

AGENDA OF A SPECIAL MEETING - PARKING AUTHORITY  
OF THE CITY OF NATIONAL CITY



COUNCIL CHAMBERS  
CIVIC CENTER  
1243 NATIONAL CITY BOULEVARD  
NATIONAL CITY, CALIFORNIA  
TUESDAY, MAY 21, 2019 – 6:00 PM

**ALEJANDRA SOTELO-SOLIS**

*Chairwoman*

**RON MORRISON**

*Boardmember*

**JERRY CANO**

*Boardmember*

**GONZALO QUINTERO**

*Boardmember*

**MONA RIOS**

*Boardmember*

**ORDER OF BUSINESS:** Public sessions of all Regular Meetings of the Parking Authority (hereafter referred to as Elected Body) begin at 6:00 p.m. on the third Tuesday of August annually. Public Hearings begin at 6:00 p.m. unless otherwise noted. Closed Sessions begin at 5:00 p.m. or such other time as noted. If a workshop is scheduled, the subject and time of the workshop will appear on the agenda.

**REPORTS:** All open session agenda items and reports as well as all documents and writings distributed to the Elected Body less than 72 hours prior to the meeting, are available for review at the entry to the Council Chambers. Regular Meetings of the Elected Body are webcast and archived on the City's website [www.nationalcityca.gov](http://www.nationalcityca.gov).

**PUBLIC COMMENTS:** Prior to the Business portion of the agenda, the Elected Body will receive public comments regarding any matters within the jurisdiction of the Parking Authority. Members of the public may also address any item on the agenda at the time the item is considered by the Elected Body. Persons who wish to address the Elected Body are requested to fill out a "Request to Speak" form available at the entrance to the City Council Chambers, and turn in the completed form to the City Clerk. The Chairperson will separately call for testimony of those persons who have turned in a "Request to Speak" form. If you wish to speak, please step to the podium at the appropriate time and state your name and address (optional) for the record. The time limit established for public testimony is three minutes per speaker unless a different time limit is announced. Speakers are encouraged to be brief. The Chairperson may limit the length of comments due to the number of persons wishing to speak or if comments become repetitious or unrelated.

**WRITTEN AGENDA:** With limited exceptions, the Elected Body may take action only upon items appearing on the written agenda. Items not appearing on the agenda must be brought back on a subsequent agenda unless they are of a demonstrated emergency or urgent nature, and the need to take action on such items arose after the agenda was posted.

**CONSENT CALENDAR:** Consent calendar items involve matters which are of a routine or noncontroversial nature. All consent items are adopted by approval of a single motion. Prior to such approval, any item may be removed from the consent portion of the agenda and separately considered, upon request of a Boardmember, a staff member, or a member of the public.

*1243 National City Blvd.  
National City  
619-336-4240*

*Meeting agendas and  
minutes available on web*

*[WWW.NATIONALCITYCA.GOV](http://WWW.NATIONALCITYCA.GOV)*

Upon request, this agenda can be made available in appropriate alternative formats to persons with a disability in compliance with the Americans with Disabilities Act. Please contact the City Clerk's Office at (619) 336-4228 to request a disability-related modification or accommodation. Notification 24-hours prior to the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting.

**IT IS REQUESTED THAT ALL CELL PHONES AND PAGERS BE TURNED OFF DURING PARKING AUTHORITY MEETINGS.**

**OPEN TO THE PUBLIC**

**OPEN SESSION**

**CALL TO ORDER**

**ROLL CALL**

**CONSENT CALENDAR**

1. Approval of the Minutes of the Regular Meeting of the Parking Authority of the City of National City of August 16, 2016 and the Special Meetings of the Parking Authority of the City of National City of December 6, 2016, May 16, 2017, and February 19, 2019. (City Clerk)
2. Resolution of the Parking Authority of the City of National City accepting the loan in the amount of \$320,000 from the City of National City for the payment of a three-year Service Agreement with IPS Group, Inc. and agreeing to reimburse the City of National City for the loan with interest. (Finance)

**ADJOURNMENT**

Regular Meeting of the Parking Authority of the City of National City -  
Tuesday, August 20, 2019 - 6:00 p.m. - Council Chambers - National City,  
California.



