

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Mauro G. Tucci *Date:* August 2, 2016
Seconded by: Commissioner Thomas J. Evans *No.* 196-16

WHEREAS, The Township of Nutley entered into a contract with Sal Electric, 83 Fleet Street, Jersey City, NJ 07306 for electrical services; and

WHEREAS, The Director of Parks and Public Property has recommended the following change order from said contract:

CHANGE ORDER NO. 2: Electrical Services \$21,000.00

The money is available from Capital Ordinance #3323K and has been certified by the Chief Financial Officer and said certification is attached to this resolution.

NOW THEREFORE, BE IT RESOLVED by the Board of Commissioners in the Township of Nutley, County of Essex, State of New Jersey, that Change Order #2, in the amount of \$21,000.00 be and is hereby approved.

...

I, Eleri Pettas, Township Clerk of the Township of Nutley, Essex County, NJ, do hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Commissioners at a regular meeting held August 2, 2016

<i>Record of Vote</i>	<i>Commissioner Steven L. Rogers</i>	<i>Commissioner Mauro G. Tucci</i>	<i>Commissioner Thomas J. Evans</i>	<i>Commissioner Alphonse Petracco</i>	<i>Mayor Joseph P. Scarpelli</i>
<i>Yes</i>	X	X	X	X	X
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>					

AFFIDAVIT

The Local Finance Board is authorized by N.J.S.A. 52: 27BB-10 to adopt standard rules for municipal financial administration and N.J.S.A. 40A: 4-57 prohibits the expending of money, incurring of liability or the entering into; of any contract which by its terms involves the expenditure of money for any purpose for which no appropriation is provided, or in excess of the amount appropriated for such purpose. By virtue of the powers vested in the Local Finance Board by N.J.S.A. 52: 27BB-10 on October 20, 1975, the Local Finance Board adopted a procedure for the expenditure of public moneys by a municipality. This procedure became effective January 1, 1976.

In accordance with the rules and regulations adopted by the Local Finance Board with respect to the awarding of Contracts by the Municipal Governing Body, I do hereby certify that funds are available for the following purpose and this contract may be adopted.

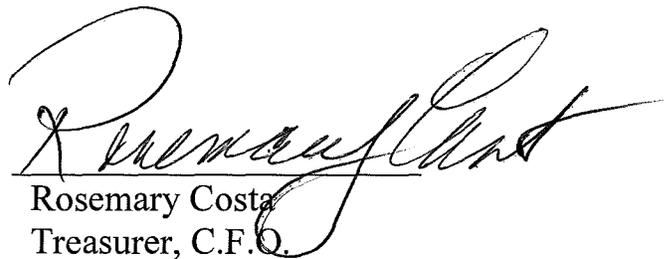
Purpose: Change Order #2-Electrical Services-Sal Electric

Account: Ord. #3323K

Fund: General Capital Fund

Amount: \$21,000.00

Date: August 2, 2016


Rosemary Costa
Treasurer, C.F.O.

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Mauro G. Tucci *Date:* August 2, 2016
Seconded by: Commissioner Thomas J. Evans *No.* 197-16

WHEREAS, the Township of Nutley has a need to acquire specialized professional services as a fair and open contract pursuant to the provision of *N.J.S.A. 19:44 A-20.5*; and

WHEREAS, the Department of Parks and Public Property has a need to acquire specialized professional services for a NJ Licensed Certified Tree Expert for forestry services throughout the Township of Nutley; and

WHEREAS, the Municipal Clerk is hereby authorized and directed to advertise for a Request for Qualifications (RFQ's) for Township Forester;

NOW THEREFORE, BE IT RESOLVED, that the Request for Qualifications (RFQ's) shall be due on Wednesday, August 24, 2016 at 3:00 P.M. addressed to the Municipal Clerk, Nutley Township Hall, One Kennedy Drive, Nutley, N.J. 07110.

. . .

I, Eleni Pettas, Township Clerk of the Township of Nutley, Essex County, NJ, do hereby certify that
Eleni Pettas

the foregoing is a true copy of a resolution adopted by the Board of Commissioners at a regular meeting held August 2, 2016

<i>Record of Vote</i>	<i>Commissioner Steven L. Rogers</i>	<i>Commissioner Mauro G. Tucci</i>	<i>Commissioner Thomas J. Evans</i>	<i>Commissioner Alphonse Petracco</i>	<i>Mayor Joseph P. Scarpelli</i>
<i>Yes</i>	X	X	X	X	X
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>					

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: _____ Commissioner Thomas J. Evans _____ *Date:* _____ August 2, 2016 _____
Seconded by: _____ Commissioner Mauro G. Tucci _____ *No.* _____ 198-16 _____

RESOLUTION AUTHORIZING THE EXECUTION OF CERTAIN AGREEMENTS AND AUTHORIZING OTHER NECESSARY ACTION IN CONNECTION WITH CERTAIN IMPROVEMENTS ON PROPERTY TO BE DESIGNATED AS BLOCK 201, LOT 1.01; BLOCK 201, LOT 1.02; BLOCK 201, LOT 1.03; AND BLOCK 201, LOT 1.04 WITHIN THE HOFFMANN - LA ROCHE REDEVELOPMENT AREA

