

## RESOLUTION NO. 12-55

### RESOLUTION OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST AUTHORIZING A ONE-YEAR EXTENSION OF THE ORIGINAL CONTRACT FOR INTERNAL CONTROLS AUDITING SERVICES WITH WITHUMSMITH+BROWN, PC

WHEREAS, the New Jersey Environmental Infrastructure Trust (the "Trust") is authorized to procure Internal Controls Auditing Services pursuant to N.J.S.A. 58:11B-5L; and

WHEREAS, pursuant to Trust resolution No. 10-04, the Board of Directors of the Trust (the "Board") authorized the Executive Director of the Trust to solicit proposals for Internal Controls Auditing Services; and

WHEREAS, the Trust competitively procured Internal Controls Auditing Services through formal advertisement and distribution of a Request for Proposals ("RFP"), and, upon receipt of six (6) proposals that were submitted in response to the RFP, the members of the selection committee independently ranked all six (6) proposals received based on the criteria and weights set forth in the notice of solicitation; and

WHEREAS, pursuant to Trust resolution No. 11-40, the Board authorized the execution of a contract ("Original Contract") with the highest ranked firm, WithumSmith & Brown, PC ("WSB"), for a term of one year with a total expenditure pursuant to such Original Contract not to exceed \$125,000; and

WHEREAS, the Original Contract approved by the Board pursuant to Resolution 11-40 contains a provision for a one year extension; and

WHEREAS, due to the Trust's commitment to all Stakeholders to improve the efficiency of its Financing Programs, and reduce transaction costs for applicants and borrowers through the deployment of the H2IOans computer system (NJEIFP's web-based lending platform), the execution of the Internal Controls Audit by WSB has been delayed while Trust staff completed detailed business process flow charts for review and evaluation by WSB in part for WSB's assessment of process effectiveness and soundness; and

WHEREAS, Trust staff, having just recently completed the Trust's business process mapping work and having re-engaged with WSB, has disbursed only \$18,522 of the Original Contract compensation to date with the majority of WSB's evaluation work and preparation of a Bond report still to be completed; and

WHEREAS, it is the desire of the Board to exercise the one-year option for renewal of its Original Contract with WSB as outlined in the Original Contract in order to complete said evaluation and report.

NOW THEREFORE BE IT RESOLVED THAT the Board hereby approves and authorizes the renewal of the Trust's Original Contract with WSB for Internal Controls Auditing Services for an additional term of one year, terminating on November 17, 2013; and

BE IT FURTHER RESOLVED THAT the Chairman or Vice Chairman of the Trust is hereby authorized to execute an amended contract with WSB substantially in the form of the Original Contract attached to the RFP. The terms and conditions of the amended contract shall include, but not be limited to:

- a. the provision of services as outlined in the Trust's RFP distributed on May 11, 2011 and the proposal submitted by WSB dated July 7, 2011; and
- b. the payment of all fees for all services as detailed in the July 7, 2011 proposed submitted by WSB (including expenditures already submitted by WSB and paid by the Trust), not to exceed \$125,000 in total expenditures absent separate Board authorization; and
- c. the term of the amended contract shall be for a period of one year, terminating on November 17, 2013, with no option for further renewal; and
- d. such other terms and conditions as may be contemplated by the RFP and the materials enclosed therewith as deemed necessary and appropriate by the Chairman or Vice Chairman of the Trust.

Adopted Date: October 19, 2012

Motion Made By: Ms. Kreipke

Motion Seconded By: Mr. Briant

Ayes: 7

Nays: 0

Abstentions: 0