**NOTICE OF SPECIAL MEETING**

**PARKING AUTHORITY OF THE CITY OF NATIONAL CITY**

**COUNCIL CHAMBERS  
CIVIC CENTER  
1243 NATIONAL CITY BOULEVARD  
NATIONAL CITY, CALIFORNIA**

**TUESDAY, MAY 21, 2019 – 6:00 P.M.**

NOTICE IS HEREBY GIVEN that the Parking Authority of the City of National City will hold a Special Meeting on Tuesday, May 21, 2019, at 6:00 p.m., or as soon thereafter as the matter may be considered, at the Civic Center, 1243 National City Boulevard, National City, California, 91950. The business to be transacted at said meeting will be for the Parking Authority to consider the following:

**CONSENT CALENDAR**

1. Approval of the Minutes of the Regular Meeting of the Parking Authority of the City of National City of August 16, 2016 and the Special Meetings of the Parking Authority of the City of National City of December 6, 2016, May 16, 2017, and February 19, 2019. (City Clerk)
2. Resolution of the Parking Authority of the City of National City accepting the loan in the amount of \$320,000 from the City of National City for the payment of a three-year Service Agreement with IPS Group, Inc. and agreeing to reimburse the City of National City for the loan with interest. (Finance)

Dated: May 16, 2019

  
\_\_\_\_\_  
ALEJANDRA SOTELO-SOLIS, Chairwoman

Item # 1  
05/21/19

**APPROVAL OF THE MINUTES OF THE REGULAR MEETING  
OF THE PARKING AUTHORITY OF THE CITY OF NATIONAL  
CITY OF AUGUST 16, 2016 AND THE SPECIAL MEETINGS OF  
THE PARKING AUTHORITY OF THE CITY OF NATIONAL CITY  
OF DECEMBER 6, 2016, MAY 16, 2017, AND  
FEBRUARY 19, 2019.**

(City Clerk)

**DRAFT      DRAFT      DRAFT**  
**MINUTES OF THE REGULAR MEETING OF THE  
PARKING AUTHORITY OF THE CITY OF NATIONAL CITY**

**August 16, 2016**

The Regular Meeting of the Parking Authority of the City of National City, was called to order at 10:26 p.m. by Chairman Morrison.

**ROLL CALL**

Members Present: Cano, Mendivil, Morrison, Rios, Sotelo-Solis.  
Administrative Officials Present: Dalla, Deese, Raulston, Silva.

**APPROVAL OF MINUTES**

1. Approval of the Minutes of the Special Meetings of August 18, 2015, December 15, 2015 and May 3, 2016. (City Clerk)  
**ACTION:** Motion by Sotelo-Solis, seconded by Rios to approve the Special Meeting Minutes for the Parking Authority. Carried by unanimous vote.

**ADJOURNMENT**

Motion by Rios, seconded by Mendivil, to adjourn the meeting to the next Regular Meeting of the Parking Authority of the City of National City to be held on Tuesday, August 15, 2017, at 6:00 p.m., in the Council Chambers, Civic Center, National City, California. Carried by unanimous vote.

The meeting closed at 10:26 p.m.

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City Clerk  
Recording Secretary

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Secretary  
Parking Authority

The foregoing Minutes were approved at the Regular Meeting of May 21, 2019.

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Chairwoman  
Parking Authority

**DRAFT    DRAFT    DRAFT**  
**MINUTES OF THE SPECIAL MEETING OF THE  
PARKING AUTHORITY OF THE CITY OF NATIONAL CITY**

**December 6, 2016**

The Special Meeting of the Parking Authority of the City of National City, was called to order at 10:10 p.m. by Chairman Morrison.

**ROLL CALL**

Members Present: Cano, Mendivil, Morrison, Rios, Sotelo-Solis.  
Administrative Officials Present: Dalla, Deese, Eiser, Raulston.

