

**RESOLUTION**  
of the  
**BOROUGH OF NEW PROVIDENCE**  
Resolution No. 2015-066

Council Meeting Date: 01-28-2015

Date Adopted: 01-28-2015

TITLE           RESOLUTION APPROVING PROPOSAL FROM MCMANIMON  
SCOTLAND AND BAUMAN, LLC AS LEGAL COUNSEL FOR THE  
BOROUGH OF NEW PROVIDENCE COUNTY OF UNION AND STATE  
OF NEW JERSEY

Councilperson Galluccio submitted the following resolution, which was duly  
seconded by Councilperson Madden.

WHEREAS, the Borough of New Providence has a need to acquire Professional  
Legal Counsel services as a non-fair and open contract pursuant to the provisions of  
N.J.S.A. 19-44A-20.5; and

WHEREAS, the Chief Financial Officer has determined and certified in writing that  
the value of the service will not exceed \$5,500; and

WHEREAS, the anticipated term of this contract is one (1) year; and

WHEREAS, McManimon Scotland and Baumann, LLC. has submitted a proposal  
dated January 15, 2015, indicating they will provide professional legal services relating to  
parking solutions and rehabilitation projects for an amount not to exceed \$5,500.; and

WHEREAS McManimon Scotland and Baumann, LLC. has completed and  
submitted a Business Entity Disclosure Certificate which certifies that McManimon  
Scotland and Baumann, LLC. has not made any reportable contributions to a political or  
candidate committee in the Borough of New Providence in the previous one year, and  
that the contract will prohibit McManimon Scotland and Baumann, LLC. from making any  
reportable contributions through the term of the contract, and

WHEREAS, the maximum amount of the contract is not to exceed \$5,500.00,  
and said funds are available and have been certified by the Chief Financial Officer; and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40A:11-5) requires that the

resolution authorizing and awarding of contracts for "professional services" without competitive bids and the contract itself must be available for public inspection.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and Council of the Borough of New Providence that they hereby agree as follows:

1. The Mayor and Borough Clerk are hereby authorized and directed to execute the attached agreement with McManimon Scotland and Baumann, LLC. for professional Legal Counsel services.
2. Such contract is awarded without competitive bids as a "professional service" in accordance with N.J.S.A. 40A:11-5(1) (a) of the Local Public Contracts Law, because the services to be rendered are professional in nature and are unspecifiable as to requirements for performance. Such services must be rendered by a person particularly trained and licensed in this area, which requires extensive specific education and long experience in both the Federal and State procedural requirements.
3. A notice of this action shall be published once in the Courier News

APPROVED, this 28<sup>th</sup> day of January, 2015.

## RECORD OF VOTE

|           | AYE | NAY | ABSENT                    | NOT VOTING |
|-----------|-----|-----|---------------------------|------------|
| GALLUCCIO | X   |     |                           |            |
| GENNARO   | X   |     |                           |            |
| KAPNER    | X   |     |                           |            |
| MADDEN    | X   |     |                           |            |
| MUÑOZ     | X   |     |                           |            |
| ROBINSON  | X   |     |                           |            |
| MORGAN    |     |     | TO BREAK COUNCIL TIE VOTE |            |

I hereby certify that the above resolution was adopted at a meeting of the Borough Council held on the 28<sup>th</sup> day of January, 2015.

Wendi B. Barry, Borough Clerk

January 15, 2015

DIRECT DIAL # 973/622-4850

**Via Electronic Mail**

Douglas Marvin  
Borough Administrator  
Borough of New Providence  
360 Elkwood Avenue  
New Providence, NJ 07974

**Re: Proposal to Advise on Various Parking Solutions in the Downtown Area  
and Various Rehabilitation Projects Throughout the Borough**

Dear Doug:

It is our pleasure to present this summary proposal to provide counsel to the Borough in connection with (i) various parking solutions in the downtown area of the Borough and (ii) various potential rehabilitation projects throughout the Borough. We have had the fortune of representing the Borough for many years as Bond Counsel, and in that capacity, have a deep familiarity with the Borough and the goals it is seeking to achieve through this new engagement. The following information will explain our background and experience and the services we can provide. We will be happy to provide you with any additional information you might need and to discuss further the needs of the Borough and our ability to meet those needs.

