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**THE CITY OF WARWICK  
STATE OF RHODE ISLAND**

**RESOLUTION OF THE CITY COUNCIL**

**NO.** \_\_\_\_\_ **DATE** \_\_\_\_\_

**APPROVED** \_\_\_\_\_ **MAYOR**

**A RESOLUTION AUTHORIZING THE MAYOR, BY AND THROUGH THE  
WARWICK RETIREMENT BOARD, TO ENTER INTO A CONTINGENT FEE LEGAL  
RETAINER AGREEMENT FOR INVESTIGATION AND POTENTIAL LITIGATION  
REGARDING BREACH OF FIDUCIARY DUTIES BY GUESS?, INC.**

**Resolved that,**

WHEREAS, the health, safety and welfare of the citizens of the City of Warwick are matters of paramount importance to the City Council; and

WHEREAS, pursuant to the City Charter, Article I, Section 1-2 and R.I.G.L. § 45-15-1, the inhabitants of the city shall continue to be a body corporate and politic and may, in their corporate name, sue and be sued, prosecute and defend, in any court and elsewhere; and

WHEREAS, pursuant to the City Charter, Article I, Section 1-3 the City Council is empowered to grant the Mayor authority to enter the City or a body thereof as a party to a lawsuit by resolution; and

WHEREAS, it has been brought to the Council’s attention by the City Solicitor that the Warwick Retirement Board, as the beneficial owner of shares of Guess?, Inc. common stock, has reason to investigate and assess potential breaches of fiduciary duties by members of Guess?, Inc.’s board of directors and/or senior management, the independence and disinterestedness of members of the Board, and whether to bring a lawsuit or take other appropriate action; and

WHEREAS, counsel may be retained on a contingent fee basis to investigate and prosecute any potential causes of action identified at no cost to the Warwick Retirement Board or the City of Warwick; and

WHEREAS, the Warwick City Council desires the Warwick Retirement Board to retain counsel to pursue such investigation, assessment, and potential litigation regarding Guess?, Inc.

NOW THEREFORE, BE IT RESOLVED, that the Warwick City Council hereby authorizes the Mayor of the City of Warwick, by and through the Warwick Retirement Board, to enter into a contingent fee legal retainer agreement for investigation, assessment and potential litigation regarding breach of fiduciary duties by Guess?, Inc.

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The City Clerk is hereby directed to forward a copy of this Resolution to the Mayor, the City Solicitor, and Members of the Warwick Retirement Board.

This Resolution shall take effect upon passage.

SPONSORED BY: COUNCIL PRESIDENT MCALLISTER  
ON BEHALF OF MAYOR PICOZZI

COMMITTEE: UNANIMOUS CONSENT