




20160303010024110 1/15  
03/03/2016 11:48:44 AM DEED  
Bk: 9103 Pg: 736  
Pamela E. Gardner  
Hudson County, Register of Deeds  
Receipt No. 1100779

Prepared By/Return to:

  
Weiner Lesniak, LLP  
629 Parsippany Road  
Parsippany, New Jersey 07054  
Attn: Joseph F. Ranieri, Esq.

20160303010024110  
3/3/2016 11:48:00 AM  
Consideration: \$90,000,000.00  
Exempt Code: Exempt  
County: \$ .00 State: \$ .00  
NJAHF \$ .00 PUPF: \$ .00  
EAA: \$ .00 General: \$ .00  
Buyer's Fee: \$ .00  
Total RTF: \$ .00

**AMENDED AND RESTATED DEED**

This Amended and Restated Deed (this "Deed") is made as of February 8, 2016,

**BETWEEN THE CITY OF BAYONNE**, a public body corporate and politic of the State New Jersey having its principal office located at 630 Avenue C, Bayonne, New Jersey 07002, as successor in interest to the City of Bayonne Redevelopment Agency, also known as the Bayonne Local Redevelopment Authority (together with its successors and assigns, hereinafter referred to as the "Grantor"), and **BAYONNE AUTO TERMINAL, L.L.C.**, a Delaware limited liability company authorized to do business in the State of New Jersey, having its office at c/o Ports America, Inc., 99 Wood Ave, Level 8, Suite 804, Iselin, NJ 08830 (together with its successors and assigns, hereinafter referred to as the "Grantee"). This Deed replaces and supersedes that certain Deed by Grantor dated April 1, 2009 and recorded with the Hudson County Register 20090402010023430 at Book 8656, Page 912 (the "Original Deed").

**Transfer of Ownership.** The Grantor has previously granted and conveyed the property described below to the Grantee pursuant to the Original Deed. The transfer was made for the sum of **NINETY MILLION and 00/100 (\$90,000,000) DOLLARS**. The Grantor acknowledges receipt of this money.

**Tax Map Reference.** Block No. 1180, Lot No. 1 (formerly known as Block No. 404, part of Lot No. 2.01) on the tax maps of the City of Bayonne, County of Hudson, New Jersey.

**Property.** The property consists of certain land and all the buildings and structures on such land in the City of Bayonne, County of Hudson, State of New Jersey, the legal description of which is attached hereto as Schedule A; together with certain access easements and subject to certain reservations in favor of Grantor, all as described on Schedule A. Schedule A and each attachment thereto are hereby incorporated by reference into and made a part of this Deed.

**Promises by Grantor.** The Grantor promises that the Grantor has done no act to encumber the property except. This promise is called a "covenant as to grantor's acts". This promise means that the Grantor has not allowed anyone else to obtain any legal rights which

1021782\_1

[577-012/00336381-] 332636-10

15  
10/10/16  
2-7-5-3

**Hudson County Register 20160303010024110 2/15**

affect the property (such as by making a mortgage or allowing a judgment to be entered against the Grantor).

**Governing Law.** This Deed shall be governed by, and construed in accordance with, the laws of the State of New Jersey, without regard to principles of conflicts or choice of laws or any other law that would make the laws of any other jurisdiction other than the State of New Jersey applicable hereto.

[The remainder of page intentionally left blank]


1021782\_1

1577-012/00336381-1 332636-10

Hudson County Register 20160303010024110 3/15

Signatures. The Grantor/Grantee respectively sign this Deed as of the date at the top of the first page.

ATTEST:

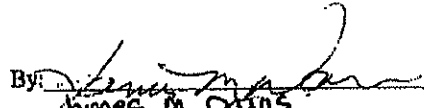
  
\_\_\_\_\_  
Joseph DeMarco

ATTEST:

  
\_\_\_\_\_  
TARA VALENTIN

CITY OF BAYONNE, Grantor

By:

  
\_\_\_\_\_  
James M. Odun

BAYONNE AUTO TERMINAL, Grantor

By:

  
\_\_\_\_\_  
CHRISTOPHER BEALL  
AUTHORIZED SIGNATORY



Hudson County Register 20160303010024110 4/15

STATE OF NEW JERSEY)

COUNTY OF Hudson ) ss.