**NON CONSENT RESOLUTIONS**

**PARKING AUTHORITY ADMIN (406-3-1)**

1. Resolution No. 2016-2. RESOLUTION OF THE PARKING AUTHORITY OF THE CITY OF NATIONAL CITY AUTHORIZING THE CHAIRMAN TO EXECUTE THE TENTH AMENDMENT TO THE OPTION TO PURCHASE AGREEMENT WITH THE COUNTY OF SAN DIEGO FOR THE PURCHASE OF AN OPEN-SPACE EASEMENT ON A 15.08 ACRE PARCEL OF LAND AT THE SOUTHWEST CORNER OF SWEETWATER ROAD AND BONITA CENTER ROAD THAT EXTENDS THE TERM OF SAID OPTION FOR ONE YEAR AND PAYS THE COUNTY OF SAN DIEGO \$1.00 AS CONSIDERATION FOR THE EXTENSION. (Housing & Economic Development Division)

**RECOMMENDATION:** Adoption of the Resolution.

**TESTIMONY:** None.

**ACTION:** Motion by Sotelo-Solis, seconded by Mendivil, to adopt the Resolution. Carried by unanimous vote.

**PARKING AUTHORITY ADMIN (406-3-1)**

2. Resolution No. 2016-3. RESOLUTION OF THE PARKING AUTHORITY OF THE CITY OF NATIONAL CITY AUTHORIZING THE CITY MANAGER TO EXECUTE THE THIRD AMENDMENT TO THE OPTION AGREEMENT WITH CARMAX AUTO SUPERSTORES CALIFORNIA, LLC, A VIRGINIA LIMITED LIABILITY COMPANY, AMENDING THE TOTAL PURCHASE PRICE TO BE PAID TO \$1,500,000 FOR 7.7 ACRES OR \$4.40 PER SQUARE FOOT CONTINGENT ON A REDUCTION OF THE SALES PRICE FOR THE COUNTY OF SAN DIEGO OPEN SPACE EASEMENT AND ALLOWING THE SIZE AND DIMENSION OF THE PROPERTY TO BE DETERMINED BY CARMAX BASED UPON THE TOTAL SIZE NEEDED FOR THE CARMAX PROJECT. (Housing & Economic Development Division)

**NON CONSENT RESOLUTIONS (cont.)**

**PARKING AUTHORITY ADMIN (406-3-1)**

2. Resolution No. 2016-3 (continued).

**RECOMMENDATION:** Adopt of the Resolution.

**TESTIMONY:** None.

**ACTION:** Motion by Mendivil, seconded by Sotelo-Solis, to adopt the Resolution. Carried by unanimous vote.

**ADJOURNMENT**

Motion by Mendivil, seconded by Rios, to adjourn the meeting to the next Regular Meeting of the Parking Authority of the City of National City to be held on Tuesday, August 15, 2017, at 6:00 p.m., in the Council Chambers, Civic Center, National City, California. Carried by unanimous vote.

The meeting closed at 10:16 p.m.

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City Clerk  
Recording Secretary

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Secretary  
Parking Authority

The foregoing Minutes were approved at the Regular Meeting of May 21, 2019.

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Chairwoman  
Parking Authority



**DRAFT    DRAFT    DRAFT**  
**MINUTES OF THE SPECIAL MEETING OF THE  
PARKING AUTHORITY OF THE CITY OF NATIONAL CITY**

**May 16, 2017**

The Special Meeting of the Parking Authority of the City of National City, was called to order at 9:35 p.m. by Chairman Morrison.

**ROLL CALL**

Members Present: Cano, Mendivil, Morrison, Rios, Sotelo-Solis.  
Administrative Officials Present: Dalla, Deese, Eiser, Raulston.

**CONSENT CALENDAR**

**PARKING AUTHORITY ADMIN (406-3-1)**

1. Resolution No. 2017-1. RESOLUTION OF THE PARKING AUTHORITY OF THE CITY OF NATIONAL CITY AUTHORIZING THE CHAIRMAN TO EXECUTE THE FIRST AMENDMENT TO THE EXCLUSIVE SALES LISTING AGREEMENT WITH R.I. PROPERTIES, INC., DOING BUSINESS AS RETAIL INSITE, EXTENDING THE EXCLUSIVE SALES LISTING AGREEMENT THROUGH DECEMBER 31, 2017, ESTABLISHING COMPENSATION FOR A REMNANT PARCEL, AND AUTHORIZING THE CITY MANAGER OR DESIGNEE THE AUTHORITY TO EXTEND THIS AGREEMENT (Housing & Economic Development Division)

**RECOMMENDATION:** Adoption of the Resolution.

**TESTIMONY:** None.

**ACTION:** Motion by Sotelo-Solis, seconded by Cano, to adopt the Resolution. Carried by unanimous vote.

**ADJOURNMENT**

Motion by Rios, seconded by Mendivil, to adjourn the meeting to the next Regular Meeting of the Parking Authority of the City of National City to be held on Tuesday, August 15, 2017, at 6:00 p.m., in the Council Chambers, Civic Center, National City, California. Carried by unanimous vote.

