

October 10, 2013

By Hand

Leslie M. Gore
Assistant Attorney General
Division of Law
25 Market Street, First Floor
Trenton, NJ 08625-0112

**Re: Special Counsel RFQ for PROPERTY ACQUISITION AND
CONDEMNATION LITIGATION**

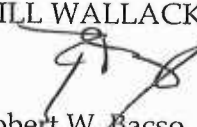
Dear Assistant Attorney General Gore:

Please accept this letter as the proposal of Hill Wallack LLP to serve as Special Counsel for Property Acquisition and Condemnation Litigation as set forth in the Division's October 3, 2013 RFQ. Our responses below correspond to the required components specified in the RFQ.

We believe that when the qualifications and experience of the attorneys and staff of Hill Wallack LLP are considered, you will find that we will be able to provide the quality legal services the Division desires.

We respectfully request that you consider us to represent your interests as counsel for Special Counsel for Property Acquisition and Condemnation Litigation, and we would be delighted to meet with you or your staff for a personal presentation. Thank you in advance for your consideration.

Respectfully submitted,
HILL WALLACK LLP


Robert W. Bacso
Managing Partner

Hill Wallack LLP's Proposal
in Response to the
Office of the Attorney General
State of New Jersey
Request for Qualifications
for
Special Counsel
for Property Acquisition
and Condemnation Litigation

Attention of:

Leslie M. Gore
Assistant Attorney General
Division of Law
25 Market Street, First Floor
Trenton, NJ 08625-0112

Submitted by:

Robert W. Bacso
Hill Wallack LLP
202 Carnegie Center
Princeton, NJ 08540
Tel. (609) 924-0808



EXHIBIT B:
COVERSHEET, AGREEMENT AND CERTIFICATION FOR
STATE OF NEW JERSEY DEPARTMENT OF LAW & PUBLIC SAFETY, DIVISION OF LAW
PROPOSAL FOR SPECIAL COUNSEL DESIGNATION

Name of Special Counsel RFQ to which you are responding:

PROPERTY ACQUISITION AND CONDEMNATION PROPOSAL

Firm Name: Hill Wallack LLP

Firm Address: 202 Carnegie Center, Princeton, NJ 08540

Number of Attorneys in the Firm: 69

Attorney to Contact for this Proposal: Robert W. Bacso

Telephone Number of Contact for this Proposal: 609-924-0808

Email Address of Contact for this Proposal: rbacso@hillwallack.com

AGREEMENT AND CERTIFICATION

By submitting this proposal:

I agree, on behalf of my firm, that my firm will abide by the Outside Counsel Guidelines available at: <http://www.nj.gov/oag/law/rfqs.htm> and with any updates thereto during the term of a Special Counsel Designation and in the event that my firm is retained by the Division of Law.

I understand that in the event that my firm is selected and receives a Special Counsel Designation, the Special Counsel Designation is not a guarantee that my firm will be retained for any matter.

I agree that in the event that my firm receives a Special Counsel Designation and is retained, my firm shall bill at the rates [set forth in the RFQ/set forth in the Special Counsel Designation], and that the rates shall not increase during the term of the Special Counsel Designation.

I am confirming all of the Statements in the RFQ that my firm is required to confirm.

I warrant that I have the authority to bind my firm to the Proposal submitted and to any retention my firm may receive as a result.

I certify that the information in this proposal has been reviewed by me and is true and accurate to the best of my knowledge.

[Signature]
Signature of Contact Attorney

10/10/13
Date

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6.1 Cover Sheet (attached)

6.2 Firm Profile

A. Hill Wallack LLP

Established in 1978, Hill Wallack LLP has offices in Princeton and Morristown, New Jersey, and Yardley, Pennsylvania.

B. Legal Services Provided by Hill Wallack LLP

Hill Wallack LLP has built a reputation for comprehensive problem solving and aggressive advocacy. The firm provides a full array of real estate, land use, eminent domain, litigation, transactional and regulatory representation to public entities, leading businesses, nonprofit entities and individuals. Our attorneys are often called upon to tackle some of the toughest legal, business and public policy challenges, and we often create solutions where none seem apparent.