I CERTIFY that on February 9, 2016, James Davis personally came before me and stated to my satisfaction that this person:

- (a) was the maker of the attached instrument; and,
- (b) was authorized to and did execute this instrument as the Mayor of the City of Bayonne, the entity named in this instrument; and
- (c) signed this instrument as the act of the entity.

ANDREW J. CASALS  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires 12/28/2018



~~An Attorney At Law~~ of the State of New Jersey  
A Notary Public

# Hudson County Register 20160303010024110 6/15

RTF-1 (Rev. 7/14/10)  
MUST SUBMIT IN DUPLICATE

STATE OF NEW JERSEY  
**AFFIDAVIT OF CONSIDERATION FOR USE BY SELLER**

(Chapter 49, P.L. 1988, as amended through Chapter 33, P.L. 2008) (N.J.S.A. 46:15-5 et seq.)

**BEFORE COMPLETING THIS AFFIDAVIT, PLEASE READ THE INSTRUCTIONS ON THE REVERSE SIDE OF THIS FORM.**

STATE OF NEW JERSEY

**FOR RECORDER'S USE ONLY**

Consideration	\$	
RTF paid by Seller	\$	7200
Date	3/2/16	By

\*Use symbol "C" to indicate that fee is exclusively for county use.

COUNTY     Morris     } SS. County Municipal Code     0901      
MUNICIPALITY OF PROPERTY LOCATION     Bayonne    

**(1) PARTY OR LEGAL REPRESENTATIVE** (Instructions #3 and #4 on reverse side)

Deponent, Joseph F. Ranieri, Esq., being duly sworn according to law upon his/her oath, deposes and says that he/she is the Legal Representative of Grantor in a deed dated February 8, 2016 transferring (Grantor, Legal Representative, Corporate Officer, Officer of Title Company, Lending Institution, etc.) real property identified as Block number 1180 Lot number 1 located at Block 1180, Lot 1, Bayonne, New Jersey and annexed thereto. (Street Address, Town)

**(2) CONSIDERATION \$** 0.00 (Instructions #1 and #5 on reverse side)  no prior mortgage to which property is subject

**(3) Property transferred is Class 4A 4B 4C** (circle one). If property transferred is Class 4A, calculation in Section 3A below is required.

**(3A) REQUIRED CALCULATION OF EQUALIZED VALUATION FOR ALL CLASS 4A (COMMERCIAL) PROPERTY TRANSACTIONS:** (Instructions #5A and #7 on reverse side)  
Total Assessed Valuation + Director's Ratio = Equalized Assessed Valuation

$\$ \quad + \quad \% = \$$   
If Director's Ratio is less than 100%, the equalized valuation will be an amount greater than the assessed value. If Director's Ratio is equal to or in excess of 100%, the assessed value will be equal to the equalized valuation.

**(4) FULL EXEMPTION FROM FEE** (Instruction #8 on reverse side)  
Deponent states that this deed transaction is fully exempt from the Realty Transfer Fee imposed by C. 49, P.L. 1988, as amended through C. 60, P.L. 2004, for the following reason(s). Make reference to exemption symbol if insufficient. Explain in detail.  
(b) By or to the United States of America, this State, or any instrumentality, agency or subdivision; (d) Which confirms or corrects a deed previously recorded;

**(5) PARTIAL EXEMPTION FROM FEE** (Instruction #9 on reverse side)  
NOTE: All boxes below apply to grantor(s) only. ALL BOXES IN APPROPRIATE CATEGORY MUST BE CHECKED. Failure to do so will void claim for partial exemption. Deponent claims that this deed transaction is exempt from State portions of the Basic, Supplemental, and General Purpose Fees, as applicable, imposed by C. 178, P.L. 1975, C. 113, P.L. 2004, and C. 66, P.L. 2004 for the following reason(s):

- A. SENIOR CITIZEN Grantor(s)  62 years of age or over; (Instruction #9 on reverse side for A or B)
  - B. BLIND PERSON Grantor(s)  legally blind or;
  - DISABLED PERSON Grantor(s)  permanently and totally disabled  receiving disability payments  not gainfully employed
- Senior citizens, blind persons, or disabled persons must also meet all of the following criteria:  
 Owned and occupied by grantor(s) at time of sale.  Resident of State of New Jersey.  
 One or two-family residential premises.  Owners as joint tenants must all qualify.

