

TOWN OF WESTFIELD
WESTFIELD, NEW JERSEY
RESOLUTION NO. 63 - 2023

FINANCE POLICY COMMITTEE

FEBRUARY 28, 2023

**RESOLUTION OF THE TOWN OF WESTFIELD APPROVING A
REDEVELOPMENT AGREEMENT AND PUBLIC IMPROVEMENTS
CONSTRUCTION AGREEMENT WITH SW WESTFIELD LLC**

WHEREAS, the Local Redevelopment and Housing Law, *N.J.A.C. 40A:12A-1, et seq.*, as amended and supplemented (the “**Redevelopment Law**”), provides a process for municipalities to participate in the redevelopment and improvement of areas designated by the municipality as being in need of redevelopment;

WHEREAS, on March 10, 2020, the Governing Body adopted Resolution No. 77-2020 directing the Town Planning Board (the “**Planning Board**”) to undertake a preliminary investigation in order to make recommendations as to whether certain parcels of property, including Block 2405, Lot 15, Block 2505, Lot 12.01, Block 3001, Lot 5, Block 3101, Lot 5, Block 3103, Lot 7, Lot 3107, Lot 2, and Block 3116, Lot 11, as shown on the official tax maps of the Town (the “**7 Parking Lot Parcels**”, of which Block 3101, Lot 5 and Block 3103, Lot 7 shall be referred to as the “**Train Station Parcels**”), may be designated as a “non-condemnation area in need of redevelopment” pursuant to the Redevelopment Law;

WHEREAS, on March 10, 2020, the Governing Body adopted Resolution No. 78-2020 directing the Planning Board to undertake preliminary investigations in order to make recommendations as to whether certain parcels of property, including Block 2502, Lot 14, Block 2506, Lot 1 and Block 2508, Lot 11, as shown on the official tax maps of the Town (the “**L&T Parcels**”, collectively with the 7 Parking Lot Parcels, the “**Initial Redevelopment Area**”), may be designated as “non-condemnation areas in need of redevelopment” pursuant to the Redevelopment Law;

WHEREAS, the Planning Board commissioned a preliminary investigation study by the Town’s redevelopment planning firm, Topology NJ, LLC (“**Topology**”) to determine whether the 7 Parking Lot Parcels may be designated as “non-condemnation” areas in need of redevelopment pursuant to the Redevelopment Law;

WHEREAS, Topology prepared a report entitled “Preliminary Investigation, Downtown Parking Lots, Westfield, NJ,” dated May 14, 2020, which concluded that the 7 Parking Lot Parcels met the statutory criteria in the Redevelopment Law for designation as a non-condemnation area in need of redevelopment;

WHEREAS, on June 1, 2020, the Planning Board held a public hearing on the preliminary investigation into the 7 Parking Lot Parcels, accepted the conclusions of Topology, and recommended to the Governing Body that the 7 Parking Lot Parcels be designated as non-condemnation areas in need of redevelopment pursuant to the Redevelopment Law;

WHEREAS, on June 30, 2020, following the preliminary investigation conducted by the Planning Board, including the public hearing, the Governing Body adopted Resolution No. 1452020 designating the 7 Parking Lot Parcels as a non-condemnation area in need of redevelopment,

by adoption in accordance with the Redevelopment Law;

WHEREAS, the Planning Board commissioned a preliminary investigation study by Topology to determine whether the L&T Parcels may be designated as a “non-condemnation” area in need of redevelopment pursuant to the Redevelopment Law;

WHEREAS, Topology prepared a report entitled “Redevelopment Investigation for Lord & Taylor Sites, Westfield, New Jersey,” dated July 1, 2020, which concluded that the L&T Parcels met the statutory criteria in the Redevelopment Law for designation as a non-condemnation area in need of redevelopment;

WHEREAS, on July 20, 2020, the Planning Board held a public hearing on the preliminary investigation into the L&T Parcels, accepted the conclusions of Topology, and recommended to the Governing Body that the L&T Parcels be designated as a non-condemnation area in need of redevelopment pursuant to the Redevelopment Law;

