

RESOLUTION

WHEREAS, Sunrise West Orange NJ Senior Living, LLC (“Sunrise”), a Delaware limited liability company, owns certain real property and any improvements located thereon located at 577 Mount Pleasant Avenue in West Orange, New Jersey (the “Property”); and

WHEREAS, on March 10, 2010, Sunrise and the Township of West Orange (the “Township”) entered into a certain Purchase and Sale Agreement for the Property (the “Agreement”); and

WHEREAS, by letter dated May 11, 2010, the Township terminated the Agreement pursuant to Section 4.4 of the Agreement and Section 1 of the First Amendment; and

WHEREAS, Sunrise and the Township now desire to reinstate the Agreement and amend certain of the terms thereof,.

WHEREAS, annexed hereto is a copy of the Reinstatement of and Second Amendment to the Purchase and Sale Agreement;

NOW, BE IT HEREBY RESOLVED BY THE TOWNSHIP COUNCIL OF THE TOWNSHIP OF WEST ORANGE that the Mayor be and hereby is authorized to execute the Reinstatement of and Second Amendment to the Purchase and Sale Agreement annexed hereto and the Municipal Clerk be and is hereby authorized to attest to the Mayor’s signature.

Karen J. Carnevale
Township Clerk

Honorable Susan McCartney
Council President

Adopted: May 25, 2010

Approved as to form on the basis of the facts provided: