SALEM COUNTY IMPROVEMENT AUTHORITY

** **

RESOLUTION 2016-27

February 18, 2016

RESOLUTION APPOINTING SPECIAL COUNSEL.

WHEREAS, the Salem County Improvement Authority has determined that it shall use a fair and open process to acquire certain services in accordance with the provisions of N.J.S.A. 19:44A-20.4 et seq.; and

WHEREAS, N.J.S.A. 19:44A-20.5 provides that contracts awarded through a fair and open process may be awarded based on price and other factors; and

WHEREAS, Parker McCay P.A. has submitted a responsive proposal for bond counsel services to the Authority; and

WHEREAS, Parker McCay P.A. has heretofore provided legal services as bond counsel to the Authority in connection with: (i) the obtaining of all approvals from (a) the New Jersey Department of Environmental Protection (“NJDEP”), and (b) the New Jersey Environmental Infrastructure Trust (“NJEIT”), for purposes of effectuating the Authority’s proposed landfill expansion project (“Landfill Expansion Project”); and (ii) the obtaining of authorization and approval for the financing of the costs of the Landfill Expansion Project through each of the NJEIT and the NJDEP, acting by and on behalf of the State of New Jersey, and

WHEREAS, the items listed in (i) and (ii) above are currently in the process of being finalized; and

WHEREAS, the Salem County Improvement Authority has resolved by separate Resolution of this date to award a contract for bond counsel services to Archer & Greiner, P.C.; and

WHEREAS, the Authority has determined that it is in the best interest of the Authority for Parker McCay P.A. to continue its representation of the Authority with respect to items (i) and (ii) above; and

WHEREAS, the Authority Treasurer has certified that funds are available for the services to be provided pursuant to this contract and the certificate of available funds is attached hereto as required by N.J.A.C. 5:30-5.4;

NOW THEREFORE BE IT HEREBY RESOLVED by the Salem County Improvement Authority that Parker McCay P.A. is hereby re-appointed as special counsel to the Authority to provide the continuation of the services described in (i) and (ii) above
for such time as shall be necessary to: (i) obtain final approval from NJDEP for the undertaking of the Landfill Expansion Project by virtue of approval of formal petition to the NJDEP; and (ii) obtain final approval from the NJDEP and the NJEIT to participate in the NJEIT’s financing program to finance the costs of the Landfill Expansion Project. For the provision of such services, the Authority and Parker McCay P.A. shall execute and deliver a fee agreement setting forth, among other things, the scope of the engagement described above and the fees to be charged by Parker McCay P.A. for such services. In addition to the services described above, Parker McCay P.A. shall also be entitled to that portion of the fees to be charged by the Authority’s newly appointed Bond Counsel, Archer & Greiner P.C. in connection with the issuance of bonds, notes or other obligations issued in connection with the Landfill Expansion Project (collectively, the “Bonds”) for which Parker McCay P.A. has previously provided legal services, it being understood that the Authority shall only be responsible to Parker McCay P.A. for its work product related to the Bonds that Archer & Greiner P.C. has not and will not otherwise undertake or prepare.

BE IT FURTHER RESOLVED that the contract shall be for a term of one year or until the services to be provided have been completed, whichever occurs first.

BE IT FURTHER RESOLVED that the Chairman and Secretary are hereby authorized to execute said contract. A notice of the award of the contract shall be published in accordance with the Local Public Contracts Law and a copy of this Resolution shall be made available for inspection by the public.

ATTEST:

Paul Williams, Secretary

Robert E. Widdifield, Chairman

February 18, 2016

Date

CERTIFICATION

I hereby certify the above to be a true copy of a resolution adopted by the Salem County Improvement Authority at a regular meeting held on February 18, 2016.

Paul Williams, Secretary