C. Firm Employees

Hill Wallack LLP employs 145 persons in our two New Jersey offices and Pennsylvania office, comprised of 69 licensed attorneys, 58 legal support staff and 18 other support staff.

D. Firm Size

Hill Wallack LLP is a medium/large firm pursuant to the standard set forth in the RFQ.

E. Women/Minority Participation

Thirty percent of the firm's attorneys are women, including six partner-level attorneys and thirteen counsel and associate level attorneys. Eight percent of the firm's attorneys are minorities, including four partners. 10.6 % of the firm is owned by women and minorities.

Hill Wallack LLP places great value in the participation of women and minorities in all aspects of our legal practice. The firm actively recruits women and minority candidates, primarily from New Jersey state and federal court clerkships, and has partners of African American and Asian descent. We are active with minority-focused bar associations and professional organizations.

Senior partners mentor rising women and minority attorneys within our firm, providing them with sophisticated matters, as well as business generating and professional networking opportunities.

F. New Jersey Presence

There are 48 attorneys resident in Princeton and two attorneys resident in Morristown. In Princeton, there are 20 partners, 12 counsel and 16 associates. All attorneys resident in New Jersey are licensed to practice in the State of New Jersey. We do not anticipate that attorneys not licensed in New Jersey would be assigned to provide services pursuant to this RFQ, unless we are assigned Pennsylvania litigation matters in which case Pennsylvania licensed attorneys would be assigned to those matters.

As a Mercer County-based law firm, Hill Wallack LLP is comprised of attorneys who possess a great deal of government litigation experience, which allows us to provide the division with outstanding legal service in a cost-effective manner. Our firm includes numerous attorneys who have served as DAGs in the Division of Law or in other senior capacities for New Jersey public authorities and other entities, including the New Jersey Schools Development Authority, the Casino Redevelopment Authority and others. We are called on by public entities to represent them in litigation, as well as counseling and transactional matters. We understand first hand the pressures and special needs of government clients, and provide innovative, aggressive and cost-efficient approaches to these challenges.

In short, we offer the State a law firm that is locally based, easily accessible to the Attorney General, and has a strong understanding of the special needs of New Jersey public entities such as the Attorney General.

G. State Agency Representations

Hill Wallack LLP currently is designated by the Office of the Attorney General as Approved Special Counsel in the areas of Complex Litigation, Employment Litigation, General Litigation, Wright Litigation, Fort Monmouth Economic Revitalization Authority, NJ Transit Property Acquisitions and Real Estate. We are also bond counsel to New Jersey Housing and Mortgage Finance Agency. Representative major assignments for state agencies during the past five years are summarized below.

1. Casino Control Commission – Litigation

Edwards v. Casino Control Commission (“CCC”)

In June of 2011 the Attorney General requested that Hill Wallack LLP assume the defense of the State’s principal gaming regulatory body and its chairwoman in a 24-count complaint brought by a former surveillance director of the Tropicana Hotel & Casino against the CCC, its chair, and Tropicana executives. In this unique case arising during the State’s conservatorship of the Tropicana casino, the chairwoman terminated the security director’s employment for failing to apply to the Commission for approval of changes in the casino’s surveillance system. This employment action was taken pursuant to authority delegated by the full CCC to its Chair. The terminated employee brought suit against the Commission, its chair, the conservator and various Tropicana executives alleging the illegal exercise of authority, wrongful termination, whistleblower claims and constitutional violations. The case presented numerous novel issues concerning the State’s oversight of casinos under conservatorship.

Hill Wallack LLP mounted a vigorous legal defense on behalf of the Commission and its Chair, and within 6 months secured complete dismissal of all claims against all defendants with prejudice on summary judgment. Hill Wallack LLP is currently handling the appeal of this matter.

The responsible Hill Wallack LLP attorney for this matter is David J. Truelove. The supervising attorneys are: DAG Stuart Feinblatt (Trenton) and CCC Chief Counsel Dianna Fautleroy (AC).

