

Redevelopment Plan for a Portion of Block 46, Lot 8.01

311 Pennington-Rocky Hill Road
Township of Hopewell, New Jersey

September 17, 2021



Formerly Bristol-Meyers Squibb

Prepared in Consultation with Banisch Associates, Inc.

The original document was appropriately signed and sealed on March 30, 2021 in accordance with Chapter 41 of Title 13 of the State Board of Professional Planners.



A handwritten signature in blue ink that reads "Banisch 9.16.21". Below the signature is a horizontal line.

Francis J. Banisch III, PP, AICP

Professional Planner License No. 1686

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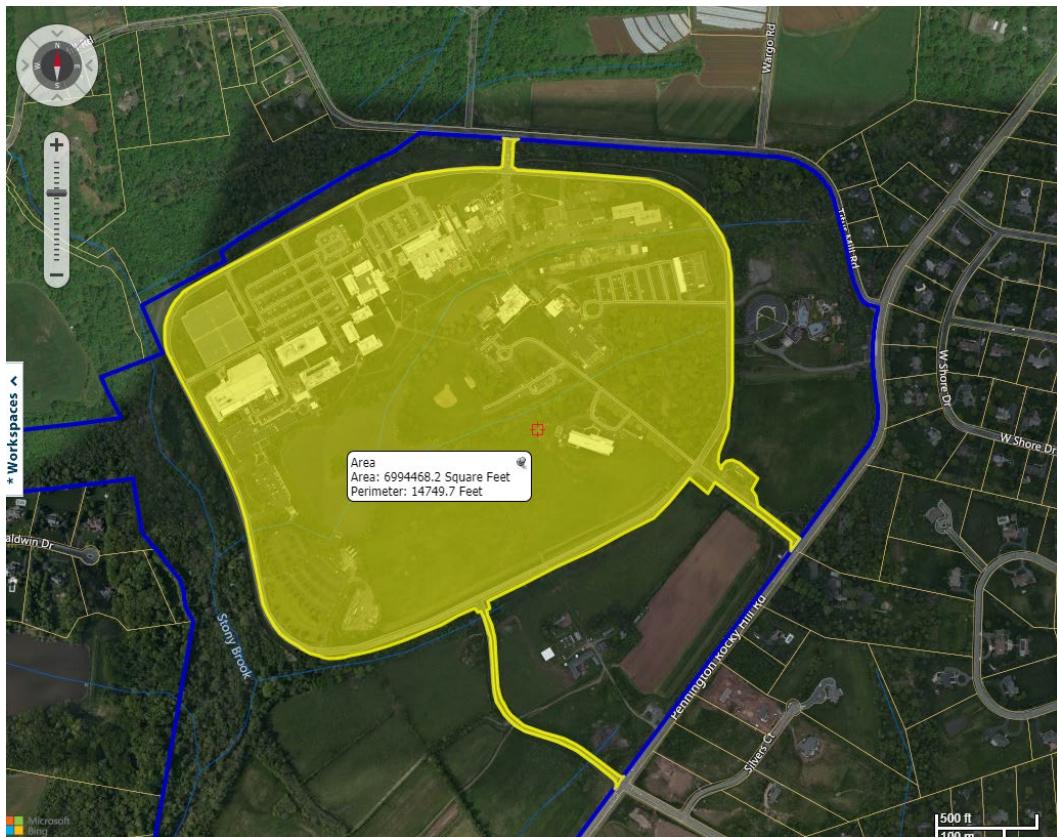
I INTRODUCTION

I.A Statutory Basis for the Redevelopment Plan

This Redevelopment Plan has been prepared for a portion of Block 46, Lot 8.01 (“Redevelopment Area A”) within the Township of Hopewell (“Township”) in Mercer County, New Jersey.

Redevelopment Area A is located in the east-central portion of the Township on a portion of Block 46, Lot 8.01 situated along Pennington-Rocky Hill Road, to the north of the Borough of Pennington. Redevelopment Area A is comprised of the portion of Lot 8.01 that is bounded by an existing internal circulation ring road (“ring road”) that contains previously constructed improvements and vacant lands; the area of the ring road; and the area of existing access drives from the ring road to public roadways. The previously constructed improvements consist of 33 buildings with a combined floor area of 1.14 million square feet, all of which were formerly utilized as the Bristol-Myers Squibb (“BMS”) research and development campus. The balance of the subject Lot 8.01, along the southern and eastern portions of the site consist of agricultural and open space lands. According to the official tax maps of the Township, Block 46, Lot 8.01, otherwise known as 311 Pennington-Rocky Hill Road, contains a total of $433\pm$ acres. Redevelopment Area A, defined herein as the area within the ring road, the area of the ring road, and the extension of the ring road at its three existing access points to public roads, and contained within the portion of Lot 8.01, comprises $160.6\pm$ acres, or approximately 37% of the total lot area. The boundary of Redevelopment Area A is highlighted in Figure 1.

Figure 1: Boundaries of Redevelopment Areas A



Portion of Block 46, Lot 8.01 (Blue Border) with Redevelopment Area A in Yellow

On March 2, 2020 the Township Committee by Resolution No. 20-102 authorized the Planning Board to conduct an investigation of the area in order to determine whether the subject property met the requirements for designation as a non-condemnation “area in need of redevelopment” as established under N.J.S.A. 40A:12A, to be undertaken by the Township’s consulting planners, Banisch Associates, Inc. On May 28, 2020, the Planning Board held a public hearing on the study which was entitled “Preliminary Investigation Report for Designation of a Non-Condemnation Area in Need of Redevelopment, Block 46, Lot 8.01, Hopewell Township, Mercer County, New Jersey,” signed and sealed by Francis J. Banisch III, AICIP/PP, of Banisch Associates, Inc. The Planning Board subsequently determined, based on the results of the investigation, that the study area qualified as an area in need of redevelopment and made a formal recommendation to the Township Committee to so designate the area in a resolution adopted at a meeting on June 25, 2020. On July 20, 2020, the Township Committee adopted Resolution No. 20-267 designating the study area as an area in need of redevelopment.

I.B Description of Redevelopment Area Boundaries

The former BMS campus is divided into two parts. The entire lot is bounded generally by Pennington-Rocky Hill Road to the east; the Stony Brook to the south and west; and Titus Mill Road to the north. Redevelopment Area A, the subject of this redevelopment plan, is located within the central portion of Lot 8.01 and is defined as the area within the ring road, the area of the ring road, and the extension of the ring road at its three existing access points to public roads. Redevelopment Area A also includes the improved portion on the northern access road extending to Pennington Rocky Hill Road that encompasses the existing guard house and controlled entry point to the developed campus within the ring road.

Redevelopment Area B constitutes the area outside the ring road, or more specifically the balance of the current tract identified as Block 46, Lot 8.01 outside of the area herein defined as Redevelopment Area A. Redevelopment Area B is not the subject of this redevelopment plan. However, prior approvals granted on the subject property tie the preservation of lands outside the ring road to phased development previously contemplated within the ring road (now defined as Redevelopment Area A).

While the subject of this Redevelopment Plan focuses on Area A, the phased preservation of lands within Area B remain a critical component of this Redevelopment Plan as further described herein.

With regards to surrounding land uses, open space and agricultural lands are generally located to the north and northwest of Redevelopment Area A, with a significant portion of the preserved open space maintained by the Watershed Institute. Single-family residences and agricultural lands are located to the east across Pennington-Rocky Hill Road. Single-family residences are also located to the south across the Stony Brook and King George Road. Agricultural uses and single-family residences are located to the west across the Stony Brook. Principal access to Redevelopment Area A is provided via two access drives along Pennington-Rocky Hill Road and one access drive along Titus Mill Road.

I.C Site History and Existing Land Use

Redevelopment Area A formerly served as Bristol-Myers Squibb's research and development ("R&D") campus, including 1.14 million square feet of development located in the northern portion of the site. The campus was developed with a network of interconnected facilities with a central power plant and wastewater treatment facilities. Existing development on the site includes 500,000 square feet of R&D space; a 60,000 square foot biology research lab; a 58,000-square foot biologic manufacturing practices building; a 160,000-square foot data center; and 300,000 square feet of general office space. This development is located within a perimeter ring road that encircles the developed portion of the site and establishes the boundary of the developable lands with the Redevelopment Area A. Active agricultural uses, including some areas with preservation easements, are located on 190 acres outside of the ring road to the south, east, and west of the developed area. An additional 70 acres are undeveloped as part of the Stony Brook flood plain.

Prior to its use by BMS, the Redevelopment Area served as the site of the Mobil Research and Development Corporation. Mobil received GDP approval from the Township of Hopewell in 1990 to allow a total build out of 2.8 million square feet of research and office space, with a vesting period through 2012. After Mobil vacated the site in 1995, BMS acquired the property in 1997. In 2005, before the expiration of the GDP vesting period, BMS applied for and received new GDP approval to permit the same 2.8 million square feet of office space, for a maximum floor area ratio of 15% on the site. The new GDP approval was memorialized by Resolution 05-067 on December 15, 2005. Nearly all development was proposed to be clustered inside the existing ring road to create a compact development plan in a different arrangement than was previously approved for Mobil. The GDP approval involved a voluntary preservation plan for the farmland on site, for which an easement would be dedicated in phases, triggered by construction of additional commercial square feet on the site. At the time of the 2005 GDP approval, the Redevelopment Area was improved with approximately 970,000 square feet of research, laboratory, office, and accessory uses.

Approximately 170,000 square feet of additional space has been constructed since then, bringing the current development total to 1.14 million square feet. The phased plans for farmland preservation were itemized in Exhibit A attached to Resolution 05-067. A copy of Resolution 05-067, with the referenced exhibits is enclosed in this Redevelopment Plan as Appendix A.