\*IN CASE OF HUSBAND AND WIFE, PARTNERS IN A CIVIL UNION COUPLE, ONLY ONE GRANTOR NEED QUALIFY IF TENANTS BY THE ENTIRETY.

- C. LOW AND MODERATE INCOME HOUSING (Instruction #9 on reverse side)
  - Affordable according to H.U.D. standards.  Reserved for occupancy.
  - Meets income requirements of region.  Subject to resale controls.

**(6) NEW CONSTRUCTION** (Instructions #2, #10, #12 on reverse side)  
 Entirely new improvement.  Not previously occupied.  
 Not previously used for any purpose.  "NEW CONSTRUCTION" printed clearly at top of first page of the deed.

**(7) RELATED LEGAL ENTITIES TO LEGAL ENTITIES** (Instructions #5, #12, #14 on reverse side)  
 No prior mortgage assumed or to which property is subject at time of sale.  
 No contributions to capital by either grantor or grantee legal entity.  
 No stock or money exchanged by or between grantor or grantee legal entities.

(8) Deponent makes this Affidavit to induce county clerk or register of deeds to record the deed and accept the fee submitted herewith in accordance with the provisions of Chapter 49, P.L. 1988, as amended through Chapter 33, P.L. 2008.

Subscribed and sworn to before me this 16 day of February, 20 16

*Cathy Lawrence*  
**CATHY LAWRENCE**  
A Notary Public of New Jersey  
My Commission Expires August 5, 2018

<p><i>Joseph F. Ranieri</i> Signature of Deponent</p> <p><u>629 Parsippany Rd., Parsippany</u> Deponent Address</p> <p><u>XXX-XXX-642</u> Last three digits in Grantor's Social Security Number</p>	<p><u>The City of Bayonne</u> Grantor Name</p> <p><u>630 Avanan C, Bayonne, NJ 07002</u> Grantor Address at Time of Sale</p> <p>_____ Name/Company of Settlement Officer</p>
---	--

<b>FOR OFFICIAL USE ONLY</b>			
Instrument Number	Book	County	Page
Deed Dated <u>2/9/16</u>		Date Recorded <u>3/2/16</u>	

County recording officers shall forward one copy of each RTF-1 form when Section 3A is completed to:

STATE OF NEW JERSEY  
PO BOX 281  
TRENTON, NJ 08646-0281  
ATTENTION: REALTY TRANSFER FEE UNIT

The Director of the Division of Taxation in the Department of the Treasury has prescribed this form as required by law, and it may not be altered or amended without prior approval of the Director. For information on the Realty Transfer Fee or to print a copy of this Affidavit, visit the Division's website at [www.state.nj.us/treasury/taxation/rtf/rtfocaHaz.shtml](http://www.state.nj.us/treasury/taxation/rtf/rtfocaHaz.shtml).

# Hudson County Register 20160303010024110 7/15

A COPY OF THIS DEED  
HAS BEEN SENT TO ASSIGNEE'S OFFICE

## SCHEDULE A

Consisting of a 152.9 acre parcel identified as Block 1180, Lot 1 (formerly known as a portion of Block 404, Lot 2.01) on the tax maps of the City of Bayonne, as shown on a Map entitled, "Boundary Survey being a portion of Tax Map Lot 2.01, Block 404 Maritime District Parcel" prepared by LGA Engineering, Inc., signed by Frank J. Barlowski, P.L.S. and dated November 16, 2007, and described in metes and bounds as follows:

**BEGINNING** at an iron pin with cap set on the Southerly line of Tax Map Lot 2, Block 400 at the division line between the Proposed Maritime District Parcel and the Proposed Bayonne Local Redevelopment Authority Retained Lands Parcel. Said point also being the following four (4) courses from a point along the Northerly line of, (R.O.W. varies) Road "A-N" at the division line between Tax Map Lot 2, Block 404.05 and said Lot 2.01, Block 404. Said point along the said Northerly line of Road "A-N" having NAD83 coordinate values of: North 671,485.06, East 603,019.07; thence

