

RESOLUTION AUTHORIZING THE EXECUTION OF A PROFESSIONAL SERVICES AGREEMENT WITH THE LAW FIRM OF BETTS AND HOLT LLP, WASHINGTON, DC FOR REPRESENTATION IN FEDERAL AND STATE REGULATORY MATTERS

WHEREAS, Betts and Holt, LLP has served the City of Vineland for over 20 years as its legal representative in matters dealing with Federal and State Regulatory matters; and

WHEREAS, Betts and Holt has proven their ability to competently represent the City of Vineland in such matters and has provided a proposal dated February 12, 2018 for their services at a rate of \$370.00 per hour for partners, \$350.00 per hour for of counsel and \$200.00 per hour for associates which fees may be modified in accordance with a preferential fee arrangement with the PPANJ as well as actual out of pocket costs, the proposal is attached hereto and made a part hereof; and

WHEREAS, the Local Public Contract Law (N.J.S.A. 40 A: 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 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 pursuant to N.J.S.A. 19:44A – 20.5 with the Law Firm of Betts and Holt, LLP, Washington, DC for representation in Federal and State Regulatory matters in accordance with the proposal dated February 12, 2018, for a period commencing March 1, 2018 and ending January 31, 2019 in an amount not to exceed \$70,000.00.
2. That this Professional Services Agreement is awarded without competitive bidding in accordance with NJSA 40 A: 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 the Resolution.
4. That a notice of this action shall be printed once in the Daily Journal.

Adopted:

President of Council

ATTEST:

City Clerk

BETTS & HOLT LLP

COUNSELLORS AT LAW

1100 17TH STREET, NW • SUITE 901 • WASHINGTON, DC 20036

TELEPHONE 202.530.3380 • FAX 202.530.3389

February 12, 2018

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

RE: Request for Proposal for Legal Services (2018-2019)

Dear Mr. Lillie:

Thank you for inviting Betts & Holt LLP to submit a professional service renewal proposal to the City of Vineland ("Vineland" or "the City") for the period March 1, 2018, through February 28, 2019.

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 ("EPI'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 also will assist with strategic and legal advice regarding a utility's generation and transmission commitments.

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 several projects where continuity of professional services will benefit Vineland.

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. Assignments may be given to our associate, *Mary-Caitlin Rigney*, when appropriate. Their email addresses are kbetts@bettsandholt.com, jmb@bettsandholt.com, and mkrigney@bettsandholt.com. Mr. Betts is a member of the District of Columbia and Maryland Bars.

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.

Mary-Kate Rigney, Associate. Ms. Rigney is a second year Associate. She brings a background in environmental studies and an emphasis on energy. She is an excellent writer and researcher whose skills will provide additional value to Vineland. Ms. Rigney 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 \$70,000 for the one-year term.

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, \$350/hour for of counsel, and \$200/hour for associates, through December 31, 2018. We evaluate the PPANJ fee schedule annually and the hourly fees may be modified in accordance with that preferential fee arrangement in 2019.

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, 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, postage, 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, 2024, and a copy of our State of New Jersey Business Registration Certificate.

February 12, 2018

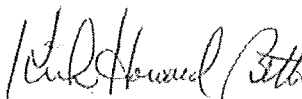
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ATTORNEY/CLIENT COMMUNICATION

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 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

Date