In 2016, BMS announced plans to close their Hopewell campus as part of a company-wide restructuring of office space and began subleasing portions of the Redevelopment Area to other uses, indicating a shift from the prior model of a single-user campus as envisioned in the 2005 GDP. In July 2017, the Township of Hopewell initially reached a Settlement Agreement with Fair Share Housing Center to address their affordable housing obligation, followed by the initial adoption of the Third Round Housing Element and Fair Share Plan ("HEFSP") in November 2017. In light of BMS's plan to vacate and sell their campus, the Township and Fair Share Housing Center agreed that the Township would amend the RO-1 Zoning District to permit inclusionary residential development so as to provide a realistic opportunity for the creation of 50 units of affordable housing. The Township's Land Use and Development Ordinance was amended in 2018 to permit inclusionary residential development in the RO-1 Zone at a meeting of the Township Committee held on April 9, 2018. The Settlement Agreement and HEFSP were both subsequently amended in 2019 to further address the Township's housing obligation while continuing to propose 50 units at the BMS site. The Township was granted Final Judgment of Compliance and Repose on their Amended Settlement Agreement and Amended HEFSP in September of 2019.

In furtherance of efforts to help facilitate the adaptive reuse of the campus, the Township amended the Land Use and Development Ordinance (Section 17-168) in June 2020 (Ordinance No. 19-1716) for the RO-1, Research/Office Districts, to allow the permitted principal uses and the permitted conditional uses contained within the ordinance to be operated by one or more tenant occupants or by one or more owners on the property.

The subject property was sold in June 2020 after BMS had fully vacated the premises. As described in the previous section, the site was found to be an area in need of redevelopment in July 2020 in accordance with N.J.S.A. 40A:12A-5b due to the discontinuance of its prior use.

I.D Property Reference for Redevelopment Plan Purposes

The current property, identified on the Hopewell Township Tax Maps as Block 46, 8.01, contains 432.698 acres, as recorded on the current survey on file for the property. With the revisioning of the property through the Redevelopment Process, in accordance with N.J.S.A. 40A:12A-5b, and the recent revisions to the Research Office (RO) District that permits multiple ownership and future subdivision of the subject property, the area of the property or tract is anticipated to be altered with the advancement of the Redevelopment Plan.

For the purposes of preserving critical controls for open space preservation and lot coverage references, and retaining consistency with prior township approvals, the area of the subject property in its current configuration of 432.698 acres is hereby established as the "Tract Boundary" for the purposes of defining the total land area as it relates to bulk standards established within this Redevelopment Plan.

II PLAN VISION AND OBJECTIVES

II.A Redevelopment Plan Goals and Objectives

This Redevelopment Plan provides a framework for the redevelopment of a portion of the former BMS campus (Redevelopment Area A) as a mixed-use environment principally consisting of research and development; fabrication and assembly of pharmaceutical, scientific and high-tech equipment; office; and agriculture, all of which shall offer opportunities for multiple property owners and a variety of tenants. The Redevelopment Plan sets forth standards and guidelines for land use, bulk, parking and design. Some Plan elements are fixed while other standards are flexible and are to be used as guidelines for ensuring that development meets the Plan's goals and objectives described below.

The specific goals and objectives of the Redevelopment Plan are as follows:

- To continue the utilization of viable portions of the campus for research, development and office uses that have historically been productive on the site.
- To expand permitted uses to encourage opportunities in life sciences, commercial pharmaceutical manufacturing, and similar fields.
- To encourage the use of automated processes within the permitted uses dedicated to life sciences, commercial pharmaceutical manufacturing, and similar fields.
- To introduce new commercial uses in a manner that will be sensitive to the existing environmental context and surrounding uses.
- To continue the preservation of farmland and environmentally sensitive areas.
- To provide for an appropriate redevelopment scheme that will replace what has historically been a significant property tax revenue generator for the Township.
- To establish site and building design standards that will foster high-quality development within the Redevelopment Area.
- To maintain and advance the objectives for sustainability and environmental stewardship outlined in the former General Development Plan, for protection of the aquifer and the Riparian buffers of the Stony Brook.
- To adhere to the Stormwater Management requirements of both N.J.S.A. 7:8, et. al. and Section 17-82 of the Hopewell Township Land Use and Development Ordinance. requirements

III LAND USE & DEVELOPMENT PLAN

III.A Note on Plan Terminology

Throughout this Redevelopment Plan, a meaningful distinction is made in the regulations between “shall” and “should.”

“Shall” means that a developer is required to comply with the specific regulation, without deviation.

“Should” means that a developer is encouraged to comply but is not required to do so. The Planning Board will entertain any modification that meets the underlying spirit and intent of the regulation and/or the Redevelopment Plan generally.

III.B Definitions

For the purposes of this Redevelopment Plan, the definitions as set forth in §17-181 of the Township of Hopewell Land Use and Development Ordinance shall be used, except that the following definitions shall be added:

TRACT BOUNDARY shall mean the total area of the current property known as Block 46, Lot 8.01 comprising 432.698 acres as of the date of this Redevelopment Plan. References to bulk standards contained herein shall be based on the Tract Boundary where noted. The area of the Tract Boundary as defined herein shall remain fixed as of the date of adoption of this Redevelopment Plan and will not be changed by any future subdivisions within the Tract Boundary.

AUTOMATED USE shall mean any principal or accessory use that primarily relies on the use of computerized control systems and equipment to conduct manufacturing, processing, production, assembly, warehousing, or distribution related to a permitted use.

COMMERCIAL PHARMACEUTICAL MANUFACTURING shall mean a life science use engaged in the manufacturing, processing, production, or assembly of products related to the fields of medicine, pharmacology, and biologics, which may include synthesis or processing of raw materials. Commercial pharmaceutical manufacturing shall be classified as “automated” when primarily relying on the use of computerized control systems and mainly utilizing equipment that will grow cell-cultured materials, which will be purified into final pharmaceutical products and stored in cold rooms.

COMMERCIAL PHARMACEUTICAL FLEX OFFICE/ADMINISTRATIVE/LAB shall mean office space, with conference rooms, that may include laboratory areas dedicated to testing and qualifications of raw materials and final pharmaceutical products, and employee locker/gowning rooms to support a Commercial Pharmaceutical Manufacturing use.

COMMERCIAL PHARMACEUTICAL WAREHOUSING/DISTRIBUTION shall mean a highly automated accessory use where raw materials for a Commercial Pharmaceutical Manufacturing use are stored prior to manufacturing and finished pharmaceutical products are stored in cold rooms until distribution.

LIFE SCIENCES shall mean biological or healthcare-related industries primarily engaged in research, development, experimentation, design, and/or production, manufacture and assembly in

biotechnology, medicine, medical devices, pharmaceuticals, environmental science, and similar fields.

PRODUCTION AND ASSEMBLY shall mean an activity which involves the fabrication, processing, manufacturing, combining or transformation of goods or materials into new products.

III.C Land Uses

1. Overview of Development

The intent of the Redevelopment Plan is to retain the previously established measures to preserve open space and continue the utilization of portions of the Plan Area as an innovative research and development site, while providing new opportunities for multiple tenants and ownership interests and expanded permitted uses, including residential development in strategic locations. Most structures presently on the site are proposed to remain and existing open space areas easement will be preserved, with new growth proposed for certain targeted areas. The overall Redevelopment of the subject property proposes two components: Area A comprising a Research, Development and Innovation Component located within the existing ring road and Area B comprising the balance of the Tract Boundary outside the existing ring road.

As noted above, the scope of this Redevelopment Plan is limited to Redevelopment Area A only.

2. Principal Permitted Uses

a) The following principal uses are permitted within Area A, the **Research, Development and Innovation Component:**

- Offices
- Life science research, development, experimentation, and/or design
- Life science production and assembly, subject to the performance standards set forth at §17-97 of the Township of Hopewell Land Use and Development Ordinance
- Commercial pharmaceutical uses, including commercial pharmaceutical manufacturing and commercial pharmaceutical flex office/administrative/lab
- Research, development, experimentation, and/or design in the Life Sciences fields
- Production and assembly, subject to the performance standards set forth at §17-97 of the Township of Hopewell Land Use and Development Ordinance and the restrictions contained herein in this Plan
- Digital data storage warehouses
- Indoor agricultural uses, such as greenhouses and aquaculture facilities
- Child-care centers meeting the criteria set forth in §17-161b.7 of the Township of Hopewell Land Use and Development Ordinance.
- Other retail and service uses for employees and residents, limited to 15% of the gross floor area of total nonresidential uses and shall be limited to such uses as restaurants, banks, pharmacies, and such retail uses as individual clothing and shoe stores, gift shops, flower shops, and personal services such as barber shops, beauty salons, cleaners, tailors, and shoe repair, or uses similar to any listed herein.

3. Permitted Accessory Uses

a) The following accessory uses are permitted in Area A, the **Research, Development and Innovation Component**:

- Warehousing and distribution related to and supporting a principal permitted use, including life sciences, and commercial pharmaceutical warehousing/distribution
- Off-street parking and loading areas
- Restaurants or cafeterias, first aid facilities, recreational facilities, and similar convenience facilities for the use of employees and guests
- Conference center as part of the operations of a permitted use provided it is subordinate to the principal use, has less square footage than the principal use, and is designed to accommodate fewer personnel than the principal use. In conjunction with the conference center, such activities as swimming pools, tennis courts, golf courses, and other recreational facilities are permitted provided they are available as an activity associated with the accessory conference center or are available only to employees or residents living or working within the Plan Area and not operated as a commercial facility open to the general public.
- Sale of products incidental or accessory to the principal use.
- Helistop located at least 500 feet from any street or property line and at least 2,000 feet from any residential use, and which shall not be used between 10:00 p.m. and 7:00 a.m.
- Electric vehicle charging stations.
- Maintenance and storage facilities and centralized service facilities serving the uses within the Redevelopment Plan Area, including stormwater management facilities.
- Any other use which is customarily incidental to a principal permitted use.

