

EXHIBIT A

MEMORANDUM OF UNDERSTANDING

MEMORANDUM OF UNDERSTANDING

BY AND BETWEEN

TOWNSHIP OF BERKELEY HEIGHTS

AND

BERKELEY DEVELOPERS, LLC

REGARDING

**DEVELOPMENT OF AN AGE-RESTRICTED DEVELOPMENT PROJECT
WITH INCLUSIONARY AFFORDABLE HOUSING**

IN

**THE TOWNSHIP OF BERKELEY HEIGHTS
COUNTY OF UNION, STATE OF NEW JERSEY**

WHEREAS, on March 24, 2015, the Township Council of the Township of Berkeley Heights adopted a resolution in which the Township reaffirmed its voluntary commitment to satisfy its affordable housing obligations, however they may ultimately be defined by COAH or a court; and

WHEREAS, in compliance with the New Jersey Supreme Court decision in In re Adoption of N.J.A.C. 5:96 & 5:97 by N.J. Council on Affordable Housing, 221 N.J. 1 (2015), on or about July 2, 2015, the Township filed an action with the Superior Court of New Jersey, entitled In the Matter of the Application of the Township of Berkeley Heights, County of Union, Docket No. UNN-L-2405-15, seeking a Judgment of Compliance and Repose approving its Fair Share Plan, in addition to related reliefs (the "Compliance Action"); and

WHEREAS, on or about August 20, 2015, Berkeley Developers, LLC ("Berkeley Developers") filed a Motion to Intervene in the Compliance Action seeking to construct a three hundred (300) unit luxury residential rental development, with sixty (60) of such units being set aside for low and moderate income housing, on the property identified as Block 1901, Lot 35, commonly known as 100 Locust Avenue (the "Locust Avenue Site"); which intervention was granted by the Court on October 9, 2015; and

WHEREAS, after ongoing discussions, negotiations and mediations between the Township and Berkeley Developers, the parties have agreed upon the general terms of an age-restricted, residential rental development of the Locust Avenue Site, with an inclusionary affordable housing component; and

WHEREAS, the Township and Berkeley Developers wish to enter into this Memorandum of Understanding to memorialize the agreed upon terms of age-restricted,

inclusionary, residential rental development of the Locust Avenue Site, with the additional and more specific terms and conditions of said development to be further negotiated and agreed to in additional agreements, including a formal settlement agreement to be filed with the Court in connection with the Compliance Action.

NOW, THEREFORE, for and in good and valuable consideration in hand paid, receipt of which is hereby acknowledged, and in consideration of the mutual covenants and obligations hereinafter set forth, the Township and Berkeley Developers hereby set forth in this Memorandum of Understanding that the following general terms shall apply to the future development of the Locust Avenue Site:

1. Berkeley Developers agrees to develop, construct, or otherwise build an age-restricted, inclusionary, residential rental development at the Locust Avenue Site subject to the following conditions:

- a. Affordable Housing Component – The residential development shall have an inclusionary affordable housing component of 15% of the total units being developed as very low, low and moderate income affordable housing units to qualify as such pursuant to the terms of the applicable affordable housing regulations, Court Order, Court Special Master requirements, and the Uniform Housing Affordability Controls (“UHAC”) regulations, N.J.A.C. 5:80-26.1, *et seq.* The parties agree that the affordability controls shall expire at the end of thirty (30) years after the date of the initial occupancy of the affordable unit. While the parties prefer for all of the affordable units to be one-bedroom units, the final bedroom distribution will have to satisfy the applicable affordable housing regulations, Court Order, and/or Court Special Master requirements. The Parties agree that the affordable housing units are to be included in the Township’s Fair Share Plan to be approved and credited by the Court in the Compliance Action; which may be credited within the permitted 25% limitation for age-restricted affordable housing as set forth under the Council on Affordable Housing’s (“COAH”) Round Two substantive regulations, which the parties believe will govern this issue.
- b. Density of Development – The residential development of the Locust Avenue Site shall be developed with a permitted density of one hundred and ninety six (196) units.
- c. Age-Restrictions – The residential development of the Locust Avenue Site shall be 100% age-restricted, with a minimum age of 55 years old with the exception that no more than five (5) units may be occupied by employees of Berkeley Developers, or the operating entity for the Locust Avenue Site, who are employed as supers for the site and may have younger members of their household residing onsite. The final number of units to be occupied by employees shall be agreed upon by the parties and included in the settlement agreement to be filed with the Court.

- d. Setbacks – The residential development of the Locust Avenue Site shall have a minimum front yard setback of one hundred (100') feet. The side yard setback shall be thirty-five (35) feet, and the rear yard setback shall be fifty (50) feet.
- e. Traffic Study & Related Improvements – Berkeley Developers hereby agrees to provide a traffic study for the proposed residential development of the Locust Avenue Site to the Township, which shall address the traffic impact of the proposed development on the Township's traffic circulation and roadways. If determined necessary by the Township Traffic Engineer, Berkeley Developers agrees to pay for the design and construction of a traffic light at the intersection of Locust Avenue and Snyder Avenue.
- f. Redevelopment – The Township and Berkeley Developers agree that the residential development of the Locust Avenue Site would likely proceed under the New Jersey Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1, et seq. (the "Redevelopment Law"), provided the Locust Avenue Site meets the criteria for the Township to declare it an area in need of redevelopment. If the Locust Avenue Site is deemed an area in need of redevelopment, upon final approval of the redevelopment plan and in connection with the entering of the redevelopment agreement, the residential development shall be subject to a Payment in Lieu of Taxes ("PILOT") agreement between the Township and Berkeley Developers, the specific terms of which shall be further negotiated between the parties. The Township shall not commence the redevelopment process until the final terms of the development have been negotiated and agreed upon, and approved by the Court and the Court Special Master.

2. The Township must review and approve the final concept plan, building elevations, architectural floor plans, design standards, building materials, streetscape improvements, passive recreation areas, clubhouse, amenities and like development information, which shall be agreed upon and included in the final settlement agreement to be filed with the Court.

3. The parties understand and agree that this Memorandum of Understanding sets forth the general agreed upon terms for the development of the age-restricted, inclusionary, residential, rental development of the Locust Avenue Site. Nothing herein shall bind or otherwise restrict the parties from negotiating and agreeing to additional and more specific terms of development. Final approval of the proposed residential development is subject to the Township and Berkeley Developers coming to an agreement on the final terms of the development, including that set forth in paragraph 2 herein; which shall be set forth in a settlement agreement to be filed with the Court, and be subject to the Court's and the Court Special Master's approval.

4. Upon approval of the final plans included in the settlement agreement filed with the Court, Berkeley Developers agrees to enter into an escrow agreement with the Township for

the deposit of monies in escrow with the Township to be utilized to tender payment of fees for professional services, including legal, engineering and planning services, being provided in conjunction with the review of the residential development of the Locust Avenue Site, along with redevelopment process under the Redevelopment Law.

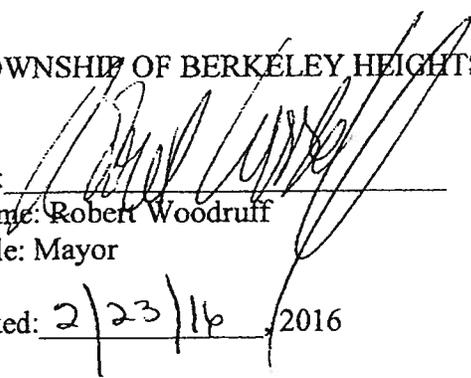
5. The Township and Berkeley Developers shall agree to a timeline for the finalization of the plans to be included in the settlement agreement to be filed with the Court, the submission of the agreement to the Court, and the timing of the redevelopment process upon approval of the settlement agreement by the Court, as set forth in paragraphs 2, 3 and 4 herein; which timeline shall be attached to and incorporated into the settlement agreement. The timeline shall be agreed upon within thirty (30) days from the full execution of this MOU, unless otherwise extended by the parties. The parties understand that the time periods agreed upon in the timeline may be subject to change based on factors outside of the parties' control.

6. The Township and Berkeley Developers hereby agree to act in good faith in the negotiation of the final terms of the development, along with the preparation of a more formal agreement to set forth all of the agreed upon terms of the age-restricted, residential, rental development at the Locust Avenue Site, which final agreement shall be filed with the Court, and be subject to the Court's and the Court Special Master's approval. The parties further agreed to proceed in good faith in proceeding through the redevelopment process and developing the site in compliance with the agreed upon timeline to be attached to the settlement agreement.

7. Miscellaneous. This Memorandum of Understanding shall be governed by, and construed and enforced in accordance with, the laws of the State of New Jersey. This Memorandum of Understanding may be modified or amended only by a written instrument signed by both parties. This is a negotiated agreement wherein both parties were represented by legal counsel. This Memorandum of Understanding shall not be construed against any party by virtue of its counsel having prepared same or part thereof. This Memorandum of Understanding may be executed in counterparts, with facsimile signatures shall be deemed original signatures.

