

# RESOLUTION OF THE TOWNSHIP OF IRVINGTON, NJ

No. **TA 18-0710-23**

Date of Adoption **JULY 10, 2018**

APPROVED AS TO FORM AND LEGALITY ON THE BASIS OF FACTS SET FORTH BY

*Legislative Research Officer*

PRESENTED BY COUNCIL MEMBER **LYONS**

SECONDED BY **HUDLEY**

## AUTHORIZING FAIR AND OPEN PROFESSIONAL SERVICE CONTRACT FOR AN ATTORNEY TO ASSIST WITH THE SALE/LEASE OF THE TOWNSHIP SEWERAGE SYSTEM

WHEREAS, the Request for Proposals for professional Attorney to assist with the Sewerage project was publicly advertised in the New Jersey Star Ledger on June 02, 2018 with a deadline for proposals to be submitted on June 20, 2018; and

WHEREAS, two proposals were received and publicly opened by the Purchasing Agent and Municipal Clerk; and

WHEREAS, said qualifications were referred to the Township Attorney; and

WHEREAS, the Township Attorney has recommended award should be made to the following firm:

McManimon, Scotland & Baumann, LLC  
75 Livingston Avenue  
2nd Floor  
Roseland, N.J. 07068

NOW THEREFORE, BE IT RESOLVED BY THE MUNICIPAL COUNCIL OF THE TOWNSHIP OF IRVINGTON that a contract for Attorney service to assist with the Sewerage project be awarded to McManimon, Scotland & Baumann, LLC, 75 Livingston Ave, 2nd floor, Roseland, NJ 07068, on the basis of their response to the request for proposal selection criteria and qualifications, for an amount not to exceed \$25,000.00. This contract shall start on July 12, 2018 until July 11, 2019; and

BE IT FURTHER RESOLVED that the Township Attorney is hereby authorized and directed to prepare the necessary contract and the Mayor and Township Clerk are authorized and directed to sign the same; and

BE IT RESOLVED that the required Certification of Availability of Funds, No.C8-00347, in the amount of \$10,000.00, from Account number 8-01-20-155-155-299 has been obtained from the Chief Financial Officer and the remaining balance of \$15,000.00 will be certified upon the adoption of the 2018 budget.

### RECORD OF COUNCIL VOTE

X = Indicates Vote    N.V. = No Vote    A.B. = Absent

| COUNCIL MEMBER              | YES | NO | N.V. | A.B. | COUNCIL MEMBER           | YES | NO | N.V. | A.B. |
|-----------------------------|-----|----|------|------|--------------------------|-----|----|------|------|
| BURGESS, 1ST VICE PRESIDENT | X   |    |      |      | INMAN                    |     |    |      | X    |
| COX                         |     |    |      | X    | JONES, 2ND VICEPRESIDENT | X   |    |      |      |
| FREDERIC                    | X   |    |      |      | LYONS, PRESIDENT         | X   |    |      |      |
| DR. HUDLEY                  | X   |    |      |      |                          |     |    |      |      |

PRESIDENT OF COUNCIL *D Lyons* MUNICIPAL CLERK *Sheld & Munn* DATE **JULY 10, 2018**

I hereby certify that the foregoing is a true copy of a Resolution duly adopted by the Municipal Council. In witness whereof I have hereunto set my hand and the Corporate Seal of the Township of Irvington.

MUNICIPAL CLERK *Sheld & Munn*

DATE **JUL 10 2018**

ADMINISTRATOR ☐ ASSESSOR ☐ BLDG ☐ CFO ☒ COLLECTOR ☐ COURT ☐ EDGO ☐ ENGINEER ☐ FIRE ☐ CF ☐ HEALTH ☐ HOUSING ☐ INIC ☐ JUDGE ☐ LEGAL ☒ LIBR ☐ LICEN ☐ MAYOR ☐ NPP ☐ OCDP ☐ PARKS ☐ PAYROLL ☐ PUBLIC SAFETY ☒ DIR ☐ PUBLIC WORKS ☒ PURCHASING ☐ EC~PB/ZBA ☐ TRAFFIC ☐ ZONING~OFF ☐ DLGS ☐ GNCD ☐ OTHER(S):

Certification Of Availability of Funds

This is to certify to the of the Township of Irvington that funds for the following resolutions are available.