4. Development Locations and Maximum Yields

a) **Total Building Area**. Area A: Research, Development and Innovation Component shall encompass the entire area inside the existing ring road, the ring road itself, and the three access roads that extend to the public street network abutting the boundaries of the current Block 46, Lot 8.01. Development both within the ring road and within the Tract Boundary shall not exceed 2,820,000 square feet of gross floor area, as defined in §17-181, Definitions, of the Township of Hopewell Land Use and Development Ordinance. Figure 2, Conceptual Layout for Redevelopment Area A, provides an illustrative example of proposed development potential under this Redevelopment Plan.

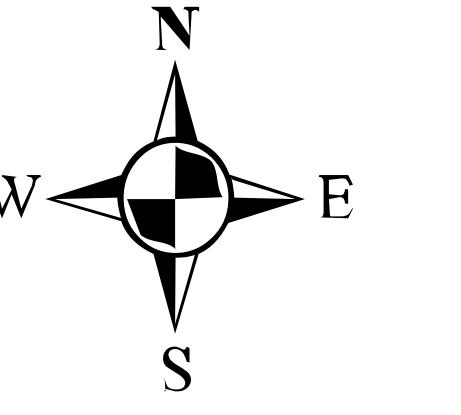
b) Development outside of Redevelopment Area A and contained within the Tract Boundary shall reduce the total development area permitted within Redevelopment Area A as prescribed in Section 17-168.g.4.(c).12 of the Township of Hopewell Land Use and Development Ordinance.

c) **Warehouse Uses**. Any warehouse use constructed within Redevelopment Area A shall be accessory in nature and support the types of operations within the life science and commercial pharmaceutical industries that result in lower intensity reliance on routine truck activity for offsite material delivery and distribution. Warehousing and distribution use that require higher volumes of routine truck traffic to support the intended operations than established herein shall not be permitted. Warehouse Use shall be subject to the following limitations within Redevelopment Area A:

- 1) Each warehouse use constructed within Redevelopment Area A shall be accessory to one of the permitted principal uses outlined in Section III.C.2, and shall be included within any subdivided portion of Redevelopment Area A established for the principal use. No warehouse use shall be permitted on any subdivided tract without its related principal use.
- 2) The sum of the gross floor area related to all warehouse use constructed with Redevelopment Area A shall not exceed 15% of the total gross floor area for all development permitted within Redevelopment A as defined in Section III.C.4 a & b.
- 3) Any new or modified warehouse use proposed to be constructed within Redevelopment Area A shall require a Traffic Impact Study to be submitted as part of the required Site Plan application to the Planning Board. The Traffic Impact Study shall specifically address the anticipated truck delivery activity related to the warehouse use and shall address the impacts of the truck traffic activity on the public street network servicing the subject property.
- 4) Truck traffic associated with warehouse development should be directed to the access drives on Pennington Rocky Hill Road, the Major Collector Road serving the site, through design, alignment and signage of the internal road network. Traffic distribution to and from the site shall minimize impacts to adjacent roads that are of a minor collector and/or lower functional classification.

Figure 2: Conceptual Layout for Redevelopment Area A

(Figure inserted in the following page)



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ANGAN

NEW JERSEY CONNECTICUT PENNSYLVANIA WASHINGTON, DC
WEST VIRGINIA OHIO FLORIDA TEXAS ARIZONA CALIFORNIA
ABU DHABI ATHENS DOHA
DUBAI ISTANBUL

Langan Engineering, Environmental, Surveying,
Landscape Architecture and Geology, D.P.C.
Langan International LLC
Collectively known as Langan

Princeton West Innovation Campus

HOPEWELL

R COUNTY NEW JERSEY

POTENTIAL CONCEPTUAL LAYOUT FOR REDEVELOPMENT PLAN

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III.D Bulk and Related Development Requirements

1. General Development Plan. A developer may submit a General Development Plan for Planning Board approval in accordance with §17-126 et. seq. of the Township of Hopewell Land Use and Development Ordinance, except that the minimum tract area shall be 100 acres. General Development Plan approval shall be in accordance with the requirements of this Redevelopment Plan.
2. Buildings within Area A: Research, Development and Innovation Component shall be subject to the Lot, Yard, Height, and Coverage Requirements set forth in §17-168e of the Township of Hopewell Land Use and Development Ordinance, except that:
 - a) There shall be no overall requirement for floor area ratio beyond the maximum yields set forth in Section III.C.4 of this Plan.
 - b) Maximum building height for a principal structure shall be 60 feet as measured from the average level of the finished grade along the wall of the structure facing the nearest public street to the highest part of the structure, with the following exceptions:
 - 1) Parapet walls, fire walls, and/or decorative cornices shall be permitted to extend above the building height limit by no more than 5 feet.
 - 2) Penthouses or roof structures for the housing of elevators; stairways; tanks; ventilating fans; air-conditioning equipment or similar mechanical equipment required to operate and maintain the building; skylights; spires; cupolas; flagpoles; chimneys; exhaust fan discharge; and similar structures shall be excluded from the measurement of building height, but shall not, in total, occupy more than 25% of the roof area to which they are attached.
 - c) No components of the building constructed above the maximum permitted building height permitted in Section III.D.2.b shall exceed the maximum permitted building height by the lesser of 10 feet or 10% of the maximum permitted building height.
3. Off-Street Parking and Loading Requirements in Area A: Research, Development and Innovation Component
 - a) Off-street parking spaces shall be provided for permitted uses in accordance with the following minimum ratios:
 - 1) Commercial Pharmaceutical Uses:
 - a. Commercial Pharmaceutical Manufacturing:
 - i. Automated: 1 space per each 2,500 square feet of gross floor area
 - ii. Other: 1 space per each 800 square feet of gross floor area
 - b. Commercial Pharmaceutical Warehousing/Distribution: 1 space per each 6,000 square feet of gross floor area
 - c. Commercial Pharmaceutical Flex Office/Administrative/Laboratory: 1 space per each 800 square feet of gross floor area when situated within the same building as the commercial pharmaceutical use and occupies less than 25% of the building floor area.
 - 2) Office: 1 space per each 250 square feet of gross floor area
 - 3) Warehousing and distribution: 1 space per each 800 square feet of gross floor area

- 4) Processing, and assembly: 1 space per each 800 square feet of gross floor area
- 5) Research, design and development: 1 space per each 800 square feet of gross floor area.
- 6) Off-street parking for other permitted uses not specified herein shall be provided in accordance with the minimum off-street parking requirements set forth at §17-95j of the Township of Hopewell Land Use and Development Ordinance.
 - b) The calculation of gross floor area for the purposes of parking shall exclude accessory buildings and accessory space and all areas used for the provision and distribution of utilities, heating, cooling, and other mechanical equipment.
 - c) Where parking and loading spaces are located at least 300 feet from a public street, the planning board may waive or reduce the minimum requirements if it determines that adequate parking/loading is being provided and that feasible expansion of the parking/loading areas is shown on the plat in the event additional facilities are needed.
 - d) Parking may be provided in surface lots, standalone parking structures, or parking structures within or under buildings.
 - e) Parking facilities shall be located no further than 1,000 feet walking distance from a building served.
 - f) Loading should be provided so as to be adequate to serve the needs of the proposed operation, as demonstrated by the applicant to the satisfaction of the Planning Board.

4. Preservation of Lands within Tract Boundary

- a) The requirements for phased preservation of lands memorialized as part of the 2005 General Development Plan, and included herein as Appendix A, shall apply to all new development proposed within Redevelopment Area A.
- b) Any application to the Planning Board for development within Redevelopment Area A that results in any of the phased dedication obligations becoming applicable shall include, as part of any site plan application, an Open Space Dedication Plan illustrating the location and size of the proposed dedication within the Tract Boundary.
- c) Preservation easements for Areas A-E, as identified on the exhibits attached to Planning Board Resolution 05-067, shall be re-recorded as perpetual easements with the Mercer County Clerk's Office to reflect the current ownership and successors or assigns to the properties within the Tract Boundary.

5. Lot Coverage

- a) Development within Area A should be clustered to and organized to minimize the development of impervious surfaces to the minimum extent necessary to provide a sustainable and viable development.
- b) The maximum permitted lot coverage within Redevelopment Area A shall not exceed 28% of the total Tract Boundary

- c) Any new development proposed within the Tract Boundary outside of Area A shall reduce the allowable lot coverage within Area A such that all new development does not exceed 28% of the Tract Boundary.
- d) Subdivided portions of Redevelopment Area A may exceed the maximum permitted lot coverage individually, provided the lot coverage for the entirety of Redevelopment Area A does not exceed the maximum permitted coverage.

