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October 9, 2018

Jonathan E. Drill, Esq.  
Stickel, Koenig, Sullivan, & Drill, LLC  
571 Pompton Avenue  
Cedar Grove, New Jersey 07009

**Re: In the Matter of the Application of the Township of Greenwich,  
County of Warren, Docket No. WRN-L-228-16  
Second Amendment to Settlement Agreement dated September 18,  
2017**

Dear Mr. Drill:

This letter constitutes the second amendment to the Settlement Agreement dated September 18, 2017 (the "Settlement Agreement") between the Township of Greenwich ("the Township" or "Greenwich"), the declaratory judgment plaintiff, and Fair Share Housing Center ("FSHC"), a Supreme Court-designated interested party in this matter in accordance with In re N.J.A.C. 5:96 and 5:97, 221 N.J. 1, 30 (2015) (Mount Laurel IV) and, through the Settlement Agreement, a defendant in this proceeding.

**Background**

The initial Settlement Agreement was signed by FSHC on September 18, 2017 and by the Township on September 27, 2017 (the "initial Settlement Agreement").

Paragraph 7 of the initial Settlement Agreement provides that the Township will satisfy and implement its Third Round affordable housing obligation through the following affordable housing developments in the following manner:

<b>Development</b>	<b>Units</b>
Greenwich Chase (existing development with 29 credits)	29
Block 26, Lot 2 – 100% Affordable Family Rental development	Up to 144
ARC Warren County Group Home	3
Rental Bonuses (100% Affordable, ARC)	51
<b>Total</b>	<b>Up to 227</b>
<b>Surplus</b>	<b>Up to 23</b>

Paragraph 21 of the initial Settlement Agreement provides that it must be approved by the Court following a fairness hearing as required by Morris Cty. Fair Hous. Council v. Boonton Twp., 197 N.J. Super. 359, 367-69 (Law Div. 1984), aff'd o.b., 209 N.J. Super. 108 (App. Div. 1986); East/West Venture v. Borough of Fort Lee, 286 N.J. Super. 311, 328-29 (App. Div. 1996).

Paragraph 15 of the initial Settlement Agreement requires that, within one hundred and twenty (120) days of Court's approval of the initial Settlement Agreement, the Township shall introduce and adopt ordinance(s) amending the Township's Affordable Housing Ordinance and Zoning Ordinance to implement the terms of the Initial Settlement Agreement, and shall adopt a Housing

Element and Fair Share Plan, including a Spending Plan, in conformance with the terms of the initial Settlement Agreement.

On December 7, 2017, a Fairness Hearing was held on the initial Settlement Agreement by the Honorable Thomas Miller, J.S.C. On December 22, 2017, an order approving the initial Settlement Agreement was entered by Judge Miller.

On April 11, 2018, the Township Land Use Board adopted a 2018 Housing Element and Fair Share Plan in accordance with the initial Settlement Agreement.

The Township introduced for first reading the two required implementing ordinances on April 19, 2018 and May 17, 2018 (the Affordable Housing Ordinance #3-2018 and the MF-1 Zone District Ordinance #4-2018) and public hearings on both ordinances were duly noticed and opened on June 21, 2018. As those ordinances were pending, the Township became aware of other potential sites for providing part or all of its affordable housing obligation that the Township believed could be preferable as additional and/or replacement site to that provided in the initial Settlement Agreement.

An Amended Settlement Agreement dated and signed by FSHC on July 17, 2018 and signed by the Township on July 20, 2018 (the "Amended Settlement Agreement") was entered into allowing an extension of the time set forth in paragraph 15 of the initial Settlement Agreement within which the Township had to adopt implementing ordinances from April 22, 2018 to November 15, 2018 in order to give the Township time to attempt to negotiate or otherwise revise its affordable housing compliance plan set forth in paragraph 7 of the Settlement Agreement to move all or a portion of its Third Round affordable housing obligation to another site including possibly changing the form of affordable housing development from entirely rental for the Third Round to a mix that may include some for-sale units and at least 25% rental units across the Township's cumulative obligation.

The Township has now requested that FSHC agree to further extend the time set forth in paragraph 15 of the initial Settlement Agreement within which it must adopt implementing ordinances from November 15, 2018 to February 22, 2019 in order to give the Township additional time to attempt to negotiate or otherwise revise its affordable housing compliance plan set forth in paragraph 7 of the initial Settlement Agreement to move a portion of its Third Round affordable housing obligation to another site, including possibly changing the form of affordable housing development from entirely rental for the Third Round to a mix that may include some for-sale units and at least 25% rental units across the Township's cumulative obligation.

