

10876. RESOLUTION 14-34 – AUTHORIZES AN AGREEMENT BETWEEN DELAWARE RIVER AND BAY AUTHORITY AND MORRIS, NICHOLS, ARSHT & TUNNELL, LLP TO SERVE AS OUTSIDE LEGAL COUNSEL REPRESENTING THE AUTHORITY’S INTERESTS IN THE STATE OF DELAWARE

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey, created by Compact, that operates and maintains the Delaware Memorial Bridge, Cape May-Lewes Ferry, Delaware City-Salem Ferry and five (5) regional airports; and

WHEREAS, the Authority desires to engage a qualified professional legal services provider to serve as outside legal counsel representing the Authority’s interests in the State of Delaware; and

WHEREAS, the Authority wishes to enter into a Services Agreement (“Agreement”) with the selected legal services provider; and

WHEREAS, such Agreement has a base term of three (3) years, with the Authority having the option to extend the Agreement for one (1) year after the expiration of said base term, such extension to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposals (“RFP”) for outside legal counsel services in compliance with Resolution 98-31, as amended, which governs the Authority’s procedures for the procurement of professional services; and

WHEREAS, the Authority received and evaluated three (3) proposals pursuant to the aforementioned requirements; and

WHEREAS, the Authority short-listed two (2) firms and conducted oral interviews; and

WHEREAS, Morris, Nichols, Arsht & Tunnell, LLP (“Morris Nichols”) was designated as the highest-ranking firm following final evaluation; and

WHEREAS, the Budget & Finance Committee reviewed the recommendation and concurs with the evaluation; and

WHEREAS, the Authority conducted an analysis of the market to analyze the costs for legal counsel services proposed by Morris Nichols and negotiated with said firm to provide the requested legal counsel services at compensation determined to be fair and reasonable; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with Morris Nichols to

provide outside legal counsel for the Authority and to have such agreement executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 14-34 was made by Commissioner Smith and seconded by Commissioner Wilson. Resolution 14-34 was approved by a roll call vote of 10-0.

Resolution 14-34 Executive Summary Sheet

Resolution: Authorizes an agreement between the Morris, Nichols, Arsht & Tunnell, LLP (“Morris Nichols”) to serve as outside legal counsel representing the Authority’s interests in the State of Delaware.

Committee: Budget & Finance Committee

Committee Date: September 16, 2014

Board Date: September 16, 2014

Purpose of Resolution:

To authorize an agreement with Morris, Nichols, Arsht & Tunnell, LLP (“Morris Nichols”) to serve as outside legal counsel representing the Authority’s interests in the State of Delaware.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the Authority’s procedures for the procurement of professional services.

The Authority received and evaluated technical proposals submitted by the following three (3) firms, and short-listed* two (2) of those firms:

Ballard Spahr, LLP*

Cozen O’Connor

Morris, Nichols, Arsht & Tunnell, LLP*

The Authority conducted interviews with all short-listed firms and utilized final evaluation criteria to establish a ranked list, with Morris Nichols being identified as the top ranked firm following the interview. The Authority requested and received the cost proposal, conducted an analysis of the market to analyze the costs for the legal counsel services proposed and negotiated with Morris Nichols to provide outside counsel services at compensation determined to be fair and reasonable.