

A RESOLUTION

BY FINANCE/ EXECUTIVE COMMITTEE

A RESOLUTION AUTHORIZING THE CITY ATTORNEY TO EXECUTE A RETAINER AGREEMENT WITH THE LAW FIRMS OF TROUTMAN SANDERS LLP AND FERGUSSON LEGAL, INC. TO SERVE AS CO-BOND COUNSEL TO THE CITY OF ATLANTA IN CONNECTION WITH THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2009; TO AUTHORIZE THE CHIEF FINANCIAL OFFICER TO PAY FEES AND COSTS FOR LEGAL SERVICES RENDERED IN AN AMOUNT NOT TO EXCEED \$85,000.00 PLUS EXPENSES PURSUANT TO SAID RETAINER AGREEMENT; AND FOR OTHER PURPOSES.

**WHEREAS**, Section 2-991 of the Code of Ordinances for the City of Atlanta provides certain procedures for the selection and recommendation of Bond Counsel for the City of Atlanta by the City Attorney in consultation with the Chief Financial Officer; and

**WHEREAS**, in accordance therewith, the City Attorney solicited written proposals from qualified law firms to serve as Co-bond Counsel in connection with the issuance of General Obligation Refunding Bonds, Series 2009 (the "Bonds"); and

**WHEREAS**, the Bonds will be issued in 2009 and thus will be designated as the City of Atlanta General Obligation Refunding Bonds, Series 2009; and

**WHEREAS**, Troutman Sanders LLP and Fergusson Legal, Inc., submitted the most responsive proposal to serve as Co-bond Counsel in connection with the issuance of the Bonds; and

**WHEREAS**, the City Attorney in consultation with the Chief Financial Officer recommends the firms of Troutman Sanders LLP and Fergusson Legal, Inc. to serve as Co-bond Counsel in connection with the issuance of the Bonds.

**THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA, HEREBY RESOLVES**, that the City Attorney of the City be and is hereby authorized to execute a retainer agreement with the law firms of Troutman Sanders LLP and Fergusson Legal, Inc., to serve as Co-bond Counsel on behalf of the City in connection with the issuance of the Bonds, and to provide such other legal services related to the transaction as may be necessary or required from time to time by the City Attorney, including services related to post-issuance tax compliance.

**BE IT FURTHER RESOLVED** that the Chief Financial Officer is hereby authorized to remit and otherwise approve payment of all legal fees, expenses and costs due for bond counsel services rendered by Troutman Sanders LLP and Fergusson Legal, Inc. in connection with the issuance of the Bonds, such amounts to be paid from the proceeds of the bonds; provided that the legal fees authorized herein based on the current plan of finance are currently estimated to be not in excess of \$85,000.00, plus actual expenses incurred; and provided further that in the event that the financing deviates from the current plan of finance or Co-bond Counsel is requested to perform additional services not related to customary bond counsel services, the City Attorney (in consultation with the Chief Financial Officer) shall be authorized to adjust the fee to Co-bond Counsel accordingly.

**BE IT FINALLY RESOLVED** that all resolutions or parts of resolutions in conflict herewith are hereby rescinded.

---

TRANSMITTAL FORM FOR LEGISLATION

TO: MAYOR'S OFFICE

ATTN: GREG PRIDGEON

Dept.'s Legislative Liaison: \_\_\_\_\_

Contact Number: \_\_\_\_\_

Originating Department: Department of Law

Committee(s) of Purview: Finance/ Executive Committee

Chief of Staff Deadline: January 14, 2009

Anticipated Committee Meeting Date(s): January 27-28, 2009

Anticipated Full Council Date: February 2, 2009

Legislative Counsel's Signature: [Signature]

Commissioner Signature: [Signature]

Chief Procurement Officer Signature: N/A

**CAPTION**

A RESOLUTION AUTHORIZING THE CITY ATTORNEY TO EXECUTE A RETAINER AGREEMENT WITH THE LAW FIRMS OF TROUTMAN SANDERS LLP AND FERGUSSON LEGAL, INC. TO SERVE AS CO-BOND COUNSEL TO THE CITY OF ATLANTA IN CONNECTION WITH THE ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS, SERIES 2009; TO AUTHORIZE THE CHIEF FINANCIAL OFFICER TO PAY FEES AND COSTS FOR LEGAL SERVICES RENDERED IN AN AMOUNT NOT TO EXCEED \$85,000.00 PLUS EXPENSES PURSUANT TO SAID RETAINER AGREEMENT; AND FOR OTHER PURPOSES.

**FINANCIAL IMPACT (if any):** \$85,000.00

Mayor's Staff Only

Received by CPO: \_\_\_\_\_ Received by LC from CPO: \_\_\_\_\_  
(date) (date)  
Received by Mayor's Office: 1/14/09 MC Reviewed by: 1/14/09 MPE  
(date) (date)  
Submitted to Council: \_\_\_\_\_  
(date)