WHEREAS, on August 11, 2020, following the preliminary investigation conducted by the Planning Board, including the public hearing, the Governing Body adopted Resolution No. 180-2020 designating the L&T Parcels as a non-condemnation area in need of redevelopment in accordance with the Redevelopment Law;

WHEREAS, the Town’s Planner, Donald B. Sammet, PP/AICP, prepared a redevelopment plan for the Initial Redevelopment Area entitled the “Downtown Westfield Scattered Site Redevelopment Plan,” dated October 5, 2020 (the “**Initial Redevelopment Plan**”);

WHEREAS, on October 27, 2020, the Governing Body introduced, and on November 10, 2020, the Governing Body adopted, Ordinance No. 2198 adopting the Initial Redevelopment Plan;

WHEREAS, on October 13, 2020, the Governing Body adopted Resolution No. 225-2020 designating the entire municipality as an area in need of rehabilitation pursuant to the Redevelopment Law, which included the properties shown on the official tax map of the Town as Block 2507, Lot 1; Block 2508, Lot 12; Block 2509, Lot 1; Block 3101, Lot 1; Block 3102, Lot 1; Block 3103, Lots 1 and 6, Block 3103, Lot 12, and Block 3106, Lot 5 (collectively, the “**Rehabilitation Parcels**”);

WHEREAS, on December 8, 2020, the Governing Body determined that it was in the best interests of the Town to designate SW Westfield LLC (the “**Redeveloper**”) as the conditional redeveloper of the L&T Parcels, the Train Station Parcels, and Block 3116, Lot 11, and adopted Resolution No. 268-2020 approving a Conditional Designation & Interim Costs Agreement (the “**Conditional Agreement**”) of such parcels and authorizing the Town’s Mayor (the “**Mayor**”) to execute on behalf of the Town;

WHEREAS, on April 26, 2022, the Governing Body introduced, and on May 10, 2022, the Governing Body adopted, General Ordinance No. 2022-14 amending the Initial Redevelopment Plan to add Block 3106, Lot 5 of the Rehabilitation Parcels for the purposes of permitting the use of that property as a redevelopment preview center (“**Amended Initial Redevelopment Plan**”);

WHEREAS, the Governing Body determined that utilizing the redevelopment powers granted to municipalities under the Redevelopment Law by adopting a redevelopment plan for the properties comprising the L&T Parcels, the Train Station Parcels, and, for the limited purposes described in that Redevelopment Plan and in the Redevelopment Agreement, the Overlay Parcels (the “**Redevelopment Area**”) would be the most effective approach to revitalize the parcels contained in the Redevelopment Area;

WHEREAS, Topology prepared a redevelopment plan as it relates to the Redevelopment Area entitled “*Lord & Taylor / Train Station Redevelopment Plan*” dated January 29, 2023, which, among other things, plans for and promotes the redevelopment of the Redevelopment Area (the “**Redevelopment Plan**”);

WHEREAS, on January 31, 2023, the Governing Body introduced Ordinance 2023-03 entitled “*An Ordinance Adopting the Lord & Taylor / Train Station Redevelopment Plan*” adopting the Redevelopment Plan, which Ordinance referred the Redevelopment Plan to the Planning Board for review and recommendation;

WHEREAS, on February 6, 2023, the Planning Board reviewed the Redevelopment Plan and voted unanimously that the Redevelopment Plan was consistent with the Town’s Master Plan and returned to the Governing Body a report recommending that the Governing Body adopt the Redevelopment Plan;

WHEREAS, following a public hearing on February 14, 2023, the Governing Body adopted Ordinance No. 2023-03 adopting the Redevelopment Plan;

WHEREAS, the Parties cooperated in the Pre-Redevelopment Activities (as defined in the Conditional Agreement) and, as a result of those Pre-Redevelopment Activities, the Town has determined it to be in the best interest of the Town to designate Redeveloper as the redeveloper of the Redevelopment Area;

