

RESOLUTION

WHEREAS, American Multi-Cinema, Inc. (“AMC”) is the owner/leasee of property located at 495 Prospect Avenue in West Orange, Essex County, New Jersey, which consists primarily of the AMC Essex Green 9 Dine-In Movie Theatre (the “Property”); and

WHEREAS, the Township of West Orange Police Department (“WOPD”), an agency of the Township of West Orange (“Township”), seeks permission to enter the Property on October 15, 2014 for the purpose of conducting law enforcement activities and training; and

WHEREAS, in consideration for granting permission to WOPD to use the Property, AMC has requested the execution of an agreement (the “Agreement”), annexed hereto as **Attachment “A,”** whereby the Township would agree to defend, indemnify and hold harmless AMC and its agents, servants and employees from any and all losses or causes of action, suits, proceedings, judgments, costs or damages (including, without limitation, reasonable attorneys fees and costs) that may arise, including those for property damage and personal injury, including worker’s compensation claims, as the result of the use of the Property by WOPD, its agents and employees, including claims by third parties present at the event; and

WHEREAS, the Agreement requires the Township to agree that all media statements and requests by media outlets to film the training will require the approval of the AMC media relations department in advance of the training date and prior to release; and

WHEREAS, the Agreement further requires the Township to provide AMC with proof of insurance satisfactory to AMC prior to October 15, 2014; and

WHEREAS, the Agreement, if executed, will be valid and in effect through October 15, 2014, at which time it shall expire and be null and void unless a new agreement is executed by the parties thereto;

NOW, BE IT HEREBY RESOLVED BY THE TOWNSHIP COUNCIL OF THE TOWNSHIP OF WEST ORANGE that the Mayor shall be and hereby is authorized and

empowered to execute the Agreement, in the form annexed hereto as **Attachment “A,”** and that the Municipal Clerk shall be and hereby is authorized to attest to the Mayor’s signature; and

BE IT FURTHER RESOLVED, that the original fully executed copies of **Attachment “A”** shall be maintained by the Municipal Clerk with a copy to be provided to AMC.

Karen J. Carnevale
Township Clerk

Susan McCartney
Council President

Adopted: October 7, 2014

4826-2299-4975, v. 1

ATTACHMENT “A”