2. New Jersey Housing & Mortgage Finance Agency (NJHMFA) - Litigation

The Whitlock Mills project covers approximately 6.6 acres and is comprised of five existing historic structures that are being renovated and 29 new townhouse-style

modular buildings. The project is anticipated to contain 330 residential dwelling units when complete, of which 132 will be market rate, with the balance affordable to low-income residents.

Between May 2004 and 2009, the Agency entered into a series of loan transactions providing project financing exceeding \$34 million. Work on the Project deteriorated and the Project completion date passed in June of 2006. Shortly thereafter the general contractor defaulted. The bonding company entered into a Takeover Agreement, but itself defaulted in December 2009.

The agency retained our firm's services in May 2010 to evaluate the project and specifically to provide counsel on loan restructuring and litigation.

In December 2010, we represented NJHMFA in restructuring all aspects of the Project. Initially NJHMFA awarded Whitlock \$11.7 million in Section 1602 Tax Credit Exchange (TCX) subsidy funding and a \$5.7 million in gap financing. Eventually with our assistance the NJHMFA assumed control and ownership of the Project upon developer default.

We also retained professionals to assess all aspects of the construction status, deficiencies, necessary completion activities and costs associated with bringing this project to conclusion. On behalf of NJHMFA we moved to intervene in the federal litigation to obtain damages that would be used to repay the outstanding loan balance. Litigation was instituted with numerous claims among the owner, general contractor, suppliers and bonding company. The genesis of these claims is breach of the bond and the takeover agreement. There are presently pending in the United States District Court two actions involving numerous claims related to Whitlock Mills. These actions involve affirmative claims by the Agency and Whitlock for breach of the construction contract and a subsequent breach of the Bond and the Takeover Agreement. The Court entered a partial liability order against the contractor and bonding company and subsequently a final liability order. The remaining major issue is damages which are vigorously contested by all parties. The Agency and Whitlock Mills, L.P. claim damages of over \$40 million dollars and seek to collect these damages against the contractor and bonding company.

The firm has been represented by James G. O'Donohue and Susan L. Swatski in construction related matters and Robert W. Bacso and Michael Kahme with respect to financing issues.

Our work is overseen by DAG Wayne Martorelli (609) 943-5664 and Les Lefkowitz, Agency Chief for Legal and Regulatory Affairs (609) 278-7643.

3. New Jersey Housing & Mortgage Finance Agency (NJHMFA) – Bond Counsel

In 2013 Hill Wallack LLP represented the New Jersey Housing & Mortgage Finance Agency as bond counsel in connection with the issuance of up to \$7,200,000 of tax-exempt bonds to finance the McIver Homes low-income senior housing renovation and rehabilitation project. This housing project is located in East Orange, New Jersey and currently holds 87 units for residents. The developer intends to use the proceeds of the bond issue to purchase the property and renovate the facility to provide housing for low-income, New Jersey seniors. Hill Wallack LLP's role was that of bond counsel, which required Firm attorneys Paul N. Watter and Vince J. Magyar to negotiate, analyze and draft, among other things, a trust indenture, financing agreement, miscellaneous bond documentation, notices (including TEFRA notices), collaborate with and organize the working group to advance the project and advise NJHMFA on the terms and conditions of the project. This project is on-going.

Our work is overseen by David Bonomo, Chief Financial Officer (609) 278.7439, Marisol Rodriguez, Director of Multifamily Programs and Lending (609) 278-7526 and Tanya Hudson-Murray, Multifamily Loan Manager (609) 278.7582.

4. NJ Transit Corporation

Hill Wallack LLP has served from 2003 to date as Special Counsel to NJ Transit on a broad variety of litigation, condemnation, environmental and transactional matters. In this role, we have drafted, reviewed and advised on contracts addressing government procurement matters, financings, condemnations and real estate development. Our work on specific projects and environmental matters generally is described below.