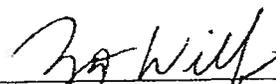
IN WITNESS WHEREOF, the Borough and Berkeley Developers have executed this Memorandum of Understanding as of the dates set forth below.

TOWNSHIP OF BERKELEY HEIGHTS

By: 
Name: Robert Woodruff
Title: Mayor

Dated: 2/23/16, 2016

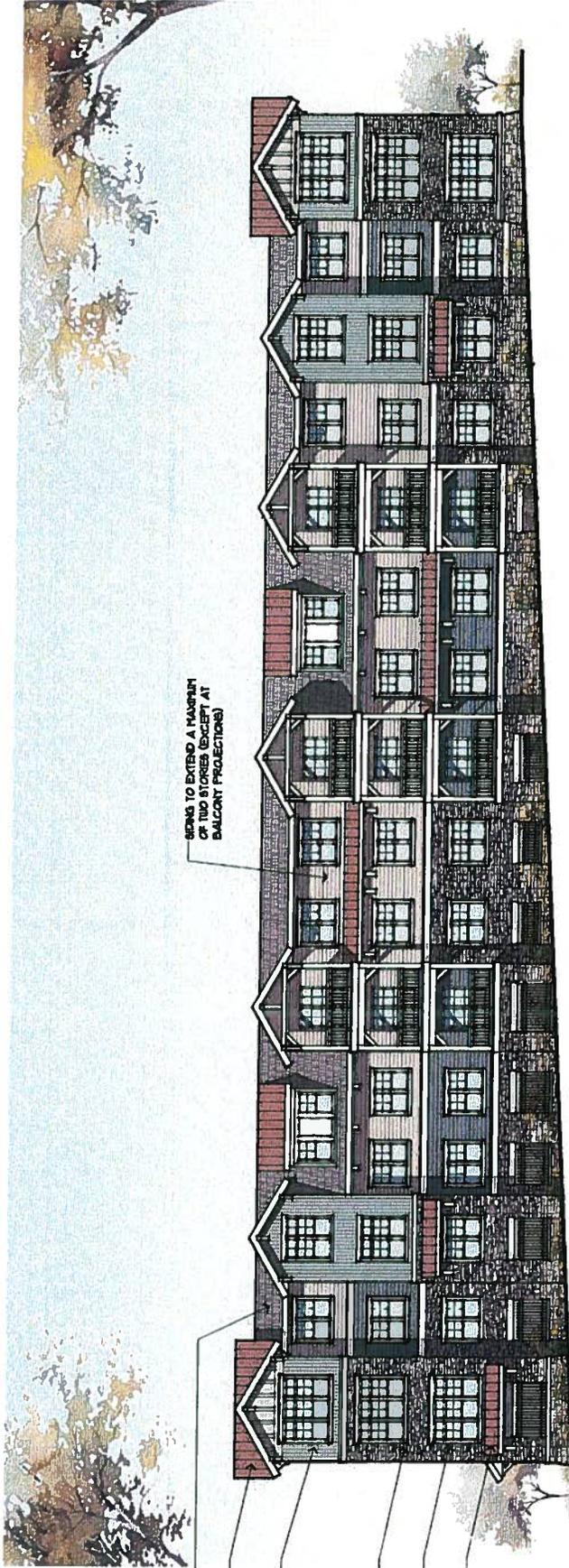
BERKELEY DEVELOPERS, LLC

By: 
Name: Zygmunt Wilf
Title: Managing Member

Dated: February 23, 2016

EXHIBIT B

**CONCEPT PLAN, FLOOR PLANS AND ELEVATIONS FOR INCLUSIONARY
DEVELOPMENT**

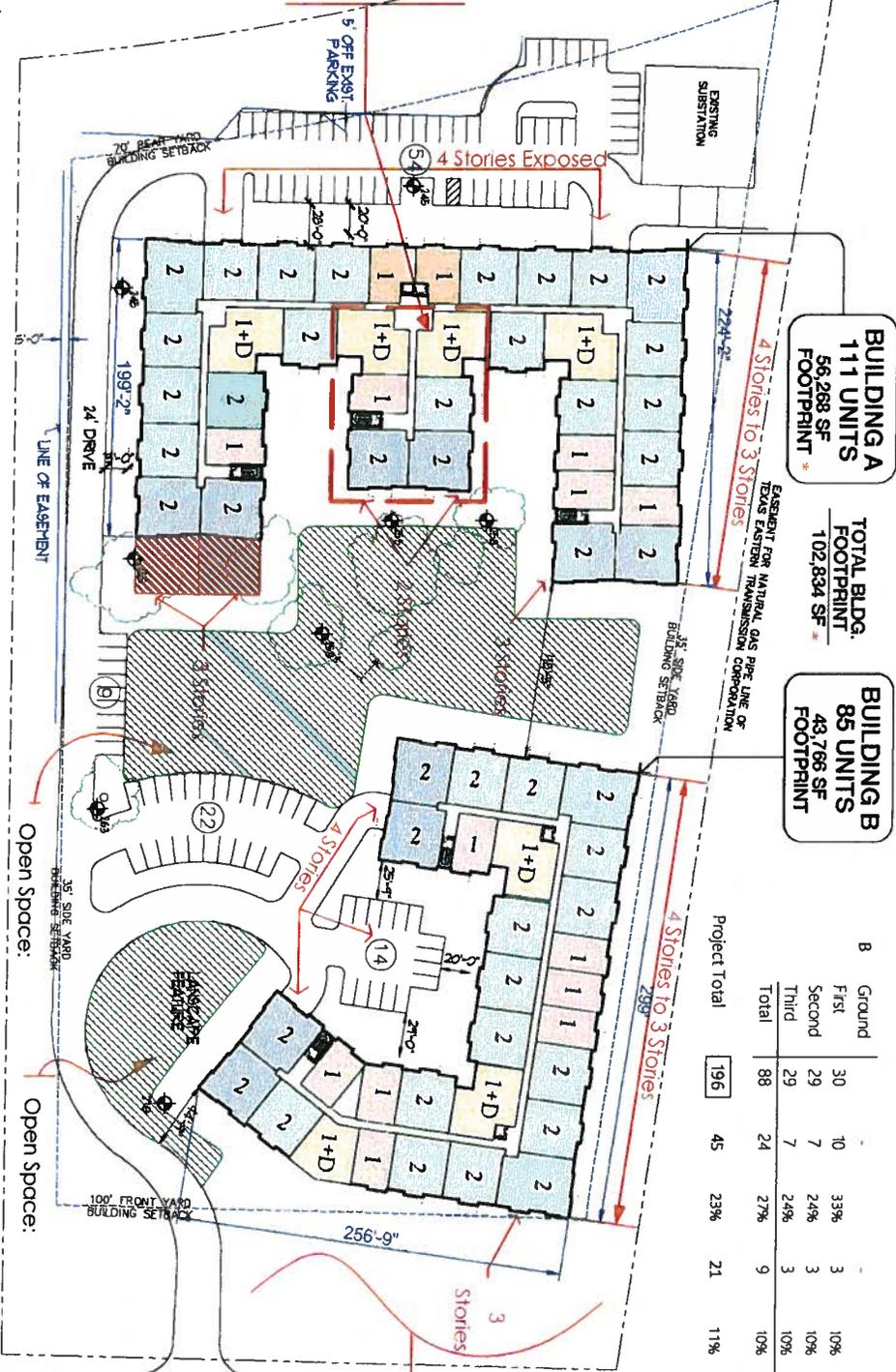


TYPICAL ELEVATION
ELEVATION TREATMENT TYPICAL ALL SIDES



WOODCREST AT BERKELEY HEIGHTS
LUXURY 55 AND OLDER
GARDEN COMMUNITIES

1. A range of 8,000 to 10,000 +/- ft² of Community Space on the 3rd Level to consist of a range of 5,500 to 6,500 ft² Clubhouse and a range of 2,500 to 3,500 ft² of Outdoor Terrace
2. Any portion of the 10,000 +/- ft² that is not developed as community space will remain as an architectural element to preserve the 2-story elevation at that portion of the building.
3. Sidewalks to be designed according to Township Design Standards. 6' wide brick paver walkway in locations to be determined.
4. A 2,500 +/- ft² outdoor landscape patio will be included in a location to be determined.
5.  = 6 units to be replaced from the boxed in area



BUILDING A
111 UNITS
56,268 SF
FOOTPRINT *

TOTAL BLDG. FOOTPRINT
102,834 SF *

BUILDING B
85 UNITS
43,766 SF
FOOTPRINT

EASMENT FOR NATURAL GAS PIPE LINE OF TEXAS EASTERN TRANSMISSION CORPORATION

Building	Story	One Bed	One Bed +D	Two Bed Int.	Two Bed Crn.
A	Ground	-	-	-	-
	First	36	7	4	17
	Second	36	7	4	17
	Third	36	7	4	17
Total	108	21	12	51	24

