

**RESOLUTION NO. R-111324-1**

**RESOLUTION AUTHORIZING HIRING OF BOND COUNSEL ON A  
CONTINGENCY FEE BASIS**

**THE STATE OF TEXAS           §  
COUNTY OF CALHOUN       §  
CITY OF PORT LAVACA       §**

**WHEREAS**, City of Port Lavaca, Texas ("City") has a substantial need for legal services in connection with the issuance of public securities or the administration of its affairs that pertain to the issuance of public securities or the administration of its affairs pertaining to the issuance of public securities as contemplated by Tex. Govt. Code Section 1201.027 in connection with certain Texas Water Development Board financing for the expansion of the City's Lynn's Bayou Treatment Plant (the "Obligations"); and

**WHEREAS**, the legal services cannot be adequately performed by the attorneys and supporting personnel of the City because the issuance of Obligations by the City requires specialized skills and experience and the services of a firm that is nationally recognized as bond counsel who can opine on the validity and appropriateness of the Obligations, when issued; and

**WHEREAS**, the services required are not typically available and 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 such a contract would require the City to incur costs and expenses which would need to be borne even if the City ultimately determined not to issue Obligations. The nature of the bond counsel engagement with Bickerstaff Heath Delgado Acosta LLP of Austin, Texas ("BHDA"), is feasible only because BHDA is agreeing to provide the services on a contingent fee basis and thus bears the risk if the City ultimately determined that it was not practical or feasible to issue the Obligations; and

**WHEREAS**, absent the issuance of Obligations, the City does not have funds to pay the estimated amounts required under a contract providing only for the payment of hourly fees; and

**WHEREAS**, the City, by and through its City Council (the "City Council") and pursuant to all relevant authority, desires to retain and acquire legal counsel and the professional legal services of BHDA regarding the City's sale and issuance of public securities as contemplated by the requirements of Subchapter C of Chapter 271 of the Texas Local Government Code, which is further described in the attached **Exhibit 1**; and

**WHEREAS**, the City Council has duly posted written notice of its consideration of the decision to hire BHDA in accordance with Section 2254.2036 of the Texas Government Code.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PORT LAVACA, TEXAS THAT** the City Council, for and on behalf of the City and in the public interest, hereby makes the following findings, which incorporate each of the preceding recitals as if fully stated below, and orders and approves the following:

- (1) It is necessary, proper, and advisable for the City and City Council to be represented by BHDA regarding the City's sale and issuance of public securities due to the legitimate and principal interests of the City and the public as herein described.
- (2) BHDA is hereby retained by the City Council on behalf of the City and is formally engaged to provide legal counsel and related professional and personal services pursuant to and described in the contract for legal services ("Engagement Agreement") in connection with City's sale and issuance of public securities, said agreement being approved in substantially the form attached hereto as **Exhibit 1**.
- (3) The Mayor is authorized and directed to execute the Engagement Agreement on behalf of the City.
- (4) Unless otherwise designated, the past, present, or future tense shall each include the other, the masculine, feminine, or neuter gender shall each include the other, and the singular and plural number shall each include the other where necessary for a correct meaning in this resolution.
- (5) This resolution shall take effect immediately from and after its passage and enactment.
- (6) All preliminary recitals of this resolution and all attached documents are incorporated by reference as findings of the City Council.
- (7) This resolution was considered and approved at a meeting held in compliance with the Open Meetings Act, Chapter 551, Texas Government Code.

*[The remainder of this page intentionally left blank.]*

PASSED AND APPROVED THIS 13TH DAY OF NOVEMBER, 2024.

\_\_\_\_\_  
Jack Whitlow, Mayor

ATTEST:

\_\_\_\_\_  
Mandy Grant, City Secretary

[CITY SEAL]

[SIGNATURE PAGE – HIRING RESOLUTION]

**EXHIBIT 1**

**(Engagement Agreement for Legal Services)**