Morristown Transit Village

Hill Wallack LLP served as lead counsel in negotiations with the selected redeveloper for this \$35 million project, and successfully negotiated a difficult series of issues that resulted in an agreement to develop the first Transit Village sponsored by NJ Transit. The documentation involved environmental contamination issues, construction contracts, bonds, repurchase rights, mixed use "condo-ization," guarantees and letters of credit.

The completed project contains 226 rental units and 8,000 square feet of retail, as well as parking for 780 cars. The architecture blends with that of the buildings downtown as well as with the historic 1915 Renaissance Revival train station.

Secaucus Transfer Station

The Secaucus Transfer Station is a major rail hub where eight of NJ Transit's 11 commuter rail lines intersect. To construct the station, NJ Transit entered into agreements that contemplated the future commercial development of the air rights to the station by a private property owner. The owner was unable to commence development, and Hill Wallack LLP was retained to represent NJ Transit's \$125 million interest in advancing the development of the site.

By digging through a decade of documentation, we found a long-overlooked first right of refusal that enabled NJ Transit to gain control over the commercial development above the rail station, its air rights, as well as the adjacent 20-acre site. We prepared an RFP and represent NJ Transit in negotiations with its prospective developer, Brookfield Properties.

Hudson-Bergen Light Rail Transit Line

NJ Transit contracted with Twenty First Century Rail Corporation for the design-build operation and maintenance of the Hudson-Bergen Light Rail Transit Line. This firm, working with the Office of the Attorney General, provided direct owner assistance during the course of that project contract on compliance, legal review and recommendation for resolution of contract disputes, including contract interpretation, applicability of New Jersey law to contract terms, review and advice as to change orders, cost of project reviews, analysis and recommendation for negotiation strategy in change order and project closeout issues. The project was successfully closed out without litigation.

In 2008, Hill Wallack LLP was again designated as Special Counsel to NJ Transit, and in connection with its representation, the firm has represented NJ Transit on numerous condemnations relating to the third operating segment of the Hudson Bergen Light Rail system in Bayonne, New Jersey and a proposed rail connection in Bergen and Passaic counties. Hill Wallack LLP has to date actively advised NJ Transit concerning the ongoing negotiations with the property owners and has conducted condemnation actions where necessary.

This firm represented NJ Transit in the acquisition of a large parcel of property in Bayonne needed for the construction of the 8th Street Station, the new southern terminus of the Hudson Bergen Light Rail System. The largest acquisition for the system both in dollar amount and size, NJ Transit was confronted with having to obtain a parcel with not one, but two operating businesses including a regional tire service center and a national fast-food chain franchise. Hill Wallack LLP litigated the condemnation from the end of negotiations through the commissioners hearing and jury trial, with an ultimate outcome nearly \$1 million below the agency's exposure, and well within its initial authorization level.

69th Street Bridge Grade Separation Project

Originally a proposed expansion of the Hudson Bergen Light Rail Project, NJ Transit undertook to construct a bridge and road relocation project in a heavily developed portion of North Bergen, designating Hill Wallack LLP as Special Counsel. Hill Wallack LLP attorneys negotiated the acquisition of numerous easements and fee parcels needed for the project and arranged for utility relocation agreements with national gas providers to allow for the project to be constructed. Where negotiated settlements could not be achieved, Hill Wallack LLP handled both the commissioners hearings and when necessary, jury trials to determine the value of the acquired property.

Because the project was located in an area under the jurisdiction of the United States Army Corps of Engineers, Hill Wallack LLP was directly involved in valuation issues concerning wetlands and the impact of both DEP and USACOE fill permits, including in one major case currently awaiting a decision by the Appellate Division on a significant eminent domain valuation issue of first impression in New Jersey. The firm arranged for and worked directly with wetlands and other experts for trial.

Hill Wallack LLP also aggressively handled issues relating to valuation where existing environmental contamination existed, successfully defending the Agency position on the impact of institutional controls and environmental "stigma" on value.