- A. North 31 degrees 24 minutes 34 seconds East, a distance of 386.21 feet to a point; thence
  - B. South 67 degrees 34 minutes 23 seconds East, a distance of 272.42 feet to a point; thence
  - C. North 34 degrees 08 minutes 41 seconds East, a distance of 84.75 feet to a point; thence
  - D. South 66 degrees 34 minutes 28 seconds East, a distance of 994.58 feet to a point and place of **BEGINNING**; thence running
1. South 66 degrees 34 minutes 28 seconds East, 1,230.87 feet to a point; thence; the following eight (8) courses along the division line between Lots 1.2 and 2.01, Block 404. Said Lot 1.2 being United States Coast Guard Lands; thence
  2. South 23 degrees 41 minutes 12 seconds West, passing over an iron pin with cap found 726.30 feet from the beginning of this course and passing over a disk found 5.00 feet from the terminus of this course, a distance of 926.31 feet to a P.K. nail with disk found; thence
  3. South 66 degrees 18 minutes 48 seconds East, a distance of 900.32 feet to a P.K. nail with disk found; thence
  4. North 23 degrees 41 minutes 12 seconds East, a distance of 203.80 feet to a disk found; thence
  5. South 66 degrees 18 minutes 48 seconds East, a distance of 404.28 feet to a disk found; thence
  6. North 23 degrees 41 minutes 12 seconds East, passing over a drill hole found in concrete 103.0 feet from the beginning of this course, a distance of 106.67 feet to a point; thence

**Hudson County Register 20160303010024110 8/15**

7. North 67 degrees 41 minutes 12 seconds East, a distance of 103.71 feet to a point; thence
8. South 66 degrees 48 minutes 48 seconds East, a distance of 19.73 feet to a point; thence
9. North 23 degrees 41 minutes 12 seconds East, a distance of 505.95 feet to a point; thence
10. South 64 degrees 05 minutes 23 seconds East, a distance of 1,596.77 feet along the division line between Tax Map Lot 3, Block 398 and Tax Map Lot 2.01, Block 404 to a point; thence
11. South 60 degrees 02 minutes 37 seconds East, a distance of 1,691.21 feet continuing along the said division line to a point at the division line between Tax Map Lot 2.01 and Tax Map Lot 2.11, Block 404; thence
12. South 23 degrees 36 minutes 44 seconds West, passing over a drill hole found in concrete 553.00 feet from the beginning of this course and passing over a P.K. nail with disk found 100.0 feet from the terminus of this course, a distance of 1,134.90 feet to a point; thence
13. North 66 degrees 16 minutes 12 seconds West, passing over a P.K. nail with disk found 575.0 feet from the beginning of this course and passing over a P.K. nail with disk found 250.0 feet from the terminus of this course, a distance of 1,529.36 feet to a point; thence
14. North 66 degrees 18 minutes 41 seconds West, passing over a P.K. nail with disk found 400.0 feet from the beginning of this course, a distance of 1,125.42 feet to a P.K. nail with disk found; thence
15. North 66 degrees 12 minutes 45 seconds West, a distance of 33.97 feet to a point in the division line between Proposed Maritime District Parcel and Proposed P.S.E. & G. Substation Parcel; thence the following (3) three courses along the said division line
16. North 23 degrees 47 minutes 09 seconds East, a distance of 200.00 feet to a point; thence
17. North 66 degrees 12 minutes 45 seconds West, a distance of 200.00 feet to a point; thence
18. South 23 degrees 47 minutes 09 seconds West, a distance of 200.00 feet to a point; thence
19. North 66 degrees 12 minutes 45 seconds West, a distance of 1,166.07 feet to a P.K. nail with disk found; thence
20. North 35 degrees 56 minutes 49 seconds West, a distance of 104.59 feet to a P.K. nail with disk found; thence
21. North 63 degrees 20 minutes 56 seconds West, a distance of 1,899.23 feet to an iron pin with cap set at the division line between the Proposed Maritime District Parcel and the Proposed Bayonne Local Redevelopment Authority Retained Lands Parcel; thence the following two (2) courses along the said division line.
22. North 24 degrees 16 minutes 53 seconds East, a distance of 670.11 feet to an iron pin with cap set; thence

## Hudson County Register 20160303010024110 9/15

23. North 36 degrees 08 minutes 15 seconds East, a distance of 600.35 feet to the point or place of BEGINNING.

Containing 6,658,297 Square Feet = 152.9 acres.

