

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, on March 31, 2010, a certain Amendment to the Agreement (the “First Amendment”) was executed; and

WHEREAS, on May 26, 2010, the Agreement was further amended by that certain Reinstatement of and Second Amendment to Purchase and Sale Agreement (the “Second Amendment”); and

WHEREAS, by letter dated September 10, 2010, the Township terminated the Agreement and the Earnest Money Deposit was returned to the Township; and

WHEREAS, now, Sunrise and the Township desire to reinstate the Agreement and amend certain of the terms thereof, including, but not limited to the provision that the Township shall not be required to close until (i) the New Jersey Department of Environmental Protection Green Acres Program approves Sunrise’s Environmental Plan, and (ii) the New Jersey Department of Environmental Protection authorizes the disbursement of funds to purchase the Property; and

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

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 Third 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 Sal M. Anderton
Council President

Adopted: December 14, 2010