6. Environmental Protections

- a) Development within Redevelopment Area A shall conform to the requirements of Section 17-82 of the Land Use and Development Ordinance entitled Drainage, Detention and Stormwater Management.
- b) The redeveloper shall comply with the requirements of N.J.S.A. 7:8-5.5(i) for removal of total suspended solids on development within the Tract Boundary following any future designation of the portion of the Stony Brook within the Tract Boundary as a Category One stream.
- c) Existing developed portions within Redevelopment Area A that are modified or utilized as a part of new development that results in a change in the nature of the use resulting in different parking or drainage as stipulated in §17-29.b.iii shall be upgraded to comply with the requirements of Section 17-82 of the Land Use and Development Ordinance, and shall be retrofitted with Green Infrastructure techniques, as stipulated by N.J.A.C. 7.8,5.2 through 5.5.
- d) New development within Redevelopment Area A shall continue the techniques employed at the former BMS campus for the reuse of water through the water recycling system employed at the wastewater treatment plant within the Tract Boundary. The water recycling systems shall be scaled up to accommodate new development within Redevelopment Area A at the same ratios of the existing development.
- e) All new development within Redevelopment Area A shall employ techniques to enhance the existing riparian buffers to the Stony Brook.
 - i. Areas between new stormwater discharges and lands regulated by the NJDEP within the Tract Boundary, including Riparian Zones, Freshwater Wetlands and Wetland Transition Areas, shall be vegetated with native species hydrophytic vegetation meeting the requirements of §17-89.l of the Land Use and Development Ordinance.
 - ii. Areas of new development that abut regulated lands shall include replanting within and along the border of the regulated lands subject to the approval of the Planning Board.

IV RELATIONSHIP TO DEVELOPMENT REGULATIONS AND OTHER PLANS

IV.A Relationship to the Hopewell Township Land Use and Development Ordinance

This Redevelopment Plan shall constitute an overlay zone within the specific area prescribed herein as the portion of Block 46, Lot 8.01 identified as Redevelopment Area A on Figure 1, and shall supplement all provisions of the Land Use and Development Ordinance of the Township of Hopewell, except where specific provisions of the Land Use and Development Ordinance are expressly indicated as being applicable. Adoption of this Redevelopment Plan by the Township Committee shall be considered an overlay to the Hopewell Township Zoning Map.

IV.B Relationship to the Hopewell Township Master Plan

The Township's most recent comprehensive Master Plan was prepared in 2002. A new Land Use Plan Element was adopted in 2009, which was amended in 2016 to create the OP-1 Office Park 1 Zone. Reexamination reports were adopted in 2007, 2009 and 2011. The Redevelopment Plan Area A is classified under the RO-1 Zone in each of these documents. As such, uses envisioned in this Redevelopment Plan for the specific area identified are generally consistent with Master Plan documentation.

IV.C Relationship to Master Plans of Adjacent Municipalities

Stony Brook forms the southerly boundary of the lot that contains the Redevelopment Plan Area A and serves as a portion of the Township's boundary with the Borough of Pennington to the south. The areas in the Borough of Pennington that abut Stony Brook in this location are classified in the R-100 Residence Zone. Abutting portions of the Redevelopment Plan Area are located within an open space easement within the Open Space and Residential Component, where no significant development is proposed or permitted. As such, the Redevelopment Plan is consistent with the Pennington Master Plan.

V REDEVELOPMENT ACTIONS

V.A Outline of Proposed Actions

Construction of new structures and other improvements will take place as proposed in this Redevelopment Plan. Other actions that may need to be undertaken to implement the Redevelopment Plan may include the clearance of certain deteriorated, obsolete or underutilized structures or uses; provisions for construction of infrastructure necessary to service and support new development; and the creation and/or vacation of easements as may be necessary for redevelopment.

V.B Provision of Improvements

The designated redeveloper shall be responsible for the maintenance, installation or upgrade of infrastructure related to the project, whether on-site or off-site. Infrastructure improvements may include, but are not limited to, gas, electric, water, sanitary and storm sewers, pumping stations, traffic control devices, telecommunications, streets, curbs, sidewalks, street lighting, street trees, and street furniture. The extent of the redeveloper's responsibility will be outlined in the redeveloper's agreement with Hopewell Township. All improvements shall comply with applicable federal, state and local law.

V.C Properties to be Acquired

No property acquisition on the part of Hopewell Township is required to implement the Redevelopment Plan.

V.D Relocation

No relocation actions are required to implement the Redevelopment Plan.

V.E Other Actions

In addition to the demolition and new construction, several other actions may be taken to further the goals of this Plan. These actions may include, but shall not be limited to, (1) environmental remediation; (2) creation and/or vacation of public utility easements and other easements and rights of way as may be necessary for redevelopment; and (3) extension or connection to public sanitary sewer system facilities.

VI GENERAL PROVISIONS

VI.A Site Plan & Subdivision Review

Prior to commencement of any construction within Redevelopment Area A, a site plan prepared in accordance with the requirements of the Municipal Land Use Law (N.J.S.A. 40:55D-1 et seq.) and the Land Use and Development Ordinance of Hopewell Township shall be submitted by the applicant for review and approval by the Planning Board of Hopewell Township so that compliance with the Redevelopment Plan can be determined. This shall also pertain to revisions or additions prior to, during and after completion of the improvements.

1. At the initiation of any new construction, reconstruction or modification contemplated under this Redevelopment Plan, the site plan application shall be accompanied by an application for subdivision, in accordance with the requirements of the Municipal Land Use Law (N.J.S.A. 40:55D-1 et seq.) and the Land Use and Development Ordinance of Hopewell Township, to establish a separate tax lot(s) for the tract boundary establishing the area identified as Redevelopment Area A from the balance of the property identified as Tax Map Block 46, Lot 8.01.
2. The lands comprising Redevelopment Area A may be further subdivided at any time subject to Planning Board approval to allow for separate ownership and/or for financing purposes. In order to provide design flexibility and permit the development of areas with Redevelopment Area A as an integrated single campus, there shall be no minimum lot area, depth, width or yard requirements for a subdivision within Redevelopment Area A. Within Redevelopment Area A, a lot may be created without frontage on a public street provided such lot has appropriate access to a public street through a roadway or roadway network constructed within the limits of Block 46, Lot 8.01 and the right to such access is established by an easement recorded in the Mercer County Clerk's office or otherwise as provided by law. Any other subdivision of land within Redevelopment Area A shall be in accordance with the requirements of this Redevelopment Plan or as otherwise established in the Land Use and Development Ordinance of Hopewell Township.

VI.B General Development Plan

A developer may submit a General Development Plan for Planning Board approval in accordance with §17-126 of the Township of Hopewell Land Use and Development Ordinance, except that the minimum tract area shall be 100 acres.

VI.C Adverse Influences

No use or reuse shall be permitted which, when conducted under proper and adequate conditions and safeguards, will produce corrosive, toxic or noxious fumes, glare, electromagnetic disturbance, radiation, smoke, cinders, odors, dust or waste, undue noise or vibration, or other objectionable features so as to be detrimental to the public health, safety or general welfare.

VI.D Non-Discrimination Provisions

No covenant, lease, conveyance or other instrument shall be affected or executed by the Hopewell Township Committee or by the developer or any of his/her successors or assignees, whereby land within the Redevelopment Area is restricted upon the basis of age, race, creed, color, national origin,

ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, or sex in the sale, lease, use or occupancy thereof. Appropriate covenants, running with the land forever, will prohibit such restrictions and shall be included in the disposition instruments.

Any contractor or subcontractor engaged to perform work within the Redevelopment Area shall, where applicable, state in all solicitations or advertisements for employees placed by or on behalf of the contractor, or subcontractor, that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability or sex.

There shall be no restrictions of occupancy or use of any part of the Redevelopment Area on the basis of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, or sex in the sale, lease, use or occupancy thereof.

VI.E Deviation Requests

The Planning Board may grant deviations from the regulations contained within this Redevelopment Plan where, by reason of exceptional narrowness, shallowness or shape of a specific piece of property, or by reason of exceptional topographic conditions, pre-existing structures or physical features uniquely affecting a specific piece of property, the strict application of any such regulation adopted pursuant to this Redevelopment Plan, would result in peculiar practical difficulties to, or exceptional and undue hardship upon, the developer of such property. The Planning Board may also grant such relief where the purposes of this Redevelopment Plan would be advanced by a deviation from the strict requirements of the Plan and the benefits of the deviation would substantially outweigh any detriments. No relief may be granted under the terms of this section unless such deviation or relief can be granted without substantial detriment to the public good and without substantial impairment of the intent and purpose of this Redevelopment Plan. An application for a variance from the requirements of this Redevelopment Plan shall provide public notice of such application in accordance with the requirements of public notice as set forth in N.J.S.A. 40:55D-12a and b.

Notwithstanding the above, any changes to the uses permitted in the Redevelopment Area or any change requiring a "d" variance in accordance with N.J.S.A. 40:55D-70 shall be permitted only by means of an amendment of the Redevelopment Plan by the Township Committee, and only upon a finding that such amendment would be consistent with and in furtherance of the goals and objectives of the Plan.

VI.F Procedure For Amending The Approved Plan

This Redevelopment Plan may be amended from time to time upon compliance with the requirements of State law. If the designated redeveloper requests such amendment said redeveloper shall pay an application fee of \$2,500 and shall further reimburse the Township for reasonable costs, fees and expenses to undertake such amendment.

