

RESOLUTION NO. 2016-277

A RESOLUTION AUTHORIZING AN AGREEMENT FOR PROFESSIONAL LEGAL SERVICES WITH BETTS & HOLT LLP, WASHINGTON, DC, IN CONNECTION WITH ENERGY/CAPACITY CONTRACTS AND FERC SUPPORT FOR THE VINELAND MUNICIPAL ELECTRIC UTILITY, IN AN AMOUNT NOT TO EXCEED \$70,000.00.

WHEREAS, it is the desire of the Vineland Municipal Electric Utility to enter into a professional services contract for legal support for power supply contracts including Master Power Sales Contract (“EEP’s”), and on PJM matters, Federal Energy Regulatory Commission (“FERC”) compliance and monitoring, renewable resources, integration of new generation, and transmission matters; and

WHEREAS, the City of Vineland has a need to acquire such professional legal services as a Non-Fair and Open Contract pursuant to N.J.S.A. 19:44A-20.5; and

WHEREAS, the purchasing agent has determined and certified in writing that the value of said services will exceed \$17,500.00; and

WHEREAS, Betts & Holt LLP, Washington, DC, has submitted a proposal indicating they will provide the professional services in an amount not to exceed \$70,000.00 for a period of one year beginning July 14, 2015; and

WHEREAS, Betts & Holt LLP has completed and submitted a Business Entity Disclosure Certification for Non-Fair and Open Contract which certifies that Betts & Holt LLP has not made any reportable contributions to a political or candidate committee in the City of Vineland in the previous one year and that the contract will prohibit Betts & Holt LLP from making any reportable contributions through the term of the contract to a political or candidate committee in the City of Vineland; and

WHEREAS, the availability of funds for said Professional Services Contract to be awarded herein have been certified by the City Comptroller; and

WHEREAS, the Local Public Contract Law (N.J.S.A. 40A:11-1, et seq) requires that the Resolution authorizing the award of contract for Professional Services without competitive bidding and the contract itself must be available for public inspection.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Vineland as follows:

1. That the Mayor and Clerk are hereby authorized and directed to execute a Non-Fair and Open Agreement with Betts & Holt LLP, Washington, DC, for Professional Legal Services in connection with Energy/Capacity Contract and FERC Support for the Vineland Municipal Electric Utility in an amount not to exceed \$70,000.00.
2. That this Agreement is awarded without competitive bidding as a Professional Service in accordance with N.J.S.A. 40A:11-5 (1) (a) of the Local Public Contracts Law because said services to be rendered or performed require knowledge of an advanced type in a field of learning acquired by a prolonged formal course of specialized instruction distinguished from general academic instruction or apprenticeship and training.
3. That the Business Disclosure Entity Certification, the Political Contribution Disclosure Form and the Determination of Value be placed on file with this Resolution.
4. That a Notice of this action shall be printed once in the Daily Journal.

BE IT FURTHER RESOLVED, that the Director of Law is authorized to make minor changes to the contract as needed after Council approved.

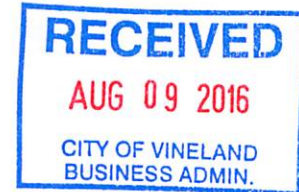
Adopted:

\_\_\_\_\_  
President of Council

ATTEST:

\_\_\_\_\_  
City Clerk

**MEMORANDUM**  
August 09, 2016



**TO:** JOSEPH ISABELLA  
DIRECTOR OF MUNICIPAL UTILITIES

**FROM:** GUSTAV FOSTER  
CHIEF ENGINEER, ELECTRIC UTILITY

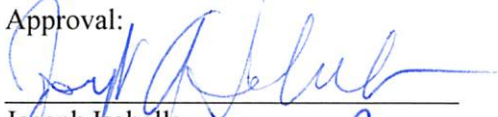
**SUBJECT:** REQUEST FOR LEGAL PROFESSIONAL SERVICES AGREEMENT  
FOR ENERGY/CAPACITY CONTRACTS AND FERC SUPPORT.

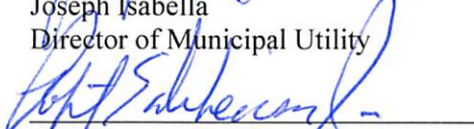
1.3 Vineland Municipal Electric Utility requests that a legal professional services contract be awarded again to Betts & Holt LLP, 1100 17<sup>TH</sup> Street, NW, Suite 901, Washington, DC 20036, not to exceed \$70,000. The purpose of this contract is for continuing legal support for power supply contracts including Master Power Sales Contracts ("EEI's"), and on PJM matters, Federal Energy Regulatory Commission ("FERC") compliance and monitoring, renewable resources, integration of new generation, and transmission matters.

