



KRISTINA TOSHIKIYO  
Deputy Corporation Counsel  
County of Maui

2021-0628

2024-11-08 Resolution Amd #4 C7395

INTRODUCED BY:

A handwritten signature in cursive script, appearing to read "Peter Lee", written over a horizontal line.

Upon the request of the Mayor.