

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Mauro G. Tucci *Date:* August 16, 2016
Read by Commissioner Steven L. Rogers

Seconded by: Commissioner Thomas J. Evans *No.* 204-16

WHEREAS, the Department of Parks and Public Property has a need to acquire specialized and professional architectural services through a non-fair and open contract pursuant to the provisions of N.J.S.A. 19:44 A-20.4 or 20.5, as appropriate, for construction of a new Press Box at Owens Field and;

WHEREAS, the anticipated term of this contract is for twelve (12) months from the date of contract award; and

WHEREAS, Dassa Haines Architectural Group, LLC, 16 Portland Place, Montclair, New Jersey has submitted a proposal indicating they will provide such services for the sum not to exceed \$8,750.00; and

WHEREAS, Dassa Haines Architectural Group, has completed and submitted a Business Entity Disclosure Certification which certifies that said corporation has 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 Dassa Haines Architectural Group from making any reportable contributions through the term of the contract; and

WHEREAS, funds are available from Capital Ordinance 3323K in the amount of \$8,750.00 and have been certified by the Chief Financial Officer, said certification being attached to this resolution; and

NOW, THEREFORE BE IT RESOLVED that the Board of Commissioners of the Township of Nutley enter into a contract with Dassa Haines Architectural Group, LLC as described herein; and

BE IT FURTHER RESOLVED that the Business Disclosure Entity Certification and the determination of Value be placed on file with this resolution.

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 16, 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
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>		X		X	

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-Architect Serv.-Dassa Haines-Press Box

Account: Ord. #3323K

Fund: General Capital Fund

Amount: \$8,750.00

Date: August 16, 2016



Rosemary Costa
Treasurer, C.F.O.

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Mauro G. Tucci *Date:* August 16, 2016
Read by Commissioner Steven L. Rogers

Seconded by: Commissioner Thomas J. Evans *No.* 205-16

WHEREAS, N.J.S.A. 40A: 4-87 provides that the Director of the Division of Local Government Services may approve the insertion of any special item in the budget of any county or municipality when such item shall have been made available by law and the amount thereof was not determined at the time of the adoption of the budget; and

WHEREAS, said Director may also approve the insertion of any item of appropriation for equal amount;

SECTION 1:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Commissioners of the Township of Nutley, County of Essex, New Jersey, hereby requests the Director of the Division of Local Government Services to approve the insertion of an item of revenue in the budget of the year **2016** in the sum of **\$25,000.00**, which item is now available as a revenue from the **Community Stewardship Incentive Program Grant** pursuant to the provisions of statute;

SECTION 2:

BE IT FURTHER RESOLVED, that a like sum of **\$25,000.00** be and same is hereby appropriated under the caption of:

General Appropriations

(A) Operations-Excluded from 5% CAPS

	COMMUNITY	STEWARDSHIP	INCENTIVE	PROGRAM
GRANT.....		\$ 25,000.00		

SECTION 3:

BE IT FURTHER RESOLVED, that the above is the result of revenues available from the **Community Stewardship Incentive Program Grant**;

BE IT FURTHER RESOLVED, that the municipal matching share for the **Community Stewardship Incentive Program Grant** in the amount of \$2,500.00 is included in the **2016** adopted budget and is hereby appropriated for said purpose;

BE IT FURTHER RESOLVED, that the Township Clerk forward two (2) certified copies of this resolution to the Director of Local Government Services.

. . .

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 16, 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
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>		X		X	

“(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” (as may be amended and supplemented from time to time, 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-La Roche, 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 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 Phase I Redevelopment Plan (the “Undeveloped Lots”); and

WHEREAS, on August 2, 2016, the Board of Commissioners 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 (the “Phase I Redevelopment Agreement”) with the Entity, 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 Long Term Tax Exemption Law, **N.J.S.A. 40A:20-1 et seq.** (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 the Entity and authorizing the execution of that certain Financial Agreement which sets forth the terms thereof (the “Financial Agreement” and together with the Phase I Redevelopment Agreement and the Special Assessment as defined below, the “Phase I Agreements”); and

WHEREAS, pursuant to the Redevelopment Bond Law, a municipality may issue bonds to finance redevelopment projects pursuant to a redevelopment plan within an area in need of redevelopment, which bonds may be secured by, among other things, a special assessment on certain property within an area in need of redevelopment; and