WHEREAS, the Board of Commissioners of the Township (the “Board of Commissioners”) identified certain properties in the Township designated as follows on the official Tax Map of the Township (collectively, the “Study Area”):

Block 102, Lots 2 and 9; Block 200, Lots 1, 2, 3, 4, 5, 6 and 24; Block 201, Lot 1; Block 300, Lots 1 and 20; Block 2000, Lots 1, 4 and 5; Block 2100, Lot 9 C0101, Lot 9 C0102, Lot 9 C0103, Lot 9 C0104, Lot 9 C0105, Lot 9 C0106, Lot 9 C0107, Lot 9 C0108, Lot 9 C0109, Lot 9 C0110, Lot 9 C0111, Lot 9 C0208, Lot 9 C0209, Lot 9 C0210, Lot 9 C0211, Lot 9 C0212, Lot 9 C0214, Lot 9 C0215, Lot 9 C0216 and Lot 9 C0217; Block 2101, Lot 1; and Block 2304, Lot 17, Lot 18 C0001, Lot 18 C0002, Lot 18 C0003 and Lot 18 C0203,

also known as the Hoffmann-La Roche site, to be considered for designation as a condemnation “area in need of redevelopment” under the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq. (the “LRHL”); and

WHEREAS, on March 18, 2014, under Resolution No. 67-14, the Board of Commissioners directed the Planning Board of the Township (the “Planning Board”) to conduct a preliminary investigation to determine whether the Study Area, or any portions thereof, constitute a condemnation “area in need of redevelopment” according to the criteria set forth in N.J.S.A. 40A:12A-5; and

WHEREAS, the Board of Commissioners, under Resolution No. 67-14, further directed the Planning Board to develop a map reflecting the boundaries of the Study Area to be included within the proposed redevelopment area, to conduct a public hearing pursuant to N.J.S.A. 40A:12A-6, and to draft a report/resolution to the Board of Commissioners containing its findings; and

WHEREAS, a preliminary investigation/report entitled “Redevelopment Study Area, Determination of Need, Hoffmann La Roche Site – Nutley/Clifton, ‘HOFFMANN - LA ROCHE SITE’, Township of Nutley, Essex County, New Jersey,” dated February 5, 2015, was prepared and issued by Maser Consulting, P.A. (the “Preliminary Investigation”); and

WHEREAS, N.J.S.A. 40A-12A-6(b)(4)-(5) of the LRHL provides in pertinent part relative to the Planning Board’s public hearing on the Preliminary Investigation and whether the Study Area should be considered for designation as a condemnation “area in need of redevelopment”:

“(4) At the hearing, which may be adjourned from time to time, the planning board shall hear all persons who are interested in or would be affected by a determination that the delineated area is a redevelopment

area. All objections to such a determination and evidence in support of those objections, given orally or in writing, shall be received and considered and made part of the public record.

(5) (a) After completing its hearing on this matter, the planning board shall recommend that the delineated area, or any part thereof, be determined, or not be determined, by the municipal governing body to be a redevelopment area”; and

WHEREAS, on February 24, 2015, the Planning Board held a public hearing during which any persons interested in or affected by a determination that the Study Area is a redevelopment area were given the opportunity to be heard, and any objections to such a determination and evidence in support of those objections, were received and considered and made part of the public record; and

WHEREAS, the Planning Board concurred and agreed with the reasons stated in the Preliminary Investigation that portions (excluding Block 102, Lot 9; Block 2100, Lot 9; and Block 2304, Lot 18) of the Study Area constitute and meet the criteria under the LRHL supporting the recommendation that portions of the Study Area be determined a condemnation “area in need of redevelopment”; and

WHEREAS, on February 24, 2015, the Planning Board adopted a resolution recommending that Block 102, Lot 2; Block 200, Lots 1, 2, 3, 4, 5, 6 and 24; Block 201, Lot 1; Block 300, Lots 1 and 20; Block 2000, Lots 1, 4 and 5; Block 2101, Lot 1, and Block 2304, Lot 17, as shown on the official Tax Map of the Township (the “Property”) be determined by the Board of Commissioners to be a condemnation “area in need of redevelopment” under the LRHL; and

WHEREAS, the Board of Commissioners concurred and agreed with Planning Board’s recommendation, as supported by the reasons stated in the Preliminary Investigation, that the Property constitutes and meets the criteria under the LRHL and that the Property should be determined and declared a condemnation “area in need of redevelopment,” which determination shall, among other things, authorize the Township to exercise the power of eminent domain to acquire all or any portion of such Property; and

WHEREAS, on March 3, 2015, the Board of Commissioners adopted a resolution declaring the Property a condemnation “area in need of redevelopment” under the LRHL; and

WHEREAS, on July 19, 2016, after conducting the requisite hearings therefor, the Board of Commissioners, adopted the redevelopment plan entitled “Redevelopment Plan – Nutley HLR/Phase I” (the “Phase I Redevelopment Plan”) for an approximately 10.98 acre portion of the Property comprised of Block 201, Lot 1 and Block 300, Lot 1 (to be subdivided into Block 201, Lot 1.01; Block 201, Lot 1.02; Block 201, Lot 1.03; and Block 201, Lot 1.04 as shown on the Subdivision (as defined herein) (collectively, the “Phase I Premises”) in accordance with the provisions of the LRHL, which Phase I Redevelopment Plan provides, inter alia, that, at the Township’s discretion, the designated redeveloper of the Phase I Project Premises shall enter into a financial agreement with the Township under the Exemption Law (as defined herein); and

