

RESOLUTION 71-22

**RESOLUTION AUTHORIZING EXECUTION OF AGREEMENT BETWEEN
THE BOROUGH OF CLAYTON AND OMNI RECYLING LLC
NUNC PRO TUNC**

WHEREAS, the Borough of Clayton has agreed to enter into an Agreement for Recycling Disposal with OMNI Recycling LLC; and

NOW, THEREFORE, BE IT RESOLVED, by the Mayor and Council of the Borough of Clayton, County of Gloucester, and State of New Jersey as follows:

1. That the governing body does hereby approve the attached Agreement between the Borough of Clayton and OMNI Recycling LLC.

2. That the Mayor be and is hereby authorized to execute said contract on behalf of the Borough of Clayton.

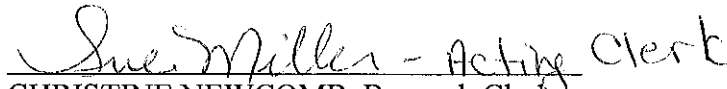
ADOPTED, at a regular meeting of the Mayor and Council of the Borough of Clayton held on March 10, 2022.

BOROUGH OF CLAYTON



THOMAS BIANCO, Mayor

Attest:



CHRISTINE NEWCOMB, Borough Clerk

CERTIFICATION

I, Christine Newcomb, Borough Clerk, of the Borough of Clayton, do hereby certify that the foregoing Resolution was presented and duly adopted by the Borough Council at a meeting of the Borough of Clayton, held on Thursday, March 10, 2022.

CHRISTINE NEWCOMB, Borough Clerk

OMNI Recycling LLC
408 Lambs Road
Pitman, New Jersey 08071

3-2-22

Borough of Clayton
Attn: Law Department
125 North Delsea Drive
Clayton, NJ 08312

Re: Assignment of that certain Agreement for Disposal Facility, by and between Borough of Clayton and OMNI Recycling LLC, dated as of March 1, 2022 (the "Agreement")

Dear Madam or Sir,

OMNI Recycling LLC ("OMNI") is pleased to announce that it intends to enter into a business transaction (the "Transaction") with OMNI RECYCLING HOLDINGS, LLC and its subsidiaries OMNI RECYCLING GROUP, LLC and OMNI RECYCLING PROPERTIES, LLC (collectively, "OMNI Group"), whereby OMNI Group will acquire substantially all of the assets of OMNI, including the Agreement. Effective upon the closing of the Transaction (the "Closing"): (i) OMNI will assign to OMNI Group all of OMNI's rights and obligations under the Agreement identified above, and (ii) OMNI Group will assume all of OMNI's obligations under the Agreement arising from and after the Closing. Your point of contact for the Agreement after the Closing will be Kevin Carducci. The performance of OMNI's duties and obligations under the Agreement referenced above will not be adversely affected by the Transaction.

We are requesting your consent to the assignment of the Agreement in accordance with Section 11 of the Agreement. *Please acknowledge your consent by signing below and emailing this signed letter to Kevin Carducci at kfcarducci@yahoo.com and returning the originally signed letter in the enclosed self-addressed envelope.* In accordance with Section 11 of the Agreement, a signed copy of this letter shall be filed in the office of the Contract Administrator at Borough of Clayton. The Closing is scheduled to occur on Feb. 23, 2022. If the Transaction is delayed or fails to close, we will notify you of this in writing.

If you have any questions regarding this consent or the Transaction, please contact me at kfcarducci@yahoo.com

Sincerely,

Omni Recycling LLC

The undersigned hereby consents to the Transaction described above in this letter:

Borough of Clayton

BY: 

NAME: Tom Bianco

TITLE: Mayer

DATE: 3-10-2022