

Memorandum



Date: January 22, 2009

To: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

From: George M. Burgess
County Manager

Subject: Resolution Approving Extension of County's Current Bond Counsel Pool, Authority Bond Counsel Pool and Disclosure Counsel Pool

Agenda Item No. 8(E)(1)(D)

Recommendation

It is recommended that the Board of County Commissioners (Board) adopt the accompanying resolution approving the extension of three existing and separate County pools: 1) Bond Counsel Pool, 2) Authority Bond Counsel Pool, and 3) Disclosure Counsel Pool for a six-month period or until a new Pool is established for each (Pool), whichever occurs first.

Scope

The impact of this agenda item is countywide as it deals with all County bond issuances.

Fiscal Impact/Funding Source

Legal counsel fees are paid from the bond proceeds issued in conjunction with the respective joint venture.

Background

The County utilizes three pools of law firms as bond counsel, disclosure counsel and authority counsel (respectively), to represent the County and its peripheral authorities. The legal firms in each pool were originally selected through a competitive process, and each existing Pool was established pursuant to Resolution R-1324-03 on February 3, 2004 for a one-year period with four one-year options for renewal at the sole discretion of the County. These expire in February 2009.

The Bond Counsel Pool serves as bond counsel to the County and its departments, and the Authority Counsel Pool serves as bond counsel to the County's peripheral authorities. Each pool consists of three joint ventures, and each venture is structured with a nationally recognized law firm and a local bond counsel firm with gross annual revenues of \$5 million or less.

The third pool, the Disclosure Counsel Pool, also consists of three joint ventures, and each venture is structured with a nationally recognized disclosure counsel firm and local disclosure counsel firm with gross annual revenues of \$5 million or less.

Bond and disclosure counsel assignments for County and peripheral authorities transactions are initially rotated based on their ranking, meaning the highest ranked joint venture will receive the first bond assignment. Once all joint ventures have received their first transaction, every transaction thereafter is assigned with the intent of an equal distribution of work based on compensation.

Although there was a delay in finalizing and publishing the Request for Qualifications for each new Pool, the selection process has commenced and it is anticipated that the recommendation for the new three pools will be presented to the Board in April 2009. However, an extension of the three current Pools is being presented for Board consideration because the County needs to ensure that bond counsel is readily accessible for any transactions that may occur in the meantime.

Below is a brief description of each pool and joint venture.

Bond Counsel Pool:

The County Bond Counsel Pool serves as bond counsel for the issuance of debt and as special bond counsel on public finance matters for the County and its departments. The current firms in this pool are:

- Squire, Saunders & Dempsey, LLP with KnoxSeaton (p.k.a. The Knox Firm); and,
- Greenberg Traurig P.A. with Edwards & Associates, P.A.

(A third spot was originally filled by the joint venture of Holland & Knight, LLP and Law Offices of Steve E. Bullock, P.A.; the joint venture was removed from the Pool in May 2008, at Holland & Knight's request.)

Authority Bond Counsel Pool:

The Authority Bond Counsel Pool serves as bond counsel for the issuance of debt for the peripheral Authorities (Housing Finance Authority, Industrial Development Authority, Health Facilities Authority, and Educational Facilities Authority). The current firms in this pool are:

- Adorno & Yoss, P.A. with Clyne & Self, P.A.;
- Foley & Lardner, LLP with Richard Kuper, P.A.; and,
- Bryant Miller & Olive, P.A. with Manuel Alonso-Poch, P.A.

Disclosure Counsel Pool:

The Disclosure Counsel Pool serves as disclosure counsel on negotiated and competitively bid County transactions; any negotiations with the underwriters with respect to any disclosure issues; and, serve as Securities Exchange Commission compliance counsel for any regulatory requirements. The current firms in this pool are:

- Hogan & Hartson, LLP with McGhee & Associates and Law Offices of Jose A. Villalobos, P.A.;
- Hunton & Williams LLP with Law Offices Thomas H. Williams, Jr., P.L. (p.k.a. Law Offices Williams & Associates, P.A.); and,
- Edwards Angell Palmer Dodge LLP (p.k.a. Edwards & Angell) with Rasco, Reininger, Perez, Esquenazi & Vigil, P.L. (p.k.a. Rasco Reininger Perez & Esquenazi, P.L.).


Cynthia W. Curry
Senior Advisor to County Manager



MEMORANDUM

(Revised)

TO: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

DATE: January 22, 2009

FROM: 
R. A. Cuevas, Jr.
County Attorney

SUBJECT: Agenda Item No. 8(E)(1)(D)

Please note any items checked.

- "4-Day Rule" ("3-Day Rule" for committees) applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Bid waiver requiring County Manager's written recommendation
- Ordinance creating a new board requires detailed County Manager's report for public hearing
- Housekeeping item (no policy decision required)
- No committee review

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 8(E)(1)(D)
1-22-09

RESOLUTION NO. _____

RESOLUTION APPROVING EXTENSION OF
COUNTY'S BOND COUNSEL POOL, AUTHORITY
BOND COUNSEL POOL AND DISCLOSURE BOND
COUNSEL POOL FOR PERIOD OF SIX MONTHS
OR UNTIL NEW POOLS ARE ESTABLISHED,
WHICHEVER OCCURS FIRST

WHEREAS, this Board desires to accomplish the purposes outlined in the accompanying memorandum, a copy of which is incorporated in this Resolution by reference, with respect to the County's Bond Counsel Pool, Authority Counsel Pool and Disclosure Counsel Pool,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that the extension of the County's current Bond Counsel Pool, Authority Bond Counsel Pool and Disclosure Counsel Pool is approved for a six month period or until the establishment of a new Bond Counsel Pool, Authority Counsel Pool and Disclosure Counsel Pool, whichever occurs first.

The foregoing resolution was offered by Commissioner who moved its adoption. The motion was seconded by Commissioner and upon being put to a vote, the vote was as follows:

Dennis C. Moss, Chairman	
Jose "Pepe" Diaz, Vice-Chairman	
Bruno A. Barreiro	Audrey M. Edmonson
Carlos A. Gimenez	Sally A. Heyman
Barbara J. Jordan	Joe A. Martinez
Dorri D. Rolle	Natacha Seijas
Katy Sorenson	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared the resolution duly passed and adopted this 22nd day of January, 2009. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: _____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

Gerald T. Heffernan