WHEREAS, on September 17, 2015, Hoffmann-LaRoche, Inc., the fee owner of the Property, submitted an application to the Planning Board seeking preliminary and final subdivision approval as set forth on the plans and application materials annexed thereto (the “Subdivision”), which Subdivision was approved by the Planning Board on October 21, 2015 and has been or is about to be perfected and which Subdivision, inter alia (a) permits the subdivision of the Phase I Premises into a total of four (4) separately identifiable lots and creates certain private roads as shown on the Proposed Subdivision; (b) creates one (1) lot (Block 201, Lot 1.03) on which will be located portions of the existing structures known as Building 123 and Building 123A, which consist of a six-story building (Building 123) containing approximately 412,092 gross square feet of building area, and a second six-story building (Building 123A) functioning as a wing of Building 123 containing approximately 65,059 gross square feet as shown on the Proposed Subdivision (collectively, the “Existing Buildings”); and (c) creates three (3) lots (Block 201, Lots 1.01, 1.02 and 1.04) to accommodate surface parking and open space for the Existing

Buildings and/or the possible future redevelopment of same consistent and in accordance with the Phase I Redevelopment Plan (the “Undeveloped Lots”); and

WHEREAS, the Board of Commissioners intends to adopt or has adopted a resolution (a) designating Kingsland Street Urban Renewal, LLC (the “Redeveloper” or the “Entity”) as the redeveloper of the Phase I Premises, and (b) authorizing the Township to enter into a redevelopment agreement with the Entity (the “Phase I Redevelopment Agreement”), subject to certain conditions stated in such resolution; and

WHEREAS, the Phase I Redevelopment Agreement sets forth the terms and conditions by which the Entity will redevelop the Phase I Premises, including the renovation, redevelopment and occupancy of the Existing Buildings (such renovation, redevelopment and occupancy of the Existing Buildings, the “Phase I Project”); and

WHEREAS, the Phase I Redevelopment Agreement further sets forth the terms and conditions of the Entity’s possible future development of the Undeveloped Lots within the Phase I Premises, the design and entitlement and construction of which shall all be in a manner consistent with the Phase I Redevelopment Plan and the Phase I Redevelopment Agreement if undertaken at the sole and unlimited discretion of the Entity and which may be completed in one (1) or more phases (collectively, the “Future Phase I Project”), and which Future Phase I Project is not a required part of the Phase I Project; and

WHEREAS, the Entity was formed pursuant to the Exemption Law, to undertake the Phase I Project and occupy the Phase I Premises; and

WHEREAS, pursuant to and in accordance with the provisions of the Redevelopment Area Bond Financing Law, constituting Chapter 310 of the Pamphlet Laws of 2001 of the State, and the acts amendatory thereof and supplemental thereto (the “Redevelopment Bond Law”, as codified in N.J.S.A. 40A:12A-64 et seq., and together with the Redevelopment Law and the Exemption Law, the “Acts”), specifically N.J.S.A. 40A:12A-66(a), the Township is authorized to provide for a tax exemption and payments in lieu of taxes in accordance with the Exemption Law, except that the provisions of the Exemption law: (i) establishing a minimum or maximum annual service charge and requiring staged increased in annual service charges over the term of the exemption period, and (ii) permitting the urban renewal entity to relinquish its status under the Exemption Law, shall not apply to redevelopment projects financed with bonds issued in accordance with the Redevelopment Bond Law; and

WHEREAS, the Board of Commissioners plans to adopt an ordinance (the “Exemption Ordinance”), granting the long term tax exemption requested by Redeveloper and authorizing the execution of that certain Financial Agreement (the “Financial Agreement”); and

WHEREAS, those certain improvements enumerated at Exhibit C (the “Local Improvements”) attached to the special assessment agreement entered into by and between the Township and the affected property owner under N.J.S.A. 40A:12A-66 of the Redevelopment Bond Law (“Special Assessment Agreement”) constitute a portion of the Phase I Project and/or confer a benefit thereon and also constitute qualified improvements under the Local Improvements Law, N.J.S.A. 40:56-1, et seq. (the “Local Improvements Law”) and the Redevelopment Bond Law; and

WHEREAS, pursuant to the Redevelopment Bond Law, bonds issued in accordance therewith may be secured by, among other things, a special assessment on certain property within an area in need of redevelopment;

WHEREAS, in furtherance of the transactions contemplated by the Special Assessment Agreement and the Financial Agreement, the Township intends to issue its redevelopment area bonds for purposes of financing, *inter alia*, the Phase I Project (the “Bonds”); and

WHEREAS, in order to secure repayment of the Bonds and payment of the Unpledged Annual Service Charge, the Parties desire to enter the Special Assessment Agreement pursuant to which the Township shall have a right to impose a special assessment (the "Special Assessment"), equal to the cost referred to herein, on the Phase I Project in accordance with the terms of the Special Assessment Agreement, such amount more specifically set forth in Section 4.2 thereof; and