Building	Story	One Bed	One Bed +D	Two Bed Int.	Two Bed Crn.
B	Ground	-	-	-	-
	First	30	10	3	11
	Second	29	7	3	13
	Third	29	7	3	13
Total	88	24	9	37	18

Project Total **196** **45** **23%** **21** **11%** **88** **45%** **42** **21%**

WOODCREST AT BERKELEY HEIGHTS

LUXURY 55 AND OLDER GARDEN COMMUNITIES

Notes:

1. Parking to Conform to RISIS Standards
2. The development shall comply with the amended Part 19 Design Standards and additional notes amended to the Design Standards:

* Plus the area of the two (2) shaded units added to Building A

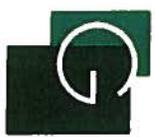


EXHIBIT C

DESIGN STANDARDS FOR INCLUSIONARY DEVELOPMENT

**PART 19 – DESIGN STANDARDS
ARTICLE 19.1 PURPOSES**

Section 19.1.1 - Purpose

The purpose and intent of this Ordinance to:

- A. Set forth specific guidelines and standards to promote functional and attractive site plans and subdivisions.
- B. Provide guidelines and standards that shall be used by an applicant in preparing a development plan and by the Planning Board and Zoning Board of Adjustment in reviewing the same. In reviewing a development plan, the Planning Board and Zoning Board of Adjustment shall determine whether or not, and to what degree, an application for development meets such guidelines and standards. The Boards may approve, conditionally approve, request modifications, or deny any approval of the application for development based upon its review of the development plan.
- C. Ensure that any development gives due consideration to the physical, visual, and spatial character and scale of the existing streetscape, neighborhood, and district in which it is located and the township generally.
- D. Ensure that the design, location and façade treatment of the front, sides, and rear of all buildings and structures is done in an efficient and aesthetically pleasing manner so that they will not markedly incongruous with the character of the existing neighborhood or, if within the Downtown, with the standards and guidelines set forth in the Urban Design Plan and in the illustrative streetscape sketches presented herein.

ARTICLE 19.2 MODIFICATIONS AND WAIVERS

Section 19.2.1 - Permitted Deviations

The design standards and guidelines contained in this Part are the minimum requirements for site plan, subdivision, development or rehabilitation plans, and shall be the criteria for evaluating the plan and design of such developments. The guidelines and standards are not intended to restrict creativity and an applicant may request their modification or waiver, provided the applicant demonstrates to the Board not only the criteria for exceptions pursuant to N.J.S.A. 40:55D-51, but also that the resulting change will:

- A. Generally satisfy the purpose of this Part.
- B. Be designed in accordance with the Township's normally acceptable engineering, planning and/or architectural standards.

- C. Generally enhance the overall development plan for the tract, without adverse impacts on its physical, visual or spatial characteristics.
- D. Generally enhance the existing streetscape, neighborhood and district in which such development is located, without adverse impacts on their physical, visual or spatial characteristics, or on the Township generally.
- E. Not reduce the useful life or increase the cost of maintenance of the improvement to be modified, or otherwise have an adverse impact on the long-term function of the development.
- F. Not materially detract from the real property values of adjacent or nearby properties.

ARTICLE 19.3 COMPLIANCE

Section 19.3.1 - Statement of Plan

A report shall be submitted by the applicant that demonstrates compliance with all design standards and guidelines contained herein. The report shall include verbal and written descriptions, drawings, slides, and any other materials necessary to illustrate the proposed design elements and the scale of such in relation to people and neighboring properties. Compliance with Article 19 – Design Standards was made a checklist item for all development applications via Ordinance no. 16-2010 (Exhibit 1 attachment).

Section 19.3.2 - Building Design

Individual buildings shall respect the general image as presented in the Design Standards and shall take into consideration the adjacent or adjoining buildings which already embody the recommended design features. Any deviation shall require specific proofs as to why the Design Standards and Guidelines cannot be met.

Section 19.3.3 - Context

Consistency over an entire viewed area (context), including the street or street enclosure shall be created through consistency of materials, colors, sidewalk textures, streetscape, scale and proportion, lighting fixtures and street furniture. Context is defined as the adjacent and adjoining buildings within a minimum of 200 feet of the property line of the site plan, and within any viewshed where the buildings or structures or surfaces on that site plan are visible.

Section 19.3.4 - Incompatible Design Prohibited

The use of materials, colors or building configurations incompatible with these Design Standards and Guidelines shall be prohibited unless specific proofs can be presented as to why these cannot be met. If context area differs significantly from the Design Standards,

it must be demonstrated that the context in scale and character is of significant architectural merit.

ARTICLE 19.4 GENERAL STANDARDS AND GUIDELINES

Section 19.4.1 - Application

The standards and guidelines set forth in Part 19 shall apply to all districts throughout Berkeley Heights, except that they shall not apply to those AH and OR-A zone districts in which development is conducted in substantial conformity with any conceptual site plan and elevations specifically referenced to the applicable Developer's Agreement for such zone or which received preliminary site plan approval from the Planning Board or Board of Adjustment prior to January 1, 1994. However, the standards and guidelines set forth specifically for the Downtown (Article 19.5.) shall override these general standards and guidelines, for application within the Downtown.

Section 19.4.2 - Site Plans

- A. This section shall apply to all site plan applications.
- B. The following standards shall be used to develop and review any site plan.
 1. **Building Location.** A building shall be located to front towards and relate to a public street, both functionally and visually. In a multiple building development, buildings located in the interior of a site creating courts or alleys, shall be located to front toward and relate to one another, both functionally and visually. To the extent possible, the development shall divide proposed buildings into smaller, individualized groupings, utilizing such features as courtyards, quadrangles, and alleys that encourage pedestrian activity and incidental social interactions among users. Spatial relationships between buildings shall be geometrically logical and architecturally formal. No building shall be oriented to front towards an open parking area.
 2. **Parking Lot Location.** Parking lots shall be located to the rear of a building and/or the interior of the site where its negative visual impact to adjacent properties and the public right-of-way can be minimized. Parking lots shall be prohibited in any front yard setback area.
 3. **Pedestrian Circulation.** A barrier-free walkways system shall be provided to allow pedestrian access to a building or use from both parking lots within the site and the Township's sidewalk system. Such a walkway system shall promote pedestrian activity both within the site itself and throughout the community by its integration with the township's sidewalk system. Walkways shall be separate from motor vehicle circulation to the greatest extent possible and shall provide a

pleasant route for users that will promote enjoyment of the site by, and encourage incidental social interaction among, pedestrians.

4. Street Lamps/Posts. The exterior of any site with greater than fifty (50) feet of street frontage shall have decorative lamp posts spaced at intervals of between forty (40) and sixty (60) feet along or near all street lines and driveways.
5. All pedestrian walkways shall have historic/decorative lighting fixtures as approved by the Planning Board. Light fixtures shall be positioned in proximity to pedestrian crosswalks at intersections. Walkaways in the interior of a site shall have ornamental lamp posts spaced approximately thirty (30) to forty (40) feet apart. The style, size, and color of such lamp posts shall be determined by the Board based on existing fixtures located in similar developments in the Township. Lighting levels from such fixtures shall be as specified in Section 19.4.14.

Section 19.4.3 - Urban Design

This section shall apply to all site plan applications.

- A. Design Standards. The following standards shall be used to prepare and review the physical character and appearance of a development plan and specifically the appropriateness of the physical, visual and spatial relationships between the proposed development and the streetscape, neighborhood and district in which it is located.
 1. An individual development shall not be considered on its own, but with regard to the area in which it's located, including existing adjacent or nearby buildings, the geometric pattern of structures and roads, yards and streetscapes.
 2. Consistency within a district shall be created through the use of selected or complementary materials, colors, sidewalk textures, street textures, scale and proportions, lighting fixtures and street furniture (such as benches, trash receptacles, street signs, etc). If additional materials or colors are introduced, the applicant shall demonstrate that the materials or colors will enhance the design intent of this district.
 3. The physical, visual and spatial characteristics of a streetscape, neighborhood, district, and the Township generally shall be established and reinforced through the consistent use of compatible urban design elements, relating the characteristics of an individual development to other existing and planned developments in a harmonious manner, and resulting in a coherent overall development pattern for a streetscape, neighborhood and district, and the Township generally. A development plan shall relate to and reinforce urban design elements where such exist, as established by an urban design elements inventory conducted of the streetscape, neighborhood and district in which such development is located. If a site is located in a streetscape, neighborhood or

district where existing design elements are weak or nonexistent, the development plan shall establish design elements that relate to the community generally, based on an urban design inventory of the Township. In the case of an addition or renovation to an existing building of architectural merit, development plan shall also relate to and reinforce design elements of such existing building. Urban design elements to be addressed in any development plan shall include, but not be limited to, the following:

