

RESOLUTION

WHEREAS, by Resolution #258-21, adopted September 28, 2021, the Township Council authorized the execution of a settlement agreement with Prism Green Urban Renewal LLC (“Prism”), to settle a legal action in the Superior Court of New Jersey, Law Division: Essex County captioned Prism Green Associates IV, LLC v. Township of West Orange, Robert D. Parisi, John O. Gross, Whoopi Inc., MBS Group Holdings, LLC, Jeremy Harlton, John W. Henry, Docket No. ESX-L-5706-21 (the “Settlement Agreement”); and

WHEREAS, the Settlement Agreement provided, among other things, that the Township would execute a purchase and sale agreement with Prism for the acquisition of all of Prism’s properties in the Township; and

WHEREAS, the parties executed such purchase and sale agreement and Prism conveyed its properties to the Township on or about February 28, 2022; and

WHEREAS, Matrix New World (“Matrix”) had been retained to provide professional services to evaluate the Prism properties and prepare phase one environmental site assessments for the properties; and

WHEREAS, included among the Prism properties was Block 115, Lots 15 and 17, commonly referred to as the Barton Press Site, concerning which the parties could not reach a full and final conclusion with respect to addressing the environmental conditions at the property prior to closing; and

WHEREAS, the parties agreed in the purchase and sale agreement to establish a process to assess and dispute the cost estimates for such additional environmental investigation and remediation to be undertaken and the allocation of such costs and use of proceeds placed in escrow for such purposes; and

WHEREAS, Matrix completed its Phase One Assessment for the Barton Press Site and the Township has provided such cost estimate for the additional environmental work; and

WHEREAS, Prism has disputed those cost estimates and raised questions concerning same, thereby potentially triggering the dispute resolution mechanisms agreed to by the parties, which will require additional services from Matrix; and

WHEREAS, Matrix has submitted the proposal annexed hereto as Exhibit “A” to provide services in connection with responding to Prism’s questions and disputes, negotiations with Prism over such disputes and, if necessary, provide services in connection with the cost estimate dispute resolution process.

NOW, BE IT HEREBY RESOLVED, by the Township Council of the Township of West Orange that the Mayor be and is hereby authorized to execute an agreement, in the form annexed hereto, to retain Matrix as an Environmental Consultant for the Township on the terms and conditions set forth therein at a cost of \$15,550.00; and it is further

RESOLVED that notice of this award shall be published and available in the Clerk's office in accordance with applicable law.

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

Susan McCartney
Council President

Adopted: September 6, 2022

I hereby certify funds are available from Account No.: _____

John O. Gross, CFO