The above described property is subject to any and all easements and/or restrictions of record.

The above description was written in accordance with a map entitled "Boundary Survey Being Portion Of Tax Map Lot 2.01, Block 404 Maritime District Parcel Situated In City Of Bayonne, Hudson County, New Jersey", prepared by LGA Engineering, Inc., dated November 16, 2007 and being revised on November 27, 2007.

Together with: (i) a temporary and defeasible right of ingress and egress over certain of Grantor's adjacent properties (the "*Temporary Roadway Access Easement*"), more particularly described in *Attachment 1* hereto; and

Subject to the following:

### Restrictions on Grantee's Use of the Maritime District Property:

- (a) To the extent otherwise permitted by law, all or a portion of Block 1180, Lot 1 on the tax map of the City of Bayonne (the "City") in the Maritime District (the "**Maritime District Property**") may be developed and operated for the following principal uses: (i) residential (but only with the consent of the Port Authority of New York and New Jersey the ("PANYNJ" or "**Port Authority**"), (ii) retail (but only with the consent of the PANYNJ), (iii) commercial, (iv) light industrial, (v) warehouses, (vi) trucking terminals, and (vii) motor vehicle storage or parking and for the following accessory uses: (A) offices, (B) fences and walls, (C) signs, (D) outside cargo storage, and (E) and such other accessory uses customarily incidental to a principal use listed in Section 1(a)(i) through (vii) (the "**Low Impact Uses**") provided that for so long as the Maritime District Property remains subject to the "Grant of Conservation Restriction Easement" recorded therein, such use, subject to these restrictions, must also be a "port use" as defined in Section b. (the "**Maritime District Deed Restriction**") of such "Grant of Conservation Restriction Easement" and N.J.A.C. 7:7E-7.9 (a "Port Use").
- (b) Within a 1,000 foot radius of the north east corner of Block 803, Lot 1 (hereinafter known as the "**Low Impact Zone**") as shown on Exhibit A the Maritime District Property may only be developed and operated as a Low Impact Use subject to the following restrictions:
- (i) Maximum Height of All Structures: 50 feet; and
  - (ii) Building and Outdoor Storage Setback: 50 feet from southern boundary of Maritime District Property.

Within a 500 feet of the northern boundary of Block 830, Lot 1 as shown on Exhibit A the Maritime District Property may only be developed and operated subject to the following restrictions:



## Hudson County Register 20160303010024110 10/15

- (i) Maximum Height of All Structures: 50 feet; and
  - (ii) Building and Outdoor Storage Setback: 50 feet from southern boundary of Maritime District Property.
- (c) In addition to the Low Impact Uses, the portion of the Maritime District Property outside the Low Impact Zone may be developed and operated for any use not prohibited or restricted below, provided that, for so long as the Maritime District Property remains subject to the Maritime District Deed Restriction recorded therein, such use, subject to the prohibitions and restrictions below, must also be a Port Use.
- (d) Neither the Maritime District Property nor any portion thereof, shall be devoted to the primary use, occupancy or development thereof, as:
- (i) A facility for the loading and unloading of containerized cargo at the dock from vessels, including the operation of rail mounted gantry cranes and other land based heavy equipment for the principal purpose of loading and unloading containerized cargo (a "Container Facility") and rail for the principal purpose of transporting containerized cargo to/from such Container Facility ("Rail" and together with a Container Facility, a "Container Port"), provided, however, that the following shall be permitted in perpetuity: (A) the loading and unloading of containerized cargo from vessels whose primary cargo is not containerized cargo shall be permitted if such cargo movement is in conjunction with, incidental to, or conducted contemporaneously with, the loading and unloading of permitted cargo, (B) the use of land based cranes for the loading and unloading of such containerized cargo and truck and rail operations for the transport of such containerized cargo, shall be allowed, but only to the extent that such cranes are not fixed in position or rail mounted and that the final daily point of rest of such cranes does not create a visual obstruction to the areas west of the Coast Guard property, and (C) the use of automated mobile stacking cranes for the movement and/or loading and unloading of containerized cargo to/from trucks shall be allowed.