WHEREAS, Redeveloper proposes to develop, finance, construct, implement, and cohesively redevelop the Redevelopment Area into a mixed-used development with a variety of accessory and ancillary uses, including approximately 205 residential housing units (including 172 market rate units and 33 affordable housing units), approximately 310,000 gross square feet of office space, approximately 25,400 gross square feet of amenity space, approximately 27,410 gross square feet of commercial uses (including restaurant uses), approximately 1,144 private parking spaces, and the Public Improvements (as hereinafter defined) to be developed in a phased manner (collectively, and as may be further modified by the Parties in the Redevelopment Agreement, the “**Project**”);

WHEREAS, the Project is anticipated to be undertaken across three (3) zones of development (collectively, the “**Zones**”, each a “**Zone**”) within which there will be eight (8) components of development (collectively, the “**Components**”, each a “**Component**”) comprised of the following:

a. The “**West Zone**” consisting of (i) the adaptive reuse of the building previously used as the Lord & Taylor department store into a mixed use building comprised of approximately 100,000 gross square feet of office space, approximately 25,400 gross square feet of amenity space, approximately 13,300 gross square feet of retail/restaurant space and associated parking and improvements (collectively, the “**West Zone L&T Office Project**”), (ii) a new multifamily residential building situated to the east of the West Zone L&T Office Project containing approximately 58 age-restricted residential housing units (including 47 market rate units and 11 affordable housing units) and associated parking and improvements (the “**West Zone L&T East Residential Project**”), (iii) a new multifamily residential building situated to the west of the West Zone L&T Office Project containing approximately 80 age-restricted residential housing units (including 70 market rate units and 10 affordable housing units) and associated parking and improvements (the “**West Zone L&T West Residential Project**”), (iv) a new townhome development located at the intersection of Clark Street, North Avenue, and Ferris Place comprised of approximately 16 residential townhomes (including 13 market rate units and 3 affordable housing units) and associated parking and improvements (the “**West Zone Clark/Ferris Townhome Project**”), (v) a new townhome development consisting of approximately 16 age-restricted residential townhomes (including 13 market-rate units and 3 affordable housing units) and associated parking and improvements (the “**West Zone North Ave Townhome Project**”), and (vi) the Public Improvements (hereinafter defined) associated with the West Zone as set forth in the Redevelopment Agreement;

b. The “**North Zone**” consisting of (i) a new mixed-use building comprised of approximately 35 residential dwelling units (including 29 market-rate units and 6 affordable housing units) and approximately 2,110 gross square feet of retail/restaurant space, and associated improvements (the “**North Zone Loft Residential Project**”), and (ii) the Public Improvements (hereinafter defined) to be situated in the North Zone as set forth in the Redevelopment Agreement;

c. The “**South Zone**” comprised of (i) a new mass timber mixed use building comprised of approximately 120,000 gross square feet of Class A office space, approximately 6,650 gross square feet of retail/restaurant space and associated parking and improvements (the “**South Zone East Office Project**”), (ii) a new mass timber mixed use building comprised of approximately 90,000 gross square feet of Class A office space, approximately 5,350 gross square feet of retail/restaurant space and associated parking and improvements (the “**South Zone West Office Project**”), and (iii) the Public Improvements (hereinafter defined) to be situated in the South Zone as set forth in the Redevelopment Agreement;

WHEREAS, in addition to these “**Private Improvements**” comprising the Zones and Components, the Project is proposed to include significant “**Public Improvements**” consisting of traffic circulation and mobility improvements, streetscape and roadway improvements, the creation of new public surface and structured parking facilities and improvement of existing public parking, new public and civic spaces, among other public improvements as described more fully in the Redevelopment Agreement;

WHEREAS, the Governing Body has determined that the Redeveloper meets all necessary criteria, including its leadership, financial capabilities (including the capability to obtain additional

funding and attract capital partners), experience, expertise, project concept descriptions, and its longstanding interest and commitment in the Town and greater community by its ownership of the L&T Parcels, to design and construct the Project in accordance with the Redevelopment Plan and the Redevelopment Agreement;