VII OTHER PROVISIONS

In accordance with N.J.S.A. 40A:12A-1 et seq., known as The Local Redevelopment and Housing Law, the following statements are made:

- The Redevelopment Plan herein has delineated a definite relationship to local objectives as to appropriate land uses, density of population, public utilities, recreation and community facilities and other public improvements. The Plan has laid out various programs and strategies needed to be implemented in order to carry out the objectives of this Plan.
- The Redevelopment Plan lays out the proposed land uses and building requirements for the Redevelopment Area.
- No relocation actions are required as part of this Redevelopment Plan.
- No property acquisition on the part of Hopewell Township is required as part of this Redevelopment Plan.
- The Redevelopment Plan will be consistent with the Master Plan for Hopewell Township, as well as with the Master Plans of the surrounding municipalities and Mercer County. The Plan also complies with the goals and objectives of the New Jersey State Development and Redevelopment Plan.
- The Redevelopment Plan shall supplement all provisions of the Land Use and Development Ordinance of Hopewell Township regulating development in the specific area addressed by this Redevelopment Plan, except where specific provisions of the Land Use and Development Ordinance are expressly indicated as being applicable. Adoption of this Plan by the Township Committee shall be considered an amendment of the Hopewell Township Zoning Map as an overlay Zone.
- If any section, paragraph, division, subdivision, clause or provision of this Redevelopment Plan shall be adjudged by the courts to be invalid, such adjudication shall only apply to the section, paragraph, division, subdivision, clause or provision so judged, and the remainder of this Redevelopment Plan shall be deemed valid and effective.
- The Township and a designated redeveloper shall enter into a Redevelopment Agreement in connection with any redevelopment undertaken pursuant to this Redevelopment Plan requiring site plan approval. A fully-executed Redevelopment Agreement shall be entered into prior to a redeveloper making application to the Planning Board or, in the alternative, the execution of such Redevelopment Agreement shall be an express condition of any site plan approval(s) granted by the Planning Board.

APPENDIX A

**RESOLUTION OF THE HOPEWELL TOWNSHIP PLANNING BOARD
GRANTING GENERAL DEVELOPMENT PLAN (GDP) APPROVAL
WITH TWENTY (20) YEAR VESTING TO
BRISTOL-MYERS SQUIBB COMPANY
SITE MASTER PLAN 2005-2025
BLOCK 46, LOT 8.01
(311 PENNINGTON-ROCKY HILL ROAD)
RESOLUTION NO. 05-067**

WHEREAS, Bristol-Myers Squibb Company (“the Applicant” or “BMS”) has applied to the Hopewell Township Planning Board (“the Board”) for GDP approval for property located at 311 Pennington-Rocky Hill Road and designated on the Hopewell Township Tax Map as Block 46, Lot 8.01; and

WHEREAS, the Applicant’s submissions in support of its request for GDP approval is set forth in a document entitled “Bristol-Myers Squibb Company, Site Master Plan 2005-2025, Hopewell, New Jersey, General Development Plan Application” (the “Site Master Plan”) dated June, 2005, revised July 25, 2005; and

WHEREAS, the Site Master Plan has been reviewed by the Board Engineer, Board Attorney and Board Planner and has been found to be a satisfactory GDP document as defined in the Hopewell Township Land Use and Development Ordinance (the “LUDO”) and to comply with the requirements of the LUDO, except for various submission waivers which were granted by the Board’s Application Review Committee on July 11, 2005, and by the Board; and

WHEREAS, the Applicant has provided notice of its application in accordance with the LUDO and the New Jersey Municipal Land Use Law, and the Board held public hearings on this application on August 23, September 27, October 25, and November 10, 2005; and

WHEREAS, the Board received and reviewed the Site Master Plan and other documents and testimony offered by the Applicant, the Board Engineer, the Board Planner, the Township

Hydrogeologist, and other consultants and provided an opportunity for comment from interested parties; and

WHEREAS, all members of the Board voting on this Resolution have attended the public hearings referenced above or have certified that they have read the transcripts or listened to the tapes of the public hearings referenced above pursuant to N.J.S.A. 40:55D10.2; and

WHEREAS, the Board has reviewed the application and submissions of the Applicant and is granting approval in reliance upon the representations and statements made by the Applicant in the application materials and during the public hearings; and

WHEREAS, the Board, after carefully considering the evidence submitted by the Applicant, the Board's experts and the general public, makes the following findings of fact and conclusions of law:

1. The Board has jurisdiction over the application pursuant to Sections 17-126 and 17- 168 of the LUDO.
2. The Applicant represents that its taxes and the funding of the development review escrow account are current.
3. Plat Details and other Documents (Section 17-126.6) In evaluating the application the Board followed the format of LUDO Sections 17-126.5, et seq., and each of the following findings refer to those sections. The Board finds that BMS's Site Master Plan, which contains detailed information and analyses in sections as follows:
(1) BMS Master plan 2005-2025; (2) Protecting the Environment; (3) Fiscal Impact; (4) Managing Traffic; (5) Meeting Water Needs; and (6) Providing for Utilities, sufficiently meets the technical submission requirements of Section 17-126.6.

4. Land Use Plan (Section 17-126.6c). The Applicant's property is located in the Research/Office-1 (RO-1) Zoning District and consists of $433 \pm$ acres of land. Approximately 150 acres along the Pennington-Rocky Hill frontage, and outside the Applicant's fence line, is actively farmed. Floodplain and related buffers containing approximately 70 acres along the Stony Brook extend along the southerly border of the site. This property was the former site of the Mobil Research and Development Corporation ("Mobil") and is presently improved with $970,000 \pm$ square feet of research, laboratory, office and accessory uses (excluding floor area devoted to child care, parking garage and other uses as permitted by the LUDO).

In 1990, Mobil obtained GDP approval for a total build out of the same 2.8 million square feet of research and office space approved here, with vesting for a period of 20 years. With certain extensions, that Mobil-obtained vesting period would have ended in 2012.

The Applicant seeks GDP approval so as to permit the construction over the next 20 years of $1,830,000 \pm$ square feet of additional research, laboratory, office and related uses, resulting in a total of approximately 2,819,469 square feet, or a maximum floor area ratio of 15%. Related accessory uses will include parking, loading, emergency medical services, recreation and fitness, maintenance and central service facilities, water storage, child care and conference space.

The Applicant's Site Master Plan contemplates that virtually all of the 2.8 million square feet of construction will be clustered inside of the existing security fence line and Loop Road, so as to create a compact development plan, less visible than in prior plans, and maximize open space. Such compact, less-visible development is consistent with the

objectives of the Township's Master Plan. Therefore, this building rearrangement is a material, positive change from the building arrangement approved for Mobil, and should be built in the manner proposed unless the Applicant can show good reason to make application for buildings outside the security fence based on unforeseen circumstances.

The Applicant testified that it intends to build water storage silos and outbuildings immediately behind the existing barn and silo. Because the proposed silos would be closer to the road than the 1,000 feet permitted by ordinance, they will require a variance at the time of site plan approval. This is the only zoning variance identified by the BMS GDP.

The Applicant provided testimony, computer-enhanced photos and a palate of building materials, all to confirm the limited views of its proposed buildings, all of which will be set well back from the property lines, with setbacks substantially exceeding the requirements of the LUDO. In addition, wherever possible, building materials shall be of natural colors and will not incorporate reflective glass.

This BMS GDP approval replaces the Mobil GDP, allowing the Applicant to develop the site as reflected on the above-referenced Site Master Plan, as modified or conditioned by this approval and the Developer's Agreement which is to be executed between BMS and the Hopewell Township Committee.

5. Circulation Plan (Section 17-126.6 d.) BMS submitted a circulation plan, showing internal circulation and parking areas, loading and pedestrian systems (including a mile-long multi-use trail along Pennington-Rocky Hill and Titus Mill Roads constructed recently by BMS, commonly called the Lawrence-Hopewell Trail, or "LHT").

The LUDO requires 7,350 parking spaces for the proposed development at full build-out, whereas the applicant proposes 5,515 spaces. The Applicant's testimony and documents confirm that, if the site is developed with a final mix of building square footages equaling 50% office and 50% laboratories, the number of spaces proposed would be sufficient. The Applicant has demonstrated that compliance with the LUDO minimum parking space requirement could be achieved by, for instance, adding additional decks to proposed parking structures. Therefore, the Board agrees to waive the requirement for parking above the number of spaces proposed. However, in the event that any site plan application for any building or buildings would not be accompanied by sufficient parking spaces in reasonable proximity, the Applicant will be obligated to make provision for sufficient on-site parking at that time or such other time as the Township determines that adequate on-site parking does not exist.

The Applicant produced and relied upon roadway traffic data generated recently by a public-private partnership organization known as the Hopewell Valley Traffic Management Coalition ("HVTMC"), in which both the Applicant and the Township played key roles. The HVTMC spent almost two years studying traffic impacts in the Hopewell Valley, using various methods. Most notably, it identified seventy-five (75) key intersections and performed classic traffic analyses on them. It also designed and carried out a computer-generated employee survey, taken by the employees of the Township's largest employers, including the Applicant's. A majority of the Applicant's employees responded, indicating exactly what route they take to and from work and at what time.

The HVTMC results provided a comprehensive understanding of which intersections are impacted by the Applicant's employees, and which are likely to be

further impacted in the future. One of the requirements of the LUDO is for an applicant to show how the applicant will meet its obligations to improve nearby intersections on which it has a material impact. These improvements are to be reviewed at the time of each site plan application so as to confirm the actual status of each at that time and the relative priority contemplated so as to allow the Board to condition its approval upon the satisfaction of specific intersection work.

The Applicant has agreed to prohibit left-hand turns from its existing main entrance at such time as the Board Engineer, based upon information supplied by the Applicant, concludes that such turning movements are no longer safe. Thereafter, all such left-hand turning movements will be allowed only from the newly constructed, signalized entrance across from Elm Ridge Road.

The Applicant has submitted a comprehensive Traffic Management Plan, one element of which requires BMS to update that plan each time that the expansion of the site yields an additional 100 peak hour vehicle trips from the number that exists at the time of this approval. The results of each such traffic impact update shall be used to determine which of the identified traffic improvements, if any, should be implemented at that time.

The Applicant and the Board's Engineer, Planner and Attorney met with representatives of the Pennington Borough Planning Board, Borough Council, and their planner to review one particular traffic improvement associated with the intersection of Main Street and Delaware Avenue identified by the HVTMC study as being necessitated, in part, by the Applicant's growth and such other work as might reasonably lessen the impacts of such increased traffic on pedestrian and bicycle traffic in the vicinity. This

Board understands that an agreement in principle has been reached between the Applicant and Pennington Borough regarding the scope and timing of contributions to Pennington Borough by the Applicant, which shall be memorialized in a separate agreement between the Applicant and Pennington Borough Council, and the Board is satisfied that the Applicant can fulfill its traffic-related obligations to Pennington Borough by means of that arrangement.

