

RESOLUTION NO. 15-15

**RESOLUTION OF THE BOARD OF COMMISSIONERS
MORRIS COUNTY IMPROVEMENT AUTHORITY**

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY
ACCEPTING THE RESIGNATION OF PEARLMAN & MIRANDA, LLC AS
GENERAL, BOND AND SPECIAL ENERGY COUNSEL TO THE AUTHORITY**

WHEREAS, the Morris County Improvement Authority (the “Authority”) has been duly created by resolution of the County of Morris (the “County”), State of New Jersey (the “State”) and exists in good standing as a public body corporate and politic under and pursuant to all applicable law, including the county improvement authorities law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, as amended from time to time (codified at N.J.S.A. 40:37A-44 et seq., the “Act”);

WHEREAS, in order to carry out the operations of the Authority, including without limitation the negotiation, sale and issuance of bonds, notes or other obligations of the Authority to finance projects permitted under the Act, the Authority needed to contract for the services of a general counsel, bond counsel and special energy counsel (the “Legal Counsel”);

WHEREAS, following a “fair and open process” and pursuant to that certain resolution no. 14-32, entitled “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE EXECUTION OF A CONTRACT FOR GENERAL, BOND AND SPECIAL ENERGY COUNSEL SERVICES,” duly adopted on September 24, 2014, the Authority appointed Pearlman & Miranda, LLC to serve as general, bond, and special energy counsel to the Authority for a period of one (1) year, commencing on October 30, 2014;

WHEREAS, by letter dated April 1, 2015 (the “Resignation Letter”), a copy of which is attached hereto as Exhibit A, Pearlman & Miranda, LLC tendered its resignation, effective June 1, 2015, as general, bond, and special energy counsel to the Authority, upon the terms set forth therein.

NOW THEREFORE BE IT RESOLVED by the Board of Commissioners of the Authority as follows:

Section 1. The Authority hereby accepts the terms of the resignation of Pearlman & Miranda, LLC as general, bond, and special energy counsel to the Authority as set forth in the Resignation Letter, which terms are hereby incorporated as if set forth

at length herein, and the Chairperson is hereby authorized and directed to countersign the Resignation Letter, thereby acknowledging and accepting the terms thereof.

Section 2. The Authority hereby acknowledges that upon the execution of the Resignation Letter by the Chairperson as set forth in Section 1 above, the resignation of Pearlman & Miranda, LLC shall be deemed effective as of June 1, 2015, as provided in the Resignation Letter.

Section 3. Reserved.

[Remainder of page intentionally left blank.]

Section 4. Subject to the second sentence of this section, this resolution shall take effect immediately. In accordance with N.J.S.A. 40:37A-50, the Secretary of the Authority is hereby authorized and directed to submit to each member of the Board of Freeholders, by the end of the fifth business day following this meeting, a copy of the minutes of this meeting. The Secretary is hereby further authorized and directed to obtain from the Clerk of the Board of Freeholders a certification stating that the minutes of this meeting have not been vetoed by the Director of the Board of Freeholders.

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Gallopo				
Kovalcik				
Ramirez				
Sandman				
Bonanni				

ATTESTATION:

This Resolution was acted upon at the Special Meeting of the Authority held on April 1, 2015 at the Authority’s principal corporate office in Morristown, New Jersey.

Attested to this 1st day of April, 2015

By: _____

Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of April 1, 2015

By: _____

**Stephen B. Pearlman, Esq., Partner
Pearlman & Miranda, LLC, Counsel to the Authority**

By: _____

**Daniel O’Mullan, Esq.
Morris County Counsel**

Exhibit A
Resignation Letter