WHEREAS, in furtherance of the transactions contemplated by the Phase I Agreements, the Township intends to issue 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 Township, the Entity and the owner of the Phase I Premises desire to enter into a Special Assessment Agreement under N.J.S.A. 40A:12A-66 of the Redevelopment Bond Law (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 therein, 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 the Entity, 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 1.03 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, those certain improvements enumerated at Exhibit C (the “Local Improvements”) attached to the 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, 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 defined in the Indenture) 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; and

WHEREAS, the Township submitted an application (the “Application”) to the Local Finance Board, in the Division of Local Government Services, New Jersey Department of Community Affairs (the “Local Finance Board”) in connection with the issuance of the Bonds; and

WHEREAS, the Local Finance Board, on August 10, 2016, approved such Application.

NOW THEREFORE BE IT RESOLVED BY THE MAYOR AND TOWNSHIP BOARD OF COMMISSIONERS OF THE TOWNSHIP OF NUTLEY, IN THE COUNTY OF ESSEX, STATE OF NEW JERSEY, AS FOLLOWS:

Section 1. Determination to Issue. To accomplish the purposes and objectives of the Act and the Redevelopment Bond Law, the Township hereby determines to finance the Local Improvements and/or other Phase I Project Costs. In order to finance the Local Improvements and/or Phase I Project Costs, the Bonds are hereby authorized to be issued in the aggregate principal amount not to exceed \$1,000,000. The Bonds shall be issued in one or more series, shall be dated, shall bear interest at such rates of interest and shall be payable as to principal, interest and premium, if any, all as is specified therein. The Bonds shall be issued in the form, shall mature and shall have such other details and provisions as are prescribed by the hereinafter defined Trust Indenture.

Section 2. Bonds to Constitute Special, Limited Obligations. The Bonds shall be special, limited obligations of the Township, payable first pursuant to the Financial Agreement and secondly pursuant to the Special Assessment Agreement, and all such moneys are hereby pledged to the payment of the Bonds. The payment of the principal of, premium, if any, and interest on the Bonds shall be secured by a pledge and assignment of the Pledged Annual Service Charge pursuant to the Financial Agreement and the Pledged Portion of the Special Assessment and certain rights of the Township as provided in the Phase I Agreements. Neither the members of the Township Board of Commissioners nor any person executing the Bonds issued pursuant to this Resolution, the Act and the Redevelopment Bond Law shall be liable personally on the Bonds by reason of the issuance thereof. The Bonds shall not be in any way a debt or liability of the Township other than to the limited extent set forth in the Trust Indenture. Neither the faith and credit nor taxing power of the Township is pledged to the payment of, the principal of or interest on the Bonds.

Section 3. Authorization of Bonds. (a) The Bonds shall mature no later than 32 years from the date of issuance and shall be issued in an aggregate principal amount not exceeding \$1,000,000. The Bonds shall bear interest at a rate or rates of interest which shall not exceed the maximum interest rates approved by the Local Finance Board.

(b) The Mayor (including his/her designee, each an “Authorized Officer”) are each hereby authorized to execute and deliver on behalf of the Township a contract of purchase for the purchase of the Bonds (the “Contract of Purchase”) with a purchaser (the “Purchaser”) to be determined by a certificate of award executed by an Authorized Officer (the “Award Certificate”) as determined by an Authorized Officer in consultation with counsel, approval thereof to be evidenced by such Authorized Officer's execution thereof, for the purchase of all, but not less than all, of the Bonds. The Bonds may be sold pursuant to a competitive sale, negotiated sale, limited placement agency, or direct private purchase, all as determined by an Authorized Officer. A copy of the Contract of Purchase shall be filed upon execution with the records of the Township.

Section 4. Execution and Authentication. The Bonds shall be executed and authenticated in accordance with the Trust Indenture and First Supplemental Indenture (as defined herein) and shall be issued in registered form qualifying for book entry registration.

Section 5. Delivery of Bonds. Following execution of the Bonds, the Authorized Officer are each hereby authorized to deliver the Bonds to the Trustee for authentication and, after authentication, to deliver the Bonds to the Purchaser against receipt of the purchase price or unpaid balance thereof.