If the Port Authority acquires the Maritime District Property or if the Port Authority consents to use of the Maritime District Property as a Container Port, the prohibition against a Container Port shall expire on January 1, 2044. If the Maritime District Property is not acquired by the Port Authority or if the Port Authority does not consent to use of the Maritime District Property as a Container Port, the prohibition against a Container Port use shall continue beyond January 1, 2044 until either the Port Authority acquires the Maritime District Property or consents to such use.

Notwithstanding the above, if the Port Authority owns the Maritime District Property or if the Port Authority consents to the planning, design and construction of a Container Port, the planning, design and construction (but not operation) of a Container Port may commence as of January 1, 2034.

**Hudson County Register 20160303010024110 11/15**

- (ii) A waste transfer or waste storage facility (except as may be reasonably necessary to support the Grantee's operations);
- (iii) A solid waste landfill;
- (iv) A facility for the storage or processing of live or dead animals;
- (v) A military use (except (A) as may be necessary if requested or directed by the U.S. Government because of war, an act of terrorism, the threat of an act of terrorism, or some other national security threat and (B) this restriction shall not apply to munitions handled in the ordinary course of operating a maritime use);
- (vi) A penal facility;
- (vii) A firework manufacturing or storage facility;
- (viii) A sewage treatment plant;
- (ix) An LNG facility except as set forth below;
- (x) A facility for the storage, transport or treatment of Hazardous Substances (except as may be reasonably necessary to support the Grantee's operations);
- (xi) A facility for the storage or transport of flammable gas, bulk oil, bulk fuel or bulk or volatile chemicals (except as may be necessary to support the Grantee's operations);
- (xii) A facility for the recycling of waste or scrap materials; or
- (xiii) A fish market.

Notwithstanding the above, a small or mid-scale LNG Marine Bunkering facility and related LNG infrastructure (herein the "Marine Bunkering Facility"), may be constructed and operated on the Maritime District Property principally to support any future LNG ship fueling operation by barge and, in addition to such principal use, ancillary (i.e., subordinate to the principal LNG ship fueling operation) domestic fueling operations (i.e., ancillary domestic fueling operations may include fueling for facilities or equipment owned or operated by the Maritime District Owner and its affiliates but may not include retail sales to the public) provided that, unless the owners of Block 803, Lot 1 and Block 815, Lot 1 and a portion of Block 830, Lot 1 (to be identified by new block and lot numbers once subdivided) on the tax map of the City (the "Block 803/815/830 Owners") approves an alternative location or alternative standards, which approval shall be at the sole and absolute discretion of Block 803/815/830 owners, such facilities (W) shall be located in the eastern portion of the Maritime District Property as identified on Exhibit A attached hereto, (X) shall have a maximum liquefaction capacity of 480,000 gallons per day, (Y) shall have a maximum height of 70 feet, and (Z) shall not include storage tanks in excess of 600,000 gallons per tank, which tanks shall be horizontal to the ground. With respect to the Marine Bunkering Facility, the Port Authority shall be provided with notice of any intent to plan, design and/or construct the Marine Bunkering Facility and all relevant documents setting

## Hudson County Register 20160303010024110 12/15

forth the proposed size, scope, and location of the Marine Bunkering Facility, including but not limited to preliminary and final site plans. Such notice shall be provided to the Port Authority in sufficient time to ensure that the Port Authority has a meaningful opportunity to determine whether the Marine Bunkering Facility has a material adverse impact on the Port Authority's interests and to provide comments with respect thereto. In no event shall such notice to the Port Authority be provided later than 120 days prior to the earliest of the following events: (i) the submission of a preliminary or final site plan application to the City Planning Board; (ii) the execution of a redevelopment agreement (or amendment to a redevelopment agreement) between the City and the owner of the Maritime District Property that addresses the Marine Bunkering Facility; or (iii) the execution of any agreement between the owner of the Maritime District Property and any third-party to build, operate, or finance the Marine Bunkering Facility.

