

Resolution

No. 22-255

AUTHORIZING EMPLOYMENT AND ADDITIONAL COMPENSATION
RELATED TO THE 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 21-86, and on March 18, 2022 by Resolution 22-75, the Council authorized the employment of special counsel KATTEN MUCHIN ROSENMAN LLP to represent the County of Maui (the "County") as Bond and Disclosure Counsel for the County's 2021 General Obligation Bond Issuance and provide other legal services for other bonds and financing mechanisms in accordance with the County's Request for Proposals for Qualified Bond and Disclosure Counsel for the County's 2021 General Obligation Bond Issuance and Other Bonds dated February 19, 2021 (the "RFP"); and

WHEREAS, the Council approved amounts not to exceed \$52,000 by Resolution 21-86 and \$75,000 by Resolution 22-75.

WHEREAS, the RFP 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

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

WHEREAS, the Department of Finance has requested authorization for the employment of special counsel for bond and disclosure counsel services for the next general obligation bond issuance and provide other legal services for other bonds in an additional amount not to exceed \$127,000; now, therefore,

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

1. That the Council hereby approves and authorizes the employment of special counsel KATTEN MUCHIN ROSENMAN LLP, as Bond and Disclosure Counsel to represent and advise the County of Maui for the next general obligation bond issuance and to provide other legal

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services for other bonds or financing mechanism; and

2. That the total compensation for the employment of the firm KATTEN MUCHIN ROSENMAN LLP, as Bond and Disclosure Counsel and to provide other legal services for other bonds or financing mechanism shall not exceed \$127,000; and

3. That the expenditures of additional funds shall require Council approval; and

4. 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:



RICHELLE M. THOMSON
First Deputy Corporation Counsel
County of Maui

2021-0628

2022-10-27 Resolution C7395 Amd #2 Bond Issuance

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INTRODUCED BY:

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

Upon the request of the Mayor.