

SPECIAL TOWNSHIP COMMITTEE MEETING
AUGUST 23, 2007

The regular meeting of the Township Committee of the Township of Cranbury was held at 7:00 p.m. in the Town Hall Meeting Room. Answering present to the roll call was: Township Committee members: Thomas F. Panconi, Jr., Richard Stannard, Pari Stave (Ms. Stave left the meeting at 5:18 p.m.), Wayne Wittman and Mayor David J. Stout. Also present was: Trishka Waterbury, Esquire, Attorney, Christine Smeltzer, Administrator and Kathleen R. Cunningham, Clerk. Mayor Stout led in the salute to the flag and Ms. Cunningham gave the following Open Public Meetings Act statement:

In accordance with Section 5 of the Open Public Meetings Act, it is hereby announced and shall be entered into the minutes of this meeting that adequate notice of this meeting has been provided:

- (1) Posted on August 21, 2007 on the Bulletin Board of the Municipal Office at 23-A North Main Street, Cranbury, New Jersey and remains posted at that location.
- (2) Communicated to the Cranbury Press, Home News Tribune and Trenton Times on August 21, 2007.
- (3) Was filed on August 21, 2007 with a Deputy Municipal Clerk at the Cranbury Municipal Office, 23-A North Main Street, Cranbury, New Jersey and remains on file for public inspection, and
- (4) Sent to those individuals who have requested personal notice.

Mayor Stout thanked everyone who had helped with the Mayor's Golf Tournament.

Mayor Stout reported on the recent interaction with Middlesex County concerning Old Trenton Road. Mayor Stout stated the County had responded to the Township's letter requesting the speed limit be changed and no passing zones. The County is in the process of designing changes on Old Trenton Road and have asked the Township to comment on those changes. They include, left-hand turn lanes and consideration for aligning the driveway to Millstone Park. Mayor Stout has asked the Township Administrator, Christine Smeltzer, to mark up and send the Township's plans to the County with a letter on behalf of the Township. Mayor Stout added, the Township Committee, as a governing body needs to consider filing an application with the State to petition for a reduction in the speed limit on Old Trenton Road. Mayor Stout suggested when the application is submitted to the State, providing copies to both Assemblyman Baroni and Assemblywoman Greenstein to seek their assistance and also recommended, if necessary, meet with the State D.O.T.

Resolution

Ms. Waterbury, Township Attorney, explained the reason for adopting the Resolution, by way of a Special Meeting, was due to the buyer's changing his corporate entity. When the property was bid in early June, Mr. Alexander, the successful bidder and the sole owner of "Apples & Orange, LLC", wished to remain anonymous. On Friday, August 17, 2007, Ms. Waterbury had received a telephone call from his Attorney, indicating Mr. Alexander had formed a new company in New Jersey, an LLC, named "West Orange Baby, LLC", for the purpose of acquiring the property and is the sole owner. Under the terms of the previous sales Agreement, the property can only be assigned with Township Committee's prior approval. Ms. Waterbury added she had prepared the Resolution which will allow the assignment of the Contract for sale from Apples & Oranges, LLC to West Orange Baby, LLC. Ms. Waterbury stated she also has on file, an actual certification from Mr. Alexander confirming he is the sole owner of West Orange Baby LLC and was the former sole owner of Apples & Oranges, LLC. Ms. Waterbury indicated, once the Resolution is adopted, the closing will take place on Friday, August 24, 2007.

On motion offered by Mr. Stannard, seconded by Mr. Wittman, the following resolution was adopted by vote:

Ayes: (Panconi
(Stannard
(Stave
(Stout
(Wittman

Abstain: (None
Absent: (None

Nays: (None

Cranbury Township Resolution # R 08-07-152

TOWNSHIP OF CRANBURY
COUNTY OF MIDDLESEX, NEW JERSEY

**A RESOLUTION AUTHORIZING THE ASSIGNMENT OF THE CONTRACT OF SALE OF THE
BARCLAY FARM FROM APPLES & ORANGES, INC. TO WEST ORANGE BABY, LLC AND/OR
LESLIE L. ALEXANDER**

WHEREAS, the Township of Cranbury is the record owner in fee of a 183-acre deed-restricted preserved farm designated on the Cranbury Township Tax Maps as Block 23, Lot 12.01 and Block 25, Lot 19.01, and located on Plainsboro Road and North Main Street ("property"); and

WHEREAS, pursuant to Resolution R-05-07-101 and in accordance with the Local Lands and Buildings Law, N.J.S.A. 40A:12-13(a), the Township of Cranbury authorized the sale of the property by public auction; and