- (e) The entire Maritime District Property shall be subject to the following restrictions:
- (i) Other than emergency access, all truck access shall be across the Maritime District Property and Block 1190 on the tax map of the City;
  - (ii) Ambient noise shall not exceed 65 dBA during daytime hours and 50 dBA during nighttime operations near the adjacent residential units located on Blocks 803, 815 and 830 on the tax map of the City ("Adjacent Property");
  - (iii) Land uses on the Maritime District Property shall not cause foreign materials to be deposited within the Adjacent Property, including paint, dust, debris (e.g. paper, trash, etc.), ash, and other particulates; and
  - (iv) Lighting emanating from the Maritime District Property shall be designed in such a manner that the source of the illumination (e.g., bulb or filament) source shall be shielded from the Adjacent Property.

Except as expressly set forth above, any other revisions to permitted or restricted uses on the Maritime District Property shall require the express written consent of the Port Authority.

If the Port Authority acquires the Maritime District Property, subject to the prohibition against a Container Facility or Container Port as set forth in paragraph 1(d) above and other restrictions applicable to the Port Authority as set forth in the April \_\_, 2015 "ROADWAY/RAIL, PROPERTY BUFFER AND PROPERTY USE AGREEMENT By and Between THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY and BAYONNE BAY DEVELOPERS LLC and THE CITY OF BAYONNE", and the December 22, 2014 "SETTLEMENT AGREEMENT AND RELEASE among BAYONNE RESIDENTIAL LIMITED PARTNERSHIP, BAYONNE RESIDENTIAL URBAN RENEWAL, LLC, THE CITY OF BAYONNE, and THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY", the restrictions set forth above shall not apply to the Port Authority.

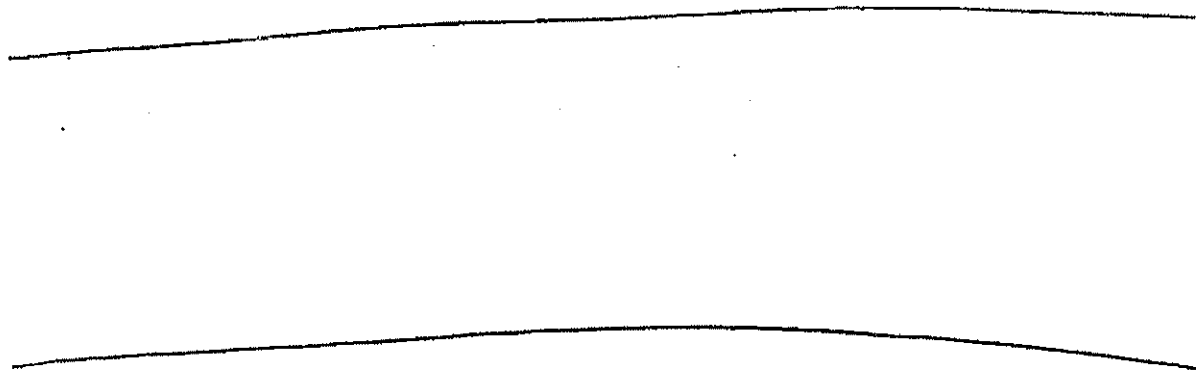
**[THE BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK]**

**Hudson County Register 20160303010024110 13/15**

**ATTACHMENT 1**

**Temporary Roadway Access Easement**

As described in "Temporary Access Easement Agreement" dated September 2, 2008,  
recorded in the Office of the Hudson County Register in Book 8635, at Pg. 201 *et seq.*



Hudson County Register 20160303010024110 14/15

O-15-47  
12/16/18

**ORDINANCE OF THE CITY OF BAYONNE, COUNTY OF HUDSON, NEW JERSEY APPROVING AND AUTHORIZING THE EXECUTION OF AN AMENDED AND RESTATED DEED TO BAYONNE AUTO TERMINAL, LLC FOR PROPERTY KNOWN AS BLOCK 1180, LOT 1 LOCATED IN THE MARITIME DISTRICT OF THE PENINSULA, IN THE CITY OF BAYONNE**

**WHEREAS**, pursuant to N.J.S.A. 40A:12-13, the City of Bayonne, in the County of Hudson, New Jersey (the "City"), a public body corporate and politic of the State of New Jersey (the "State"), is authorized to sell any real property, capital improvement or personal property, or interests therein, not needed for public use; and

