

**RESOLUTION NO. 2024-12**

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

WHEREAS, the Commissioners Court (the *Governing Body*) of Comal County, Texas (the *County*) anticipates accessing the public or private markets from time to time to issue public securities to finance certain capital improvement projects within the County or to refinance public 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 Governing Body 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 and disclosure counsel legal services pertaining to the County's issuance of public securities;

WHEREAS, the payment of such legal services shall be contingent on the County's successful issuance of public securities pertaining thereto and shall be payable from such public securities proceeds; and

WHEREAS, Norton Rose Fulbright US LLP will provide the County with bond counsel and disclosure counsel legal services on all of the County's publicly offered or privately placed public securities and has provided the County with one or more engagement agreements for bond counsel legal services pertaining to the County's anticipated future issuances of public securities (the *Engagement Agreement*, attached hereto as Exhibit A); and

WHEREAS, House Bill No. 2826, 86th Leg., R.S, effective September 1, 2019 (*HB 2826*), 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 HB 2826; (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 HB 2826; and

WHEREAS, the Governing Body caused notice of this resolution (the *Resolution*), this meeting, and the following provisions enumerated within HB 2826 to be provided to the public in accordance with the Texas Open Meetings Act and HB 2826:

1. The Governing Body of the County intends to engage Norton Rose Fulbright US LLP to provide the County with bond counsel legal services pertaining to the County's issuance of public securities on the public or private market, including advising the County on any "official statement"

to potential investors pursuant to federal securities laws and issuing a legal opinion as to the foregoing;

2. Norton Rose Fulbright US LLP has consistently demonstrated its competence, qualifications, and experience as an industry leader in public finance matters through the provision of bond counsel legal services, the representation of local governments on federal income tax matters, the publication of disclosure policies and the representation of state agencies and political subdivisions within the State of Texas on public finance matters;
3. Accessing the public or private markets through the issuance of public securities and providing an "official statement" 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. 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 an 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 public securities are issued;
5. Fees for legal services in public finance matters, including bond counsel and disclosure counsel legal services, have traditionally been paid pursuant to a contingent fee contract, where such fees become payable only upon the successful issuance of the public securities and are payable solely out of the proceeds of the public securities;
6. Entering into a contract for bond counsel and disclosure 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 contingent on the County's successful issuance of public securities and payable out of public securities proceeds provides the County a superior level of bond counsel and disclosure counsel legal services and fee(s) payable under the contract are reasonable in the public finance market and would likely be less than if such services were conducted pursuant to an hourly rate contract with an attorney specializing in public finance matters;
7. For each of the reasons state above, the execution of contingent fee engagement contracts with Norton Rose Fulbright US LLP is in the best interest of the residents of the County; and

WHEREAS, the meeting at which this Resolution is being considered is an open meeting called, in part, for the purposes of considering (i) the need for obtaining the bond counsel and

disclosure 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 HB 2826; and

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

BE IT RESOLVED BY THE COMMISSIONERS COURT OF COMAL 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 Resolution for all purposes and are adopted as a part of the judgment and findings of the Governing Body.

SECTION 2. The Governing Body hereby finds that: (i) there is a substantial need for the bond counsel and disclosure 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 and disclosure counsel legal services; (iii) the bond counsel and disclosure 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 bond counsel and disclosure counsel legal services will be obtained and because, until the issuance of a public security, the County will not have funds to pay the estimated amounts required under a contract providing only for the payment of hourly fees which is not contingent on the issuance of the public securities; and (iv) the relationship between the County or the Governing Body 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 Governing Body described above, the Governing Body hereby approves the County entering into the Engagement Agreement with Norton Rose Fulbright US LLP and authorizes the County Judge to execute the Engagement Agreement.

SECTION 4. All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, so that the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

SECTION 5. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 6. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Governing Body hereby declares that this Resolution would have been enacted without such invalid provision.

SECTION 7. It is officially found, determined, and declared that the meeting at which this Resolution 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 Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 8. This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

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

PASSED, ADOPTED AND APPROVED on this the 5th day of September, 2024.

SHERMAN KRAUSE, COUNTY JUDGE

DONNA ECCLESTON  
COUNTY COMMISSIONER, PCT. #1

SCOTT HAAG  
COUNTY COMMISSIONER, PCT. #2

KEVIN WEBB  
COUNTY COMMISSIONER, PCT. #3

JEN CROWOVER  
COUNTY COMMISSIONER, PCT. #4

ATTEST:

County Clerk

(SEAL OF COMMISSIONERS COURT)

