



Approved as to Form and Legality Date Adopted Committee

Salem County Counsel January 8, 2019 Administrative

RESOLUTION AWARDING A CONTRACT FOR FINANCIAL ADVISOR AND CONTINUING DISCLOSURE AGENT SERVICES FOR THE COUNTY OF SALEM

WHEREAS, the Salem County Purchasing Agent as authorized Contracting Agent for the Board of Chosen Freeholders of the County of Salem requested, received, and opened sealed proposals on Tuesday, December 11, 2018 at 2:00 P.M., prevailing time for Financial Advisor and Continuing Disclosure Agent Services for the County of Salem and the receipt of which proposal was duly advertised in accordance with the law and in such case made and provided; and

WHEREAS, Pursuant to New Jersey State Law N.J.S.A. 19:44A-20.7 a "Fair and Open" practice, as adopted by the Board of Chosen Freeholders, was utilized by the County of Salem in the determination of this award; and

WHEREAS, the Qualified Purchasing Agent has determined that the value of this contract is anticipated to exceed \$17,500.00

WHEREAS, all proposal results and recommendations for contract award are on file in the office of the Purchasing Agent, 110 Fifth Street, in the County of Salem, New Jersey as required by law; and

WHEREAS, it has been determined that the firm of Phoenix Advisors, LLC has substantially met the necessary qualifications for the fulfillment of this contract, and further has provided the documentation necessary to successfully fulfill the requirements of the County of Salem; and

WHEREAS, the Salem County Treasurer has certified that funding for this contract shall be encumbered in accordance with N.J.A.C. 5:30-5.4 and this agreement shall further be contingent upon the availability and appropriation of sufficient funds contained in the 2019 Budget of the County of Salem under the item Bond Costs-Misc. (9-01-20-135-120-218).

NOW, THEREFORE, BE IT RESOLVED by the Board of Chosen Freeholders of the County of Salem as follows:

- 1. The Board of Chosen Freeholders of the County of Salem awards a contract for the provision of Financial Advisor and Continuing Disclosure Agent Services for the County of, subject to the approval of the County Solicitor, to Phoenix Advisors, LLC in the amount set forth in the attached fee schedule.
2. The contract commencing, retroactively, January 1, 2019 and terminating December 31, 2019, or until a successor is appointed, whichever is later and which shall be completed in full accordance with the terms and conditions of the contract.
3. The Freeholder Director and the Clerk of the Board shall be authorized to execute said contracts.

Freeholder Director Board of Chosen Freeholders

I hereby certify the foregoing to be a true resolution adopted by the Board of Chosen Freeholders of the County of Salem at its annual stated reorganization meeting held on January 8, 2019.

BRENDA P. BANKS Clerk of the Board

RECORD OF VOTE

Table with 7 columns: FREEHOLDER, AYE, NAY, ABSTAIN, ABSENT, RESOLUTION MOVED, RESOLUTION SECONDED. Rows include G. Ostrum, Jr., C. Hassler, L. Ware, R.S. Griscom, B. Laury.

Indicates Vote Department Initials

8. Cost/rate at which your firm can provide these services.

Based upon the multi-faceted, wide-ranging need for financial advisory services to be provided, we have separated our Cost Proposal into two basic components: Transactional and Non-Transactional services. Our goal is to provide value-added service to any and all of your financing needs.

There are two important features concerning our compensation: First, our compensation is all-inclusive for the functions included in our Scope of Services. We do not add on hourly rate charges nor do we charge extra for out-of-pocket expenses, fees for travel time, or attendance at meetings. Out-of-pocket expenses are always difficult for a client to monitor and can ultimately be significant. Second, our Debt Issuance fee is payable only upon the closing of your issue.

1) *Transactional Services (Debt Issuance).* For all transactional services relating to the sale of Bonds Notes, and NJEIT Loans, Phoenix Advisors proposes the following fees:

- a) Bonds: \$9,500 plus \$0.50 per \$1,000 issued¹
- b) Notes: \$1,500 plus \$0.20 per \$1,000 issued¹
- c) NJEIT Loans: Flat fee of \$2,500

2) *Non-Transactional Services (Optional).* Phoenix Advisors proposes the following optional hourly rate fee for non-transactional professional services (not directly related to the issuance of debt), including, but not limited to, early preliminary modeling and conceptual meetings and discussions, according to the following schedule:

Chief Executive Officer	\$175/hour
Senior Managing Director/Managing Director/Director	\$150/hour
Associate/Analyst	\$ 95/hour

The above hourly rate charges only apply to specialized, non-transactional services that would be agreed to by a client prior to any hourly rate work being undertaken. They are not "add-ons" to our "Transactional Services" outlined in "1" above.

3) *Continuing Disclosure Services:*

\$1,050 – base fee (for up to three (3) outstanding issues), plus \$100 for each additional outstanding issue, if any, for which filings may be required.

A setup fee will be charged for each new bond issuance. The setup fee will be \$200 on a bond issue on which Phoenix Advisors acted as Municipal Advisor, or \$450 if Phoenix Advisor is not engaged as Municipal Advisor. The setup fee will be invoiced at the time the new bonds are issued.

¹ Per transaction.

An amendment made to 15c2:12, effective February 27, 2019, increases the number of material events which must be posted to the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access Data Port. Phoenix Advisors will charge \$100 for each event filing made under the new SEC requirements. When Phoenix Advisors is engaged as Municipal Advisor on such borrowing transaction, the fee will be waived.

4) *Out-of-Pocket Expenses* **NONE**

Phoenix Advisors does not charge for any out-of-pocket expenses incurred with regard to providing our Municipal Advisory services. Third party charges, pre-approved and directed by a client to be paid by Phoenix Advisors are billed at cost with no mark-up.