- a. Scale, as defined by the comparison of the height, width, mass and fenestration of a building or buildings in proportion to the human dimension.
- b. Massing, as defined by the shape, dimensions and volume of the solid form of a building and/or the space of which it is part.
- c. Proportion, as defined by the comparison of the width to height of a building wall or streetscape.
- d. Rhythm of solid to voids, as defined by the comparison of the solid portions of a building wall to the voids formed by door and window openings and recesses in same.
- e. Horizontal courses, as defined by the base course, middle wall section, belt courses and cornice of a building.
- f. Projections and recesses, as defined by the projections formed by such elements as bay windows, dormers, cornices and eaves from the building wall surface and the indentations formed by such elements as porch and window recesses from same.
- g. Roof form, as defined by the type, shape and pitch of the roof of a building.
- h. First floor elevation, as defined, by the height of the first floor level of a building from the ground and any elements, such as stairs, that facilitate transition between levels.
- i. Entrance treatment, as defined by the placement and articulation of the entrance to a building.
- j. Street orientation, as defined by the visual and functional orientation of the front façade, or other visible façades and entrance of a building to the street and sidewalk.
- k. Footprints, as defined by the location and coverage of the lot by the building area of the ground floor.

- l. Setbacks, as defined by the dimensions a building is setback from front, side, and rear lot lines.
- m. Yard areas, as defined by the areas of open space remaining between front, side and rear lot lines and a building.
- n. Architectural style, materials, colors, and details.
- o. Signage.
- p. Shade trees.
- q. Lamp posts and other lighting fixtures.
- r. Landscaping.
- s. Walls and fencing.
- t. Sidewalks and walkways.
- u. Benches, trash receptacles, and other street or site furniture.

Section 19.4.4 - Architectural Design

- A. The following standards shall apply to all site plans.
- B. Design standards. The following standards shall be used to develop and review the architectural design of all buildings and structures in a development plan. Where a development plan involves an existing building or a site upon which an existing building is located, said building shall be repaired, renovated, and restored to comply with this Section only if such modifications shall involve exterior renovations.
 1. Continuity of Treatment: The architectural treatment of a façade or roof shall be completely continued around all visually exposed sides of a building, whether such a building is a new or an existing building to be rehabilitated. All sides of a building shall be architecturally designed so as to be consistent with regard to style, materials, colors, and details.
 2. Façades: All visually exposed façades of a building shall have an articulated base course and cornice or soffit. The base shall be traditionally proportionate to the overall horizontal and vertical dimensions of a façade and may align with kick plate or still levels on the ground floor. The cornice, soffit overhang or roof shall terminate the top of a building and may project horizontally from the building wall plane and may be ornamented with moldings, brackets and other details that shall be appropriate to the architectural style of a building. The middle section of

a building may be horizontally divided at floor, lintel, or still levels with belt courses or similar architectural features. Building massing shall be considered an integral part of the design of a building and shall be architecturally compatible with the style, materials, colors, and details of the building

3. **Massing and Length:** Building wall offsets measuring a minimum of two (2) feet shall be provided at maximum spacing of forty (40) feet along each building wall to provide architectural interest and variety and relieve the negative visual effect of a single, long wall. The total measurement of such offsets shall equal a minimum of ten percent (10%) of the building wall length. The maximum spacing between such offsets shall be forty (40) feet. The minimum projection or depth of any such offset to be considered for this determination shall not be less than two (2) feet.
4. **Roof:** The type, shape, texture, and color of the roof of a building shall be designed to complement the architectural design of the building. A roof shall be considered as an integral part of the design of a building and shall be architecturally compatible with the style, materials, colors, and details of the building. The minimum permitted gable roof pitch shall be eight over twelve (8/12) and all gables on a building shall be of the same pitch, however a six over twelve (6/12) may be permitted if it can be demonstrated that the 8/12 roof negatively impacts the design of the roof and/or adversely increases the overall building height. A flat roof may be permitted on a building of a minimum of two (2) stories in height, but only if all exposed walls on such a building have articulated cornices that project horizontally from the building wall plane. A mansard roof may be permitted on buildings which incorporate these elements as a portion of the entire style of the building (such as Victorian Second Empire or other appropriate architectural style), but only if it is located on the third story of a building, completely and integrally enclosing that story, completely and integrally enclosing that story. Flat or mansard roofs shall be prohibited on all other buildings. Architectural embellishments that add visual interests to roofs, such as dormers, belvederes, masonry chimneys, cupolas, clock towers and such similar elements shall be permitted, provided such as architecturally compatible with the style, materials, colors, and details of the building.
5. **Windows:** The fenestration of a building shall be considered an integral part of its design and shall be architecturally compatible with its style, materials, colors, and details. Window shall be vertically proportioned wherever possible. Windows located on the upper stories of a building shall be vertically aligned with the windows and doors on the ground level. All windows shall be double hung or casement types. A building designed of an architectural style that normally has windows with mutins or dived lights shall utilize them. Such mutin or divided light grids may be of the snap-on variety, if fitted on the exterior of the window or between the glazing of the window units.

6. **Entrances**: All entrances to a building shall be defined and articulated by utilizing such elements as lintels, pediments, pilasters, columns, porticos, porches, overhangs, railings, balustrades, awnings, and other such elements where appropriate. Any such elements utilized shall be architecturally compatible with the style, materials, colors, and details of such building.
7. **Physical Plant**: All air conditioning units, HVAC systems, exhaust pipes or stacks, and elevator housing shall be concealed from view from grade for a distance of five hundred (500) feet from the site. Such shielding shall be accomplished by utilizing the walls or roof of the building or a penthouse type screening device that shall be designed to complement the design of the building and shall be architecturally compatible with the style, materials, colors, and details of the building.
8. **Materials, Colors, and Details**: All materials, colors, and details used on the exterior of a building shall be architecturally compatible with the style of such buildings, as well as with each other. A building designed of an architectural style that normally includes certain integral materials, colors, and/or details shall have such incorporated into the design of such building.
9. **Details**: All architectural details used on the exterior of a building shall be compatible with the architectural style of the building. A building designed of an architectural style that normally has certain integral architectural details shall incorporate such details.
10. **Shutters**: A building designed of an architectural style that normally has shutters shall have them on all windows on the front façade. A building located on a corner site shall have shutters on all windows of all façades fronting on a street. To the extent possible, shutters shall be on hinges, and shall be proportioned to the actual size, height and width of the window.
11. **Lighting**: Light fixtures attached to the exterior of a building shall be designed to help accent its architectural features and the urban space of which it is part, shall be designed to complement the design of a building and shall be architecturally compatible with the style, materials, colors, and details of the building and other lighting fixtures used on the site. Careful attention shall also be given to the type of light source used and the light quality it produces. The type of light sources used on buildings, signs, parking areas, pedestrian walkways, and other areas of a site shall be the same or compatible. The use of low pressure sodium lighting shall be discouraged.
12. **Signage**: Signs affixed to the exterior of a building shall be designed to complement the design of the building and shall be architecturally compatible with the style, materials, colors, and details of the building and other signs used

on the site. Signs should adhere to Part 5, Signs of Appendix A of the Municipal Land Use Procedures Ordinance.

13. **Multiple Tenancy:** A building with multiple fronts or multiple tenants, whether or not the same type of use is located on the same floor level, shall be unified in its design treatment through the use of architecturally compatible style, materials, colors, details, awnings, signage, lighting fixtures, and other design elements.
14. **Corner Buildings:** A building on a corner site shall be considered a more prominent structure from an urban design standpoint because such buildings have at least two (2) front visible façades. Therefore, these structures shall have additional height, visual prominence, and design elements relating to its location as a corner site.
15. **Multiple Buildings:** A development that contains more than one (1) building or structure shall be unified through the use of architecturally compatible styles, materials, colors, details, awnings, signage, lighting fixtures, and other design elements.

