

**RESOLUTION OF THE TOWNSHIP OF WEST ORANGE
AUTHORIZING THE EXTENSION OF CLOSING DATE UNDER
SECOND AMENDMENT TO THE PURCHASE AGREEMENT AND
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 periodically 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 an 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 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, on December 5, 2023, the Township adopted Resolution Number 405-23, designating Redeveloper as redeveloper for the Township Properties (also referred to collectively as the “**Project Site**”) for the proposed development of a film and video production campus of between 150,000 to 300,000 square feet (the “**Project**”); and

WHEREAS, Redeveloper had advanced its due diligence and preliminary work with respect to the Project to the point that the Parties negotiated and executed a First Amendment to Redevelopment Agreement, on September 26, 2024, (the “**Redevelopment/Purchase Agreement**”), 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; and

WHEREAS, due to various factors, discussions and advancement of the Project had stalled but the Parties had recently re-engaged in discussions to advance the Project and the environmental remediation of the Project Site, which will require additional time; and

WHEREAS the Redevelopment/Purchase Agreement provides that if the Closing does not occur before by September 26, 2026, either Party may terminate the Redevelopment/Purchase Agreement; and

WHEREAS, while the Parties have engaged in negotiations and discussions to advance the Project and the remediation, and wish to continue with such discussions in an effort to advance the Project, the Parties also recognize that they cannot meet all of the closing pre-conditions and are not prepared to move forward with the sale of the Township Properties or the reviews and approval of the Project; and

WHEREAS, in order to facilitate such further negotiations and discussions, the Parties agree it is in their mutual best interest to commit to refrain from exercising their right to terminate the Redevelopment/Purchase Agreement based upon the failure to close on the sale of the Township Properties.

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 and Redevelopment/Purchase Agreement, for the remainder of calendar year 2026 until January 1, 2027.

Section 2. The Redevelopment Redevelopment/Purchase Agreement shall remain in effect through January 1, 2027, notwithstanding that the Township has not conveyed the

Township Properties, and the Township shall not exercise its right to terminate the Redevelopment/Purchase Agreement based thereon.

Section 3. The Mayor is hereby authorized to execute any additional documents with Redeveloper to memorialize this Resolution.

Section 4. This resolution shall take effect immediately.

Karen J. Carnevale, R.M.C.
Township Clerk

Susan Scarpa
Council President

Adopted: September 15, 2026