

9391. RESOLUTION 06-15 AUTHORIZING THE SALE OF THE SALEM BUSINESS CENTRE IN CARNEY'S POINT, NEW JERSEY. The Executive Director presented the following Resolution.

WHEREAS, The Delaware River and Bay Authority (the "Authority") is the owner of certain real property situate in Carney's Point Township, Salem County, New Jersey, located within the Salem County Business Centre (the "Property"), said Property being comprised of one (1) developed parcel with an 80,000 square foot office building situate thereon (known as Lot 4 in Block 192.01 on the Carney's Point Township Tax Maps) and four (4) additional undeveloped parcels (known as Lots 3 and 3.03 in Block 192; and Lots 1 and 3 in Block 192.01 on the Carney's Point Township Tax Maps); and

WHEREAS, the Authority has determined that it is in the best interest of the Authority to sell the Property; and

WHEREAS, various entities have submitted bids to the Authority for the purchase of the Property; and

WHEREAS, Heritage Building Group, Inc. ("Heritage") has made an offer to purchase the Property from the Authority, which offer has set forth two alternative transaction proposals ("Proposals") as follows:

Alternative A: \$9,100,000 cash at closing for the Property in its "As-Is" condition with the current tenant roster in the existing office building; and

Alternative B: \$11,000,000 cash at closing for the Property in its "As-Is" condition with the current tenant roster in the existing office building plus the addition prior to closing of Clement Pappas Company ("Pappas") as a tenant under a written lease for occupancy by Pappas of 27,500 square feet (+/-) of space in the existing office building, the terms of said lease with Pappas to be in accordance with the terms and conditions of a certain Revised Letter of Intent dated February 15, 2006 from Kirk K. Miller of Cushman & Wakefield to John Berenato of The Prestige Group; and

WHEREAS, the Authority has received an updated appraisal identifying the fair market value of the Property, which confirms the value of the Property as consistent with the Proposals; and

WHEREAS, the Authority's Economic Development Committee has reviewed, approved and recommends the sale of the Property to Heritage under either of the Proposals; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized, with the advice and consent of Counsel, to negotiate the terms and conditions of an Agreement of Sale (the "Agreement of Sale") to effect the sale of the Property, within the parameters set forth in either of the Proposals as selected by the Executive Director after

consideration of the ability of the Authority to meet the terms and conditions of the Proposals, and to have such Agreement of Sale and associated documents related to and required to consummate the sale, with the advice and consent of Counsel, executed by the Chairperson, Vice Chairperson, and the Executive Director.

On motion by Commissioner Dorn, seconded by Commissioner Simmerman, Resolution 06-15 was approved by a roll call vote of 9-0.

Chairperson Wallace congratulated Messer's Johnson and Rainear and staff on negotiating the sale of the Park.

Deputy Executive Director Rainear recognized A.J. Crescenzi of his staff for his efforts.