WHEREAS, the Governing Body has determined that the Project (valued at approximately \$440,831,283) is of substantial benefit to the Town and will best effectuate the redevelopment and improvement of the Redevelopment Area, will offset the loss of jobs and economic value to the Town resulting from the closure of the Lord & Taylor Department Store, will achieve the goals and objectives set forth in the Redevelopment Plan, will integrate the areas north and south of the Westfield Train Station, will invigorate the downtown business community, will provide for the design, construction, funding, and implementation of substantial Public Improvements, and will provide significant revenue to the Town;

WHEREAS, in order to implement the development, financing, construction, operation, and management of the Project, the Governing Body has determined it to be in the best interests of the Town to enter into the Redevelopment Agreement substantially in the form attached hereto as Exhibit A (the “**Redevelopment Agreement**”) with Redeveloper, which Redevelopment Agreement designates Redeveloper as the “redeveloper” of the Redevelopment Area as the term “redeveloper” is defined in the Redevelopment Law, establishes the terms and conditions of the sale and purchase of portions of the Train Station Parcels to Redeveloper, and specifies the rights and responsibilities of the Town, and specifies the rights and responsibilities of Redeveloper with respect to the Project; and

WHEREAS, in order to implement the development and construction of the Public Improvements, the Governing has determined it to be in the best interests of the Town to enter into the Public Improvements Construction Agreement substantially in the form attached hereto as Exhibit B (the “**Public Improvements Construction Agreement**”) with Redeveloper, which Public Improvements Construction Agreement ensures the necessary integration of the Private Improvement with the Public Improvements and implementation of the design and construction of the Public Improvements, specifies the rights and responsibilities of the Town and Redeveloper, respectfully, as it pertains to such integration and implementation within the Project.

NOW, THEREFORE, it is on this 28th day of February 2023, hereby resolved by the Town of Westfield as follows:

1. The recitals are hereby incorporated as if fully set forth herein.
2. The Town hereby designates SW Westfield LLC as the redeveloper (as that term is defined in the Redevelopment Law) of the Redevelopment Area.
3. The Town hereby approves and consents to the execution of the Redevelopment Agreement, substantially in the form annexed to this Resolution as Exhibit A, subject to minor, non-substantive revisions as deemed necessary by the Town’s counsel and Town’s redevelopment counsel.

4. The Town hereby approves and consents to the execution of the Public Improvements Construction Agreement, substantially in the form annexed to this Resolution as Exhibit B, subject to minor, non-substantive revisions as deemed necessary by the Town’s counsel and Town’s redevelopment counsel.

5. The Town Clerk and other Town staff and consultants are hereby authorized and directed to take all actions as shall be deemed necessary or desirable to implement this Resolution and the terms of the Redevelopment Agreement and the Public Improvements Construction Agreement, and the Mayor shall be authorized and directed to execute the Redevelopment Agreement and the Public Improvements Construction Agreement.

6. The Mayor is hereby authorized and directed to determine all matters and terms in connection with the Redevelopment Agreement and the Public Improvements Construction Agreement, all in consultation with the counsel to the Town, unless otherwise provided in the Redevelopment Agreement or the Public Improvements Construction Agreement, and the manual or facsimile signature of the Mayor upon any documents shall be conclusive as to all such determinations. The Mayor, the Town Clerk and any other Town official, officer or professional, including but not limited to, Town legal counsel, redevelopment counsel, bond counsel, the Town’s financial advisor and the auditor to the Town, are each hereby authorized and directed to execute and deliver such documents as are necessary to facilitate the transactions contemplated hereby, and to take such actions or refrain from such actions as are necessary to facilitate the transactions contemplated hereby, in consultation with, as applicable, Town legal counsel, redevelopment counsel, bond counsel, the Town’s financial advisor and the auditor to the Town, and any and all actions taken heretofore with respect to the transactions contemplated hereby are hereby ratified and confirmed.

7. This Resolution shall be effective immediately.

I hereby certify that the within Resolution is a true and exact copy of the Resolution adopted by the Westfield Town Council at their meeting of February 28, 2023.



Maureen Lawshe, RMC
Town Clerk

EXHIBIT A

Redevelopment Agreement

EXHIBIT B

Public Improvements Construction Agreement