The Applicant has agreed to extend the existing multi-use trail, or “LHT”. That extension of the LHT shall be located along the Pennington-Rocky Hill Road, between Old Mill Road and the driveway of the Stony Brook Regional Sewerage Authority (the “SBRSA”). Construction of that segment shall begin upon the issuance to Applicant of site plan approvals, where the aggregate square footage of those approvals equals or exceeds 75,000 square feet of new development following the date of this GDP approval.

At that time, the Applicant has also agreed to work with Hopewell Township, Pennington Borough, and Mercer County to prepare the plans and permit applications for (but not the construction of) the section of the LHT which would extend from the SBRSA driveway to the intersection with King Georges Road. The reason for beginning this work in advance is to provide enough time to design and obtain permits for that portion of the LHT and to coordinate with the necessary bridge improvements by Mercer County. It is acknowledged that environmentally sensitive lands exist in this area and that the LHT extension will require significant permitting and infrastructure improvements. Accordingly, while the plans and permit applications will be prepared by the Applicant, the application(s) would be made in the name of Hopewell Township and/or Mercer County, which would agree to take ownership and control of any improvements through

those areas. The Applicant's obligation shall be limited to (a) assisting with such permitting work and plan preparations and (b) providing an easement over or dedicating its land to Hopewell Township and/or Mercer County for this purpose and shall not be required of the Applicant until the time of site plan approvals, where the aggregate square footage of those approvals equals or exceeds a second 75,000 square feet of new development following the date of this GDP approval. Construction of this second section of the LHT would be subject to the obtaining of all necessary permits and approvals and the willingness of Hopewell Township and/or Mercer County to take ownership and control of the improvements.

6. Open Space Plan (Section 17-126.6 e.) The Applicant's open space plan categorizes its open space as "Natural Areas outside the Outer Loop Road", "Natural Areas inside the Outer Loop Road", "Farmland" and "Landscaped Areas", all as depicted on Figure 1-8 titled "Open Space" in the Site Master Plan. Of particular note is the active farming operation on approximately 150 of the 433 acre site, and the desire of both the Applicant and the Board that those farming operations continue to the fullest extent possible. The Board notes below, among the items to be included in the Developer's Agreement, its strong desire to have the Hopewell Township Committee and BMS arrive at a form of easement document providing for the phased preservation of the farmland and other worthwhile open space features, while not impairing BMS's rights to develop the remainder of the site consistent with this GDP. To that end, BMS and the Board have agreed on a phased easement plan to be formalized in the Developer's Agreement, which defines the priority and timing of the parcels to be preserved. Also of significance is the

“Wargo Woods”, a forested area along Titus Mill Road, which is to be preserved and included in the initial easement donation.

7. Schematic Utility and Local Service Plans (Section 17-126.6 f. and k.) The Applicant provided substantial background material and plans showing its intended methods of handling its needs for wastewater treatment, water supply, stormwater management, and the handling of solid waste and recycling.

In 2001, the Applicant completed a major regulatory process involving its wastewater treatment planning, resulting in the New Jersey Department of Environmental Protection (“NJDEP”) approving an amendment of the Hopewell Township Wastewater Management Plan (“WMP”) and the Mercer County Area-Wide Water Quality Management Plan (“WQMP”), so as to allow for the treatment of 540,000 gallons per day (“gpd”) of effluent from the Applicant’s site. The regulatory process involved an extensive public comment period and, as approved, provided for the treatment of wastewater from the development proposed by this GDP. The WQMP amendment also contemplated innovative water recycling efforts. Wastewater management for this site shall be in accordance with the approved WQMP amendment for this site.

The 2001 WQMP amendment clarified that the Applicant will treat wastewater on-site, consisting of 240,000 gpd of sanitary wastewater and 300,000 gpd of industrial wastewater at buildout. BMS will continue to send 25,000 gpd of sanitary wastewater to the SBRSA treatment plant, pursuant to a written agreement with Pennington Borough. The Board is satisfied that the Applicant has made adequate provision for wastewater treatment under the GDP.

As a material part of the 2001 WQMP review process, the adequacy of the Applicant's water supply was exhaustively studied by the NJDEP, Mercer County, Pennington Borough, Hopewell Township and the public. The NJDEP considered impacts to groundwater resources resulting from groundwater withdrawals on the BMS site through full build-out. Hopewell Township and Pennington Borough conducted independent reviews, using separate hydrogeologists. At that time both the Borough and the Township, concluded that adverse impacts to the aquifer were unlikely to result from groundwater use for the development proposed.

The Township's same hydrogeologist produced a report in connection with the current hearings, confirming that he had evaluated data concerning water levels in the Applicant's wells for a period of years following the WQMP Amendment and found that the data does not indicate declining water levels or adverse impacts to the aquifer system as a result of the Applicant's pumping. Pennington Borough also retained engineers to study the aquifer and reached the same conclusion.

The Applicant has a permit from the NJDEP to presently use 72 million gallons of groundwater and surface (pond) water per year. BMS has an application pending with the NJDEP to allow it to increase its surface water usage to 30 million gallons per year (but not to increase its well water usage) so as to result in a combined total of 90 million gallons per year of groundwater and surface water. In addition, the Applicant has received NJDEP approval to recycle or reclaim water for certain of its operations. At buildout, BMS intends to meet certain of its additional water needs through recycling – to be used in its heating, ventilating, irrigation systems, and other permitted uses. This unique reclamation effort is commended by the Board.

The pending NJDEP application also included a BMS request for a third on-site well to provide reliability, redundancy and balance to the current water supply system. No additional groundwater allocation will be requested. The Board is satisfied with the Applicant's testimony that the use of a third well will not adversely impact the aquifer.

There was extensive testimony and a number of questions raised by the public and by Board members regarding water use. After an exhaustive discussion with the Applicant's experts, the Township Hydrogeologist, the Board Engineer and others, the Applicant has established to the Board's satisfaction that its on-site sources of water -- its wells, pond and reclaim system -- are adequate to meet its current needs and will be adequate to meet its needs at full buildout.

Solid waste and recycling methods would be continued as in the present and the Board was satisfied with them.

8. Stormwater Management Plan (Section 17-126.6 g.) Stormwater management is provided by collecting stormwater runoff in a series of stormwater inlets, piping systems and swales, and discharging for the most part into the large pond on-site. The Applicant has demonstrated its ability to meet current stormwater management requirements of the NJDEP, the Delaware and Raritan Canal Commission, Mercer County, and Hopewell Township, and has incorporated in its Site Master Plan a provision to expand the large on-site pond so as to meet its future stormwater management needs. The Board is satisfied that this requirement has been fulfilled.
9. Environmental Inventory (Section 17-126.6 h.) The Applicant's Site Master Plan, in a section entitled "Protecting the Environment" includes all of the information required by the LUDO. It also reemphasizes BMS's commitment to continuing "sustainable

development"; that is, development which meets the needs of the present without compromising the future. The Board is satisfied that the obligations of the LUDO were satisfied.

10. Community Facility Plan (Section 17-126.6 i.) The Applicant provided information regarding its contributions to public and private non-profit organizations in the Hopewell Township area.

The Applicant also presented substantial testimony regarding its unique emergency medical services and hazardous materials emergency equipment and staffing. In addition to serving its own needs, BMS has mutual aid agreements with Hopewell Township EMS organizations to provide emergency medical and hazardous materials services in response to community emergencies, as requested.

The Board recognizes that this extraordinary level of self-sufficiency and mutual aid in emergency services is commendable and that it justifies an exception from the standard requirement of a contribution to the municipality of cash or land to be used for these purposes. The Board determines that, as long as the Applicant or any successor occupant of the property continues to provide emergency services at the level now provided, it will not obligate the Applicant to make any further provision for its proportionate share of emergency services, nor to contribute toward a community facility. If there is a material reduction of this service during the term of this GDP approval the Board may require appropriate contributions toward emergency services and/or a community facility.

11. Housing Plan and Fiscal Report (Sections 17-126.6 j. and l.) The Applicant included within its Site Master Plan an extensive Fiscal Impact Analysis, including the calculation

of the indirect effect of housing and other induced impacts in Hopewell Township. At the request of the Board Planner, the Fiscal Impact Analysis was broadened to evaluate the fiscal impacts of the induced affordable (Mt. Laurel) housing attributable to BMS. The Board is satisfied that the projected total (direct and indirect) fiscal impacts of the overall GDP project on the combined tax bases to the municipality and the school district is substantially positive, or beneficial.

