

RESOLUTION AUTHORIZING THE APPOINTMENT OF SPECIAL COUNSEL DUE TO A CONFLICT OF INTEREST AND APPROVING PROFESSIONAL FEES

WHEREAS, the Township Council of the Township of West Orange (the “Township”) recognizes that circumstances may arise in which the Township Attorney is unable to represent the interests of a Township Official due to an actual or potential conflict of interest; and

WHEREAS, the Township Code §2-9.4 authorizes the appointment of Special Counsel when the Township Attorney determines that a conflict exists or that the interests of the Township or its officials require separate representation, provided that the Township Council is advised of the proposed engagement, the applicable rate of compensation, and a limitation on total fees; and

WHEREAS, the Township has received notice of allegations of a personnel matter concerning the acts of an official or employee of the Township in his/her official capacity; and

WHEREAS, the Township Attorney has determined, upon initial review of the allegations, that a conflict of interest exists which precludes representation by the Township Attorney in connection with the investigation, that must remain confidential, of allegations of a personnel matter concerning the acts of an official or employee of the Township in his/her official capacity; and

WHEREAS, the Township Attorney has recommended the appointment of outside counsel Deena B. Rosendahl, Esq., of Cleary, Giacobbe, Alfieri, Jacobs, LLC, to serve as Special Counsel (“Special Counsel”) for the limited purpose of conducting a confidential investigation of the allegations of a personnel matter concerning the acts of an official or employee of the Township in his/her official capacity; and

WHEREAS, in accordance with and pursuant to § 2-9.4 the Township Attorney has designated Ramon E. Rivera, Esq., of Antonelli, Kantor, Rivera, P.C., as the Township Attorney’s designated Conflict Counsel to supervise the work of Special Counsel; and

WHEREAS, the Township Council has been advised of the identity of the proposed Special Counsel, the scope of representation, the hourly rate of compensation, and the maximum amount to be expended for such services, in accordance with the requirements of the Township Code; and

WHEREAS, the proposed Special Counsel shall be compensated at a rate of **\$185.00 per hour**, and the total compensation for such services shall **not exceed \$7,500.00**, without further encumbrance unless further authorized by formal action of the Township Council; and

WHEREAS, sufficient funds have been certified by the Chief Financial Officer to cover the authorized expenditure.

NOW, THEREFORE, BE IT RESOLVED by the Township Council of the Township of West Orange, in the County of Essex and State of New Jersey, as follows:

1. **Authorization of Special Counsel.** The Township Attorney is hereby authorized, pursuant to § 2-9.4 of the Township Code, to appoint and retain outside legal counsel to serve as Special Counsel due to the existence of a conflict of interest that precludes representation by the Township Attorney.

2. **Appointment of Special Counsel.** The Township Attorney has conducted a preliminary review of the allegations and has determined that a conflict exists, which precludes the Township Attorney from investigating the allegations asserted against an official or employee of the Township in his/her official capacity and pursuant to § 2-9.4 of the Township Code, hereby appoints Deena B. Rosendahl, Esq., of Clery, Giacobbe, Alfieri, Jacobs, LLC, to serve as Special Counsel for the limited purpose of investigating the allegations asserted against an official or employee of the Township in his/her official capacity.

3. **Appointment of Designated Conflict Counsel.** The Township Attorney has determined that a conflict exists, which precludes the Township Attorney from investigating the allegations asserted and pursuant to § 2-9.4 of the Township Code, hereby designates himself,

Mark Semeraro to generally supervise the work of Special Counsel, Deena B. Rosendahl, Esq., of Clery, Giacobbe, Alfieri, Jacobs, LLC.

4. **Scope and Compensation.** Special Counsel shall provide legal services limited to the matter for which the conflict exists, at an hourly rate of **\$185.00**, with total compensation **not to exceed \$7,500.00**, without further encumbrance or authorization by resolution of the Township Council.

5. **Township Council Oversight and Approval.** All invoices submitted by Special Counsel shall be subject to review and approval in accordance with Township procedures and the requirements applicable to Special Counsel engagements.

6. **Certification of Funds.** This Resolution shall take effect only upon certification by the Chief Financial Officer that sufficient funds are available and properly encumbered for the purposes set forth herein.

BE IT FURTHER RESOLVED that a certified copy of this Resolution shall be provided to the Township Attorney, the Chief Financial Officer, and such other officials as may be necessary to effectuate its terms.

Karen J. Carnevale, R.M.C.
Township Clerk

Susan Scarpa
Council President

Adopted: January 20, 2026