Section 19.4.6 - Multi-family Buildings

- A. The standards and guidelines contained in this Section shall apply to all site plan applications for multi-family residential development, including townhouses and apartments.
- B. **Development Standards.** The following standards shall apply:
 1. **Distribution and Design of Affordable Housing Units:** In the developments of five (5) or more dwelling units that provide for affordable housing pursuant to Part 18, the affordable housing units shall be interspersed, as far as practicable, with market rate units. Affordable housing units shall not be easily distinguishable, from the exterior, from the market rate housing units by virtue of the architectural design style, materials, colors, or details.
 2. **Site Design:** The development plan shall locate buildings, parking areas, and open space in an arrangement that shall promote enjoyment of dwelling units, other site facilities, and the community as a whole by residents of the development. Dwelling units and buildings shall be orientated towards the street and interior open spaces and away from parking lots and garages.
 3. **Individuality of Dwelling Units and Buildings:** In order to provide attractiveness and individuality to dwelling units, buildings and complexes of buildings, while avoiding the monotonous repetition of design elements, the following design elements shall be utilized:

- (1) The addition of architectural embellishments to provide visual interest to roofs, such as dormers, belvederes, masonry chimneys, and such similar elements, provided such is architectural compatible with the style, materials, colors, and details of the building.
 - a. Defining and articulating front entrances to each dwelling unit or building, and entrances facing a street when such are not the same, by utilizing such front entrance details as lintels, pediments, porticos, pilasters, columns, railings, and overhangs to provide identity and individuality to such entrances. Porches are encouraged. Entry steps to each dwelling unit or building shall be constructed of brick or stone consistent with the architectural style of the building. A minimum of one low-wattage LED light fixture shall be provided for each exterior entrance to a dwelling unit or building. All of the above listed entrance elements shall be architecturally compatible with the style, materials, colors, and details of a building and may be varied between dwelling units, buildings, or complexes of buildings.
4. **Dwelling Unit Location:** No dwelling unit shall be located below grade level, whether fully or partially.
5. **Fire Escapes:** Buildings containing dwelling units located above the second story and requiring a second means of egress pursuant to the U.C.C. shall not utilize an attached external fire escape as one of the required means of egress. All fire escapes shall be designed and integrated into the architectural features of the buildings. Bolts on metal fire escapes are prohibited.
6. **Ground Floor Elevations:** The ground floor of each dwelling unit shall be elevated above grade, except for dwelling units designed for senior citizens or the handicapped.
7. **Common Open Space:** Active and passive recreational areas and other public and/or semi-public open space, such as courtyards, plazas, alleys, and pedestrian walkways shall be designed to promote use and enjoyment by residents of the development. Such areas shall be designed to utilize natural features of the site, including existing vegetation where possible, and shall be extensively landscaped with a wide variety of plant materials. Where such areas are enclosed by buildings, such as courtyards and plazas, they shall be designed to be architecturally formal and geometrically logical. This shall not preclude the use of curvilinear designs for walkways or landscaped areas.
8. **Yard Area Definition:** Front and side yards shall be appropriately landscaped. This selection and design of plantings shall be prepared by a certified landscape architect. If a unit must front on a parking area, its front yard shall be appropriately landscaped and the parking area shall be screened by architectural elements designed to match the architectural character of the adjacent units.

9. **Pedestrian Walkway Materials:** Formal walkways shall be constructed of brick, slate, cobblestone, colored/textured concrete or some combination of the above materials that is architecturally compatible with the style, materials, colors, and details of the buildings. Informal paths may be constructed of the above materials, crushed granite or shale stone.
10. An accessory building shall be provided for the storage of maintenance equipment if such is stored on the site, unless such accommodations are made within a primary building structure. Such buildings shall be compatible with the style, materials, colors, and architectural detailing of principle buildings.
11. **Cable Television Utility:** All dwelling units shall be provided with facilities for potential linkage to the Township’s cable television utility.
12. Adjacent units in the same building shall be adjoined in such a manner as to provide maximum sound proofing and privacy.
13. Apartment buildings shall have as many combinations of units as possible, of varied sizes. Groupings of units and access to units shall be designed to assure a sense of Safety and security for the residents, in particular when accessing and egressing vertical circulation elements.
14. Multi-family attached structures shall use a combination of vertical duplexes and single level apartments to maximize efficiency. Access to any unit shall not require a vertical, manual ascent of over two (2) stories.

ARTICLE 19.5 STANDARDS

Section 19.5.4 - Urban Design

- A. **Standards and Guidelines.** Urban design is the three dimensional relationship between structures, spaces and landscaping elements which determines the visual, spatial and physical impact of an area or space taking into consideration both the stationary and moving picture plane of the viewers and/or user. The following shall be used to develop and review the physical character and appearance of an development plan and specifically the appropriateness of the physical, visual, and spatial relationships between the proposed development, the adjacent and nearby buildings, the open spaces, both on and off the site, and to the district in which it is located.
 1. **Context.** An individual development shall not be considered on its own, but with sufficient regard to the design guidelines and standards as set forth in the Design Standards.

2. Character and Consistency. The character of a zone, neighborhood, streetscape, district and community is created and maintained through the consistent use of compatible urban design and architectural design elements such as massing, scale, proportion, style, roof pitches, materials, colors, signage, building details, lamp posts and other lighting, fences, walls, shade trees and other landscaping, sidewalk and walkways materials and other groundscape treatments, benches, trash receptacles and other street furniture. Consistent use of compatible elements develops and reinforces design relationships and shall be encouraged. Architectural or streetscape elements that are incompatible with these guidelines shall be avoided. Materials or colors incompatible with the Design Standards shall not be allowed unless the applicant shows proof that the materials or colors will enhance the design intent of the district.

3. Each building, whether new or rehabilitated shall have a finished elevation, cornice and roof on all visible façades. The design of each building shall not be considered on its own, but with sufficient regard to the overall Urban Design Plan and the Design Standards.

4.
 - a. Relationship of Materials, Textures and Colors: The relationship between materials, textures, and colors of the façades and roof of a building or group of buildings shall conform to the recommended Material and Color Standards, and must be visually compatible with the predominant materials, textures, and colors used in buildings to which such are visually related.

 - b. Roof: The type, shape, texture, and color of the roof of a building shall be designed to complement the architectural design of the building. A roof shall be considered as an integral part of the design of a building and shall be architecturally compatible with the style, materials, colors, and details of the building. The minimum permitted gable roof pitch shall be eight over twelve (8/12) and all gables on a building shall be of the same pitch, however a six over twelve (6/12) may be permitted if it can be demonstrated that the 8/12 roof negatively impacts the design of the roof and/or adversely increases the overall building height.

The roof of a building shall be visually compatible with the streetscape and buildings to which such is visually related. Buildings shall have either a pitched roof or a roof designed with an articulated cornice. Gabled roofs shall have a minimum pitch of eight on twelve (8/12) , however a six over twelve (6/12) may be permitted if it can be demonstrated that the 8/12 roof negatively impacts the design of the roof and/or adversely increases the overall building height.. No gambrel or butterfly roofs shall permitted.

Architectural embellishments that add visual interests to roofs, such as dormers, belvederes, masonry chimneys, cupolas, clock towers and such similar elements shall be permitted, provided such are architecturally compatible with the style, materials, colors, and details of the building.

- c. Continuity of Walls and Fences: Walls and open fencing shall be visually compatible with the streetscape, buildings, and spaces to which such are visually related. No chain link fences shall be permitted.

- d. Rhythm of Solids: The relationship of the solid portions of a building to the voids, formed by door and window openings and recesses, shall conform to the streetscape and buildings to which such is visually related. No chain link fences shall be permitted.

- e. Rhythm of Entrance: The relationship of entrances and porches to the street shall be visually compatible with the streetscape and buildings to which such is visually related. Entrances shall be recessed and/or open inward where possible.

- f. Sidewalks: Public sidewalk, roadway crosswalks and internal pedestrian walkways shall follow the recommended Streetscape standards.

Section 19.5.5 - Streetscape

- A. The following standards and guidelines shall apply for the age-restricted development at 100 Locust Avenue.

- B. Standards and Guidelines.
 - 1. The streetscape edge shall include Belgian block or granite curbing, decorative lamp posts, sidewalks of brick, street trees and privacy edges (decorative fences of hedges) where use is other than retail/service and other street furniture such as benches, trash receptacles, planters, bus stops and information/advertising kiosks.

 - 2. Sidewalks shall promote a pleasant ambiance to pedestrians. Sidewalks shall comply with Section 10.6.7 of the Township Ordinances. The applicant shall give attention to color, detail, material and harmony of the sidewalk. Sidewalks should conform to material and color standards.

 - 3. Lamp posts and other lighting fixtures to be located on the sites shall conform to the general Lighting Standards (Section 11.1.5 in the Township Code of Ordinances) and to the standards set by any lighting posts and/or fixtures which may be located in the adjacent portion of the public right-of-way and/or on adjacent and nearby sites or rights-of-way.

4. Shade trees and other landscaping on the site or in the adjacent public right-of-way shall conform to the general Landscaping Standards (Section 11.1.4 – Landscaping of the Municipal Land Use Procedures Ordinance), and to the standards set by shade tree and/or landscaping on adjacent or nearby sites or rights-of-way.
5. Benches, trash receptacles and other street furniture on the site shall conform with the Design Standards and with those existing in the public right-of-way and on adjacent or nearby sites or rights-of-way.

C. Traffic Calming Features

These improvements are intended to enhance the walking experience, increase pedestrian connectivity to and through the corridor, and improve the appearance and comfort of district's streets and sidewalks. In addition, the Plan requires street furnishings and landscaping to soften the sidewalk environment and traffic calming features to enhance walking.