12. Timing Schedule (Section 17-126.6 m.) The Applicant proposed a building-by-building phasing of construction, consistent with the phasing which has taken place on the property to date. Averaged over the twenty-year life of the GDP, this phasing would result in an approximate growth rate of one building of 90,000 square feet per year, but it is understood that the pace may be faster or slower depending on the Applicant's needs from time to time. The Board notes that the impacts of traffic are addressed by the separate Traffic Management Plan, which measures peak hour trips, not the square footage of buildings. It is anticipated that the Developer's Agreement will link certain intersection and road improvements to particular vehicular trip milestones. Infrastructure is largely on-site and as such this phasing of buildings will not have a material off-site impact. Therefore, while an actual construction schedule has not been proposed as part of this application, the Board is satisfied that the Applicant's timing schedule relative to its building-by-building phasing is appropriate and that the provisions of the LUDO regarding phasing are complied with under BMS's GDP.
13. Developer's Agreement with Township (Section 17-126.6 n.) The LUDO specifically requires a proposed written Developer's Agreement between the Applicant and Hopewell

Township. The following represent the recommendations of the Board regarding that Agreement:

- a. Length of Time The Applicant presented extensive testimony regarding the needs of BMS for, and the benefits to the community of, a 20 year GDP duration. Pharmaceutical research and development processes and facilities are designed to accommodate new sciences and technologies relative to specific target products. The investments and uncertainties are significant and the infrastructure needs are extensive. The pharmaceutical business involves very long time horizons for the development of its products. Accordingly, BMS has routinely developed its buildings slowly and deliberately. The Board recognizes that it would be unfair to put such investments by BMS at risk by not allowing enough time under the GDP for careful planning and installation of all site features while at the same time recognizes the associated benefits to the community. The Board recommends that the length of time within which zoning rights be vested be 20 years from the issuance of the first final site plan approval under the BMS GDP.
- b. Phasing of infrastructure, community facilities Off-Tract Improvements, and Affordable Housing The Developer's Agreement shall specify BMS's general commitments to phasing of the specified infrastructure improvements and the method of participating in the Township's affordable housing plan as required by applicable law. Off-tract improvement obligations and the priority of each shall also be specified. The final determination of the specifics and timing of each improvement shall be made at the time of site plan approval, based on the Applicant's ongoing Traffic Management Plan revisions. It is understood that the

foregoing can be modified by the Board and Township Committee with successive site plan applications only if actual experience is contrary to initial projections or unforeseen circumstances necessitate such change.

- c. Rights and Responsibilities of Applicant and Changes in Laws The Agreement shall state that BMS shall be entitled to vesting of its zoning rights but shall not be protected from any changes in other state, federal or local laws, ordinances, rules or regulations, even if those new regulations require modifications of the GDP.
- d. Updating of studies The Agreement shall provide for the updating of studies and for increases or decreases in payments for off-site improvements which are required by applicable law covering such improvements (including but not limited to payments for affordable housing) or to deal with unanticipated events and the need to accelerate or add, or reduce or eliminate, additional improvements directly related to the BMS GDP.
- e. DEP Permits The Agreement shall provide for cooperation between the Township and the Applicant in the execution of endorsements relating to NJDEP permits, as permitted by law.

NOW, THEREFORE, having made the above-referenced findings and having considered all of the application materials and the presentation by the Applicant, and the comments from the public, at the above-referenced public hearings, the Board hereby resolves to grant to the Applicant General Development Plan approval, with submission waivers, for a vesting period of 20 years, subject to the following conditions:

1. The Board conditions this approval on the inclusion within the Developer's Agreement of a provision that, in the event that the Applicant or any successor owner of the site makes a material change to emergency medical services from the level currently provided, the governing body shall be permitted to obtain contributions toward emergency services at that time and in appropriate amounts.
2. The Applicant shall satisfy all requirements of the Hopewell Township affordable housing ordinance and of the New Jersey Council on Affordable Housing (COAH) in effect at the time the Applicant applies for building permits.
3. At the time of each site plan application, the Applicant shall obtain all appropriate permits and approvals from the NJDEP, the Delaware and Raritan Canal Commission, Mercer County, and Hopewell Township so as to locate its buildings in the area depicted on the GDP plan.
4. The Applicant's Developer's Agreement executed with the Township in connection with the 2001 WQMP approval provided that BMS would continue certain monitoring of surface and groundwater. The approval of the GDP is conditioned upon the continuation of that monitoring for the duration of this GDP, plus five years after the certificate of occupancy is issued for the last building under the GDP.
5. Annual assessments of surface water relative to quality and groundwater impacts, and groundwater and reclaimed water as to quantity, using data obtained through monitoring wells and other sources, shall be provided by the Applicant to the Township. Additionally, as and when the site is developed with an additional 900,000 square feet of new development (i.e., one-half of the 1,830,000 \pm square feet of additional development contemplated by the GDP), a formal assessment of that monitoring data to determine the

hydrogeologic impacts and any trends in water use impacts shall be carried out by the Township at the Applicant's expense. As part of this monitoring requirement, the Applicant shall provide an annual report to the Township's Environmental Commission. If there are significant adverse trends, a more formal review by the Township may be undertaken to determine that adequate water is available for the project.

6. Water supply and wastewater disposal shall be in accordance with to the approved WMP for this site. If there is any modification to this plan or any proposed changes in water supply so as to (a) use public water or to increase ground or surface water diversion above limits in the current water allocation permit application, or (b) provide wastewater disposal for other than the property owner or make any new connection to a public sewer system to the site, either of the foregoing shall constitute a substantial revision to the GDP and must be approved by the Hopewell Township Committee and the Board prior to seeking other approvals for such changes. Moreover, any consideration for such change should take into account that the restriction on modification is based on the Township's Master Plan principle of limiting the development of public infrastructure.
7. The Applicant includes best practices in its GDP with regard to noise levels and shall: (a) limit noise levels for all new buildings, such that they will emit noise at 10 dB below the current state allowable noise levels (as measured at the closest residential property line), and (b) enclose its noise generating heating/cooling equipment of all new buildings in such a manner so as to achieve the aforementioned standards, and the Planning Board conditions this approval on such steps being taken.

BMS shall continue its standing practice of investigating community reports of unwanted noise so as to reduce such noise to the extent possible.

8. Mobil donated certain land on the west side of Titus Mill Road to the Stony Brook Millstone Watershed Association (the “Watershed Association”) for use as a nature trail. BMS has agreed to add certain landscape buffering (but not full screening) so as to further buffer from view some of its adjacent buildings from the Watershed Association’s walking path on BMS’s side of Titus Mill Road. The Applicant shall prepare a landscape plan at the time of its first site plan application for either Building 22, 22A, 22B, P-2, 9A or the expansion of Building 11A (Central Utilities Complex), which plan shall show such landscape buffering.
9. The Applicant has maintained approximately 150 acres of its land in active farming use by a tenant farmer, and maintains approximately 70 additional acres as part of the Stony Brook floodplain. The GDP preserves the farm and open space use, by relocating office buildings and parking proposed in the Mobil plan to the inside of the Loop Road.

The Applicant has presented to the Board a voluntary preservation plan for the farmland by means of a permanent easement. That plan calls for the donation of an easement in phases, as development in accordance with the GDP is approved. BMS shall retain the right to continue all of the existing uses within the easement area, as well as a number of listed additional uses, subject to an impervious coverage limitation not to exceed 3% or 6.6 acres of the approximately 220 acres covered by the easement. This impervious coverage restriction, however, shall not pertain to any existing impervious roadways or the LHT (the easement areas will not include these areas), underground water storage facilities, or any water bodies located within the easement areas.

The specific terms and conditions of the phased easement shall be in accordance with the phasing plan entitled “Terms for Open Space Easement from BMS to Hopewell

Township 200+ acres, ‘outside the fence’ at BMS’s Hopewell Campus” which is attached to this Resolution as Exhibit A, and which shall also be incorporated into the Developer’s Agreement by reference.

10. The Applicant shall construct an extension of the Lawrence-Hopewell Trail between Old Mill Road and the driveway of the SBRSA upon the issuance of a building permit for a building or buildings totaling 75,000 square feet of new development. Concurrently, the Applicant shall assist in the design the section of the trail to be extended to King Georges Road and work with the Township and others on the permitting required. Notwithstanding the foregoing, this improvement shall be reviewed together with all of the other circulation improvements at the time of each site plan application so as to determine actual need and priority.
11. If the Applicant or any successor owner of the site elects to subject the lands which are the subject of this GDP to a condominium form of ownership, such action will alter the findings and conclusions of this GDP approval. As such, such action shall be considered a significant change and require an amendment to this GDP approval.
12. BMS has produced a chart of roadway intersections on which it may have a material impact, as well as one roadway section which should be straightened. Those intersections and that road section are listed on Exhibit B, attached hereto and shall also be included in the Developer’s Agreement. These improvements are to be reviewed at the time of each site plan application so as to confirm the actual status of each at that time and the relative priority contemplated, so as to allow the Board to condition its approval upon the satisfaction of specific intersection work. To the extent that the Applicant and the Board can agree from time to time to request that BMS pay a larger share of the cost of

upgrading one intersection on this list, such substitution shall be made only if the overall cost to the Applicant for all intersection work is materially similar to the costs which the Applicant would have incurred if the list of improvements were built out using the percentages of responsibility on that list. The Applicant has agreed to prohibit left-hand turns from its existing main entrance at such time as the Board Engineer, based upon information supplied by the Applicant, concludes that such turning movements are no longer safe. Thereafter, all such left-hand turning movements will be allowed only from the newly constructed, signalized entrance across from Elm Ridge Road.

The Applicant shall update its Traffic Management Plan each time that the expansion of the site yields an additional 100 peak hour vehicle trips, compared to the number that exists at the time of this approval. The results of each such traffic impact update shall be used to determine which of the identified traffic improvements, if any, should be implemented at that time.

If and when the site's population exceeds 6000 employees, the Township shall have the right to review the conditions of this GDP, to require the Applicant to update any traffic or other community impact and /or BMS campus resource (infrastructure) studies, and to modify off-site improvements or other obligations which are reasonably determined to have been affected by such increase in population above that contemplated by the GDP.

13. The Applicant shall formalize an agreement with the Pennington Borough Council specifying an appropriate amount and timing of payments by the Applicant for roadway improvements. The Applicant shall also provide a courtesy copy of its future site plan applications to the Pennington Borough Clerk.