Section 6. Approval of Offering Document. The distribution of a Limited Offering Memorandum or Official Statement in preliminary form, if any (the "Preliminary Offering Document") relating to the Bonds (a draft of which shall be filed with records of the Township) in connection with the marketing of the Bonds, and the distribution of a final Limited Offering Memorandum or Official Statement relating to the Bonds to the Purchaser of the Bonds (the "Offering Document") is hereby authorized. The Authorized Officers are each hereby authorized to (i) determine to sell the Bonds in a private placement transaction without a Preliminary Offering Document or final Offering Document so long as the Purchaser signs a certificate to the effect, at a minimum, that it has reviewed all of the documentation it determines shall be necessary, desirable or convenient in order for it to make an informed decision, as an accredited investor, that it shall accept all of the risk of the transaction, including without limitation the risk of repayment of the principal of, and interest on the Bonds, or alternatively (ii) approve the contents of the Preliminary Offering Document with such changes therein and modifications thereto as counsel may advise and such officer of the Township may approve. The Authorized Officers are each hereby authorized to approve the contents of the Offering Document and to execute the Offering Document on behalf of the Township, which Offering Document shall be in substantially the form of the Preliminary Offering Document with such changes therein (including the insertion of the redemption provisions and the initial interest rates for the Bonds) and supplements thereto as counsel may advise and the officer of the Township executing the same may approve, such approval to be evidenced by such officer's execution thereof. The Authorized Officers are each hereby authorized to "deem final" the Preliminary Offering Document and to execute and deliver a certificate to the Purchaser to such effect.

Section 7. Approval of Trust Indenture. The form of the Trust Indenture ("Trust Indenture") presented at this meeting (a copy of each of which is on file with the records of the Township), and all instruments to be attached thereto or executed in conjunction therewith, including the form of supplemental indenture ("First Supplemental Indenture"), are each hereby approved and the Authorized Officers are each hereby authorized to execute, acknowledge and deliver, and the Township Clerk or Deputy Township Clerk are each hereby authorized to affix and attest the seal of the Township to the Trust Indenture and First Supplemental Indenture in substantially such form, with such changes therein as counsel may advise and the officers executing the same may approve, such approval to be evidenced by their execution thereof.

Section 8. Incidental Action. The Authorized Officers are hereby authorized to execute and deliver such other papers, instruments, certificates, opinions, affidavits and documents, including, without limitation, the Pledge Agreement, and to take such other action as may be necessary or appropriate in order to carry out the purpose of this Resolution, including effectuating the execution and delivery of the Trust Indenture, the Phase I Agreements and the Phase I Additional Agreements, and the issuance and sale of the Bonds, all in accordance with the foregoing sections hereof.

Section 9. Prior Resolutions. All prior resolutions of the Township or portions thereof inconsistent herewith are hereby replaced.

Section 10. Capitalized Terms. Capitalized terms used in this Resolution and not otherwise defined have the meaning given to such terms in the Phase I Agreements.

Section 11. Construction. In case any one of more of the provisions of this resolution, the Phase I Agreements, the Contract of Purchase, the Official Statement or the Bonds issued hereunder shall for any reason be held illegal or invalid, such illegality or invalidity shall not affect any other provision of this resolution of the Phase I Agreements, the Contract of Purchase, the Official Statement and the Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained therein.

Section 12. Effective Date. This Resolution shall take effect immediately upon adoption.

. . .

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 16, 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
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>		X		X	

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Thomas J. Evans *Date:* August 16, 2016
on Behalf of the Board of Commissioners

Seconded by: Commissioner Steven L. Rogers *No.* 207-16

RESOLUTION AUTHORIZING THE EXECUTION OF A NON-CONDEMNATION AGREEMENT BETWEEN THE TOWNSHIP OF NUTLEY AND HOFFMANN-LA ROCHE INC.