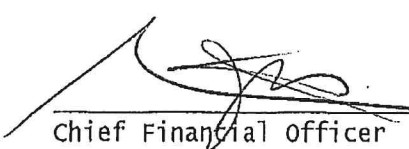
Resolution Date: 07/10/18  
Resolution Number: C8-00347

Vendor: MCMANI01 MC MANIMON, SCOTLAND & BAUMANN  
75 LIVINGSTON AVENUE  
ROSELAND, NJ 07068

Contract: C8-00347 Sewerage Project Attorney

| Account Number      | Amount    | Department Description |
|---------------------|-----------|------------------------|
| 8-01-20-155-155-299 | 10,000.00 | LEGAL SERVICES         |
| Total               | 10,000.00 |                        |

Only amounts for the 2018 Budget Year have been certified. Amounts for future years are contingent upon sufficient funds being appropriated.

  
\_\_\_\_\_  
Chief Financial Officer

## TOWNSHIP OF IRVINGTON

### SUBMISSION FORM

- 1. Names and roles of the individuals who will perform the services and description of their education and experience with projects similar to the services contained herein including their education, degrees and certifications:**

Biographies for the attorneys of McManimon, Scotland & Baumann, LLC specializing in the public finance practice are attached. A representative list of the bond and note issues for which we have served as Bond Counsel is included as part of this proposal.

Attorneys at McManimon, Scotland & Baumann, LLC are at the forefront of emerging issues in the public finance market and consistently creating new and innovative financing solutions to the fiscal challenges facing local governments today. Further, our attorneys are market leaders in helping municipalities meet the public utility needs. We have assisted multiple municipalities throughout the State in navigating the regulatory, financial and administrative issues in administering their public utilities, including the consideration of private operations contracts and the interface with State regulatory agencies. The Firm serves as general and special counsel to many municipalities, counties, authorities and other public entities throughout the State of New Jersey. This role requires that we address and resolve a myriad of issues that routinely face public entities on a daily basis, especially as it relates to public entities. This role also requires that our Firm regularly provide general advice and counsel on many issues, attend all public meetings, prepare resolutions and ordinances, participate in the procurement of services and the negotiation and drafting of contracts and also, in many cases, handle labor and employment issues and complex business and financial transactions. In additions, in light of our experience with land use issues, we assist various public entities that are seeking to acquire property though the exercise of their powers of eminent domain.

## **2. References and record of success of same or similar service:**

A list of the Firm's references is attached and made a part of this proposal. McManimon, Scotland & Baumann, LLC is one of the leading firms in the nation in the area of public finance and has been a leader in the State in the sale of municipal assets including P3 transactions for water and sewer systems. Our firm consistently ranks first in the State of New Jersey (the "State") in volume of bond issues, number of bond issues, or both, by Thompson Reuters. The firm's public finance lawyers possess over four decades of experience and have participated in thousands of public finance transactions resulting in billions of dollars of bond and note issues. McManimon, Scotland & Baumann, LLC has had the opportunity to serve as Bond Counsel for most of the counties and hundreds of municipalities, school districts and authorities throughout the State. The Firm has also acted as Bond Counsel for bond issues of the State and various State authorities.

