

Counsel^{to}Counsel



Cross-Country Collaboration:

**University of San Diego and
Duane Morris LLP**

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Cross-Country Collaboration

University of San Diego and Duane Morris LLP

By Scott M. Gawlicki

From a legal services perspective, 2005 was a watershed year for the University of San Diego (USD).

Following a lengthy search, the university introduced Duane Morris LLP as its new outside counsel, awarding the national firm a comprehensive five-year exclusive contract. Shortly thereafter, the university announced that Kelly Capen Douglas, who was on contract with Duane Morris, would become the university's first-ever general counsel.

Several months later, Duane Morris' Philadelphia office demonstrated that location isn't always an issue by helping the university complete a complex, 30-year \$93 million tax-exempt bond issue. With funding secure, the university then moved forward with a number of important capital improvement projects to be completed within the next two to five years.

"This is a very exciting time to be at the University of San Diego," says Douglas. "It's a great environment and the university is doing a lot of really neat things. I've always enjoyed working with the people here, so I couldn't pass up the opportunity to take over as GC."

"We're not only excited but honored to be a part of the university," adds Robert G. Copeland, USD's relationship partner for the firm. "For the San Diego office, this is a marquee client that's looking to expand, and we're looking forward to helping them do that."

Growing Again

Indeed, expansion has long been the buzzword at USD. When it opened its doors in 1952 as the San Diego College for Women, the university had only 50 students, a handful of professors and a



Photo by Kats Elliot

*Robert G. Copeland,
Duane Morris LLP*

"From the university's perspective, I'm the Duane Morris quarterback. When a matter comes up... I identify the resource or resources within Duane Morris, bring them in and then follow the project through to completion."

campus still under construction. In 1954, the men's institution, the College for Men, had temporary quarters as professors welcomed 39 undergraduate students and 55 students in the School of Law.

Today, USD is a nationally ranked Roman Catholic educational institution with 706 faculty members and more than 7,000 undergraduate, graduate and law students. Its 180-acre campus, which features 33 major buildings and breathtaking views of Mission Bay and the Pacific Ocean, is about to grow again with the planned renovation/expansion of its Student Center, construction of additional student housing and a new Leadership and Education Sciences building.

Suffice to say, Copeland, who served the university for 11 years at previous firms before moving to Duane Morris in 2004, expects the university will keep him quite busy in the coming years. "From the university's perspective, I'm the Duane Morris quarterback," Copeland says. "When a matter comes up, they contact me first. I identify the resource or resources within Duane Morris, bring them in and then follow the project through to completion."

In 2005, for example, Copeland connected Paul E. Bissonnette, USD's vice president for finance and administration, with a team from Duane Morris' Philadelphia office to represent the university in its tax-exempt bond offering. Initially Bissonnette was unsure that attorneys located on the other side of the country could provide the level of attention he felt the deal would require. However, a strong offering will sell quickly and this one did, closing in just a matter of hours, and the work of Duane Morris' and the university's team coupled to make the distance irrelevant to the process.

"I was pleased with the level of responsiveness, which is critical," Bissonnette explains. "Timing is crucial in the bond market. There are many different parties with different

needs and perspectives—the banks, the underwriter, the rating agencies, the bond counsel, the university—and everyone has to pull together and work cooperatively to have a successful offering. I've seen situations where law firms are not as responsive as they should have been, and the client loses due to changing market conditions. That didn't happen with Duane Morris."



Photo by Kats Elliot

Paul E. Bissonnette,
University of San Diego

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The deal was relatively sophisticated, involving a variable-rate, tax-exempt bond transaction enhanced by a letter of credit with an interest rate swap feature. As USD counsel, Duane Morris Partner Dianne A. Meyer, based in Philadelphia, managed the process on behalf of the university, ensuring the bond documents complied with the university's charter and bylaws, the laws and regulations of the state of California and the Internal Revenue Service. Meyer closed the transaction with the other parties and their counsel in San Diego.



Photo by Don Tracy

Robert L. Archie Jr. and Dianne A. Meyer,
Duane Morris LLP

"We oversee all kinds of municipal bond transactions. We have 12 lawyers handling tax-exempt bond transactions across the country," says Meyer, chair of the firm's Commercial Finance Practice Group.