*Parking Experience*

McManimon, Scotland & Baumann, LLC has extensive experience and proven results when representing municipalities and parking authorities seeking to develop a comprehensive parking plan, redevelop property or convert surface parking lots into mixed use projects. These types of projects are often complex, require the utilization of all of the powers of the parking authorities law, the local redevelopment and housing law and other applicable laws, as well as coordination with the municipal government. Examples of successful projects includes: the Cranford Crossing project, the Bloomfield Center project and the Crescent Deck at Montclair Center project. Each of these projects involved the transformation of a public parking lot into a mixed use project consisting of residential units, retail space and a parking garage. All included multiple stakeholders such as adjacent property owners and NJ Transit as well as private developers. In addition, these projects often required innovative financing techniques, the maximum utilization of public (state and local) incentives and intricate ownership structures. Our firm also acts as general counsel to several parking authorities throughout the State. This work requires us to negotiate various agreements, including interlocal agreements with the host municipality governing parking enforcement obligations and lease agreements governing ownership of publicly owned parking facilities in the municipality. We have also represented parking authorities in their efforts to lay the foundation for construction of parking garages, including negotiating with the owners of properties that were acquired, and analyzing cash-flow models to help determine the appropriate garage capacity. The firm has also represented parking authorities in litigation relating to a municipality's consent to the parking authority's use of eminent domain power to acquire property deemed necessary for the parking authority to accomplish its purposes. Our firm has the expertise in all areas of the law (i.e.

parking authority, redevelopment, real estate and finance) necessary to assure successful projects.

### *Redevelopment Experience*

McManimon, Scotland & Baumann, LLC has extensive experience and expertise in redevelopment matters including the creation of redevelopment agencies, the designation of areas in need of redevelopment (N.J.S.A. 40A:12A-6) or areas in need of rehabilitation (N.J.S.A. 40A:12A-14), assistance in the development of redevelopment plans, the preparation of requests for qualifications and requests for proposals for the selection of redevelopers, the negotiation of redevelopment agreements, transfer, lease and easement agreements, and use and occupancy agreements, the structuring and financing of redevelopment projects, and handling land use and transactional matters associated with redevelopment. Further, our expertise includes the negotiation of financial agreements for tax exemption, tax abatement and payments in lieu of tax under the Long and Short Term Tax Exemption Acts, assisting project team members with legal issues relating to environmental assessments conducted within redevelopment areas, and undertaking proceedings to acquire property for redevelopment initiatives through the exercise of the power of eminent domain. In addition, our Firm was instrumental in assisting in the drafting of the Redevelopment Area Bond Financing Law.

### *PILOT Experience*

McManimon, Scotland and Baumann, LLC has also broken new ground in the area of redevelopment financing. Using a myriad of sophisticated tools, we have assisted our clients in closing funding gaps to make needed projects financially feasible. This record of achievement is unparalleled by other law firms and makes us uniquely qualified to assist the Authority. We served as bond counsel to the New Jersey Economic Development Authority in the first PILOT secured transaction in the State when the NJEDA financed roadway and infrastructure improvements which facilitated the development of the Jersey Gardens Mall in Elizabeth. In this transaction, the financing was sold without the benefit of credit support from any municipality. In September, 2006, we assisted Carteret and the Carteret Redevelopment Agency in financing \$38,000,000 in funds to assist redevelop environmentally challenged lands through the New Jersey Environmental Infrastructure Trust. We were also fortunate to represent the City of Millville in gaining regulatory approval to establish New Jersey's first revenue allocation district and structuring a financing to improve the City's downtown and riverfront districts.

PILOT backed financings led to the renovation of Newark's first market rate rental housing in a decade, the construction of a shared parking deck in downtown Montclair and needed infrastructure and roads to support the reuse of an abandoned industrial factory in Hamilton. While all of these projects involved the use of PILOTs as security, each involved unique structures and negotiations that progressed over several months or years. During that time, McManimon, Scotland and Baumann, LLC attorneys provided direct, high level advice so that local decision makers understood the choices involved, led negotiating teams in protecting our client's interests and maximized the flexibility permitted under the law to structure transactions that could be sold to the bond markets.

### *Land Use Experience*

McManimon, Scotland & Baumann, LLC has experience and expertise in a variety of land use and zoning matters, including matters arising under both the *Municipal Land Use Law* and the *Local Housing and Redevelopment Law*.

We have successfully represented private clients before zoning boards and planning boards and regulatory agencies in connection with land use matters, with excellent results. We have obtained timely and cost-efficient land use approvals for both private and public clients including subdivision and site plan approvals and all types of variances, in a variety of settings. By way of example, we obtained site plan and subdivision approvals for the Orange Housing Authority in connection with its Dr. Walter G. Alexander Homes Development, a new transit-oriented community consisting of 66 units of family housing and 48 age-restricted rental units for low and moderate income households. We also deal regularly with title issues that arise in connection with projects and transactions we work on, and have an excellent track record of resolving them.