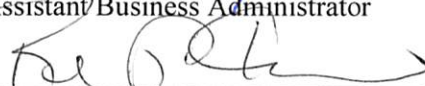
This is a non-fair and open award and profession services request. The Pay to Play paperwork should be submitted to Purchaser. Betts & Holt LLP has over 10 years professional experience in utility, market, and regulatory matters. They have performed and are performing VMEU legal work for power contracts, interconnections, and FERC filings. The legal firm has continued to work for the Public Power Association of New Jersey (PPANJ), of which Vineland is a member. Therefore, the firm can start legal work without delay and with minimum startup costs.

Please make the resolution authorizing the Director of Law to make any minor changes to the contract as needed after Council approves it.

Approval:

  
\_\_\_\_\_  
Joseph Isabella  
Director of Municipal Utility

  
\_\_\_\_\_  
Robert Dickenson  
Assistant Business Administrator

  
\_\_\_\_\_  
Richard Tonetta Esq.  
Director of Law

Attachments

**REQUEST FOR RESOLUTION FOR CONTRACT AWARDS  
UNDER 40A:11-5 EXCEPTIONS  
(PROFESSIONAL SERVICES, EUS, SOFTWARE MAINTENANCE, ETC)**

August 09, 2016

(DATE)

1. Service (detailed description): Request for legal professional services agreement for energy/capacity contracts and FERC support

2. Amount to be Awarded: \$ ~~70,000 over two budget years~~ \$25,000 thru 12-31-16

- Encumber Total Award  
 Encumber by Supplemental Release

3. Amount Budgeted: \$ ~~70,000~~ 25,000

4. Budgeted: By Ordinance No. \_\_\_\_\_  
Or Grant: Title & Year \_\_\_\_\_

5. \*\*Account Number to be Charged: 002-0-54-90-9006-2-7023409 E923

6. Contract Period: From August 24, 2016 to December 31, 2016

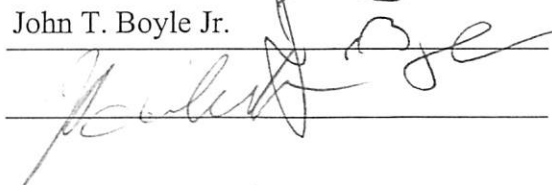
7. Date To Be Awarded: August 24, 2016

8. Recommended Vendor and Address: Betts & Holt, LLP  
1100 17th St., NW, Washington, DC 20036

9. Justification for Vendor Recommendation:(attach additional information for Council review)  
Betts & Holt LLP has over 30 years of professional experience in utility, market, and regulatory matters. They have performed and are performing VMEU legal work for power contracts, interconnections, and FERC filings. See attached memo for more details.

- Non-Fair & Open (Pay-to-Play documents required)  
 Fair & Open: How was RFP advertised? \_\_\_\_\_

10. Evaluation Performed by: \_\_\_\_\_

11. Approved by: John T. Boyle Jr.  


12. Attachments:

- Awarding Proposal  
 Other: \_\_\_\_\_

- Send copies to:  
Purchasing Division  
Business Administration

\*\* If more than one account #, provide break down

# **BETTS & HOLT** LLP

COUNSELLORS AT LAW

1100 17TH STREET, NW • SUITE 901 • WASHINGTON, DC 20036  
TELEPHONE 202.530.3380 • FAX 202.530.3389

August 22, 2016

Mr. John Boyle  
Vineland Municipal Electric Utility  
640 E. Wood Street  
P.O. Box 1508  
Vineland, NJ 08362-1508

RE: Request for Proposal for Legal Services

Dear Mr. Boyle:

Thank you for inviting Betts & Holt LLP to submit a professional service renewal proposal to the City of Vineland ("Vineland" or "the City").

## Scope of Legal Services

Betts & Holt LLP ("the Firm") will provide professional advice, counsel, and representation in matters involving the Vineland Municipal Electric Utility ("VMEU").

More specifically, we will represent Vineland with power supply contracts, including Master Power Sales Contracts ("EEI's"), and on PJM matters, Federal Energy Regulatory Commission ("FERC") compliance and monitoring, renewable resources, integration of new generation, and transmission matters.

With respect to power supply matters, we will monitor and advise the City with regard to PJM proposed changes and FERC rulings that affect Vineland. We will continue to represent Vineland in its complaint against Atlantic City Electric Company at FERC in Docket No. EL16-60. We will also assist with strategic and legal advice regarding filing a complaint or taking other action to net a vertical utility's generation from the transmission obligation, regardless of whether it is a Capacity Resource.

Initial review and analysis of Atlantic Electric Company's transmission rates, applicable to VMEU, is provided under the Firm's Service Agreement with the Public Power Association of New Jersey ("PPANJ"). However, if, after initial review, Vineland directs the Firm to initiate further efforts in this matter such as data requests, challenges, or complaints at FERC, these services would be provided to VMEU pursuant to this agreement.

At Vineland's direction, we also will draft terms and conditions, agreements, and provide other advice and services within our professional expertise. We understand that time is of the essence and that Vineland has a number of projects where continuity of professional services will benefit Vineland.

