

ORDER

AN ORDER APPROVING AN ENGAGEMENT AGREEMENT FOR BOND COUNSEL LEGAL SERVICES WITH NORTON ROSE FULBRIGHT US LLP; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Presidio County, Texas (the "County") anticipates accessing the public or private markets from time to time to issue securities to finance certain capital improvement projects within the County or to refinance securities previously issued by the County, which will require the County to comply with the applicable laws and administrative rules of the State of Texas (the "State") and federal securities and federal tax laws related thereto; and

WHEREAS, the County requires legal counsel which specializes in public finance matters and is well versed in State and federal securities and federal tax laws and applicable administrative procedures to provide bond counsel legal services pertaining to the County's issuance of securities;

WHEREAS, the payment of such legal services is typically contingent on obtaining successful funding; and

WHEREAS, the County desires to engage Norton Rose Fulbright US LLP to provide bond counsel legal services on all of the County's publicly offered or privately placed securities issues and/or grant applications, an engagement agreement for bond counsel legal services pertaining to the County's anticipated future issuances of securities and/or obtaining any grants or loan forgiveness agreements for capital projects is attached hereto as Exhibit A (the "Engagement Agreement"); and

WHEREAS, Chapter 2254 of the Texas Government Code, as amended (the "Act") requires that a political subdivision of the State, including the County, enter into a contingent fee contract for legal services only after: (i) the governing body of the political subdivision has provided written notice to the public stating certain provisions enumerated within the Act; (ii) the governing body of the political subdivision approved such contract in an open meeting called for the purposes of considering such contract; (iii) the governing body of the political subdivision has stated in writing certain findings made by the governing body upon the approval of such contract, and (iv) the Texas Attorney General need not approve the Engagement Agreement pursuant to the exception provided by Section 2254.102(e) of the Act; and

WHEREAS, the County caused notice of this order (the "Order"), this meeting, and the following provisions enumerated within the Act to be provided to the public in accordance with the Texas Open Meetings Act and the Act:

1. The County intends to engage Norton Rose Fulbright US LLP to provide bond counsel legal services pertaining to the County's issuance of securities on the public or private market, including advising the County on any offering document to potential investors pursuant to federal securities laws and issuing a legal opinion as to the foregoing;

2. Norton Rose Fulbright US LLP has demonstrated to the County its competence, qualifications, and experience as an industry leader in public finance matters through the provision of bond counsel legal services;
3. Accessing the public or private markets through the issuance of securities and providing an offering document of the County to potential investors is governed by State and federal securities and federal tax laws and requires the advice of legal advisors that specialize in public finance matters that are well versed in public finance legal matters;
4. The County does not currently employ attorneys and/or supporting personnel qualified to provide bond counsel legal services;
5. Engaging an attorney in private practice who specializes in public finance matters and is well versed in State and federal securities and federal tax laws pursuant to a standard hourly fee arrangement would likely result in higher fees to be paid by the County, and such fees incurred would be payable by the County by amounts on deposit in the County's General Fund, whether or not the securities are issued or grant funding obtained;
6. Fees for legal services in public finance matters, including bond counsel legal services, have traditionally been paid only upon the successful issuance of the securities or obtaining other funding;
7. Entering into a contract for bond counsel legal services with Norton Rose Fulbright US LLP (a firm that specializes in public finance matters and is well versed in State and federal securities and federal tax laws), payment of which is paid following the issuance of the securities or obtaining grant funding, provides the County a superior level of bond counsel legal services, allows the County to address legal issues associated with its financings without immediately incurring additional legal fees, is in the best interest of the County and the fee(s) payable under the contract are reasonable in the public finance market;
8. For each of the reasons state above, the execution of the Engagement Agreement with Norton Rose Fulbright US LLP is in the best interest of the residents of the County; and

WHEREAS, the meeting at which this Order is being considered is an open meeting called, in part, for the purposes of considering (i) the need for obtaining the bond counsel legal services that are the subject of the Engagement Agreement, (ii) the terms of the Engagement Agreement, (iii) the competence, qualifications, and experience of Norton Rose Fulbright US LLP, and (iv) the reasons the Engagement Agreement is in the best interest of the residents of the County and in compliance with the Act; and

WHEREAS, the County hereby finds and determines that the adoption of this Order is in the best interests of the residents of the County; now, therefore,

BE IT ORDERED BY THE COMMISSIONERS COURT OF PRESIDIO COUNTY, TEXAS THAT:

SECTION 1. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Order for all purposes and are adopted as a part of the judgment and findings of the County.

SECTION 2. The County hereby finds that: (i) there is a substantial need for the bond counsel legal services that are the subject of the Engagement Agreement with Norton Rose Fulbright US LLP; (ii) the County does not currently employ attorneys and supporting personnel qualified to provide bond counsel legal services; (iii) the bond counsel legal services 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 of the nature of the matter for which the services will be obtained; and (iv) the relationship between the County and Norton Rose Fulbright US LLP is not improper and would not appear improper to a reasonable person.

SECTION 3. Based on the findings by the County described above, the County hereby approves entering into the Engagement Agreement with Norton Rose Fulbright US LLP and authorizes the County Judge to execute the Engagement Agreement.

SECTION 4. This Order shall constitute notice to the public required by Section 2254.1036(a)(1) of the Act.

SECTION 5. All orders and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Order are hereby repealed to the extent of such conflict, so that the provisions of this Order shall be and remain controlling as to the matters ordered herein.

SECTION 6. This Order shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 7. If any provision of this Order or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Order and the application of such provision to other persons and circumstances shall nevertheless be valid, and the County hereby declares that this Order would have been enacted without such invalid provision.

SECTION 8. It is officially found, determined, and declared that the meeting at which this Order is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Order, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 9. This Order shall be in force and effect from and after its final passage, and it is so ordered.

PASSED AND APPROVED this the _____ day of _____, 2023.

PRESIDIO COUNTY, TEXAS

County Judge

ATTEST:

County Clerk

(Seal)

EXHIBIT A
Engagement Agreement