FSHC has agreed to these changes on the condition that (a) they be memorialized in the within Second Amended Settlement Agreement; (b) the Affordable Housing Ordinance #3-2018 (which was previously introduced) be adopted by November 15, 2018; (c) the second version of the MF-1 Zone District Ordinance #5-2018 governing the municipally sponsored Dumont Road 100% affordable housing development slated for the Dumont Road site (the version that was introduced which provides for 71 units of affordable housing) be adopted by November 15, 2018; (d) a Request for Proposal ("RFP") or a Request for Qualifications ("RFQ") for the municipally sponsored Dumont Road 100% affordable housing development be distributed to potential developers by November 16, 2018; (e) a developer be selected from the developers that respond to the RFP or RFQ by the Township no later than February 22, 2019; and (f) the ultimate ordinance that is introduced and adopted to govern the remaining 50 units of affordable housing on the Dumont Road site or another agreed upon site be adopted by February 21, 2019 and then be reviewed and approved by the court at an Amended Fairness and Compliance Hearing following

a case management conference at which the Township, FSHC and any possible developer of the new site shall participate; and (g) if there is not a further revised settlement agreement reached and executed by the Township and FSHC addressing the new site by January 18, 2019, the Township will adopt an ordinance which will add the remaining 50 units of affordable housing to the Dumont Road site for a total of 121 units on the Dumont Road site as required by the initial Settlement Agreement, which the adoption of said ordinance occurring no later than February 21, 2018.

### **Second Amended Settlement terms**

As such, the Township and FSHC hereby agree to the following terms of a Second Amended Settlement Agreement:

1. Paragraph 15 of the initial Settlement Agreement is hereby amended to extend the time within which the Township must introduce and adopt implementing ordinances from November 15, 2018 to February 22, 2019 in order to give the Township additional time to attempt to negotiate or otherwise revise its affordable housing compliance plan set forth in paragraph 7 of the initial Settlement Agreement to move a portion of its Third Round affordable housing obligation to another site, including possibly changing the form of affordable housing development from entirely rental for the Third Round to a mix that may include some for-sale units and at least 25% rental units across the Township's cumulative obligation.
2. The Township shall adopt by November 15, 2018: (a) the Affordable Housing Ordinance #3-2018 (which was previously introduced) by November 15, 2018; and (b) the second version of the MF-1 Zone District Ordinance #5-2018 governing the municipally sponsored Dumont Road 100% affordable housing development slated for the Dumont Road site (the version that was introduced which provides for 71 units of affordable housing) be adopted by November 15, 2018; and (c) a Request for Proposal ("RFP") or a Request for Qualifications ("RFQ") for the municipally sponsored Dumont Road 100% affordable housing development, which shall be approved by the Township and be distributed to potential developers by November 16, 2018.
3. The Township shall select a developer from those developers responding to the RFP or RFQ for the 71 units on the Dumont Road site no later than February 22, 2019.
4. If the Township and FSHC agree to revise the affordable housing compliance plan set forth in paragraph 7 of the initial Settlement Agreement to move a portion of its Third Round affordable housing obligation to another site and/or possibly change the form of affordable housing development from entirely rental for the Third Round to a mix that may include some for-sale units and at least 25% rental units across the Township's cumulative obligation, such a change will also require adoption of an amended 2018 Housing Element and Fair Share Plan and an ultimate ordinance drafted to accomplish this change, both of which shall be adopted by February 21, 2019. The ultimate ordinance that is adopted as well as the amended Housing Element and Fair Share Plan shall be subject to approval by the Court following a combined fairness and compliance hearing in accordance with Morris Cty. Fair Hous. Council v. Boonton Twp., 197 N.J. Super. 359, 367-69 (Law Div. 1984), aff'd o.b., 209 N.J. Super. 108 (App. Div. 1986); East/West Venture v. Borough of Fort Lee, 286 N.J. Super. 311, 328-29 (App. Div. 1996), as may be further described in a further amendment to this Settlement Agreement.

5. If there is not a further revised Settlement Agreement reached and executed by the Township and FSHC by January 18, 2019, then the Township shall proceed with the adoption of ordinances in conformance with the initial Settlement Agreement no later than February 21, 2019.
6. Other than the amendment to paragraph 15 of the Initial Settlement Agreement, all terms and conditions of the Settlement Agreement shall remain in full force and effect.

Please sign below if these terms are acceptable.

Sincerely,



Adam M. Gordon, Esq.  
Counsel for Intervenor/Interested Party  
Fair Share Housing Center

On behalf of the Township of Greenwich, with the authorization  
of the governing body:



Dated: 10/18/18