

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

---

*TITLE:*

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING A THIRD AMENDMENT TO THE LEASE AGREEMENT BY AND BETWEEN THE MORRIS COUNTY IMPROVEMENT AUTHORITY AND MORRIS VIEW MANAGEMENT CO, LLC D/B/A MORRIS VIEW HEALTHCARE CENTER**

**WHEREAS**, pursuant to a certain Lease Agreement dated as of July 27, 2017 (the "**County Lease**"), by and among the Morris County Improvement Authority (the "**Lessor**" or "**Authority**") and the County of Morris (the "**County**"), the Authority as Lessor acquired possession of certain premises, all as depicted on Exhibit "A" to the County Lease (the "**County Facility**"), from the County, and possession of certain other assets including furniture, fixtures, equipment and inventory, from the County; and

**WHEREAS**, the Authority issued a Request for Proposals (the "**RFP**"), pursuant to which Morris View Management Co., LLC D/B/A Morris View Healthcare Center (the "**Lessee**" and together with the Authority as Lessor, the "**Parties**") provided its Response (the "**Response**") thereto; and

**WHEREAS**, the Authority accepted the Response from the Lessee, and, pursuant to Authority Resolution No. 17-28, dated June 28, 2017, agreed to sublease the Lease Premises and the Equipment (each as defined in the hereinafter defined Original Lease Agreement) to the Lessee and transfer the business (all collectively referred to in the Original Lease Agreement as the "**Facility**") in accordance with the Original Lease Agreement; and

**WHEREAS**, the Authority, as Lessor, and the Lessee subsequently entered into the Lease Agreement dated as of July 27, 2017 (the "**Original Lease Agreement**"); and

**WHEREAS**, subsequent thereto, the Parties entered into a First Amendment to the Original Lease Agreement on December 16, 2020 (the "**First Amendment**"), which contemplated certain improvements to the Facility, including a Nurse Call Bell System, an outdoor canopy, construction of tub and shower rooms, made provisions for Lessee Medicaid screening reimbursement shortfalls, the apportionment of utility costs upon the completion of certain HVAC work, deferred Rent given the ongoing COVID-19 pandemic, conveyed certain monetary receivables not addressed in the Original Lease Agreement and addressed the issue of additional Lease optional renewals, all as set forth in the First Amendment; and

**WHEREAS**, pursuant to the First Amendment, the Lessee agreed to install a canopy outside the Facility (the "**Canopy**") for fire and safety reasons, and the Lessor agreed to pay up to \$105,000 towards the costs of the Canopy and to construct and renovate four (4) tub and shower rooms at the Facility (the "**Tub and Shower Rooms**") using designated specifications and the

Lessor agreed to reimburse the Lessee up to \$300,000 towards the costs of the Tub and Shower Rooms; and

**WHEREAS**, subsequent thereto, the Parties entered into a Second Amendment to the Original Lease Agreement (the “**Second Amendment**”), wherein, the Parties agreed to certain additional reimbursements for the Canopy and Tub and Shower Rooms; and

**WHEREAS**, the Parties now wish to redefine the Lease Premises, with Lessee leasing the space more particularly described on Schedule A to the hereinafter defined Third Amendment, which redefined Lease Premises does not constitute more than 50% of the usable space of the County Facility; and

**WHEREAS**, pursuant to Section 23.01 of the Original Lease Agreement, the Original Lease Agreement may be amended in writing and signed by the Parties; and

**WHEREAS**, on the basis of the foregoing Recitals, the Parties now wish to enter into a Third Amendment to Lease Agreement (the “**Third Amendment**”), in substantially the form appended hereto as Exhibit A, to memorialize the redefined Lease Premises.

**NOW THEREFORE BE IT RESOLVED by the Board of Commissioners of the Authority, as follows:**

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

**Section 2.** The Third Amendment is hereby approved. The Chairperson of the Authority (including such officer’s designees, each an “**Authorized Officer**”), is hereby authorized and directed, in consultation with counsel to the Authority, to execute and deliver the Third Amendment in the form set forth in Exhibit A attached hereto, with such additions, modifications or deletions recommended by counsel to the Authority and agreed by the Parties. The Authorized Officer’s signature on the Third Amendment, shall conclusively evidence the Authority’s approval of such Third Amendment in the form as executed.

**Section 3.** The Secretary of the Authority is hereby authorized to attest to the execution of the Third Amendment and affix the Authority seal onto same.

**Section 4.** Each Authorized Officer of the Authority is hereby authorized to take all action deemed necessary, useful or convenient in connection with the foregoing and in furtherance of the Third Amendment.

**Section 5.** Subject to the third sentence of this section, this resolution shall take effect immediately. In accordance with N.J.S.A. 40:37A-50, the Secretary of the Authority is hereby authorized and directed to submit to each member of the Board of County Commissioners, by the end of the fifth business day following this meeting, a copy of the minutes of this meeting. The Secretary is hereby further authorized and directed to obtain from the Clerk of the Board of County Commissioners of the County a certification from the Clerk stating that the minutes of this meeting have not been vetoed by the Director of the Board of County Commissioners.

[Remainder of page intentionally left blank.]

**MOVED/SECONDED:**

Resolution moved by Commissioner \_\_\_\_\_.

Resolution seconded by Commissioner \_\_\_\_\_.

**VOTE:**

<b>Commissioner</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>	<b>Absent</b>
Gallop				
Bauer				
Ramirez				
Sandman				
Leary				

This Resolution was acted upon at the Regular Meeting of the Authority held on March 15, 2023 at the Authority’s principal corporate office in Morristown, New Jersey.

Attested to this 15th day of March, 2023

By: \_\_\_\_\_  
Secretary of the Authority

**FORM and LEGALITY:**

This Resolution is approved as to form and legality as of March 15, 2023.

By: \_\_\_\_\_  
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC  
Counsel to the Authority  
Resolution No. 23-11

**Exhibit A**

**Form of Third Amendment**