WHEREAS, in order to effect the mechanism for the payment of the Special Assessment between the Township and Kingsland, the Township intends to adopt an ordinance entitled "AN ORDINANCE OF THE TOWNSHIP OF NUTLEY, IN THE COUNTY OF ESSEX, STATE OF NEW JERSEY, PROVIDING FOR THE SPECIAL ASSESSMENT OF THE COST OF CERTAIN IMPROVEMENTS ON BLOCK 201, LOT 1.01; BLOCK 201, LOT 1.02; BLOCK 201, LOT 1.03; AND BLOCK 201, LOT 1.04 WITHIN THE HOFFMANN-LA ROCHE REDEVELOPMENT AREA AND ESTABLISHING A MECHANISM FOR PAYMENT OF THE COST THEREOF" (the "Assessment Ordinance" and together with the Exemption Ordinance, the "Ordinances"); and

WHEREAS, it is the intent of the Parties that, so long as the Redeveloper makes payment of all amounts required under the Financial Agreement, Redeveloper and the owner of the Property shall not be required to pay the Special Assessment under the Special Assessment Agreement (as defined therein); and

WHEREAS, in connection with the issuance of the Bonds the following additional documents shall be executed (i) a project structure agreement setting forth the terms and conditions of the financing as well as the security for the Bonds (the "**Project Structure Agreement**"), (ii) a pledge and assignment agreement (the "**Pledge Agreement**") pledging the Pledged Annual Service Charge to the Trustee as security for the Bonds and (iii) a redeveloper contribution agreement (the "**Redeveloper Contribution Agreement**" and together with the Project Structure Agreement and the Pledge Agreement, the "**Phase I Additional Agreements**") pursuant to which the Redeveloper shall pay to the Township an amount equal to the unpledged portion of the Annual Service Charge (as defined in the Financial Agreement) under the Financial Agreement, subject to applicable credits, if any, provided that it is the intent of the Parties that, so long as the Redeveloper makes payment of all amounts required under the Financial Agreement, Redeveloper shall not be required to pay any contribution under the Redeveloper Contribution Agreement

NOW THEREFORE, BE IT RESOLVED by the Mayor and the Board of Commissioners of the Township of Nutley as follows:

Section 1. The Phase I Additional Agreements heretofore prepared or to be prepared in connection with the Phase I Project, in the forms attached hereto as **Exhibits A, B and C** with such changes as may be recommended by counsel to the Township, are hereby authorized and approved.

Section 2. The Mayor, Town Manager and the Chief Financial Officer/Treasurer of the of the Township (including their designees, each an "Authorized Officer") are hereby severally authorized to undertake the following actions: (i) execution, delivery, and negotiation of the Phase I Additional Agreements, substantially in the forms attached hereto as **Exhibits A, B and C**, respectively, with such changes to the Phase I Additional Documents from the attached forms as deemed by the Authorized Officer, in his or her sole discretion, to be necessary, desirable, convenient, or in the best interests of the Township; and (ii) any and all actions deemed necessary, convenient, or desirable by such Authorized Officers, in their sole and reasonable discretion, to effectuate the foregoing and the transactions contemplated thereby, including but not limited to, execution of all such certificates, instruments or documents the Authorized Officer shall deem necessary, convenient or desirable for such purposes.

Section 3. The Municipal Clerk of the Township is hereby authorized to attest said signatures and to affix the seal of the Township unto the same. The execution of the Phase I Additional Agreements by the Authorized

Officers shall conclusively evidence the Township's approval of the terms thereof and no further action shall be required.

Section 4. All actions heretofore taken and documents prepared or executed by or on behalf of the Township by the Authorized Officers, Municipal Clerk, other Township officers and officials or by the Township's professional advisors, in connection with the Phase I Project, and matters related thereto, and the issuance of Bonds by the Township are hereby authorized, approved, ratified and confirmed.

Section 5. The Authorized Officers and Municipal Clerk of the Township are each hereby authorized to execute such closing certificates and other documents and instruments as may be necessary or desirable for the issuance by the Township of the Bonds and related to the financing of the Phase I Project and all matters related thereto.

Section 6. All resolutions, or parts thereof, inconsistent herewith are hereby rescinded and repealed to the extent of any such inconsistency.

Section 7. The Municipal Clerk is hereby directed to publish and post notice of this resolution as required by applicable law, including the Act.

Section 8. This resolution shall take effect at the time and in the manner provided by applicable law.

I,  Eleni Pettas, Township Clerk of the Township of Nutley, Essex County, NJ, do hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Commissioners at a regular meeting held August 2, 2016

<i>Record of Vote</i>	<i>Commissioner Steven L. Rogers</i>	<i>Commissioner Mauro G. Tucci</i>	<i>Commissioner Thomas J. Evans</i>	<i>Commissioner Alphonse Petracco</i>	<i>Mayor Joseph P. Scarpelli</i>
<i>Yes</i>	X	X	X	X	X
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>					

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: _____ Mayor Joseph P. Scarpelli _____ *Date:* _____ August 2, 2016 _____
Seconded by: _____ Commissioner Mauro G. Tucci _____ *No.* _____ 199-16 _____

RESOLUTION AUTHORIZING THE EXECUTION OF A REDEVELOPMENT AGREEMENT BETWEEN THE TOWNSHIP OF NUTLEY AND KINGSLAND STREET URBAN RENEWAL, LLC AND DESIGNATING KINGSLAND STREET URBAN RENEWAL, LLC AS REDEVELOPER