Mr. John Boyle  
August 22, 2016  
Page 2

Relevant Experience

Betts & Holt LLP attorneys have been involved with power supply contracting and regulatory matters before the FERC involving generation projects, interconnection studies and agreements, power supply and natural gas supply solicitations and agreements, regional transmission organization tariffs, particularly involving the PJM Interconnection and MISO, and natural gas pipelines (rates, certificates, and regulations). We have represented the Public Power Association of New Jersey, of which Vineland is a member, for thirty years on a variety of matters ranging from the allocation of preference hydroelectricity to PJM matters. We also have represented the individual New Jersey boroughs in power supply matters and have developed considerable knowledge of New Jersey's procurement rules and processes. The Firm has represented Vineland for many years in connection with its electric, natural gas, and Atlantic Electric interconnection matters.

Provider of Services

Betts & Holt LLP, a partnership located at 1100 17th Street, NW, Suite 901, Washington, DC 20036-4646, will serve as special counsel to Vineland with respect to the matters outlined in the Scope of Legal Services. The Firm is AV rated, which signifies the highest level of legal ability and very high adherence to the professional standards of conduct, ethics, reliability, and diligence. It is listed in The Bar Register of Preeminent Lawyers.

Name of Each Attorney to Be Involved in This Representation:

*Kirk Howard Betts*, a partner in the Firm, and *Jill Barker* will serve as the co-counsel for this representation. Their email addresses are [kbetts@bettsandholt.com](mailto:kbetts@bettsandholt.com) and [jmb@bettsandholt.com](mailto:jmb@bettsandholt.com). Mr. Betts is a member of the District of Columbia and Maryland Bars. Although Mr. Betts will be the attorney primarily involved in this matter, he may rely on other attorneys from time to time to assure proper and full representation in this matter.

*Jill M. Barker*, Of Counsel. Ms. Barker has extensive experience in municipal utility and large industrial customer representations, transmission, particularly regional transmission organizations, rate structures, unbundling, power supply RFP's, EEI's, contract development, and natural gas pipeline and electric rate litigation. She is a member of the District of Columbia Bar.

We have included a firm description and more detailed information about our lawyers with this letter.

Estimated Budget and Fee Schedule

Based upon the broad scope of services described on page one we estimate a legal fee budget of \$25,000, depending upon the decision to file a FERC complaint or undertake another initiative.

Mr. John Boyle  
August 22, 2016  
Page 3

Betts & Holt LLP charges hourly fees for its professional services. With respect to the Scope of Services identified in this letter, we propose to serve Vineland under the preferential fee arrangement that we offer to all members of the Public Power Association of New Jersey, which currently is \$370/hour for partners and \$350/hour for of counsel through December 31, 2016.

Our invoices itemize the services provided by attorney and date, unless another format is preferred. The invoices include reimbursement for expenses specifically incurred for Vineland's benefit, such as transportation, lodging and meals while traveling, telephone charges, photocopying, on-line legal research, postage, courier and overnight services. Invoices are due and payable when rendered.

We pass through only the actual cost incurred to Vineland as a reimbursable expense and do not impose "adders." Photocopying, for example, when done in-house is \$0.10/copy; we send large copying projects to outside copiers when the cost is more reasonable. We do not charge for any office overhead, facsimiles, or other computer equipment charges.

We do not charge for travel time, provided, however, if attendance at a meeting outside of the Washington, DC area is required, we will impose a minimum fee of four billable hours for the travel day. We will make every effort to schedule meetings when it is most economical for Vineland and will use the technological resources at our disposal to manage unnecessary travel.

#### Representation of Investor Owned Utilities, Potential Conflicts of Interest

Betts & Holt LLP does not, and has not, represented any investor-owned electric utility, natural gas utility or pipeline, or utility affiliate in any capacity (regulatory, tort, contract, etc.). We can affirm that Betts & Holt LLP does not, and will not, represent any of these types of entities and that our review of potential conflicts reveals that there are none.

#### Insurance and other Matters

Betts & Holt LLP maintains professional liability insurance, casualty and liability insurance, and Workers' Compensation insurance. Our insurance coverages satisfy Vineland's standard terms. We also have included our Certificate of Employee Information Report, Certification No. 21283, which is valid through June 15, 2017, and a copy of our State of New Jersey Business Registration Certificate.

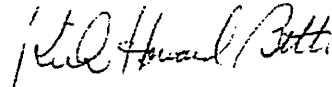
Thank you, again, for giving us this opportunity to serve you and the City of Vineland. Assuming this proposal is acceptable, please return an executed duplicate original of this letter and a purchase order. We look forward to continuing our representation of the City of Vineland

Mr. John Boyle  
August 22, 2016  
Page 4

Municipal Utility and to providing our insight and experience to help you achieve Vineland's ambitious objectives.

Very truly yours,

BETTS & HOLT LLP



by Kirk Howard Betts

Accepted:

By:  
enclosures

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Date