WHEREAS, on or about April 23, 2015, Hoffmann-La Roche Inc. (“Roche”) brought action against the Township of Nutley (the “Township”) by way of Complaint in Lieu of Prerogative Writs seeking to invalidate Resolution No. 74-15 adopted by the Township on March 3, 2015 (the “Redevelopment Resolution”) and thereby vacate the designation of properties listed in the Redevelopment Resolution as a Condemnation Redevelopment Area pursuant to the Local Redevelopment and Housing Law, **N.J.S.A. 40A:12A-1 to -73**; and

WHEREAS, the above-referenced action (the “Action”) is captioned Hoffmann-La Roche, Inc. v. Township of Nutley, Docket No. ESX-L-2771-15 and is pending before the Superior Court of New Jersey, Law Division, Essex County (the “Superior Court”); and

WHEREAS, Roche is the owner of the properties listed in the Redevelopment Resolution (collectively, the “Property”); and

WHEREAS, on July 13, 2016, Roche entered into a purchase and sale agreement (the “PSA”) with PB Nutclif Master, LLC and PB Nutclif Med, LLC, jointly as purchaser (the “Purchaser”), for the sale and purchase of the Property. Pursuant to the PSA, closing of title for the transfer of the Property (the “Closing”) is scheduled to be completed on or before twenty (20) days after certain governmental approvals are obtained and are non-appealable, but in no event later than September 30, 2016; and

WHEREAS, the PSA incorporates a Declaration of Environmental Easements and Restrictions (the “Environmental Declaration”) that, among other terms, establishes and sets forth Roche’s right to enter the Property after Closing for conducting environmental investigations, remedial activities, corrective actions and monitoring (collectively, “Environmental Remediation”) until such time as all necessary on-site Environmental Remediation is completed; and

WHEREAS, the Environmental Declaration will be recorded in the public records at the time of Closing, will encumber the Property and remain an encumbrance that will run with the land and bind the owner of the Property and its successors, among other persons and parties with an interest in the Property; and

WHEREAS, the Environmental Declaration is essential to enable Roche to undertake and complete Environmental Remediation. The Environmental Declaration and the Environmental Remediation contemplated thereunder serve to promote and protect public health and safety and the general welfare. The Environmental Declaration furthers the critical public interest in remediating contaminated properties, preventing future environmental degradation and protecting the natural environment; and

WHEREAS, if the Environmental Declaration were condemned and terminated, Roche's access to the Property pursuant to the Environmental Declaration would be terminated, potentially causing Roche to be in breach of certain statutory and other obligations to the New Jersey Department of Environmental Protection and other governmental authorities and agencies. In addition, condemning and terminating the Environmental Declaration would potentially cause Roche to be in breach of certain contractual and legal commitments and obligations, or cause Roche to incur significant additional expense in meeting such commitments and obligations, to Purchaser, certain assignees of Purchaser, tenants and other persons and parties occupying or owning portions of the Property in the future; and

WHEREAS, the Environmental Declaration prohibits or restricts certain actions by owners and occupants in order to eliminate or minimize adverse environmental impacts that might be caused by such actions. If the Environmental Declaration were condemned and terminated, the prohibitions and restrictions that would eliminate or minimize adverse environmental impacts will be removed, potentially causing such adverse environmental impacts to cause significant damages and claims against Roche; and

WHEREAS, for the aforementioned reasons, among others, the Township has no interest in condemning and terminating the Environmental Declaration; and

WHEREAS, Roche and the Township have reached a mutually-agreeable understanding regarding the Action and have agreed to settle the Action on the terms set forth in that certain Non-Condensation Agreement (the "Non-Condensation Agreement") whereby the Township agrees not to exercise its power of eminent domain, and waives and releases its right, to condemn and terminate the Environmental Declaration and agrees not to enter into any agreement contemplating, providing for or authorizing termination of the Environmental Declaration by exercise of a power of condemnation, in exchange for Roche's execution and filing of a Stipulation of Dismissal stipulating to the dismissal of the Action with prejudice (the "Stipulation").

NOW THEREFORE BE IT RESOLVED BY THE MAYOR AND TOWNSHIP BOARD OF COMMISSIONERS OF THE TOWNSHIP OF NUTLEY, IN THE COUNTY OF ESSEX, STATE OF NEW JERSEY, AS FOLLOWS:

Section 1. The Non-Condensation Agreement by and between the Township of Nutley, as a redevelopment entity, and Hoffmann-La Roche Inc., concerning the Environmental Declaration, the Action and the Dismissal, heretofore prepared or to be prepared in connection with the Property and the Redevelopment Resolution, 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 Non-Condensation Agreement substantially in the form attached hereto as **Exhibit A** and the Stipulation, and the Township Clerk is hereby authorized to attest said signature and to affix the seal of the Township unto the same, with such non-material changes as deemed satisfactory or necessary by the Township Attorneys.