WHEREAS, the Board of Commissioners of the Township of Nutley (the “**Board of Commissioners**”) identified certain properties in the Township (the “**Township**”) designated as follows on the official Tax Map of the Township (collectively, the “**Study Area**”):

Block 102, Lots 2 and 9; Block 200, Lots 1, 2, 3, 4, 5, 6 and 24; Block 201, Lot 1; Block 300, Lots 1 and 20; Block 2000, Lots 1, 4 and 5; Block 2100, Lot 9 C0101, Lot 9 C0102, Lot 9 C0103, Lot 9 C0104, Lot 9 C0105, Lot 9 C0106, Lot 9 C0107, Lot 9 C0108, Lot 9 C0109, Lot 9 C0110, Lot 9 C0111, Lot 9 C0208, Lot 9 C0209, Lot 9 C0210, Lot 9 C0211, Lot 9 C0212, Lot 9 C0214, Lot 9 C0215, Lot 9 C0216 and Lot 9 C0217; Block 2101, Lot 1; and Block 2304, Lot 17, Lot 18 C0001, Lot 18 C0002, Lot 18 C0003 and Lot 18 C0203,

also known as the Hoffmann - La Roche site, to be considered for designation as a condemnation “area in need of redevelopment” under the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq. (the “**Redevelopment Law**”); and

WHEREAS, on March 18, 2014, under Resolution No. 67-14, the Board of Commissioners directed the Planning Board of the Township of Nutley (the “**Planning Board**”) to conduct a preliminary investigation to determine whether the Study Area, or any portions thereof, constitute a condemnation “area in need of redevelopment” according to the criteria set forth in N.J.S.A. 40A:12A-5; and

WHEREAS, the Board of Commissioners, under Resolution No. 67-14, further directed the Planning Board to develop a map reflecting the boundaries of the Study Area to be included within the proposed redevelopment area, to conduct a public hearing pursuant to N.J.S.A. 40A:12A-6, and to draft a report/resolution to the Board of Commissioners containing its findings; and

WHEREAS, a preliminary investigation/report entitled “Redevelopment Study Area, Determination of Need, Hoffmann La Roche Site – Nutley/Clifton, ‘HOFFMANN LA ROCHE SITE’, Township of Nutley, Essex County, New Jersey,” dated February 5, 2015, was prepared and issued by Maser Consulting, P.A. (the “**Preliminary Investigation**”); and

WHEREAS, N.J.S.A. 40A:12A-6.b(4)-(5) of the Redevelopment Law provides in pertinent part relative to the Planning Board's public hearing on the Preliminary Investigation and whether the Study Area should be considered for designation as a condemnation "area in need of redevelopment":

"(4) At the hearing, which may be adjourned from time to time, the planning board shall hear all persons who are interested in or would be affected by a determination that the delineated area is a redevelopment area. All objections to such a determination and evidence in support of those objections, given orally or in writing, shall be received and considered and made part of the public record.

(5) (a) After completing its hearing on this matter, the planning board shall recommend that the delineated area, or any part thereof, be determined, or not be determined, by the municipal governing body to be a redevelopment area"; and

WHEREAS, on February 24, 2015, the Planning Board held a public hearing during which any persons interested in or affected by a determination that the Study Area is a redevelopment area were given the opportunity to be heard, and any objections to such a determination and evidence in support of those objections, were received and considered and made part of the public record; and

WHEREAS, the Planning Board concurred and agreed with the reasons stated in the Preliminary Investigation that portions (excluding Block 102, Lot 9; Block 2100, Lot 9; and Block 2304, Lot 18) of the Study Area constitutes and meets the criteria under the Redevelopment Law supporting the recommendation that portions of the Study Area be determined a condemnation "area in need of redevelopment"; and

WHEREAS, on February 24, 2015, the Planning Board adopted a Resolution recommending that Block 102, Lot 2; Block 200, Lots 1, 2, 3, 4, 5, 6 and 24; Block 201, Lot 1; Block 300, Lots 1 and 20; Block 2000, Lots 1, 4 and 5; Block 2101, Lot 1, and Block 2304, Lot 17, as shown on the official Tax Map of the Township of Nutley (the "**Property**") be determined by the Board of Commissioners to be a condemnation "area in need of redevelopment" under the Redevelopment Law; and

WHEREAS, Hoffmann-La Roche, Inc. ("**HLR**") is the fee owner of the Property, including the Phase I Premises, as herein defined, (including any successor in interest to HLR's fee ownership of the Property and/or the Phase I Premises, including but not limited to PB Nutclif Med, LLC, the "**Owner**"); and

WHEREAS, the Board of Commissioners concurred and agreed with Planning Board's recommendation, as supported by the reasons stated in the Preliminary Investigation, that the Property constitutes and meets the criteria under the Redevelopment Law and that the Property should be determined and declared a condemnation "area in need of redevelopment", which determination shall, among other things, authorize the Township to exercise the power of eminent domain to acquire all or any portion of such Property; and

WHEREAS, on March 3, 2015, the Board of Commissioners adopted a Resolution declaring the Property a condemnation "area in need of redevelopment," thereby establishing the Property as a "**Redevelopment Area**" under the Redevelopment Law; and

