



**Request for City Council Committee Action
From the City Attorney's Office**

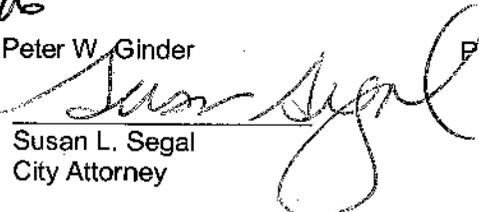
Date: May 7, 2015
To: Council Member John Quincy, Chair of the Ways and Means Committee
Referral to:
Subject: Waiver of Conflict of Interest for Dorsey & Whitney LLP

Recommendation: That the City Council consent to the selection of Dorsey & Whitney LLP (the "Firm") to serve as bond counsel to the City for the issuance of Revenue Bonds (Fairview Health System), Series 2015 on behalf of Fairview Health System ("Fairview") and initially purchased by Citibank and RBC Capital Markets and waive any conflict of interest arising out of the Firm's representation of Fairview, Citibank, RBC Capital Markets and the Metropolitan Airports Commission in matters unrelated to this transaction and future bond issuances.

Previous Directives: The City Council on August 29, 2014, consented to and waived any conflict of interested related to the Firm's representation of the City in a conduit bond transactions involving Children's Health Care and certain other litigation matters.

The City Council on October 31, 2014, consented to and waived any conflict of interest related to the Firm's representation of the City as bond counsel in the issuance of Health Care System Revenue Bonds (Allina Health System), Series 2014.

Prepared by:  Peter W. Ginder Phone: (612) 672-2478

Approved by: 
Susan L. Segal
City Attorney

Presenter in Committee: Susan L. Segal, City Attorney

- Financial Impact** (Check those that apply)
- No financial impact (If checked, go directly to Background/Supporting Information).
 - Action requires an appropriation increase to the ___ Capital Budget or ___ Operating Budget.
 - Action provides increased revenue for appropriation increase.
 - Action requires use of contingency or reserves.
 - Business Plan: ___ Action is within the plan. ___ Action requires a change to plan.
 - Other financial impact (Explain):
 - Request provided to department's finance contact when provided to the Committee Coordinator.

Community Impact
Neighborhood Notification

Background/Supporting Information

The Firm was placed on the City's "Conduit Bond Panel" for 2014-2016. Participation on the Conduit Bond Panel is conditioned on the Firm acting as issuer's counsel i.e. acting as counsel for the City of Minneapolis. Although it is on the City's Conduit Bond Panel, the City also requires the Firm to notify us of any conflicts discovered while conducting conflict reviews for representation of parties to conduit bond financing transactions. The Firm has been asked to represent the City in connection with the proposed issuance by the City of Revenue Bonds (Fairview Health System), Series 2015 (the "Bonds") on behalf of Fairview and purchased by Citibank and RBC Capital Markets.

The Firm currently represents Fairview, Citibank, RBC Capital Markets and the Metropolitan Airports Commission (together, the "Parties") in one or more matters which may be adverse to the City. All the representations identified by the Firm are distinct and unrelated to the instant Bonds transaction. The City Attorney's Office has determined that it would be appropriate to bring a conflict of interest waiver to the Council and recommends granting a waiver to the Firm in connection with the Bonds issuance and in future bond issuances unrelated to the matters in which the Firm represents the Parties.