

RESOLUTION NO. 15-21

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

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING THE RETENTION OF ITS EXISTING LEGAL COUNSEL AND
ENERGY CONSULTANT BEYOND JUNE 1, 2015, FOR CERTAIN LIMITED
PURPOSES**

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, the Authority needed to contract for the services of contract for the services of a general counsel, bond counsel and special energy counsel (the “Legal Counsel”) and a special energy consultant (the “Energy Consultant”);

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, pursuant to that certain resolution no. 14-17, entitled “RESOLUTION ACCEPTING A PROPOSAL AND AUTHORIZING EITHER AN AMENDMENT TO THE EXISTING SERVICES AGREEMENT OR A NEW SERVICES AGREEMENT WITH GABEL ASSOCIATES IN CONNECTION WITH THE AUTHORITY'S SERIES 2011 RENEWABLE ENERGY PROGRAM AND CERTAIN OTHER MATTERS RELATED THERETO,” duly adopted on May 21, 2014, the Authority appointed Gabel Associates, Inc. to serve as its Energy Consultant for a period of one (1) year, commencing on the date of adoption thereof;

WHEREAS, by letters dated April 1, 2015 (the “Resignation Letters”), Pearlman & Miranda, LLC and Gabel Associates, Inc., respectively, tendered their resignations as Legal Counsel and Energy Consultant to the Authority, effective June 1, 2015;

WHEREAS, pursuant to that certain resolution no. 15-15, entitled “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY ACCEPTING THE RESIGNATION OF PEARLMAN & MIRANDA, LLC AS GENERAL, BOND AND SPECIAL ENERGY COUNSEL TO THE AUTHORITY,” duly adopted on April 1, 2015, the Authority accepted the terms of the resignation of Pearlman & Miranda, LLC as general, bond, and special energy counsel to the Authority, upon the terms set forth in the Resignation Letter, effective as of June 1, 2015;

WHEREAS, pursuant to that certain resolution no. 15-16, entitled “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY ACCEPTING THE RESIGNATION OF GABEL ASSOCIATES, INC. AS ENERGY CONSULTANT TO THE AUTHORITY,” duly adopted on April 1, 2015, the Authority accepted the terms of the resignation of Gabel Associates, Inc. as Energy Consultant to the Authority, upon the terms set forth in the Resignation Letter, effective as of June 1, 2015;

WHEREAS, as of the date hereof, Pearlman & Miranda, LLC is in the process of assisting the Authority in responding to various requests submitted to the Authority pursuant to New Jersey’s Open Public Records Act (the “*OPRA Requests*”), which process will not be completed prior to June 1, 2015;

WHEREAS, due to the extensive effort already put forth by Pearlman & Miranda, LLC with respect to responding to the OPRA Requests, it is most efficient and in the best interests of the Authority for Pearlman & Miranda, LLC to complete responding to the OPRA Requests;

WHEREAS, as of the date hereof, the Authority has commenced a bidding process to appoint a new Energy Consultant;

WHEREAS, pursuant to N.J.S.A. 40A:11-15, "a contract may be extended by mutual agreement of the parties to the contract when a contracting unit has commenced rebidding prior to the time the contract expires or when the awarding of a contract is pending at the time the contract expires";

WHEREAS, as of the date hereof Gabel Associates, Inc. has undertaken certain actions in assisting the Authority to determine the potential options available respect to the construction of future sites in connection with the Authority’s Renewable Energy Program, which process will culminate in a report to be produced by Gabel Associates, Inc. delineating such potential options (the “Renewable Energy Program Memo”);

WHEREAS, due to the extensive effort already put forth by Gabel Associates, Inc. with respect to assembling the information necessary to prepare the Renewable

Energy Program Memo, it is most efficient and in the best interests of the Authority for Gabel Associates, Inc. to complete preparing the Renewable Energy Program Memo; and furthermore, pursuant to N.J.S.A. 40A:11-15, the Authority desires to extend the contract of Gabel Associates, Inc. as is detailed in Section 2 hereof.

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

Section 1. The Authority hereby authorizes Pearlman & Miranda, LLC to continue as Legal Counsel to the Authority for the purpose of preparing responses to the OPRA Requests filed with the Authority as of June 1, 2015, and, unless further action is taken by the Authority, Pearlman & Miranda, LLC's term as Legal Counsel shall terminate upon the earlier of: (i) July 1, 2015; and (ii) the date on which all such OPRA Requests have been addressed and Pearlman & Miranda, LLC has provided any follow up deemed reasonable and necessary in the sole discretion of the Chairperson and the Treasurer of the Authority (including their designees, each an "Authorized Officer").

Section 2. The Authority hereby authorizes Gabel Associates, Inc. to continue as Energy Consultant for the purpose of preparing the Renewable Energy Memo, and, unless further action is taken by the Authority, Gabel Associates, Inc.'s term as Energy Consultant shall terminate upon the earlier of: August 1, 2015; and (ii) the date on which the Renewable Energy Program Memo has been submitted to the Authority, and Gabel Associates Inc. has provided any follow up deemed reasonable and necessary by the Authorized Officers.

Section 3. With respect to the services contemplated in Sections 1 and 2 hereof, the resignations of Pearlman & Miranda, LLC and Gabel Associates, Inc. shall be deemed effective as of the applicable termination dates set forth in Sections 1 and 2 hereof.

Section 4. All actions of the Authorized Officers, Pearlman & Miranda, LLC, and Gabel Associates, Inc., in connection with the matters contemplated by this resolution are hereby ratified and approved.

Section 5. Reserved.

[Remainder of page intentionally left blank.]

Section 6. 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 May 28, 2015 at the Authority’s principal corporate office in Morristown, New Jersey.

Attested to this 28th day of May, 2015

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of May 28, 2015

By: _____
Stephen B. Pearlman, Esq., Partner
Pearlman & Miranda, LLC
Counsel to the Authority