To improve the pedestrian environment, the following traffic-calming measures shall be considered or made where appropriately identified within the public right-of-way.

- Crosswalks ~~in the Downtown~~ shall be improved with painted stripes, solid paint in contrasting colors, or textured materials such as brick pavers. These highly visible treatments make drivers more aware of pedestrian crossing locations.

1. The design, placement and dimensions of these features shall be determined by the Planning Board or Zoning Board of Adjustment during preliminary site plan review.

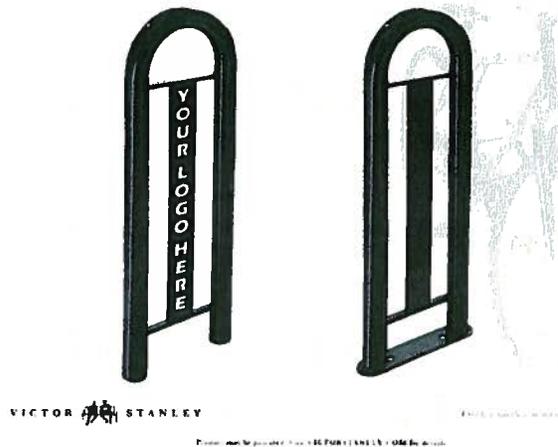
- The pedestrian portion of the public right-of-way shall include both a sidewalk walking area and a tree planting strip between the sidewalk and the curb, where trees and/or plantings are located.
- Street trees shall be planted at regular spacing on all streets
- Streets shall include pedestrian-scale street lighting.
- Protective bollards may be installed at corners and pedestrian intersections, at the Township's discretion.

2. Street Furniture

The following streetscape improvement guidelines are to be complied with pursuant to Section 19.5.5 of the *Downtown Design Standards*, for any commercial property owner within the Downtown Corridor seeking site plan approval, to create a cohesive and attractive environment:

A. Bike Rack:

Secure Site Design LLC, Victor Stanley, Inc. – Cycle Sentry Series Model BRNS-301, in Black



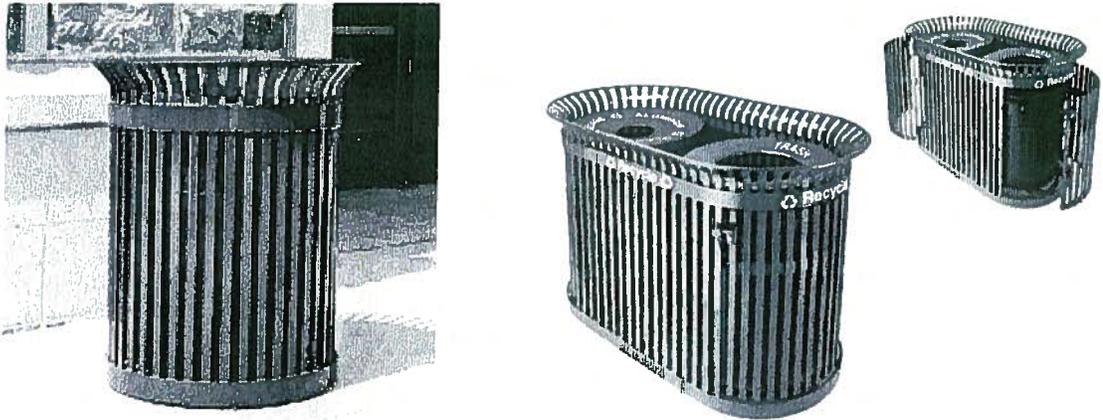
B. Bench:

Victor Stanley, Inc. City Series Model Cr-18, 6 Foot length, in Black
Benches are to be anchored to concrete pad, not to the brick pavers.



C. Trash and Recycling Receptacles:

1. Victor Stanley, Inc. Economy Series ES – 142, 36 – gallon with the Standard Tapered Formed Lid, in Black, with half-moon liners for 36 gallon (left);
- or
2. Victor Stanley, Inc. SD 242- 2- 36 Gallon with the Standard Tapered Formed Lid, Black color (right).



D. Pavers:

Hanover Prest Brick, Traditional, Red Charcoal Blend Natural Finish or Traditional Red Natural Finish Size 4x8



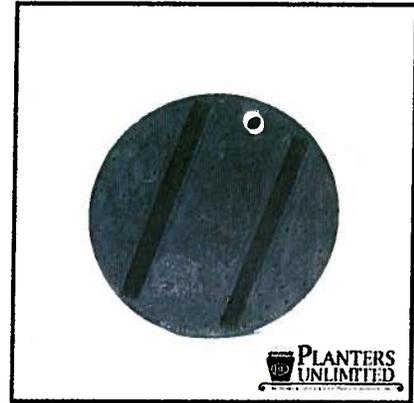
- Pavers to be installed at a 45 degree angle Herringbone Design
- Soldier, Solid border - 1 brick width
- Concrete fill underlay

E. Planters:

Victor Stanley, Inc. Zen Series, with Wide-Mouth Formed lid, in Black

- Preferred in the 50-70 lb size

Planters will be equipped with 24 inch -28 inch Round Planter Well Reservoir (WW-R24) through the Planters Unlimited company. Any other model must be approved equal.



F. Street Light:

Streetlamps are recommended to be placed along the curbing of the road in order to decrease their impact on pedestrian access. The streetscape shall be reinforced by the uniform line of streetlamps. Unique building setbacks and orientation will be considered. (See Dimensional Rendering on Page 27).

Shakespeare Historical Series – Washington Style 17” Anchor Base – AP17-12FS41W1.

(Fluted shaft, 12’ height, semi-gloss dark green, with weatherproof receptacle)

With the CAN Generation Series LED Post Top – ACN050LEDEU33113GN.

- Classical cage type, Glass Acorn top, Architectural finial in Hartford Green)

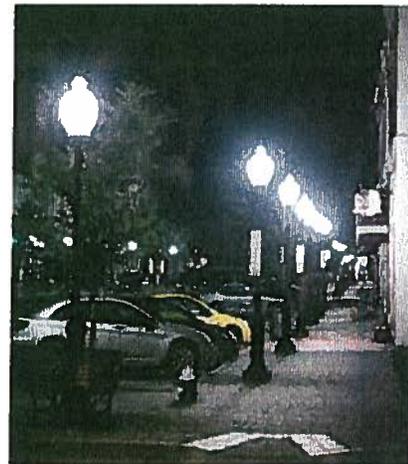


Light Bulbs

LED Light Bulbs will be the only permitted Light Bulb for Street Lights in the Downtown. It is recommended that a LED driver with a universal mounting bracket that will allow it to bolt on to the socket plate is installed. This driver has an adjustable stem to go up and down so the end user can align it with the top of the lens for a lantern or acorn fixture. This is a retrofit LED system with a driver, LED, and heat sync. There is currently no standardized way of measuring LED bulbs that are used to replace traditional bulbs¹, but the “color” measured in kelvins (k) and the lumens (lm) will be used for the LED bulbs in the Downtown. As recommended by the lighting manufacturer and the manual for the CAN Generation Series LED Post Top², the color of the LED used should be between close to the 4000k range and the light output of the LED should be in the 1100-1300 lm range. Any other light bulbs proposed to be used must be approved by the Zoning Officer and approved equal. Light bulbs and any replacement bulbs will be uniform amongst all streetlamps.

Equivalent wattages and light output of Incandescent, CFL and LED bulbs³		
Light Output	LEDs	Incandescents
<i>Lumens</i>	<i>Watts</i>	<i>Watts</i>
450	4 - 5	40
750 - 900	6 - 8	60
1100 - 1300	9 - 13	75 - 100

* 1100-1300 is the designated lumens range for the Downtown Standards, others included in this chart are for reference only



Section 19.5.6 – Signage

A. Purpose and Intent:

The general intent of this subsection is to regulate and control the design of signs within the Downtown and specified adjacent areas to not only assist the general public in the location of various activities and businesses, but to create a cohesive identity through design and aesthetic planning. The Design Standards in this section apply to the Downtown (*Section 19.5.3 - Existing Conditions*) Signage and supersede any design regulations in Part 5 “Signs” of the Land Development Ordinance of Township Municipal Code. Signs in the Downtown are still subject to the height, area, number of signs, and other regulations outlined in Part 5. All signs must

¹ <http://www.eco-revolution.com/lumens-and-light-output/>

² <http://www.cooperindustries.com/content/dam/public/lighting/products/documents/streetworks/brochures/streetworks-generation-series-led-bro.pdf>

³ http://eartheasy.com/live_led_bulbs_comparison.html

conform to all of the relevant provisions of the Part 5 ordinance and the must be issued the proper permit by the Zoning Officer.