14. The Applicant shall pay to Hopewell Township all real estate taxes, assessments and land development escrow fees due and owing with regard to Block 46, Lot 8.01 on the Hopewell Township Tax Map within 30 days of the adoption of this Resolution.
15. The exhibits which were reviewed and relied upon by the Board in approving the application are attached hereto as Exhibit C and are part of this Resolution.
16. This approval shall not be deemed satisfied until such time as the Township Engineer certifies in writing and the Administrative Officer finds that all conditions of approval have been met.

Roll Call: November 10, 2005

Ayes - 9

Nays - 0

Abstain - 0

Absent - 1

Not Voting - 1

Beyer: Aye
Hart: Aye
Hirsch: Aye
Iorio: Aye
Lewandoski: Aye
Murphy, J. Aye

Murphy, K. Absent
Sandahl: Aye
Swanson: Aye
Moore: Aye
Gainsborg: Not Voting

This Resolution adopted December 15, 2005 memorializes the actions taken at a meeting of the Hopewell Township Planning Board on November 10, 2005, with the roll call vote on the memorialization as follows:

ROLL CALL ON MEMORIALIZATION: December 15, 2005

Ayes - 8

Nays - 0

Abstain - 0

Absent - 1

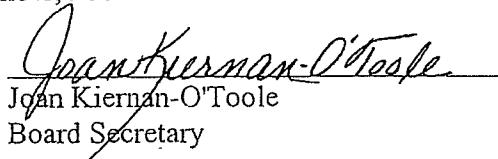
Not Voting - 2

Beyer: Aye
Hart: Aye
Hirsch: Aye
Iorio: Aye
Lewandoski: Absent
Murphy, J.: Aye

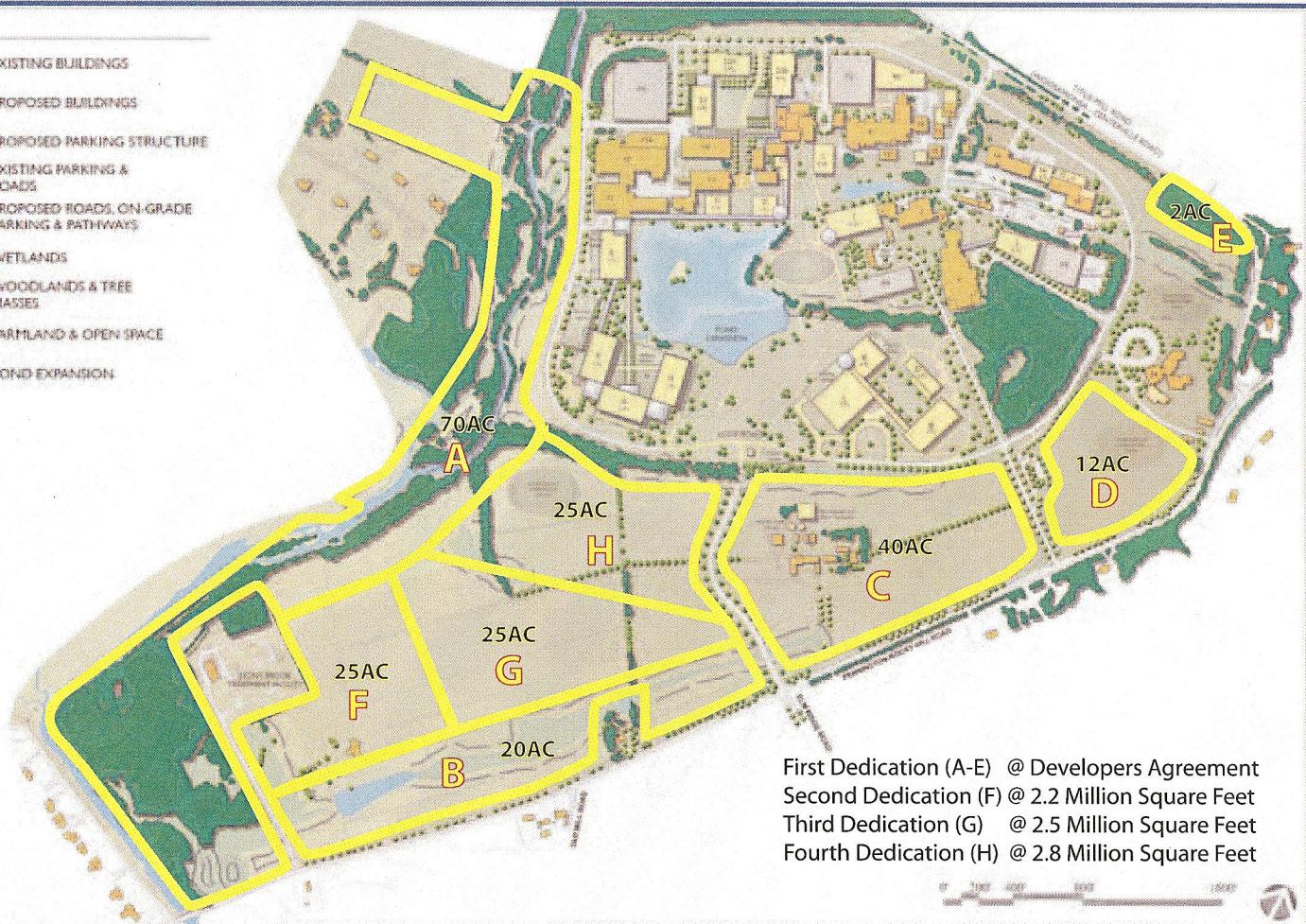
Murphy, K.: Not Voting
Sandahl: Aye
Swanson: Aye
Moore: Not Voting
Gainsborg: Aye

CERTIFICATION

I hereby certify that the foregoing is a true copy of a Resolution adopted by the Hopewell Township Planning Board on this 15th day of December, 2005.



Joan Kiernan-O'Toole
Board Secretary



 Bristol-Myers Squibb Company
 HOPEWELL CAMPUS MASTER PLAN 2005-2025

Holloman, Obata & Kassabaum, P.A. 

Terms for Open Space Easement from BMS to Hopewell Township 200 + acres, "outside the fence" at BMS's Hopewell Campus

BMS shall proceed with a voluntary, phased dedication of an easement on the property, in accordance with the attached phasing map and subject to the following terms and conditions:

1. The easement in no way limits the rights conferred on BMS by the GDP.
2. FAR, impervious surface, open space and all other calculations and formulas used for the GDP, etc. will remain based on 433 acres and are not to be limited by the dedications of easements.
3. The easement is not a fee conveyance of ownership, nor is it intended to be a "Conservation Easement" or an "Agricultural Easement," just a limitation of rights for BMS or successor owner to place buildings on the easement land.
4. BMS would retain the right to all existing uses in the easement area, as well as the right to add all reasonable and customary accessory rights for the use of the easement area including such things as: multi-purpose trail expansion or relocation, utility transmission, landscaping, water storage facilities, additional access points in the event existing or currently proposed fail, rights of way for widened roads or drives, water detention/ retention, soil storage areas, etc. The total impervious coverage allowed within the easement area would be 3%, and "impervious coverage" shall not include any underground water storage tanks, any water bodies, or pervious pavement.
5. All farming operations and all farming-related activities (including farm house, barns, silos, farm stand, etc.) for continued farm use would be allowed in the easement lands. Alternative farming/agriculture or a return to native vegetation would be permitted on the site should the traditional farming operation be discontinued. All of these uses would, however, be subject to the impervious coverage limitation, above.
6. No warranties or representations regarding the environmental status of the land would be made by BMS.
7. The rights dedicated by BMS to Hopewell Township would not be assignable without the prior written consent of BMS.
8. There would be no public access except on the multi-purpose trail.
9. The dedication would be phased. The first phase shall be dedicated as a condition of the execution of the Developer's Agreement with the Township, and would contain approximately 145 acres. Each of three subsequent phases would be conveyed at the time that building permits for more than 300,000 new square feet of construction were received by BMS after the completion of the first 900,000 square feet built under the GDP. If that portion of the easement has not been dedicated by the time BMS applies for the building permit, Hopewell Township may withhold the building permits for those buildings.

Offsite Roadway Improvement Summary
Bristol Myers Squibb
Hopewell Township, Mercer County

Intersection	Improvement Description	BMS	Fair Share %
Pennington-Rocky Hill Road and Hopewell-Princeton Road (Mount Rose Intersection)	Widen all 4 approaches to provide 2 lanes (left turn and shared through/right turn) Modification to existing traffic signal		9.1%
Pennington-Rocky Hill Road and Elm Ridge Road	Widen SB approach of PRH Road to provide 3 lanes (left turn, through and right turn) Widen NB approach of PRH Road to provide 3 lanes (left turn, through and right turn) Widen WB approach of ER Road to provide 2 lanes (left turn and shared through/right)		26.4%
Pennington-Rocky Hill Road and Old Mill Road	Widen SB approach of PRH Road to provide 2 lanes (left turn and through) Widen WB approach of OM Road to provide 2 lanes (left turn and right turn)		23.9%
Route 31 and Titus Mill Road	Widen SB approach of Route 31 to provide 2 lanes (left turn and through) Modification to existing traffic signal		5. - %
Elm Ridge Road and Carter Road	Widen EB approach of ER Road to provide 2 lanes (left turn and through) Widen NB approach of Carter Road to provide 2 lanes (left turn and right turn) Install traffic signal		5.5%
Pennington-Rocky Hill Road and Titus Mill Road	Monitor intersection for possible future traffic signal		25.0%
Federal City Road and Blackwell Road	Realign intersection Install traffic signal	By Others	22.9%
Federal City Road	Alignment and Geometric Modifications Construct New Bridge		23.0%

EXHIBIT
ALL-STATE LEGAL®