

**RESOLUTION OF THE TOWNSHIP OF WEST ORANGE  
AUTHORIZING THE EXECUTION OF A PURCHASE AGREEMENT  
AND AMENDMENT TO REDEVELOPMENT AGREEMENT WITH  
MDGA– WEST ORANGE DOWNTOWN REDEVELOPMENT, LLC.**

**WHEREAS**, in accordance with the Local Redevelopment and Housing Law, *N.J.S.A.* 40A:12A-1 et seq. (the “**Redevelopment Law**”), the Township has designated a portion of its downtown area generally bounded by the City of Orange to the southeast, Park Avenue to the southwest, Llewellyn Park to the northwest, and Kling Street to the northeast, and containing those properties identified on the Official Tax Map of the Township as Blocks 63, 64, 66, 115, 116, 116.02 and portions of Blocks 89, 114 and 117 as an area in need of redevelopment (collectively, the “**Redevelopment Area**”); and

**WHEREAS**, in accordance with the Redevelopment Law, the Township enacted a redevelopment plan for the Redevelopment Area entitled the “Downtown Redevelopment Plan Historic West Orange” on February 9, 2003 (the “**Original Redevelopment Plan**”); and

**WHEREAS**, the Original Redevelopment Plan has been amended throughout the years as follows: the “First Amendment,” adopted August 15, 2006, the “Second Amendment,” adopted March 6, 2007, the “Third Amendment,” adopted in 2010, and the “Fourth Amendment” adopted on September 14, 2021 (the Original Redevelopment Plan, along with the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment referred to collectively as the “**Redevelopment Plan**”); and

**WHEREAS**, the Fourth Amended Redevelopment Plan creates a new overlay zone (the Film Services Overlay District (the “**FSOD**”), which provides for film production activities adjacent to the location of the world's first film production studio, the Black Maria, which was on the grounds of what is now the Thomas Edison National Historical Park; and

**WHEREAS**, the FSOD is comprised of certain properties located within the Redevelopment Area designated as Block 63, Lots, 24, 25, 33.01, 33.02, 36, 37, 38, 39 and 41, which properties are located east of Standish Avenue and south of Lakeside Avenue; Block 64, Lots 2.01, 2.03, 2.04, 3.02, 28, 30, 31, 32, 33, 34, 34.01, 38, 42.02, 49 and 49.01, which properties are located east of Ashland Avenue, south of Lakeside Avenue and west of Standish Avenue; and Block 115, Lots 15, 16, 16.01 (a portion of which is designated as Block 1302, Lot 1 in the City of Orange), 17 and 51, which properties are located north of Lakeside Avenue, west of Watchung Avenue and south of Columbia Street (referred to collectively as the “**FSOD Properties**”); and

**WHEREAS**, the Township is the fee title owner of certain real properties within the Redevelopment Area designated as Block 115, Lots 15, 16, and 51, which properties are located north of Lakeside Avenue, west of Watchung Avenue and south of Columbia Street (the “**Township Properties**”); and

**WHEREAS**, the Redeveloper has expressed an interest in purchasing and redeveloping the Township Properties (also referred to collectively as the “**Project Site**”) in accordance with the permitted uses set forth in the FSOD under the Redevelopment Plan as a film and video production campus of between 150,000 to 300,000 square feet (the “**Project**”); and

**WHEREAS**, the Township has determined that Redeveloper meets all necessary criteria, including financial capabilities, experience, expertise and project concept for redevelopment of the Project Site and, as a result, has determined to engage exclusively in negotiations with Redeveloper for the purpose of entering into this Redevelopment Agreement to designate Redeveloper as the exclusive redeveloper of the Project Site; and

**WHEREAS**, in order to implement the development, financing, construction, operation and management of the Project, the Township has determined to enter into the Redevelopment Agreement with Redeveloper, in the form attached hereto as Exhibit A, which specifies the rights and responsibilities of the Township, and specifies the rights and responsibilities of Redeveloper with respect to the Project; and

**WHEREAS**, the Redevelopment Law, N.J.S.A. 40A:12A-8(f), authorizes the Township to arrange or contract with a redeveloper for the undertaking of any project or redevelopment work in an area designated as an area in need of redevelopment; and

**WHEREAS**, the Township has been in discussions with Redeveloper regarding redevelopment of the Redevelopment Area pursuant to the FSOD development standards under the Redevelopment Plan; and

**WHEREAS**, on December 5, 2023, the Township adopted Resolution Number 405-23, designating Redeveloper as redeveloper for the Project Site and authorizing the execution of the redevelopment agreement (the “Redevelopment Agreement”), pursuant to which Redeveloper made certain payments to the Township and conducted further due diligence of the Township Properties, within the limited time frames specified in the Redevelopment Agreement; and

**WHEREAS**, Redeveloper has advanced its due diligence and preliminary work with respect to the Project to the point that the Parties are prepared to enter into a purchase agreement for the Township Properties, which the Parties have been negotiating, pursuant to the material terms set forth in the Redevelopment Agreement; and

**WHEREAS**, in connection therewith, the initial term of the Redevelopment Agreement must be extended and certain other amendments to the Redevelopment Agreement are appropriate in connection with the purchase agreement for the conveyance of the Township Properties; and

**WHEREAS**, the Township now wishes to approve and execute the First Amendment to Redevelopment Agreement, in the form attached hereto as Exhibit A (the “Amendment”), setting forth the specific terms upon which Redeveloper will purchase the Township Properties, conduct further due diligence of the Township Properties within the time frames specified in the Amendment, extend Redeveloper’s status as the designated redeveloper for the Project Site and

make certain related amendments to the Redevelopment Agreement.

**NOW, THEREFORE BE IT RESOLVED**, by the Township Council of the Township of West Orange, as follows:

**Section 1.** MDGA–West Orange Downtown Redevelopment, LLC, hereby continues to be designated as the exclusive redeveloper of the Project Site, for and upon the term set forth in the Redevelopment Agreement, as amended by the Amendment in the form attached hereto as Exhibit A.

**Section 2.** The Mayor is hereby authorized to execute the Amendment to the Redevelopment Agreement in the form attached hereto as Exhibit A.

**Section 3.** This resolution shall take effect immediately.

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**Karen J. Carnevale, RMC, Municipal Clerk**

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**Bill Rutherford, Council President**

**Adopted: September 10, 2024**