

RESOLUTION NO. 2019 - 07

RESOLUTION OF THE TOWNSHIP OF LITTLE EGG HARBOR, COUNTY OF OCEAN, STATE OF NEW JERSEY, APPOINTING THE FIRM OF GLUCK WALRATH LLP AS BOND COUNSEL FOR THE TOWNSHIP OF LITTLE EGG HARBOR

WHEREAS, there exists a need for the Township to obtain counsel to provide guidance and other legal services in connection with the issuance of bonds or notes by the Township; and

WHEREAS, although the Local Public Contracts Law, N.J.S.A. 40A:11-1 et seq., authorizes the award of contracts for “Professional Services” without competitive bids, the Township issued a request for proposals for professional service contracts in accordance with the competitive negotiation procedure as delineated within Section 40-8 of the Township Code of the Township of Little Egg Harbor, entitled “Fair and open process utilized to award contracts with anticipated value in excess of \$17,500”; and

WHEREAS, a determination of value has been made by the Township that said contract shall be a value in excess of \$17,500; and

WHEREAS, said competitive negotiation procedure satisfies the requirements of a fair and open process under N.J.S.A. 19:44A:20.2 et seq.; and

WHEREAS, all proposals were to be submitted to the Office of the Township Clerk by November 20, 2018; and

WHEREAS, the firm of Gluck Walrath LLP, is a partnership of practicing attorneys at law which is listed in the Bond Buyer Directory of Municipal Bond Dealers of the United States (known as the “Red Book”) and has been extensively involved in the

practice of municipal finance for many years and is duly qualified to render these specialized legal services to the Township as Bond Counsel; and

WHEREAS, it is the desire of the Mayor and Township Committee to appoint the firm of Gluck Walrath LLP as Bond Counsel for the Township of Little Egg Harbor; and

WHEREAS, the amount of the contract to be awarded under this resolution is determined to be \$30,000.00, which sum is reasonably estimated based upon such Legal Services as may be required over the contract term to be awarded under this resolution, including, but not limited to, the amount spent for such Legal Services from the previous calendar year, the costs of compensation under the contract to be awarded, and any projected increase or decrease in services anticipated versus the prior year, and which sum the Township of Little Egg Harbor is under no obligation to spend and which may be exceeded; and

WHEREAS, the Chief Financial Officer has certified that there are funds available for this contract, which certification is annexed hereto; and

WHEREAS, the Local Public Contracts Law, N.J.S.A. 40A:11-1 *et seq.*, authorizes the award of contracts for “Professional Services” and requires that the resolution and contract be made available for public inspection.

NOW, THEREFORE, BE IT RESOLVED, by the governing body of the Township of Little Egg Harbor, County of Ocean, State of New Jersey as follows:

1. That the firm of Gluck Walrath LLP, is hereby appointed as Bond Counsel for the Township of Little Egg Harbor for a term of one year, commencing January 1, 2019 and ending December 31, 2019, and shall be compensated in accordance with Schedule A attached hereto and made a part hereof.

2. That the Mayor is hereby authorized to execute and the Township Clerk to attest to the attached agreement with the firm of Gluck Walrath LLP.

3. That the agreement shall be an open-ended contract with funds being encumbered contingent upon the availability of funds in the budget year. A certificate of availability of funds executed by the Chief Financial Officer is annexed hereto. The following is the line item appropriation[s], which constitute the availability of funds for this contract: 9-01-20-705-020 / various capital ordinances.

4. That this agreement is awarded as a "Professional Service" in accordance with N.J.S.A. 40A:11-5(1)(a)(i) of the Local Public Contracts Law because it is for services to be performed by a person(s) authorized by law to practice a recognized profession.


5. That a notice of this action shall be printed once in the official newspaper of the Township of Little Egg Harbor.

6. That this resolution shall take effect on January 1, 2019.

7. That a certified copy of this resolution, together with a copy of the contract between the parties, shall be provided by the Township Clerk to the Chief Financial Officer and to the firm of Gluck Walrath LLP.

CERTIFICATION

I, **DIANA K. MCCRACKEN, RMC**, Municipal Clerk of the Township of Little Egg Harbor do hereby certify that the foregoing resolution was duly adopted by the Township of Little Egg Harbor Township Committee at a meeting held on the 1st day of **January, 2019**.