The meeting closed at 9:35 p.m.

**ADJOURNMENT (cont.)**

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City Clerk  
Recording Secretary

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Secretary  
Parking Authority

The foregoing Minutes were approved at the Regular Meeting of May 21, 2019.

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Chairwoman  
Parking Authority

**DRAFT    DRAFT    DRAFT**  
**MINUTES OF THE SPECIAL MEETING OF THE  
PARKING AUTHORITY OF THE CITY OF NATIONAL CITY**

**February 19, 2019**

The Special Meeting of the Parking Authority of the City of National City, was called to order at 5:01 p.m. by Chairwoman Sotelo-Solis.

**ROLL CALL**

Members Present: Cano, Morrison, Quintero, Rios, Sotelo-Solis.

Administrative Officials Present: Dalla, Deese, Morris-Jones, Raulston, Vergara.

**OPEN SESSION**

**PUBLIC COMMENTS** – None.

Members retired into Closed Session at 5:03 p.m.

**CLOSED SESSION**

1. Conference with Real Property Negotiators

Government Code Section 54956.8

Property:            15.08-acre Parcel at the Southwest Corner of Sweetwater  
Road and Plaza Bonita Center Way (A.P.N. 564-471-11)

Agency Negotiator: Brad Raulston, Deputy City Manager

Negotiating Parties: CarMax Auto Superstores California, LLC

Under Negotiation: Price and Terms of Payment

**ADJOURNMENT**

Next Regular Meeting of the Parking Authority of the City of National City - Tuesday, August 20, 2019 - 6:00 p.m., City Council Chambers, Civic Center – National City, California.

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City Clerk  
Recording Secretary

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Secretary  
Parking Authority

The foregoing Minutes were approved at the Regular Meeting of May 21, 2019.

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Chairwoman  
Parking Authority

**DRAFT    DRAFT    DRAFT**  
**MINUTES OF THE SPECIAL MEETING OF THE  
PARKING AUTHORITY OF THE CITY OF NATIONAL CITY**

**February 19, 2019**

The Special Meeting of the Parking Authority of the City of National City, was called to order at 7:59 p.m. by Chairwoman Sotelo-Solis.

**ROLL CALL**

Members Present: Cano, Morrison, Quintero, Rios, Sotelo-Solis.

Administrative Officials Present: Dalla, Deese, Morris-Jones, Raulston, Vergara.

**PUBLIC COMMENTS** - None

**CONSENT CALENDAR**

**ADOPTION OF CONSENT CALENDAR.** Item No. 1 (Minutes). Motion by Morrison, seconded by Cano, to approve the Consent Calendar. Carried by unanimous vote.

**PARKING AUTHORITY ADMIN (406-3-1)**

1. Approval of the Minutes of the Special Meetings of the Parking Authority of the City of National City of September 5, 2017, December 19, 2017 and December 4, 2018.

**ACTION:** Approved. See above.

**NON CONSENT RESOLUTIONS**

**PARKING AUTHORITY ADMIN (406-3-1)**

2. Resolution No. 2019-1. RESOLUTION OF THE PARKING AUTHORITY OF THE CITY OF NATIONAL CITY APPROVING AND AUTHORIZING THE CHAIRWOMAN TO EXECUTE A SIXTH AMENDMENT TO THE OPTION TO PURCHASE AGREEMENT BETWEEN THE PARKING AUTHORITY AND CARMAX AUTO SUPERSTORES CALIFORNIA, LLC, A VIRGINIA LIMITED LIABILITY COMPANY, EXTENDING THE PERMITTING PERIOD FROM FEBRUARY 25, 2019 TO DECEMBER 4, 2019, AND HAVING THE ESCROW CLOSING OCCUR TWO WEEKS AFTER THE EXPIRATION OF THE PERMITTING PERIOD. (Housing & Economic Development)

**RECOMMENDATION:** Adopt the Resolution.

**TESTIMONY:** None.

**ACTION:** Motion by Morrison, seconded by Cano, to adopt the Resolution. Carried by unanimous vote.

**ADJOURNMENT**

Motion by Morrison, seconded by Cano, to adjourn the meeting to the next Regular Meeting of the Parking Authority of the City of National City to be held on Tuesday, August 20, 2019 at 6:00 p.m., in the Council Chambers, Civic Center, National City, California. Carried by unanimous vote.