WHEREAS, on July 19, 2016, after conducting the requisite hearings therefor, the Board of Commissioners, via Ordinance No. 3341, adopted the plan entitled "Redevelopment Plan – Nutley

HLR/Phase I (the “**Phase I Redevelopment Plan**”) for an approximately 10.98 acre portion of the Property comprised of Block 201, Lot 1, and Block 300, Lot 1 (to be subdivided into Block 201, Lots 1.01, 1.02, 1.03 and 1.04) (the “**Phase I Premises**”) in accordance with the provisions of the Redevelopment Law, which Phase I Redevelopment Plan provides, inter alia, that, at the Township’s discretion, the designated redeveloper of the Phase I Premises shall enter into a financial agreement with the Township under the Long Term Tax Exemption Law; and

WHEREAS, on September 17, 2015, HLR submitted an application to the Planning Board seeking preliminary and final subdivision approval (the “**Subdivision**”), which Subdivision was approved by the Planning Board on October 21, 2015 and has been or is about to be perfected and which Subdivision, inter alia (a) permits the subdivision of the Phase I Premises into a total of four (4) separately identifiable lots and reserves space for certain future private roads as shown on the Subdivision; (b) creates one (1) lot (Block 201, Lot 1.03) on which will be located portions of the existing structures known as Building 123 and Building 123A, which consist of a six-story building (Building 123) containing approximately 412,092 gross square feet of building area, and a second six-story building (Building 123A) functioning as a wing of Building 123 containing approximately 65,059 gross square feet as shown on the Subdivision (collectively, the “**Existing Buildings**”); and (c) creates three (3) lots (Block 201, Lots 1.01, 1.02 and 1.04) to accommodate surface parking and open space for the Existing Buildings and/or the possible future redevelopment of same consistent and in accordance with the Redevelopment Plan (the “**Undeveloped Lots**”); and

WHEREAS, Kingsland Street Urban Renewal, LLC (the “**Redeveloper**”) has requested that the Board of Commissioners, as a redevelopment entity, enter into a Redevelopment Agreement between the Township and the Redeveloper (together with any subsequent amendments thereto, the “**Redevelopment Agreement**”), setting forth the terms and conditions by which the Redeveloper will redevelop the Phase I Premises; and

WHEREAS, Redeveloper submitted to the Township conceptual architectural/construction and site plans and drawings (collectively, the “**Concept Plans**”), which Concept Plans depict and describe the scope and nature of the Redeveloper’s proposed redevelopment of the Phase I Premises as described in Section 2.04 of the Redevelopment Agreement, all in a manner consistent with the Phase I Redevelopment Plan, which includes, inter alia, the renovation, redevelopment and occupancy of the Existing Buildings and related Phase I Project Improvements (collectively, the “**Phase I Project**”) and which also includes redevelopment within the City of Clifton, to which the Phase I Premises is contiguous; and

WHEREAS, the Parties have contemplated Redeveloper’s possible future development of the Undeveloped Lots, the design and entitlement and construction of which shall all be in a manner consistent with the Phase I Redevelopment Plan and this Agreement and which may be completed in one (1) or more phases (collectively, the “**Future Phase I Project**”), and which Future Phase I Project is not a required part of the Phase I Project; and

WHEREAS, the Parties have also contemplated the grant of a long term tax exemption pursuant to the Long Term Tax Exemption Law, N.J.S.A. 40A:20-1 et seq. (the “**Exemption Law**”) to Redeveloper, as well as issuance of bonds pursuant to the provisions of the Redevelopment Area Bond Financing Law, constituting Chapter 310 of the Pamphlet Laws of 2001 of the State, and the acts amendatory thereof and supplemental thereto (the “**Redevelopment Bond Law**” , as codified in

N.J.S.A. 40A:12A-64 et seq.) ("**Bonds**"), where the proceeds of the Bonds shall finance a portion of the Phase I Project; and

WHEREAS, Redeveloper has applied to the Board of Commissioners for a long term tax exemption pursuant to the Exemption Law with respect to the Phase I Project; and

WHEREAS, on the date hereof, the Board of Commissioners introduced Ordinance No. 3346, granting the long term tax exemption requested by the Redeveloper, subject to the terms and conditions of the financial agreement setting forth such tax exemption (the "**Financial Agreement**"), and such ordinance, if and when adopted, shall authorize the execution of such Financial Agreement and other applicable documents related to the issuance of the Bonds; and

WHEREAS, the Board of Commissioners believes that the redevelopment of the Phase I Premises in the manner agreed to by the Parties herein is in the vital and best interests of the community and promotes the health, safety, morals and welfare of the Township's residents and is in accord with the public purpose and provisions of the Redevelopment Law and all other applicable law; and

WHEREAS, the Board of Commissioners of the Township of Nutley desire to enter into a Redevelopment Agreement with the Redeveloper, and upon the full execution of such Redevelopment Agreement by the Township of Nutley and the Redeveloper, recognize Kingsland Street Urban Renewal, LLC as redeveloper of the Property as provided for and in accordance with the provisions of the New Jersey Local Redevelopment and Housing Law.

