

**11366 RESOLUTION 18-07 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND MORRIS, NICHOLS, ARSHT & TUNNELL, LLP TO SERVE AS GENERAL 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, Forts Ferry Crossing and five (5) regional airports; and

WHEREAS, the Authority desires to engage a qualified professional legal services provider to serve as outside general legal counsel representing the Authority’s interests in the State of Delaware (hereinafter, the “Services”); 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 up to two additional consecutive terms of one year each following the expiration of said base term, either such additional year 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 Delaware general 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 one proposal submitted pursuant to the aforementioned requirements; and

WHEREAS, Morris, Nichols, Arsht & Tunnell, LLP (“MNAT”) was designated as the highest-ranking firm following 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 of the Services proposed by MNAT and negotiated with said firm to provide the 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 MNAT to provide the Services to the Authority and to have such Services Agreement executed by the Chairperson, Vice-Chairperson and Executive Director.**

**A motion to approve Resolution 18-07 was made by Vice-Chair Lowe, seconded by Commissioner Ratchford, and approved by a roll call vote of 11-0.**

## **Resolution 18-07 Executive Summary Sheet**

**Resolution:** Authorizes an agreement between the Authority and Morris, Nichols, Arsht & Tunnell, LLP to serve as general legal counsel representing the Authority's interests in the State of Delaware.

**Committee:** Budget & Finance Committee

**Committee and Board Date:** March 20, 2018

### **Purpose of Resolution:**

To authorize an agreement with Morris, Nichols, Arsht & Tunnell, LLP ("MNAT") to provide outside legal counsel to support the Authority's objectives related to its 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 proposals submitted by the following firm:

Morris, Nichols, Arsht & Tunnell, LLP

The Authority carefully reviewed the proposal submissions of each firm and utilized evaluation criteria to establish a ranked list, with MNAT being ranked highest. The Authority conducted an analysis of the market to analyze the proposed compensation for the Services and determined the costs to be fair and reasonable.