"It was a rewarding experience," adds Robert L. Archie Jr., a Philadelphia-based partner who assisted Meyer on the transaction. "We haven't had a lot of bond work on the West Coast yet, so this was a great opportunity for us with a great client."

Unique Challenges

The university's day-to-day legal matters are more diverse and, at times, unpredictable. As a result, USD's retainer with Duane Morris is extensive, ranging from general business, real estate and litigation matters to intellectual property, employment and planned giving.

In 2005, much of the work centered on real estate issues, from reviewing student housing and on-campus cell tower contracts

partnership at a glance

University of San Diego

The University of San Diego (USD) is a Catholic institution of higher learning chartered in 1949. The school is known for its commitment to teaching, the liberal arts, the formation of values and community service. The establishment of the Joan B. Kroc School of Peace Studies brings the university's total number of schools and colleges to six.

USD's legal and administrative team includes:

Kelly Capen Douglas, general counsel, who oversees all of the institution's legal affairs. Douglas previously was a partner in the labor and employment group at Luce Forward Hamilton & Scripps LLP, where she worked from 1993 through February 2005.

Vice President for Finance and Administration Paul E. Bissonnette has over 30 years of higher education executive level experience in both private and public institutions in California and Michigan. He has been in his current position since 1998.

to helping USD negotiate sponsorship and special use contracts for the university's athletic facilities. Much of the initial workload has landed on the desk of Julie S. Mebane, a partner and real estate specialist in Duane Morris' San Diego office.

In one case, Mebane worked with Real Estate and Facilities Management departments to renegotiate the contract for a waterfront facility that the university's crew team leases from the city with two other tenants—the

partnership
at a glance

Duane Morris LLP

As a part of one of the 100 largest law firms in the United States, the Duane Morris San Diego office provides a base from which to serve the firm's expanding roster of global clients with locations and interests in Southern California and across the western United States.

The legal team serving the University of San Diego includes:

Robert G. Copeland, partner, who practices corporate law with an emphasis on corporate finance, securities, real estate and mergers and acquisitions law. Contact Robert at RCopeland@duanemorris.com.

Julie S. Mebane, partner, who practices in the area of real estate law, with particular emphasis upon commercial real estate purchases, sales, loans and secured lending, commercial, industrial and office leases, and land use issues. Contact Julie at JSMebane@duanemorris.com.

Dianne A. Meyer, partner, who chairs the Commercial Finance Practice Group. She practices in the areas of commercial finance, representing lenders and borrowers in secured and unsecured commercial lending transactions. Contact Dianne at DAMeyer@duanemorris.com.

Robert L. Archie Jr., partner, who concentrates his practice in the areas of municipal finance, real estate and corporate law for nonprofit corporations. Contact Robert at RLArchie@duanemorris.com.



Photo by Keats Elliot

*Kelly Capen Douglas,
University of San Diego*

“From a continuity standpoint, having them on board is extremely helpful. We share the same values and commitment, and the people here at the university know both of them well. So there’s a comfort factor there.”

University of California at San Diego and the San Diego Rowing Club.

Another matter involved helping USD negotiate a special use agreement with the U.S. Soccer Federation, which recently held a “friendly” (exhibition) match between the U.S. Men’s National Team and Canada at the university’s Torero Stadium. The contract detailed the responsibilities for each party, which ranged from maintaining the proper field conditions to on-site security arrangements.

“Most of the matters I work on for USD are like that—unique and interesting,” Mebane

explains. “For the crew facility, one tenant wanted to make alterations to the facility, so the three parties ended up working with the city to update and extend the lease. It’s unusual but interesting work, and that makes it fun. It’s definitely different from corporate real estate.”

A Smooth Transition

The partnership with Copeland and Mebane—both are highly regarded throughout the university—has made Douglas’ transition to general counsel that much easier.

“Part of my role is to coordinate our outside legal work. It’s challenging because different issues arise every day,” Douglas says. “From a continuity standpoint, having them on board is extremely helpful. We share the same values and commitment, and the



Photo by Keats Elliot

*Julie S. Mebane,
Duane Morris LLP*

people here at the university know both of them well. So there’s a comfort factor there.”

As a result, Douglas sees clear sailing ahead.

“We value the relationship with Duane Morris. We’ve got a good, responsive team, one that’s providing us with the legal services we need,” she says. “The relationship enables all of us to provide the university with proactive legal counsel and excellent service.”