Regular Meeting of the Parking Authority of the City of National City, Tuesday, August 20, 2019, 6:00 p.m., Council Chambers, National City, California.

The meeting closed at 8:00 p.m.

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City Clerk  
Recording Secretary

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Secretary  
Parking Authority

The foregoing Minutes were approved at the Regular Meeting of May 21, 2019.

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Chairwoman  
Parking Authority

**CITY OF NATIONAL CITY, CALIFORNIA  
PARKING AUTHORITY AGENDA STATEMENT**

**MEETING DATE:** May 21, 2019

**AGENDA ITEM NO.:** 2

**ITEM TITLE:**

Resolution of the Parking Authority of the City of National City accepting the loan in the amount of \$320,000 from the City of National City for the payment of a three-year service agreement with IPS Group, Inc. and agreeing to reimburse the City of National City for the loan interest.

**PREPARED BY:** Yen Kelly, Budget Analyst

**PHONE:** 619-336-4332

**DEPARTMENT:** Finance

**APPROVED BY:** Mark Ralento

**EXPLANATION:**

See attached staff report.

**FINANCIAL STATEMENT:**

**ACCOUNT NO.**

See attached staff report.

**APPROVED:** Mark Ralento FINANCE

**APPROVED:** \_\_\_\_\_ MIS

**ENVIRONMENTAL REVIEW:**

This is not a project and, therefore, not subject to environmental review.

**ORDINANCE:** INTRODUCTION  FINAL ADOPTION

**STAFF RECOMMENDATION:**

Adopt the resolution, accepting the loan in the amount of \$320,000 from the City of National City for the payment of a three-year service agreement with IPS Group, Inc. and agreeing to reimburse the City of National City for the loan interest.

**BOARD / COMMISSION RECOMMENDATION:**

**ATTACHMENTS:**

Staff Report



## **Parking Authority Staff Report**

May 21, 2019

### **ITEM**

Staff Report: Resolution of the Parking Authority of the City of National City accepting the loan in the amount of \$320,000 from the City of National City for the payment of a three-year service agreement with IPS Group, Inc. and agreeing to reimburse the City of National City for the loan interest.

### **BACKGROUND**

On June 20, 2017, by adoption of Resolution No. 2017-103, the City Council approved the Parking Action Plan ("PAP") for Downtown National City to address existing and future parking demands. On November 7, 2017, by adoption of Ordinance No. 2017-2441, the Council approved the Downtown Specific Plan Proposed Amendment and identified parking as one of the Plan's goals.

On October 16, 2018, staff brought forward an agenda item seeking execution of a three-year agreement with IPS Group ("IPS") for \$320,000 for IPS to provide parking management equipment and software support. Authorization for the Mayor to execute the agreement with IPS was provided by Council's adoption of Resolution No. 2018-183. In accordance with Resolution No. 2018-183, the cost of the agreement is to be paid from the General Fund fund balance with reimbursement through the Parking Authority of the City of National City ("Parking Authority") at a later time.

Resolution No. 2018-183 also approved payment of the cost of the agreement using General Fund fund balance with the General Fund's being reimbursed through the Parking Authority.

### **DISCUSSION**

In addition to the cost of the IPS agreement, other expenses will be incurred in the course of implementing programs. Parking Authority expenses will be paid from Parking Authority revenues, which are anticipated to include:

- parking enforcement revenues resulting from implementation of IPS's parking management and enforcement software;
- potential sales proceeds from the Parking Authority's 15.08-acre parcel located at the southwest corner of Sweetwater Road and Plaza Bonita Center Way (APN 564-471-11); and
- future parking developments as part of the Downtown Specific Plan.

It is possible the additional expenses will be incurred before any revenues are received, and as a new fund, the Parking Authority Fund currently has no fund balance. Therefore, payment of the loan will begin once collection of revenues begins to occur, and requests for funding for other expenses will be brought forward for Council approval, if/as needed.