Zoning and land use issues arise often in the context of the preparation, interpretation and implementation of redevelopment plans. We have participated and provided legal counsel and perspective in the preparation and implementation of a number of sophisticated redevelopment plans. We also have counseled and advised municipal clients in connection with the drafting of zoning ordinance provisions outside of the redevelopment context. Project-specific procedural and substantive land use issues also arise frequently in connection with the negotiation of redevelopment agreements, and in the context of redevelopment project design or evaluation. Such matters can include, for example, issues arising out of or in connection with the creation or extinguishment of easements, covenants, or other interests in or encumbrances on land; underlying zoning, to the extent not superseded by a redevelopment plan; subdivision and site plan approval, including variances or waivers; project phasing issues and requirements; infrastructure upgrades or improvements; regulatory permitting and compliance matters, such as environmental, historic preservation, and affordable housing requirements; and the defense of prerogative writ actions challenging redevelopment or land use actions. As noted above we have significant experience and expertise in each of these areas. By way of example, the Firm has been retained by the Attorney General of the State of New Jersey as part of the team working on land use regulations for the redevelopment of Fort Monmouth.

#### *Eminent Domain Experience*

We serve as condemnation counsel throughout the State of New Jersey. Among our clients, we currently serve as special counsel to the Borough of Carteret, the County of Hudson, the Township of Bloomfield, the Bloomfield Parking Authority and the Housing Authority of the City of Orange regarding the acquisition of properties for public use. Our attorneys have extensive experience in condemnation actions, including defending challenges to the power of public entities to condemn property, providing representation in property valuation proceedings before condemnation commissioners and jury trials before the Superior Court of New Jersey. Further, our expertise extends to federal and State laws governing the provision of relocation assistance to persons displaced as the result of governmental property takings. In this regard, we provide compliance review to ensure that condemning authorities satisfy the relocation obligations mandated by federal and state laws. Moreover, we represent public entities regarding claims for relocation assistance before administrative agencies and the Superior Court of New Jersey. Most importantly, our attorneys possess the knowledge and skill that is necessary to develop a sound and proactive approach to address and resolve the myriad issues that impact the ability of public entities to execute public improvement programs and redevelopment projects in accordance with stated goals and objectives.

Previously, our Firm served as Special Counsel to the Newark Housing Authority (“NHA”) regarding the redevelopment of the Newark Downtown Core District Redevelopment

Area, which now encompasses the Prudential Center (home of the New Jersey Devils). As Special Counsel, our Firm represented NHA regarding the acquisition and assemblage of 112 parcels and the relocation of more than 60 persons and businesses. All properties were acquired within the guidelines and protocols of the land acquisition budget and project schedule. As Special Counsel to New Jersey Schools Development Authority ("NJSDA"), we provided legal representation and assisted in the acquisition of 80 properties for school projects in Camden, Newark, Elizabeth and Garfield. Further, we represented NJSDA regarding relocation claims and disputes. Similarly, as Special Counsel to the Carteret Redevelopment Agency, we provided legal services regarding the acquisition of 12 properties for the redevelopment of the Lower Roosevelt Avenue Business District. This project involved the transformation of 8.5 acres into a quality mix of commercial and residential development.

### *Real Estate Experience*

McManimon, Scotland & Baumann, LLC serves as general and special counsel to a large number of entities throughout the State of New Jersey. Virtually all of these engagements require the Firm to confront and resolve real estate and property issues. The Firm's real estate practice includes the negotiation and preparation of contracts for conveyances of title, development agreements, easements, licenses, land use and occupancy agreements, brokerage and commission agreements, joint venture agreements, as well as all forms of partnership agreements and lease agreements. The attorneys in the practice area have represented owners, developers, landlords, tenants and lenders in all aspects of real property rights, including commercial land acquisition, financing and development, zoning and planning issues, related negotiation, transaction documentation and litigation. The Firm also has extensive experience in the area of real estate tax appeals and negotiations of tax assessments. The Firm has comprehensive experience with security interests, mechanics liens, equitable liens, all forms of real estate ownership and title quality issues, title insurance and re-insurance, and survey matters.

### *Fee Proposal*

All services provided would be charged in accordance with Section 2(g) of the Firm's existing fee agreement with the Borough. We anticipate that the initial work performed hereunder will not exceed \$5,500.

Thank you for the opportunity to submit this for consideration, and we look forward to helping you achieve your goals. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Matthew D. Jessup