

AN ORDINANCE 100801

**AMENDING THE LEGAL SERVICES CONTRACT WITH BRACEWELL & PATTERSON, L.L.P. FOR WORK IN CONNECTION WITH THE CONVENTION CENTER HEADQUARTERS HOTEL PROJECT APPROVED BY ORDINANCE NO. 100206 ON DECEMBER 21, 2004 TO IDENTIFY THE NEW FIRM NAME OF BRACEWELL & GIULIANI, L.L.P. AND INCREASE THE PREVIOUSLY APPROVED TRANSACTION BUDGET BY AN ADDITIONAL \$200,000.00 FOR A TOTAL BUDGET OF \$450,000.00 TO BE PAID BY THE DEVELOPER, HOTEL INVESTMENTS, L.P. UTILIZING PRIVATE CONTRACT REVENUE BONDS.**

\* \* \* \*

**WHEREAS**, on December 21, 2004, City Council selected FaulknerUSA as the preferred developer with whom to negotiate the development of the Convention Center Headquarters Hotel (the "Project"); and

**WHEREAS**, the Project will be built on City property adjacent to the Henry B. Gonzalez Convention Center and privately owned by Hotel Investments, L.P., (the "Developer") the partnership created by Faulkner for this Project; and

**WHEREAS**, due to the complexity of the Project, City Council also authorized the retention of Bracewell & Patterson, L.L.P. to draft and negotiate numerous documents required for the transaction, including a Project Agreement detailing requirements for the design and construction of the Hotel and a Ground Lease and License Agreement; and

**WHEREAS**, the City Council selected Bracewell & Patterson, L.L.P., now Bracewell & Giuliani, L.L.P., to undertake this assignment based on the firm's experience representing the City of San Antonio during prior efforts to develop a Convention Headquarters Hotel; and

**WHEREAS**, in addition to drafting and negotiating the Project Agreement and the Ground Lease, which set out the core legal obligations for this Project, outside counsel has participated in the negotiation of multiple legal documents required for the funding and operation of the proposed Headquarters Hotel; and

**WHEREAS**, the recently approved insert to the Project Agreement relating to the contingent payment of prevailing wages, as well as a Room Blocking Agreement, Economic Development Agreement, Continuing Disclosure Agreement, Letter of Credit and Equity Delivery Agreement are just a few of the Project documents requiring the legal service of the Bracewell lawyers; and

**WHEREAS**, additional hours spent on all aspects of the Project and the required time needed to complete tasks prior to the scheduled closing of June 8, 2005 requires the transaction budget for the Project to be increased at this time; and

**WHEREAS**, all professionals who are providing services in connection with this Project, including transactional lawyers, bond counsel, financial advisors, and the hotel consultant will be paid by the Developer using private contract revenue bonds, therefore the proposed budget increase will have no fiscal impact on any City funds; **NOW THEREFORE:**

**BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:**

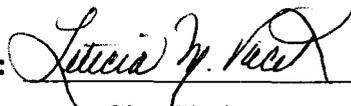
**SECTION 1.** City Council hereby approves an amendment to the engagement with Bracewell & Patterson, L.L.P. to: 1) increase the transaction budget approved pursuant to Ordinance No. 100206 by an additional \$200,000.00 for a total budget of \$450,000.00 to be paid by the Developer, Hotel Investments, L.P., utilizing private contract revenue bonds; and 2) identify the new firm name of Bracewell & Giuliani, L.L.P.

**SECTION 2.** The Interim City Manager or his designee is authorized to execute the amendment approved in Section 1 above.

**SECTION 3.** This Ordinance shall take effect immediately upon passage by eight (8) affirmative votes otherwise it will be effective on the tenth (10<sup>th</sup>) day after passage hereof.

**PASSED AND APPROVED** this 5th day of May, 2005.

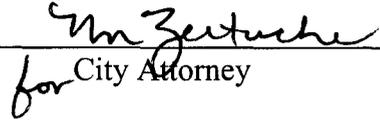
ATTEST:

  
\_\_\_\_\_  
City Clerk

  
M A Y O R

EDWARD D. GARZA

APPROVED AS TO FORM:

  
\_\_\_\_\_  
for City Attorney