NOW THEREFORE, BE IT RESOLVED by the Mayor and the Board of Commissioners of the Township of Nutley as follows:

Section 1. The Redevelopment Agreement by and between the Board of Commissioners of the Township of Nutley, as a redevelopment entity, and Kingsland Street Urban Renewal, LLC, concerning the Phase I Premises, heretofore prepared or to be prepared in connection with the Phase I Project, in the form attached hereto as **Exhibit A**, subject to any and all conditions contained therein and such revisions as deemed advisable by counsel to the Township, is hereby authorized and approved.

Section 2. The Mayor of the Township is hereby authorized to execute the Redevelopment Agreement and the Township Clerk is hereby authorized to attest said signature and to affix the seal of the Township unto the same, substantially in the form attached hereto as **Exhibit A**, with such non-material changes to the Redevelopment Agreement from the attached form as deemed satisfactory or necessary by the Township Attorneys.

Section 3. Upon the full execution of the Redevelopment Agreement by the Township of Nutley and Kingsland Street Urban Renewal, LLC, the Township will recognize Kingsland Street Urban Renewal, LLC as Redeveloper of the Phase I Premises, as provided for and in accordance with the provisions of the New Jersey Local Redevelopment and Housing Law.

Section 4. Said recognition of Kingsland Street Urban Renewal, LLC as Redeveloper of the Phase I Premises is subject to and contingent upon Kingsland Street Urban Renewal, LLC satisfying any and all terms and conditions contained within the Redevelopment Agreement.

Section 5. The authorization for execution of the Redevelopment Agreement and the effectiveness of said Agreement is contingent upon the authorization, approval and execution of the Financial Agreement, the Owner's Consent and all other documents evidencing the subject transaction by all of the parties thereto, as well as the issuance by the Township of the Bonds in accordance with the Redevelopment Bond Law and receipt of all due diligence materials requested by the Township, to the satisfaction of the Township.

Section 6. Upon the effective date of the Redevelopment Agreement, the Township representatives, in consultation with the Township's consultants and internal staff, are each hereby authorized and directed to perform the obligations and exercise the rights of the Township under the Redevelopment Agreement so executed in a manner consistent therewith and with the Redevelopment Law.

Section 7. The Township Clerk is hereby directed to publish and post notice of this resolution as required by applicable law.

Section 8. This resolution shall take effect at the time and in the manner provided by applicable law.

• • •

I, Eleni Pettas, Township Clerk of the Township of Nutley, Essex County, NJ, do hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Commissioners at a regular meeting held August 2, 2016

<i>Record of Vote</i>	<i>Commissioner Steven L. Rogers</i>	<i>Commissioner Mauro G. Tucci</i>	<i>Commissioner Thomas J. Evans</i>	<i>Commissioner Alphonse Petracco</i>	<i>Mayor Joseph P. Scarpelli</i>
<i>Yes</i>	X	X	X	X	X
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>					

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Mayor Joseph P. Scarpelli Date: August 2, 2016
 Seconded by: Commissioner Mauro G. Tucci No. 200-16

WHEREAS, raffle applications have been received from the following organizations;
and

VFW Post # 493 Stuart E. Edgar Auxiliary	License No. 31-16 On-Premise Merchandise Raffle	Friday, September 23, 2016
Friends of the Phoenix Center Foundation Inc.	License No. 32-16 Off-Premise Merchandise Raffle	Tuesday, November 15, 2016

WHEREAS, the applications have been reviewed and approved by the Municipal Clerk and the Police Department; and

NOW, THEREFORE BE IT RESOLVED by the Board of Commissioners of the Township of Nutley, County of Essex, State of New Jersey that the aforementioned licenses are approved and the Municipal Clerk is authorized to issue the licenses.

. . .

I, Eleni Pettas, Township Clerk of the Township of Nutley, Essex County, NJ, do hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Commissioners at a regular meeting held August 2, 2016

<i>Record of Vote</i>	<i>Commissioner Steven L. Rogers</i>	<i>Commissioner Mauro G. Tucci</i>	<i>Commissioner Thomas J. Evans</i>	<i>Commissioner Alphonse Petracco</i>	<i>Mayor Joseph P. Scarpelli</i>
Yes	X	X	X	X	X
No					
Not Voting					
Absent/Excused					

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Thomas J. Evans *Date:* August 2, 2016

Seconded by: Commissioner Mauro G. Tucci *No.* 201-16

WHEREAS, the Township of Nutley has a continuing need for the services of Special Development Counsel for the Hoffman LaRoche transition through a non-fair and open contract as a professional service pursuant to the provisions of N.J.S.A. 19:44 A-20.4 or 20.5, as appropriate; and

WHEREAS, Inglesino, Webster, Wyciskala & Taylor, LLC., 600 Parsippany Road Suite 204, Parsippany New Jersey 07054 has ably and continuously provided these services since October 1, 2013; and

WHEREAS, the Law Firm of Inglesino, Webster, Wyciskala & Taylor, LLC., has submitted a fee schedule to provide such services, for a total which is not to exceed \$150,000.00; and

WHEREAS, the anticipated continued term of this contract is for seven (7) months, from June 1, 2016 through December 31, 2016; and

WHEREAS, the Law Firm of Inglesino, Webster, Wyciskala & Taylor, LLC., has completed and submitted a Business Entity Disclosure Certification which certifies that they have not made any reportable disqualifying contributions to a political or candidate committee in the Township of Nutley in the previous one year, and that the contract will prohibit them from making any reportable contributions through the term of the contract; and

WHEREAS, funds are available from account # 6-01-226-205 and has been certified by the Chief Financial Officer, said certification is attached to this resolution;

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of the Township of Nutley, County of Essex, State of New Jersey contract for Special Development Council as follows:

- A. That Mayor and Township Clerk are hereby authorized and directed to finalize a contract and execute a Special Development Counsel Agreement with Inglesino, Webster, Wyciskala & Taylor, LLC, 600 Parsippany Road in Parsippany, New Jersey 07054, for a term beginning June 1, 2016 through December 31, 2016, in the amount not to exceed \$150,000.00.
- B. A copy of this Resolution, as well as the contract, shall be placed on file with the Municipal Clerk.

