

#0617-01: AUTHORIZATION FOR THE SEARCH AND RETENTION OF OUTSIDE COUNSEL

Gateway Program Development Corporation (“GDC”) seeks to retain a law firm to provide certain legal services relating to the development of policies and procedures consistent with New Jersey non-profit corporation law, principles of good corporate governance, and other legal requirements as determined to be advisable. With the Board’s authorization, GDC will commence a process to procure outside New Jersey corporate counsel pursuant to a competitive Request for Proposal (“RFP”) process. GDC’s General Counsel, together with representatives from GDC’s partners, will comprise a selection committee that will review proposals received, conduct interviews, as appropriate, and identify the law firm to be retained by GDC. A representative of USDOT will participate on the selection committee in a non-voting capacity. The selection committee will review proposals in their totality and select the law firm that is deemed by the selection committee to be most advantageous to GDC’s objectives; the selection committee will focus on the qualifications and experience of the law firm and its staff proposed to perform legal services under the agreement to be awarded as well as the law firm’s proposed fees and charges. The amount of fees to be incurred under a retainer agreement with the law firm would not exceed \$500,000 without further approval by the Board of Trustees to increase such amount.

It is anticipated that GDC, pursuant to another process, will procure separate counsel to assist with financing matters in the future.

Pursuant to the foregoing report, the following resolution was adopted, with Trustees Bagger, Cohen, Coscia and Ray voting in favor.

RESOLVED, that the General Counsel of GDC is hereby authorized, for and on behalf of GDC, to take all actions as may be necessary to issue the RFP to identify the law firm to serve as GDC’s outside New Jersey corporate counsel, and it is further

RESOLVED, that the General Counsel will advise the Board of Trustees of her determination, based on the results of the selection process and the recommendation of the selection committee that conducted the process, of the law firm recommended to serve as GDC’s outside New Jersey corporate counsel, and it is further

RESOLVED, that following the advisement of the Board of Trustees of the selected law firm, the General Counsel may enter into an agreement with the selected law firm.