The effectiveness of a sign is determined by a number of factors, including size, placement, content, legibility, letter size and color contrast. In this section, these factors are examined as a set of basic principles governing the design of any sign, no matter what the type of material.

Signs in the Downtown Corridor should advertise a place of business or provide directions and information. An effective sign and graphics system functions not as a separate entity but as an integral part of the built environment. Carefully planned, signs communicate essential information, while also ordering and enhancing the architectural character of Downtown. A sign's use of color, size, shape placement, and selection of lettering can attract or detract from its effectiveness. An effectively designed sign should:

- a. Be compatible with the surrounding physical and visual character of the area;
- b. Promote the "individuality" of establishments;
- c. Identify the business clearly and attractively;
- d. Enhance the building on which it is located; and
- e. Reduce the amount of visual clutter caused by excessive and poorly placed signage.

B. Sign Design

The Township Land Development Code has regulations to control the size, location, and number of signs, but code restrictions alone may not be enough. Design criteria are needed to encourage and coordinate well-designed signs. Sign copy area shall also be regulated by the Land Development Code to indicate the maximum area. The following sign guidelines are intended to assure the local merchant that all other Downtown commercial establishments are similarly regulated.

i. *Recommended Sign Types*

While many sign types are permitted in Downtown, the following sign types are recommended:

- a. Signs made of carved or sandblasted painted high-density eurythane foam, wood, or metal; hard mounted pvc/komacel; look or individual mounted letters; dimensional letters of formed plastic or metal; or pin-mounted letters with no background or raceway.

- b. Must be flush mounted on the front façade. Such signs may not be illuminated internally.
- c. Illumination may be either gooseneck lighting (colors: complement the sign and building; no yellow; recommend dark green, black, dark brown) or halo lit pin-mounted letters in soft white only.
- d. All signage within a contiguous building or plaza must be consistent in size and type and lighting:

ii. *Prohibited Sign Types*

In addition to the signs prohibited under Part 5 “Signs” of the Land Development Ordinance of Township Municipal Code, LED displays or signs, moving signs, signs with lit motion, neon and flashing signs, and unshielded spotlights are likewise prohibited.

Prohibited Materials

All stucco, vinyl, plastic, neon, sheet metal, and aluminum signs are prohibited.

iii. *Monument Signs*

Any sign supported by structures or supports that are placed on, or anchored in, the ground and that are independent from any building or other structure.

Freestanding monument signs may have two-faces and are subject to the height and area Standards outlined in Part 5 “Signs” of the Land Development Ordinance of Township Municipal Code. Monument signs must be made of stone, brick, or wood foundations, and follow the color standards outlined in Section 19.5.7 - Material and Color Standards and Guidelines below.

Prohibited Materials

All stucco, vinyl, plastic, neon, metal, and aluminum freestanding/monument signs are prohibited. Pylon or tall pole signs are prohibited.

C. Sign Illumination

The appearance of a well-designed sign can be enhanced, or marred, by the way in which it is lighted. Illuminated signs are important for businesses that stay open in the evening and for those that want to advertise their presence after closing. At night, illuminated signs and storefront display windows provide a pleasing, ambient light to the sidewalks and streets of the commercial district, making them appear lively, inviting and safe to pedestrians and passing motorists. Careful consideration should be given to the quality, quantity, method, and type of illumination

selected. Ultimately, the type of light used and the way in which it is provided will determine the effectiveness of the sign, its perceived color and its relationship to surrounding building materials.

- a. Illumination may be either gooseneck lighting (colors: complement the sign and building; no yellow; recommend dark green, black, dark brown) or halo lit pin-mounted letters in soft white only.

Section 19.5.7 - Material and Color Standards and Guidelines

- A. The following standards shall be specifically applied to develop and evaluate the architectural materials and colors of all buildings and structures in development plans located at 100 Locust Avenue.

Preferred primary materials for all building façades are: stone; masonry; brick; wood; stucco (except EIFS is not allowed); Hardie board, panels, or similar fiber cement siding; precast and cast stone; manufactured stone and, masonry; and glass; as well as cast iron, steel, aluminum and other types of metal. No more than three different primary materials should be used on building façades. Within the primary materials, variations in colors, textures, and pattern may be employed to further break up the bulk or mass of a building. The following materials are not appropriate in any location of the Downtown District:

- Materials with little or no precedent in Berkeley Heights, such as exposed concrete masonry units, Exterior Insulation Finish Systems (EIFS) and bare or stained wood.
- Faux treatments which mimic common materials, including imitation brick or stone facing, vinyl or asphalt siding, and sheet metal siding.
- Materials that age rapidly and are difficult to maintain, such as paint over shop-finished metal or plastic.

1. Materials: Exterior building materials shall consist of the following:

- a. **Walls** – Brick, natural or cultured stone, wood clapboard siding, cement composite siding (ie Hardie Board), cedar shake siding. Non-reflective and non-tinted glass. No vinyl or aluminum siding. Colors should comply with the Design Standards recommended “Colors”. Trim can be Azek or Fypon not EIFS.
- b. **Roofing** – Asphalt or cedar shingles, slate, copper, synthetic slate, and standing or batten seam metal, including aluminum. No red, green, white, light brown or multicolor allowed. Gray, black, and dark brown are the preferred colors.

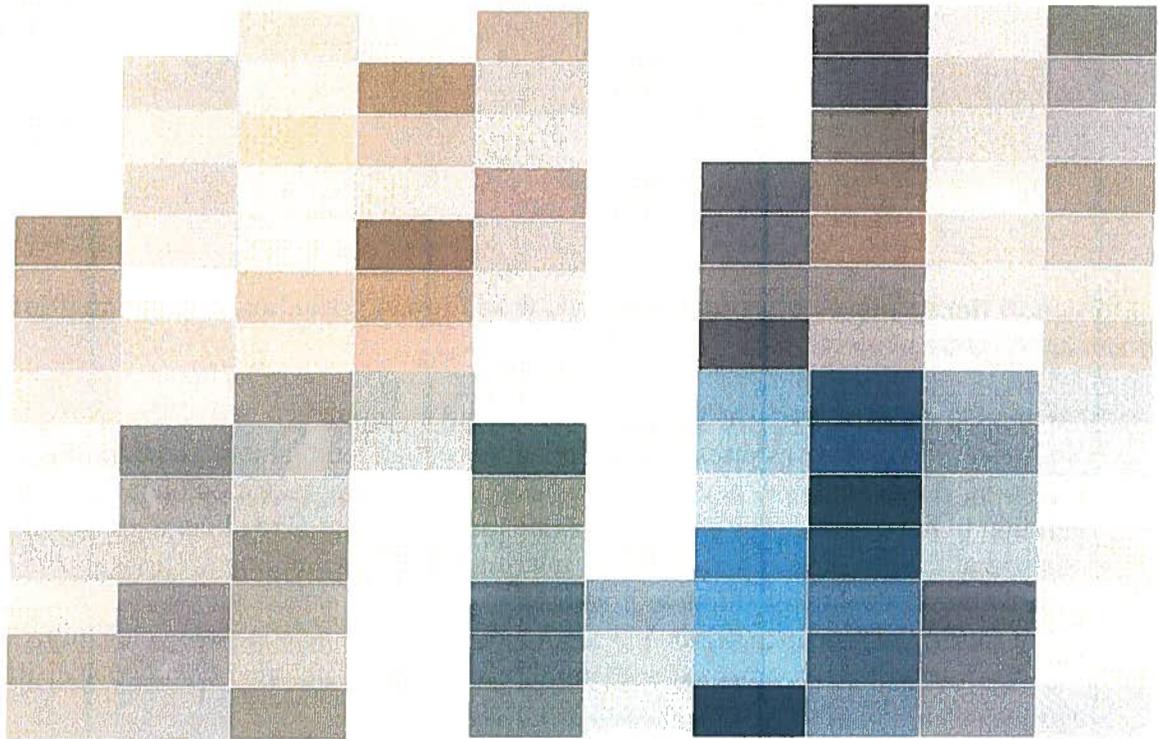
- c. **Door and window trim** – stone, wood, azek, or Fypon. EIFS are prohibited.
 - d. **Cornices and soffits** – wood, stone, azek, or fiberglass.
 - e. **Shutters** – wood, or vinyl raised panel louver with woodgrain imprint.
 - f. **Awnings** – Awnings should be canvas and waterproof cloth materials over metal frames. Metal, vinyl and plastic awnings are prohibited. Translucent backlit awnings are prohibited. Colors should coordinate with the façade and comply with the Design Standards “Colors” in section 4.3.4 below. It is recommended that light coloring on a dark/black background is used, and other proposed designs adhering to the Design Standards “Colors” will be considered for review and approval.
 - g. **Gutters, leaders, and flashing** – galvanized steel, copper, colored anodized aluminum or terne coated stainless steel. Colors must conform with the recommended “Colors” of the Design Standards, but can also be white, and follow the scheme of the building.
 - h. **Sidewalks and walkways** – Public sidewalks, roadway crosswalks, and internal pedestrian walkways shall consist of:
 - (1) Hanover Prest Brick, Traditional, Red Charcoal Blend Natural Finish, or Tradition Red, or Red/Brown Natural Finish 4x8, Herringbone Design at a 45 Degree Angle
2. **Prohibited Materials:** The use of bare aluminum, other bare metal materials or exposed concrete block as exterior building materials shall be specifically prohibited. In no instance shall a sidewalk located in a public right-of-way be permitted to be constructed of asphalt.
 3. **Consistent Application:** Façade design and finish materials should be considered in three dimensions, particularly as buildings turn corners. Materials and/or details should be extended around building corners and extensions in order to avoid a “pasted on” appearance. All building façades adjacent to or easily visible from a public street, walkway, or open space should exhibit the same or similar degree of architectural detailing as the building’s primary, street-facing façade. Material changes should occur at a logical transition point, related to dimensional architectural massing or detailing, rather than, for example, creating an arbitrary pattern within a flat façade.
 4. **Colors:** All exterior portions of a building and all materials used on it shall be of such colors or hues as those recommended below:

All exterior portions of a building and all materials used on it shall be of such colors or hues as, recommended in Benjamin Moore Historical Colors, colors: HC 19-21, 23-48, 67-93, 95-114, 121-126, 145-174; and Benjamin Moore America's Colors, colors: AC 1-6, 16-18, 22-42.

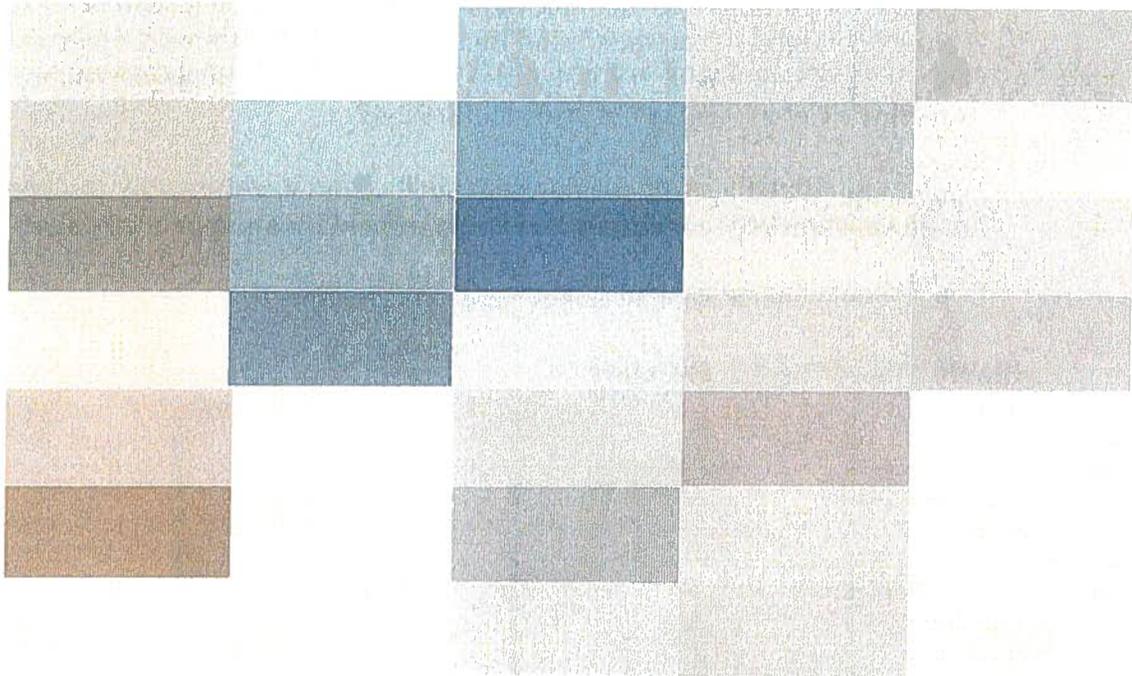
Colors not listed may be permitted if such colors are shown by the applicant to be substantially consistent and compatible with an approved color.

The recommended color swatches are detailed below:

Benjamin Moore Historical Colors



Benjamin Moore America's Colors



In addition to the Applicable Standards above, the following standards will be met for the 100 Locust Avenue project:

1. No massed walls of siding as the primary building material.
2. No greater than two (2) stories of hardi plank (or equal) siding along the building elevation. The intent is to have at least 50% of the building elevation on a four story building to have stone. The amount of stone may be averaged to allow a greater amount of stone at the building corners or other interior elevations building sections;
3. At least two (2) colors of siding will be used;
4. Metal roofing will be incorporated as applicable to the concept building elevations.
5. The roofline will be ornamented with moldings, brackets and other details that shall be appropriate to the architectural style of the building.
6. All window casing shall be a minimum of a 1" x 4" wood, clad or synthetic wood (Azek) material.
7. The main entrance to the site will be enhanced with landscaping and large evergreen trees to buffer the residential units along the Locust Drive & main entry driveway;
8. All colors will be an approved equal consistent with the Benjamin Moore Historical Color series outlined in the Part 19 Design Standards;
9. The purpose of the 100 foot building setback along Locust Avenue is to maintain and preserve and enhance the existing wooded area along the Locust Avenue property frontage to the maximum extent possible;
10. The developer has identified a group of existing mature trees, identified as A thru H and J on the Tree Survey. The intent of the two building design layout is to preserve these existing trees, and design the buildings to work with the existing topography in order to limit the exposure of the building to 3 stories along the entire frontage of the northern

(larger) building with a 4 story exposure along the entire northern building elevation (along the railroad tracks). The southern building will have a 3 story exposure along Locust Avenue, sloping down to a 4 story building exposure on the building sides and all interior building elevations;

11. These notes are based the Exhibits prepared for the Locust Avenue Settlement Agreement.

EXHIBIT D

BERKELEY DEVELOPER'S PROPOSED PILOT AGREEMENT PARAMETERS

The table below sets forth the most beneficial terms for a long term tax exemption under the Long Term Tax Exemption Law, N.J.S.A. 40A:20-1 et seq. with respect to a 196-unit residential project with annual revenue of \$4,704,000, including: a 30-year term, an initial annual service charge based on the minimum percentage of 10% of annual gross revenue, favorable phase-in periods, and a land tax credit for all years subsequent to the initial year of the term. The current taxes for the property are approximately \$130,251 (\$60,330 for the land and \$69,921 for the improvements).

Long Term Tax Exemption Term	Annual Service Charge	Land Tax Credit (i.e., credit against the annual service charge for land taxes paid in the prior four quarters)
Year 1	\$470,400 (= 10% of annual gross revenue of \$4,704,000 (196 units x \$24,000 annual rent per unit = \$4,704,000))	No
Year 2	\$470,400*	Yes (2016 taxes for the land are \$60,330)**
Year 3	\$470,400	Yes
Year 4	\$470,400	Yes
Year 5	\$470,400	Yes
Year 6	\$470,400	Yes
Year 7	\$470,400	Yes
Year 8	\$470,400	Yes
Year 9	\$470,400	Yes
Year 10	\$470,400	Yes
Year 11	\$470,400	Yes
Year 12	\$470,400	Yes
Year 13	\$470,400	Yes
Year 14	\$470,400	Yes
Year 15	\$470,400	Yes
Year 16	Greater of \$470,400 or 20% of the otherwise applicable taxes (« OAT ») for the project improvements	Yes
Year 17	Greater of \$470,400 or 20% of the OAT for the project improvements	Yes
Year 18	Greater of \$470,400 or 20% of the OAT for the project improvements	Yes
Year 19	Greater of \$470,400 or 20% of the OAT for the project improvements	Yes
Year 20	Greater of \$470,400 or 20% of the OAT for the project improvements	Yes
Year 21	Greater of \$470,400 or 20% of the OAT for the project improvements	Yes
Year 22	Greater of \$470,400 or 40% of the OAT for the project improvements	Yes
Year 23	Greater of \$470,400 or 40% of the OAT for the project improvements	Yes
Year 24	Greater of \$470,400 or 40% of the OAT for the project improvements	Yes
Year 25	Greater of \$470,400 or 40% of the OAT for the project improvements	Yes
Year 26	Greater of \$470,400 or 40% of the OAT for the project improvements	Yes
Year 27	Greater of \$470,400 or 40% of the OAT for the project improvements	Yes
Year 28	Greater of \$470,400 or 60% of the OAT for the project improvements	Yes
Year 29	Greater of \$470,400 or 60% of the OAT for the project improvements	Yes
Year 30	Greater of \$470,400 or 80% of the OAT for the project improvements	Yes

*rents will likely increase over time, resulting in a larger annual service charge amount.

**the land taxes will likely increase over time.