. . .

I, Eleni Pettas, Township Clerk of the Township of Nutley, Essex County, NJ, do hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Commissioners at a regular meeting held August 2, 2016

<i>Record of Vote</i>	<i>Commissioner Steven L. Rogers</i>	<i>Commissioner Mauro G. Tucci</i>	<i>Commissioner Thomas J. Evans</i>	<i>Commissioner Alphonse Petracco</i>	<i>Mayor Joseph P. Scarpelli</i>
<i>Yes</i>	X	X	X	X	X
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>					

AFFIDAVIT

The Local Finance Board is authorized by N.J.S.A. 52: 27BB-10 to adopt standard rules for municipal financial administration and N.J.S.A. 40A: 4-57 prohibits the expending of money, incurring of liability or the entering into; of any contract which by its terms involves the expenditure of money for any purpose for which no appropriation is provided, or in excess of the amount appropriated for such purpose. By virtue of the powers vested in the Local Finance Board by N.J.S.A. 52: 27BB-10 on October 20, 1975, the Local Finance Board adopted a procedure for the expenditure of public moneys by a municipality. This procedure became effective January 1, 1976.

In accordance with the rules and regulations adopted by the Local Finance Board with respect to the awarding of Contracts by the Municipal Governing Body, I do hereby certify that funds are available for the following purpose and this contract may be adopted.

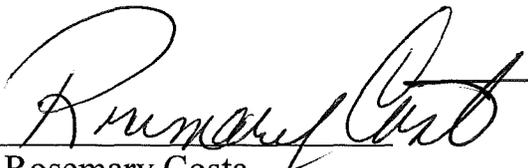
Purpose: Professional Services-Inglesino-HLR Redevelop

Account: 6-01-226-200

Fund: Current Fund

Amount: \$150,000.00

Date: August 2, 2016


Rosemary Costa
Treasurer, C.F.O.

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Thomas J. Evans *Date:* August 2, 2016
Seconded by: Commissioner Mauro G. Tucci *No.* 202-16

WHEREAS, due to the delay in approval of the state aid figures in the 2016 Budget, the Essex County Board of Taxation has been unable to certify the tax rate for the year 2016; and

WHEREAS, the Township has prepared and issued estimated tax bills for the third quarter installment of 2016 taxes on July 22, 2016; and

WHEREAS, Resolution #12-16 authorizes that a ten (10) day grace period be granted to make quarterly tax payments; and

WHEREAS, Pursuant to P.L. 1994, c.72, the date for receipt of payment must be 25 days after the tax bills were mailed;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, of the Township of Nutley, County of Essex, State of New Jersey, that the grace period to pay third quarter 2016 property tax payments has been extended to **August 16, 2016**.

. . .

I, , Township Clerk of the Township of Nutley, Essex County, NJ, do hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Commissioners at a regular meeting held August 2, 2016

<i>Record of Vote</i>	<i>Commissioner Steven L. Rogers</i>	<i>Commissioner Mauro G. Tucci</i>	<i>Commissioner Thomas J. Evans</i>	<i>Commissioner Alphonse Petracco</i>	<i>Mayor Joseph P. Scarpelli</i>
<i>Yes</i>	X	X	X	X	X
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>					

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Mauro G. Tucci *Date:* August 2, 2016
Seconded by: Commissioner Alphonse Petracco *No.* 203-16

WHEREAS, Section 8 of the Open Public Meetings Act, Chapter 231, P.L. 1975, permits the exclusion of the public from a meeting in certain circumstances; and

WHEREAS, the public body is of the opinion that such circumstance exists; and

WHEREAS, the Board of Commissioners of the Township of Nutley, in the County of Essex, and State of New Jersey desires to proceed to closed executive session; and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Township of Nutley move into closed executive session to discuss:

1. Property Acquisition
2. Contract Negotiations

BE IT FURTHER RESOLVED, that the time when such discussions may be disclosed to the public shall be when and as such disclosure may be made without adversely affecting the Township of Nutley pending and/or anticipated legal, personnel, contractual matters and other matters within the exceptions provided for by statute.

. . .

I, Eleni Pettas, Township Clerk of the Township of Nutley, Essex County, NJ, do hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Commissioners at a regular meeting held August 2, 2016

<i>Record of Vote</i>	<i>Commissioner Steven L. Rogers</i>	<i>Commissioner Mauro G. Tucci</i>	<i>Commissioner Thomas J. Evans</i>	<i>Commissioner Alphonse Petracco</i>	<i>Mayor Joseph P. Scarpelli</i>
<i>Yes</i>	X	X	X	X	X
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>					