With this agenda item, staff is requesting approval of a loan of \$320,000, the IPS agreement amount, from the City's General Fund to the Parking Authority Fund and ratification of budgetary

Staff Report: Resolution of the Parking Authority of the City of National City accepting the loan in the amount of \$320,000 from the City of National City for the payment of a three-year service agreement with IPS Group, Inc. and agreeing to reimburse the City of National City for the loan interest.

May 21, 2019

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adjustments in the same amount to account for the transfer of the funds and for IPS agreement expenses. Staff recommends the loan be repaid with interest using a rate equal to the blended rate of return earned by the City's surplus investments over the loan period.

**FISCAL IMPACT**

Approval of the loan from the General Fund to the Parking Authority Fund will initially reduce the unassigned fund balance of the General Fund by \$320,000; however, upon full payment of principal and interest, the unassigned fund balance of the General Fund will be increased by the payment of interest. The Parking Authority Fund will incur the cost of interest on the loan.

Following are the accounts for which ratification of budgetary adjustments of \$320,000 (each) associated with the loan and IPS agreement expenses is sought:

001-409-000-099-0000 General Fund - Transfers to Other Funds

420-00000-3999 Parking Authority Fund - Transfers from Other Funds

420-416-029-299-0000 – Parking Authority Fund, Contract Services (expenditure)

**RECOMMENDATION**

Adopt the resolution, accepting the loan in the amount of \$320,000 from the City of National City for the payment of a three-year service agreement with IPS Group, Inc. and agreeing to reimburse the City of National City for the loan interest.



RESOLUTION NO. 2019 –

RESOLUTION OF THE PARKING AUTHORITY OF THE CITY OF NATIONAL CITY  
ACCEPTING THE LOAN IN THE AMOUNT OF \$320,000 FROM THE CITY OF  
NATIONAL CITY FOR THE PAYMENT OF A THREE-YEAR SERVICE AGREEMENT  
WITH IPS GROUP, INC. AND AGREEING TO REIMBURSE THE CITY OF NATIONAL  
CITY FOR THE LOAN WITH INTEREST

WHEREAS, on June 20, 2017, by adoption of Resolution No. 2017-103, the City Council approved the Parking Action Plan ("PAP") for Downtown National City to address existing and future parking demands; and

WHEREAS, on November 7, 2017, by adoption of Ordinance No. 2017-2441, the Council approved the Downtown Specific Plan Proposed Amendment and identified parking as one of the Plan's goals; and

WHEREAS, on October 16, 2018, staff brought forward an agenda item seeking execution of a three-year Agreement with IPS Group ("IPS") for \$320,000 for IPS to provide parking management equipment and software support; and

WHEREAS, authorization for the Mayor to execute the Agreement with IPS was provided by Council's adoption of Resolution No. 2018-183; and

WHEREAS, in accordance with Resolution No. 2018-183, the cost of the Agreement is to pay General Fund fund balance with reimbursement through the Parking Authority of the City of National City ("Parking Authority") at a later time; and

WHEREAS, Resolution No. 2018-183 also approved payment of the cost of the Agreement using General Fund fund balance with the General Fund's being reimbursed through the Parking Authority; and

WHEREAS, the loan of the loan from the City's General Fund to the Parking Authority Fund will initially reduce the unassigned fund balance of the General Fund by \$320,000, however, upon full repayment of principal and interest, the unassigned fund balance of the City's General Fund will be increased by the payment of interest; and

WHEREAS, the Parking Authority Fund will incur the cost of interest on the loan;  
and

WHEREAS, staff is requesting acceptance of the loan in the amount of \$320,000, from the City's General Fund to the Parking Authority Fund and for the Parking Authority to agree to reimburse the City \$320,000 loan amount with interest.

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NOW, THEREFORE, BE IT RESOLVED that the Parking Authority of the City of National City hereby authorize the acceptance of a loan from the City of National City to the Parking Authority of the City of National City in the amount of \$320,000 and agree to reimburse the City \$320,000 loan amount with interest.

PASSED and ADOPTED this 21<sup>st</sup> day of May, 2019.

\_\_\_\_\_  
Alejandra Sotelo-Solis, Chairwoman

ATTEST:

\_\_\_\_\_  
Stephen Manganiello, Secretary

APPROVED AS TO FORM:

\_\_\_\_\_  
Angil P. Morris-Jones  
Legal Counsel