



Borough of Manville
Resolution #2025-55
Resolution Authorizing

**Reimbursement of New Jersey American Water Company Post-Closing
Engineering Costs from Escrow Fund**

WHEREAS, a Post-Closing Agreement dated November 1, 2024 was previously entered into by and among the Borough of Manville, a body corporate and politic in Somerset County, New Jersey (the "Borough" or the "Seller"); and New Jersey American Water Company Inc. ("NJAW" or the "Buyer"); and

WHEREAS, a Holdback Escrow Agreement (the "Escrow Agreement") dated November 1, 2024, was previously entered into by and among the Borough of Manville, a body corporate and politic in Somerset County, New Jersey (the "Borough" or the "Seller"); New Jersey American Water Company Inc. ("NJAW" or the "Buyer"), and DeCotiis, FitzPatrick Cole & Giblin LLP (the "Escrow Agent"); and

WHEREAS, Section 4(A) of the Escrow Agreement provides that payment of Post Closing Transaction Costs related to the November 1, 2024 sale of the Borough Sewer System to NJAW shall be made from the Escrow Fund; and

WHEREAS, an Addendum to said Escrow Agreement was approved by way of Resolution #2025-54; and

WHEREAS, said Addendum provides at Section 4(a)(iii):

(iii) that an Engineering firm retained by NJAW as to post-closing Easement and easement survey issues, upon approval by the Borough in consultation with the Borough Engineer, as to said NJAW-retained Engineering firm's proposed terms and conditions, may be compensated from the Escrow Fund in accord with the conditions of the Holdback Escrow Agreement and this Addendum;

and

WHEREAS, the Borough Engineer has recommended that the Borough consent to reimbursement of NJAW's Engineering costs incurred with Stires Associates, P.A., Professional Engineers and Surveyors ("Stires Engineering" or "Stires"), in accord with the terms and conditions of the Escrow Agreement and the Addendum to same, and with the financial terms and conditions proposed by Stires, as set forth below; and

WHEREAS, the Mayor and Council have concluded, in consultation with the Borough Engineer and the Borough Attorney, that adopting this Resolution is in the best interest of the Borough;

NOW, THEREFORE, BE IT RESOLVED by the Mayor & Council of the Borough of Manville, in the County of Somerset, and State of New Jersey as follows:

- (1)** The Whereas Clauses set forth above are hereby incorporated into the operative clauses of this Resolution by reference.
- (2)** The Borough, upon the review and recommendation of the Borough Engineer and the Borough Chief Financial Officer, will consent to reimbursement of NJAW's Post-Closing Transaction Costs as incurred buy NJAW with Stires Engineering,

at the agreed rate of a fixed fee of \$1,000.00 per Easement (to be compensated from the Escrow Agreement Fund), with Stires' efforts on each Easement to include that Stires will conduct all necessary field work and research for the preparation of metes & bounds descriptions and exhibits for each Easement; each manhole will be located along with all surface features and visible underground utilities; exhibits will be prepared for each showing the manholes and any surface features located; each Easement is expected to have a width of 15' about the center of each sanitary pipe.

- (3) the Borough, upon the review and recommendation of the Borough Engineer and the Borough Chief Financial Officer, will consent to reimbursement of NJAW's Post-Closing Transaction Costs as incurred by NJAW with Stires Engineering, at the agreed rate of a single fixed fee of \$6,500.00 (to be compensated from the Escrow Agreement Fund) to include all Title Review efforts, including Stires Associates, P.A. personnel assisting with any additional review of existing Easement/Title issues, including Stires reviewing Easement descriptions and/or Exhibits for existing Easements, if needed, and advising of any Title issues.
- (4) The Mayor, Borough Engineer, Borough Chief Financial Officer, and Borough Attorney are hereby authorized to sign such documents, and to take such actions, as are necessary to effectuate the intent of this Resolution.
- (5) This Resolution shall take effect immediately, according to law.

ATTEST:

 William Bray, RMC, CMR
 Borough Clerk

Richard M. Onderko
 Richard M. Onderko
 Mayor

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Borough Council of the Borough of Manville, County of Somerset, State of New Jersey at a Regular Meeting held at 325 N. Main St., Manville, NJ 08835 on February 10, 2025.

ATTEST:

William Bray, RMC, CMR
 Borough Clerk

Introduced	Seconded	Council Members	Yes	No	Abstain	Absent
		Councilwoman Camacho	X			
X		Councilman DeVito	X			
	X	Councilman Lukac	X			
		Councilwoman Puia				X
		Councilman Skirkanish	X			
		Councilwoman Zamorski	X			
		Mayor Onderko				