

ORDINANCE OF THE TOWNSHIP OF WEST ORANGE, IN THE COUNTY OF ESSEX, NEW JERSEY AUTHORIZING THE AMENDMENT, ASSIGNMENT AND ASSUMPTION OF A FINANCIAL AGREEMENT WITH RESPECT TO CERTAIN PROPERTY COMMONLY KNOWN AS THE EDISON BATTERY FACTORY

WHEREAS, pursuant to the Local Redevelopment and Housing Law (*N.J.S.A. 40A:12A-1 et seq.*), the Township Council (the “**Township Council**”) of the Township of West Orange (the “**Township**”), acting by resolution, determined that the Downtown Redevelopment Area was an “area in need of redevelopment” in accordance with *N.J.S.A. 40A:12A-6(b)*; and

WHEREAS, on February 9, 2003 the Township Council approved an Ordinance adopting a redevelopment plan for the Downtown Redevelopment Area (as amended and supplemented from time to time, the “**Redevelopment Plan**”); and

WHEREAS, the Downtown Redevelopment Area as set forth in the Redevelopment Plan is an eligible area for the utilization of the provisions of the Long Term Tax Exemption Law, *N.J.S.A. 40A:20-1 et seq.* (the “**Exemption Law**”); and

WHEREAS, the Township and GP 177 Main Urban Renewal, L.L.C. (“**GP 177**”), entered into that certain financial agreement pursuant to the Exemption Law, dated August 8, 2014 (the “**Financial Agreement**”), pursuant to which the Township granted an exemption from taxation of certain improvements to be constructed upon and in connection with the redevelopment of Block 66, Lots 1, 5 and 7 (the “**Phase 1 Project Site**”) located in the Township (the “**Phase 1 Project**”) in consideration of GP 177 paying to the Township an annual service charge for municipal services provided to the Phase 1 Project; and

WHEREAS, concurrently with the final adoption of this Ordinance, the Township will have taken the following actions: (a) authorized the termination of that certain Modification Agreement with Prism Green Associates IV, LLC (“**Prism**”) dated August 8, 2014 granting Prism and GP 177 certain redevelopment rights with respect to the Phase 1 Project Site; and (b) authorized the execution of a redevelopment agreement with DGP Urban Renewal, LLC, an urban renewal entity formed and qualified to operate under the Exemption Law (“**DGP**”), granting DGP redevelopment rights with respect to the Phase 1 Project Site; and

WHEREAS, GP 177 desires and intends to transfer its fee simple interest in the Phase 1 Project to DGP; and

WHEREAS, DGP filed an application in accordance with the Exemption Law dated July 15, 2015 (the “**DGP Application**”) with the Mayor of the Township, relying upon the earlier applications filed by GP 177, as modified in the DGP Application, requesting the Township’s consent to an assignment of the Financial Agreement to DGP and an amendment to the Financial Agreement to clarify and confirm certain aspects of the Financial Agreement; and

WHEREAS, the Mayor has recommended to the Township Council that the DGP Application be approved, provided that all legal prerequisites are met; and

WHEREAS, GP 177 desires and intends to transfer to DGP all of its right, title and interest in and to the Phase 1 Project, and all of its right, title and interest in and to the Financial Agreement, and DGP desires and intends to assume the same,

NOW THEREFORE BE IT ORDAINED by the Mayor and Township Council of the Township of West Orange, New Jersey as follows:

I. GENERAL

The aforementioned recitals are incorporated herein as though fully set forth at length.

II. PREVIOUS ORDINANCES SUPERSEDED

In the event of any conflict between this ordinance and any previously adopted ordinance concerning approval of a financial agreement with respect to the Phase 1 Property, such ordinances are superseded and this ordinance shall control.

III. TRANSFER APPROVED

(a) The DGP Application is hereby approved.

(b) The Mayor of the Township of West Orange is hereby authorized to execute that certain Amendment, Assignment and Assumption of Financial Agreement, a form of which is attached hereto as Exhibit A (the “**Agreement**”), together with such additions, deletions and modifications as are necessary and desirable in consultation with counsel to effectuate the same.

(c) The Clerk of the Township is hereby authorized and directed, upon the execution of the Agreement in accordance with the terms of Section III(b) hereof, to attest to the signature of the Mayor upon such document and is hereby further authorized and directed to affix the corporate seal of the Township upon such document.

(d) The Township Clerk shall file certified copies of this ordinance and the Agreement with the Tax Assessor of the Township and the Director of the Division of Local Government Services within the Department of Community Affairs in accordance with Section 12 of the Exemption Law.

(e) The Township hereby determines that GP 177 and DGP have complied with the requirements for transfer set forth in the Financial Agreement, and hereby consents to the transfer of GP 177’s interest in the Agreement with respect to the Phase 1 Project, and all rights, duties and obligations of GP 177 with respect to the Phase 1 Project thereunder, to DGP. The Township hereby further agrees and acknowledges that upon execution of such transfer to DGP, GP 177 shall

be and is hereby released from all duties and obligations existing under the Agreement with respect to the Phase 1 Project.

(f) The Township hereby consents to the fee simple conveyance of the Phase 1 Project Site to DGP in connection herewith.

IV. SEVERABILITY

If any part of this Ordinance shall be deemed invalid, such parts shall be severed and the invalidity thereby shall not affect the remaining parts of this Ordinance.

V. AVAILABILITY OF THE ORDINANCE

A copy of this Ordinance shall be available for public inspection at the offices of the Township.

VI. EFFECTIVE DATE

This Ordinance shall take effect according to law.

ROBERT D. PARISI, MAYOR

JERRY GUARINO, COUNCIL PRESIDENT

KAREN J. CARNEVALE, MUNICIPAL CLERK

Introduced: July 21, 2015

Adopted: August 11, 2015

I HEREBY CERTIFY the foregoing to be a true copy of an Ordinance finally adopted by the West Orange Township Council, in the County of Essex, at its meeting held on _____, 2015.

Karen Carnevale, RMC, Township Clerk

Exhibit A

Amendment, Assignment and Assumption of Financial Agreement