

RESOLUTION

**RESOLUTION AUTHORIZING SETTLEMENT OF LITIGATION
ENTITLED THE NEW JERSEY DEPARTMENT OF ENVIRONMENTAL
PROTECTION, ET AL., V. OCCIDENTAL CHEMICAL CORPORATION,
ET AL., DOCKET NO. ESX-L-9868-05 (PASR), SUBSTANTIALLY IN
ACCORDANCE WITH THE TERMS OF A PROPOSED CONSENT
JUDGMENT AND ANY RELATED DOCUMENTS**

WHEREAS, the Township of West Orange is a third-party defendant in litigation entitled the *New Jersey Department of Environmental Protection, et al., v. Occidental Chemical Corporation, et al.*, Docket No. ESX-L-9868 (PASR) (the Passaic River Litigation); and

WHEREAS, the New Jersey Department of Environmental Protection, the Commissioner of the New Jersey Department of Environmental Protection, and the Administrator of the New Jersey Spill Compensation Fund (collectively, "Plaintiffs"), have offered to settle directly with all Third-Party Defendants, including the Township of West Orange; and,

WHEREAS, on behalf of the Township of West Orange, counsel executed a Confidentiality Agreement and Memorandum of Understanding with Plaintiffs which, among other things, allowed for settlement negotiations between the Township of West Orange and Plaintiffs and for the development of settlement documentation, provided that the negotiations and the documents generated during the course of those negotiations were to remain strictly confidential; and,

WHEREAS, negotiations between Plaintiffs and Third-Party Defendants, including the Township of West Orange, have resulted in the preparation of a proposed Consent Judgment and related settlement documentation; and,

WHEREAS, the Township Council for the Township of West Orange has reviewed with counsel the proposed Consent Judgment and related settlement documentation in Executive Session at the regular Council meeting of March 5, 2013; and,

WHEREAS, the proposed Consent Judgment and related settlement documentation continue to remain strictly confidential in accordance with the Confidentiality Agreement and Memorandum of Understanding executed by counsel on behalf of the Township of West Orange until such time as they are published by Plaintiffs in accordance with the Consent Order on the Approval Process for the Proposed Consent Judgment entered by the Court on January 24, 2013 ("Consent Order"), a copy of which is annexed hereto as Exhibit "A"; and,

WHEREAS, the proposed Consent Judgment and related settlement documentation may be subject to change depending on the outcome of the approval process outlined in the Consent Order; and

WHEREAS, the Township Council of the Township of West Orange desires to approve the proposed settlement as reflected in the proposed Consent Judgment and related settlement documentation and allow for the approval process to move forward in accordance with the Consent Order;

NOW, THEREFORE, LET IT BE, AND IT IS HEREBY, RESOLVED by the Township Council of the Township of West Orange as follows:

1. All of the foregoing “Whereas” clauses are incorporated by reference as if set forth at length herein.
2. The Township of West Orange hereby authorizes the settlement of the Passaic River Litigation substantially in accordance with the terms set forth in the proposed Consent Judgment and related settlement documentation reviewed by the Township Council of the Township of West Orange in Executive Session at the meeting of March 5, 2013.
3. The Township of West Orange Municipal Counsel and all other appropriate Township of West Orange officials and personnel are authorized to prepare any and all related documents and perform all tasks, which will effectuate the purposes of this Resolution.
4. The appropriation of any and all settlement monies shall be the subject of a subsequent Resolution to be adopted by the Township Council of the Township of West Orange after the finalization of the approval process set forth in the Consent Order and in accordance with the proposed Consent Judgment.
5. This Resolution shall take effect immediately and/or as required by law.

Victor Cirilo, Council President

Karen Carnevale, Municipal Clerk

Adopted: March 19, 2013