DIANA K. MCCRACKEN, Township Clerk
Little Egg Harbor Township

CERTIFICATE OF AVAILABILITY OF FUNDS

I, **RODNEY R. HAINES**, Chief Financial Officer for the Township of Little Egg Harbor, do hereby certify that adequate funds are available for an open-ended contract with Gluck Walrath LLP as Bond Counsel.

The amount of the contract to be awarded under this resolution is determined to be \$30,000.00, which sum is based on a reasonable estimate of the Legal Services required over the contract term, the Township of Little Egg Harbor is not obligated to spend this amount and is permitted to exceed this amount during the course of performance of this contract.

The funds which are available for this open-ended contract are found in the following line item appropriation[s]: 9-01-20-705-020 / various capital ordinances.



RODNEY R. HAINES, Chief Financial Officer
Township of Little Egg Harbor

GluckWalrath LLP

GLUCKWALATH LLP
Bond Counsel Fees
2019

The Firm proposes the following fee structure:

A. For services rendered or in connection with each bond sale, a fee of \$3,500.00 plus \$1.00 per thousand dollars of bonds issued.

B. For services rendered in connection with the preparation or review of each ordinance and the compiling of a certified record of proceedings in connection therewith, a fee of \$400.00 for each single purpose ordinance and \$600.00 for each multipurpose ordinance. If the preparation of the ordinance involves consultations, meetings or discussions that are out of the ordinary, there will be additional fees to be charged at the hourly rates of the attorneys and paralegals providing such services, as listed on Schedule A attached hereto. The fees for services in connection with the ordinances will be charged periodically during the course of the year.

C. The fee for any temporary financing involving a private placement and not involving numerous notes, preparation of an Official Statement, complicated arbitrage analysis, investment yield restrictions or attendance at closing, shall be billed at the hourly rates as listed on Schedule A attached hereto, with a minimum fee of \$750.00.

D. Written post issuance tax compliance procedures will be provided by the Firm at the request of the CFO at a fixed cost of not more than \$5,000 for a template; with any modifications thereto billed at the Firm's normal hourly rates which are attached hereto as Schedule A.

E. Services rendered beyond the scope of those described herein will be billed at the hourly rates for attorneys and paralegals as listed on Schedule A attached hereto. Such hourly rates range from \$80.00 to \$275.00 per hour depending on the attorney or paralegal involved. Such services may include attendance at meetings, all work required in connection with any financing through a borrowing through the New Jersey Infrastructure Bank Program, extraordinary work involved in the preparation of the Official Statement, attention to any litigation that may occur, complicated arbitrage analysis, implementation of procedures required by IRS Circular 230 or applications to the Federal Reserve Bank for investments of bond or note proceeds in State and Local Government Series federal obligations. If the Bond sale involves the sale of minibonds, the sale of obligations to the United States Department of Agriculture, Farmers Home Administration, or an application to the Local Finance Board, such services will be billed at the hourly rates as listed on Schedule A attached hereto, with a minimum fee of \$750.00. In the event that bond insurance, a letter of credit or similar credit enhancement facility is used in connection with a bond issue, an additional fee based on the responsibility assumed and time involved will be charged.

F. In the event of a refunding bond issue providing for an escrow agreement and an investment of the proceeds consistent with the restrictions of the Internal Revenue Code to provide for the payment of a prior issue of bonds, there will a fee of \$10,000.00 in addition to the fees described herein.

G. In the event that a bond sale is held but all bids are rejected or the sale is canceled, the fee to be charged shall be a reasonable one, based on the services performed.

H. Customary disbursements for postage, telephone, photocopying, travel and out-of-pocket expenses shall be added to the fees referred to in this Agreement.

I. This Agreement shall be for a term of one (1) year, commencing on the date hereof, unless terminated earlier by written notice from either party to the other.

Schedule A

Hourly Rates For 2019

<u>Name</u>	<u>Hourly Rate</u>
Marsha Boutin, Legal Assistant	\$150.00
Stephen Reiff, Legal Assistant	\$ 80.00
Patti Dixon, Legal Assistant	\$ 80.00
James G. Fearon, Esquire	\$225.00
Christopher M. Walrath, Esquire	\$225.00
Meghan Bennett Clark, Esquire	\$225.00

Tax Advice Only

Charles D. Katz, Esquire	\$275.00
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Attached herewith as Exhibit E is a proposed form of Fee Agreement to be entered into between the Township and this Firm, as Bond Counsel.

The proposed pricing is comparable to other municipalities of similar size. See Fee Comparison Schedule in Exhibit D attached.