Section 3. Upon the effective date of the Non-Condensation 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 Non-Condensation Agreement so executed in a manner consistent therewith.

Section 4. The Township Clerk is hereby directed to publish and post notice of this resolution as required by applicable law.

Section 5. This resolution shall take effect at the time and in the manner provided by applicable law.

I, Eleni Pettas
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 16, 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
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>		X		X	

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Thomas J. Evans Date: August 16, 2016
 Seconded by: Commissioner Steven L. Rogers No. 208-16

WHEREAS, N.J.S.A. 40A:11-11(5) authorizes contracting units to establish a Cooperative Pricing System and to enter into Cooperative Pricing Agreements for its administration; and

WHEREAS, the County of Bergen, hereinafter referred to as the "Lead Agency" has offered voluntary participation in #CK04-BERGEN a Cooperative Pricing System for the purchase of goods and services;

WHEREAS, on August 16, 2016, the Board of Commissioners of Nutley, County of Essex, State of New Jersey duly considered participation in a Cooperative Pricing System for the provision and performance of goods and services;

NOW THEREFORE BE IT RESOLVED By the Board of Commissioners in the Township of Nutley, County of Essex, New Jersey that:

- 1) Pursuant to the provisions of N.J.S.A. 40A:11-11(5) the Mayor and Municipal Clerk are hereby authorized to enter into a Cooperative Pricing Agreement with the BERGEN COUNTY CO-OP PRICING SYSTEM
- 2) BERGEN COUNTY CO-OP PRICING SYSTEM shall be responsible for complying with the provisions of the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) and all other provisions of the revised statutes of the State of New Jersey.
- 3) This resolution shall take effect immediately upon passage.

. . .

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 16, 2016

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

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Mayor Joseph P. Scarpelli Date: August 16, 2016
 Seconded by: Commissioner Steven L. Rogers No. 209-16

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

Nutley High School Soccer Booster Club	License No. 33-16 Off-Premise 50/50 Cash Raffle	Monday, November 14, 2016
Rotary Club of Nutley	License No. 34-16 On-Premise 50/50 Cash Raffle	Friday, October 21, 2016
Rotary Club of Nutley	License No. 35-16 On-Premise Merchandise Raffle	Friday, October 21, 2016
St. Mary's Catholic Church	License No. 36-16 On-Premise Merchandise Raffle	Friday, October 21, 2016
St. Mary's Catholic Church	License No. 37-16 On-Premise 50/50 Cash Raffle	Friday, October 21, 2016
Homesharing, Inc.	License No. 38-16 Bingo	Friday, September 30, 2016
Rotary Club of Nutley	License No. 39-16 Off-Premise 50/50 Cash Raffle	Thursday, November 17, 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 16, 2016

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

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Mayor Joseph P. Scarpelli *Date:* August 16, 2016

Seconded by: Commissioner Steven L. Rogers *No.* 210-16

BE IT RESOLVED by the Board of Commissioners of the Township of Nutley, County of Essex, State of New Jersey, that the Township Clerk is hereby authorized to advertise for sealed bids for the 2016 Purchase of Curbside Recycling Bins for the Township of Nutley, to be received on behalf of the Board of Commissioners, in the Commission Chambers, Township Hall, 1 Kennedy Drive, Nutley, New Jersey, 07110, on **Wednesday, September 7, 2016 at 3:00 P.M.** prevailing time, at which time they will be opened and read.

...

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 16, 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
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>		X		X	

BOARD OF COMMISSIONERS
TOWNSHIP OF NUTLEY, NEW JERSEY

Resolution

Introduced by: Commissioner Steven L. Rogers *Date:* August 16, 2016
Seconded by: Commissioner Thomas J. Evans *No.* 211-16

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. Contract Negotiations
2. Property Acquisition
3. Litigation

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 16, 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
<i>No</i>					
<i>Not Voting</i>					
<i>Absent/Excused</i>		X		X	