McManimon, Scotland & Baumann, LLC's public finance practice does not stop at issuance of bonds or notes. Our attorneys provide clients with expert post-issuance advice and counsel on matters including arbitrage and rebate compliance, investment of proceeds, secondary market disclosure, Internal Revenue Service audits and payment and non-payment related defaults. McManimon, Scotland & Baumann, LLC attorneys are routine speakers at conferences and seminars around the country, including conferences hosted by the New Jersey League of Municipalities, the New Jersey Government Finance Officers Association and the National Association of Bond Lawyers and seminars hosted by the Institute for Professional Development and others. McManimon, Scotland & Baumann, LLC provides public finance updates through the New Jersey Public Finance Blog ([www.publicfinanceblog.com](http://www.publicfinanceblog.com)), Twitter (@mattjessup) and various publications.

The Firm has extensive experience in serving as Bond Counsel for municipal and regional authorities providing sewerage, water supply, and waste disposal services, including extensive experience with New Jersey Environmental Infrastructure Trust financings and related work with respect to vendor selection, energy consumption and sale, and regulatory aspects of such transactions. Under the counsel of McManimon, Scotland & Baumann, LLC's Joseph P. Baumann, Jr., the Bayonne Municipal Utilities

Authority (the "BMUA") and United Water received the 2012 American Water Summit Partnership Performance of the Year award. The innovative partnership between the BMUA and United Water, together with private equity partner Kohlberg Kravis Roberts, will allow United Water to bring its technology and management expertise to the BMUA's aging water system while simultaneously paying off the BMUA's water system debt.

We have worked on P3 Projects in the form of sales and operations contracts dating back to the late 1990's. We have represented entities such as the Bayonne Municipal Utilities Authority, Township of Chester, Township of Edison, Borough of Haddonfield, City of Orange and City of Passaic. The market slowed considerably in the early 2000's but we have noticed a recent resurgence in activity in infrastructure P3's as the capital needs of these systems are beginning to greatly exceed the financial and technical expertise of public entities. We recently closed on a sale of the Borough of Haddonfield's water and sewer systems in May 2015 pursuant to the Municipal Public Utilities Law, N.J.S.A. 40:62-1 et seq. We have also seen renewed interest in potential sales with the amendment to the Municipal Public Utilities Law (A3628) that permits sales under "emergent conditions" criteria. While these amendments are untested, we have received a great deal of interest from other municipalities that are, like the City, considering and weighing all of their options as it relates to the short and long term operation and ownership of their utility systems.

Given our history and leadership in this field, our attorneys have a technical and experienced understanding of the considerations, challenges and procedures to undertake a thorough P3 analysis for the Township. Our Firm also has a historical and unique understanding of the needs of the Township and its systems as we have provided counsel to the Township for decades on infrastructure bond financing and redevelopment.

**3. Description of ability to provide the services in a timely fashion (including staffing, familiarity and location of key staff):**

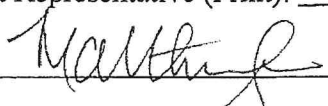
McManimon, Scotland & Baumann, LLC has 13 members, 9 partners, 5 counsel and 7 associates. Our Roseland, Newark and Trenton locations allow members and associates of our Firm to quickly

accommodate any request to attend meetings or other events. The Firm also has an office located at 1037 Raymond Boulevard, Newark, New Jersey 07102 and 222 West State Street, Trenton, New Jersey 08607. McManimon, Scotland & Baumann, LLC will provide a level of service satisfactory to the Township's needs. We have sufficient staff to satisfy the scope of services described here. Our members and associates have always been committed to traveling to meet the needs of our clients.

**4. Cost details, including the hourly rates of each of the individuals who will perform services, and all expenses:**

Please see our proposed form of fee agreement attached and made a part of this proposal. All services provided would be charged in accordance with the terms of the fee agreement. We would anticipate that the costs associated with the Township's sewerage project would be paid for from the proceeds generated by such a project and not from the Township's municipal budget.

Note: Attach additional sheets as necessary.

Firm McManimon, Scotland & Baumann, LLC Date: 6/15/18  
Authorized Representative (Print): Matthew D. Jessup  
Signature:  Title: Member  
Telephone #: 973-622-1800 Fax #: 973-622-3744