

**RESOLUTION OF THE TOWNSHIP COUNCIL OF THE TOWNSHIP OF MOUNT OLIVE AUTHORIZING AN AMENDED DEVELOPER'S AGREEMENT TO THE DEVELOPER'S AGREEMENT BETWEEN TOLL BROTHERS, INC. AND TOLL NJ II, L.P. IN THE TOWNSHIP OF MOUNT OLIVE RELATIVE TO MORRIS CHASE AND MORRIS HUNT**

WHEREAS, the Administration has been in intense negotiations with representatives of Toll Brothers during the last two weeks relative to matters involving the water franchise which the Township is prepared to grant to Toll Brothers and the issue as to how, when, and under what circumstances there will be an interconnection between the Gold Mine water system and the water storage facility which has been constructed by Toll Brothers and which the Township needs to utilize in connection with issues arising out of the Gold Mine system which is, of course, owned by the Township; and

WHEREAS, the parties held a conference on July 8, 2008 and since that time the Township attorney and the attorney for Toll Brothers have been working diligently to draw an Amended Developer's Agreement to set forth terms and conditions which will be satisfactory to both parties and at the same time recognize certain existing obligations of Toll Brothers and the Township; and

WHEREAS, Toll Brothers has indicated its approval of Draft #3 dated July 11, 2008 of the Amended Developer's Agreement prepared by the Township attorney and reviewed by Mr. Kobert on behalf of Toll Brothers; and

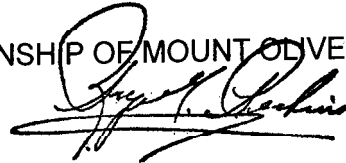
WHEREAS, this Agreement, among other provisions, specifically provides that Toll Brothers will install the line that shall connect the Gold Mine water system to the Toll Brothers' water system by December 31, 2008, and the Agreement further provides that there can be joint utilization of the water storage facility; that each party has sufficient water allocation to service its respective needs, i.e., Morris Chase and Morris Hunt for Toll Brothers, and the Gold Mine water system for the Township, and that neither party shall interfere with the other's rights to

provide water service to satisfy the needs of its interests, and very specifically, the Township will not interfere with the right of Toll Brothers to utilize its amended water allocation permits to fully provide for the needs of the development that it is about to undertake; and

WHEREAS, this Amended Developer's Agreement has been recommended by the Township attorney; has been reviewed and approved by the Township engineer;

NOW, THEREFORE, BE IT RESOLVED by the Township Council of the Township of Mount Olive that it does hereby authorize the aforementioned Amended Developer's Agreement and does further authorize the Mayor and Township Clerk to execute same.

TOWNSHIP OF MOUNT OLIVE



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I hereby certify the above to be a true copy of a resolution passed by Mount Olive Township Council at a duly convened meeting held on July 22, 2008.



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LISA M. LASHWAY  
Mount Olive Township Municipal Clerk