**WHEREAS**, the Municipal Council of the City of Bayonne in its capacity as the redevelopment entity (the "Municipal Council") for the City is responsible for implementing redevelopment plans and carrying out redevelopment projects pursuant to the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq. (the "Redevelopment Law"); and

**WHEREAS**, the Bayonne Auto Terminal, LLC, is the owner in fee simple of certain tracts of real property situate on the former Bayonne Military Ocean Terminal (the "Peninsula") in the City of Bayonne, County of Hudson and State of New Jersey, currently known as Block 1180 Lot 1 (the "Property"), which was previously conveyed by Deed from the Bayonne Local Redevelopment Authority ("BLRA") to Bayonne Auto Terminal, LLC, which Deed was dated April 1, 2009 and recorded with the Hudson County Register 20090402010023430 as Book 8656, Page 912 (the "Original Deed"); and

**WHEREAS**, Bayonne Auto Terminal, LLC purchased the Property in accordance with a Redevelopment Agreement between the BLRA and Ports America, LLC, whose interests were subsequently transferred to Bayonne Auto Terminal, LLC, as Redeveloper of the Property; and

**WHEREAS**, by Ordinance No. O-13-22, adopted on August 14, 2013, the City dissolved the BLRA pursuant to the Local Fiscal Control Law, N.J.S.A. 40:51-20, and became, as a matter of law, the successor-in-interest of all properties owned by the BLRA as of the date of the dissolution, including without limitation, all properties located on the Peninsula owned by BLRA as of such date; and

**WHEREAS**, the City has determined to act as the "redevelopment entity" for property located on the Peninsula, including the Property; and

**WHEREAS**, pursuant to the Redevelopment Plan for the Peninsula and redevelopment agreements with various redevelopers of property on the Peninsula, the uses permitted on the Property will be restricted in order to limit or prohibit uses that are incompatible with the residential, retail and lifestyle development permitted within other nearby districts of the Peninsula; and

Hudson County Register 20160303010024110 15/15

**WHEREAS**, the Municipal Council of the City of Bayonne agrees that an Amended and Restated Deed containing restrictions for use of the Property, is necessary in order to effectuate the terms of the redevelopment agreements with the redevelopers of the Peninsula and in accordance with the Redevelopment Plan in place for same.

**NOW THEREFORE, BE IT ORDAINED BY THE MUNICIPAL COUNCIL OF THE CITY OF BAYONNE, NEW JERSEY AS FOLLOWS:**

**Section 1.** The aforementioned recitals are incorporated herein as though fully set forth at length.

**Section 2.** The proposed form of Amended and Restated Deed by and between the City of Bayonne, as successor in interest to the Bayonne Redevelopment Agency, and Bayonne Auto Terminal, LLC, a Delaware corporation authorized to do business in the State of New Jersey, is hereby approved.

**Section 3.** The Mayor is hereby authorized to execute the Amended and Restated Deed by and between the City of Bayonne and Bayonne Auto Terminal, LLC on behalf of the City of Bayonne, which shall be duly recorded with the Hudson County Register upon full execution.

**Section 4.** If any part of this Ordinance shall be deemed invalid, such parts shall be severed and the invalidity thereby shall not affect the remaining parts of this Ordinance.

**Section 5.** A copy of this Ordinance and the Amended and Restated Deed by and between the City of Bayonne and Bayonne Auto Terminal, LLC shall be available for public inspection at the office of the City Clerk during regular business hours.

**Section 6.** This Ordinance shall take effect upon the passage and publication in accordance with the applicable law.

I, ROBERT F. SLOAN, City Clerk of the City of Bayonne, in the County of Hudson and State of New Jersey, DO HEREBY CERTIFY that the foregoing is a true copy of an ordinance passed by the Municipal Council of the City of Bayonne at a meeting held December 16, 2015 as the same is taken from and compared with the original now remaining on file and of record in my office.

IN WITNESS WHEREOF, I have set my hand and affixed the corporate seal of the City of Bayonne, this 12<sup>th</sup> day of February, 2016.



Robert F. Sloan  
City Clerk

FILED  
20160303010024110  
03/03/2016 11:48:44 AM  
DEED  
NUMBER OF PAGES : 15  
ACALLIPART