WHEREAS, said public sale by auction was duly held on June 15, 2007; and

WHEREAS, the high bidder at said auction was Apples and Oranges, Inc., whose representative, Leslie L. Alexander, bid two million, one hundred thousand dollars (\$2,100,000.00) for the property; and

WHEREAS, at its meeting on June 25, 2007, the Township Committee of the Township of Cranbury by the adoption of Resolution # R-06-07-121 accepted said highest bid and confirmed the sale of the subject property to Apples & Oranges, Inc., for a total consideration of two million, three hundred and ten thousand dollars (\$2,310,000.00), representing the buyer's \$2.1 million bid, to be paid to the Township, plus a ten percent "buyer's premium" to be paid to Max Spann Real Estate & Auction Co.; and

WHEREAS, in keeping with the terms and conditions of the sale, Apples & Oranges, Inc. entered into a sales agreement with the Township of Cranbury for the conveyance of the subject property; and

WHEREAS, Apples & Oranges, Inc. is wholly owned by Leslie L. Alexander; and

WHEREAS, Mr. Alexander has indicated that he now wishes to take title to the property through a newly formed entity, West Orange Baby, LLC, of which he is the sole proprietor, instead of through Apples & Oranges, Inc.; and

WHEREAS, Apples & Oranges, Inc. may assign its rights under the sales agreement to another individual or entity only with the prior approval of the Township Committee; and

Cranbury Township Resolution # R 08-07-152
(Continued)

WHEREAS, all of the terms and conditions of the sale of the subject property, including the consideration owed to the Township, will remain the same, notwithstanding the change in entity; and

WHEREAS, the Township Attorney has reviewed Mr. Alexander's request and is satisfied that provided Apples & Oranges, Inc. is not relieved of its obligation to purchase the subject property for the above-referenced consideration, the request can be granted without materially altering the terms of the bid and without detriment to the public interest;

NOW THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Cranbury as follows:

1. Apples & Oranges, Inc. is authorized to assign its rights under that certain sales agreement entered into between the Township of Cranbury and Apples & Oranges, Inc.
2. for the sale of the subject property to West Orange Baby, LLC, Leslie L. Alexander, and/or such other entity formed and wholly owned by Leslie L. Alexander.
3. Payment of the balance of the purchase price owed to the Township (\$1,869,000.00) may be made by confirmed wire transfer from any or all of the above-referenced entities or individuals directly to the Mason Griffin & Pierson attorney trust account.
4. Nothing herein shall be construed as relieving Apples & Oranges, Inc. of its obligation to purchase the subject property for the agreed-upon consideration of \$2,310,000.00.
5. The Mayor, Clerk, Administrator and Attorney are authorized and directed to undertake any and all acts and execute any and all documents necessary to effectuate the terms hereof.

CERTIFICATION

I, Kathleen R. Cunningham, Clerk of the Township of Cranbury, do hereby certify that the foregoing resolution is a true copy of a Resolution passed by the Township Committee of the Township of Cranbury at a duly noticed special meeting held for this purpose at 5 p.m. on August 23, 2007.

Kathleen R. Cunningham, Clerk

Public Comment

The Mayor opened the meeting to public questions and comments on those items not on the agenda. There being no comments, the Mayor closed the public part of the meeting.

Resolution

On motion offered by Mr. Stannard, seconded by Ms. Stave, the following resolution was adopted by vote:

Ayes:	(Panconi	Abstain:	(None
	(Stannard	Absent:	(None
	(Stave		
	(Stout		
	(Wittman		

Nays: (None

Cranbury Township Resolution # R 08-07-153

TOWNSHIP OF CRANBURY
COUNTY OF MIDDLESEX

RESOLUTION TO CLOSE MEETING TO THE PUBLIC

BE IT RESOLVED, by the Township Committee of the Township of Cranbury, Middlesex County, New Jersey as follows:

The general nature of the subject to be discussed in this session is as follows:

--- Personnel: Discussion of Principal Public Works manager position and salary;

It is unknown at this time precisely when the matters discussed in this session will be disclosed to the public. Matters involving contract negotiations or the acquisition of land will be disclosed upon conclusion of the negotiations or upon approval of the acquisition. Matters involving personnel will be disclosed when the need for confidentiality no longer exists. Matters concerning litigation will be announced upon the conclusion of trial or settlement of that litigation or when the need for confidentiality no longer exists.

Date: August 23, 2007

On motion by Mr. Stannard, seconded by Mr. Wittman and unanimously carried, the meeting returned to Open Session:

Ayes: (Panconi	Abstain: (None
(Stannard	Absent: (Stave
(Stout	
(Wittman	

Nays: (None

On motion by Mr. Stannard, seconded by Mr. Wittman and unanimously carried, the meeting adjourned at 5:22 p.m.

Kathleen R. Cunningham, Clerk