Other NJ Transit Acquisitions & Environmental Issues

We have represented NJ Transit in some of its most complex property acquisitions in recent years, several of which involved large tracts of properties in the Hackensack Meadowlands with a substantial history of contamination by numerous parties dating back more than 100 years. Acquisitions for the commercial development of the Secaucus Junction Transfer Station, of the 120-acre Koppers Coke site for the proposed Kearny Train Yard, and for the Portal Bridge Enhancement Project each required us to work

closely with NJ Transit staff and its outside professionals, as well as NJDEP and USEPA, to select, acquire and develop sites in a manner that minimized agency exposure to environmental costs, justified the allocation of remediation costs to property owners and responsible parties, and maximized cost recovery actions.

Among the environmental cost recovery claims we litigated for NJ Transit was *New Jersey Transit Corporation v. American Premier Underwriters, Inc. and Consolidated Rail Corporation*, United States District Court, District of New Jersey, Civil No. 4-6423 (JLL), a cost recovery suit by NJ Transit against Amtrak, Conrail and its successor, former owners and operators of NJ Transit's South Amboy Rail Yard and commuter rail passenger service in New Jersey, demanding contribution for \$2.2 million in costs incurred by NJ Transit to remediate PCB contamination at this yard. We succeeded in obtaining a settlement prior to trial in which NJ Transit ultimately recovered 50 percent of its confirmed remedial costs at the South Amboy site and established an allocation precedent for other sites in the future.

Our work on behalf of NJ Transit has been overseen by Bernadette Gill and Ken Rotter (condemnation), Kevin Rittenberry and John Brendlen (ARC), NJ Transit, One Penn Plaza East, Newark, NJ 07105, and at the Division of Law by DAG Kenneth Worton, NJ Transit, One Penn Plaza East, Newark, NJ 07105.

4. New Jersey Schools Development Authority (NJSDA)

The firm was selected in 2008 as Special Counsel for Real Estate, Condemnation, Appeals, Contracting, Bankruptcy and Insurance Coverage for the NJSDA. Since then we have handled property acquisitions for several projects. These include the Lanning Square project in Camden, the West Side High School project in Newark and Paterson's PS16 project in Passaic County.

In connection with its representation of the NJSDA, the firm has handled numerous condemnations through the commissioners-hearing level, and negotiated an even greater number of amicable acquisitions, including parcels that posed significant obstacles, from unique valuation questions to complex business relocations. Working with NJSDA staff to keep on schedule and reduce costs, Hill Wallack LLP has delivered a virtually turn-key operation for the agency for negotiated closings and condemnations.

We also represented the NJSDA in an appellate matter involving public procurement issues, *Van Note Harvey v. New Jersey Schools Construction Authority*. In this context, Hill Wallack LLP provided NJSDA recommendations for future procurements.

Our work for the NJSDA is overseen by Jane F. Kelly, Esq., Vice President, Corporate Governance & Operations, 1 West State St., Trenton, NJ 08625 (609) 943-5955.

H. State Agency Appearances

Through our land use practice, firm attorneys handle applications for permits and approvals before all units within the NJDEP, including, for example, wetlands, water, CAFRA, historical preservation and sewer matters. Our attorneys have extensive experience appearing before the Council on Affordable Housing (COAH), as well as the three state authorities that have served as principal land use regulators, the Meadowlands, Pinelands, and Highlands Commissions.

Our attorneys appear before the Department of Treasury, Division of Purchase and Property, in the context of our government procurement practice. We also interact with the Department of Community Affairs, Division of Local Government Services, in connection with municipal law issues.

I. Conflict Statement

We do not identify any likely State agencies that based on our current representations we would be unwilling or unable to represent at this juncture. As has been our practice for the past several years, we carefully scrutinize each potential assignment offered by the OAG and promptly advise of any potential conflict concerns before accepting any assignment.

J. Non-State Government Representations

By way of example and not limitation, we have represented the following non-State governmental entities over the past five years:

<u>Entity</u>	<u>Nature of Work</u>	<u>Time Period</u>
Borough of Princeton	Municipal Counsel	2010-2013
Township of Ewing	Township Counsel	1998-2006 2011-present

Borough of Bound Brook	Borough Counsel	2003-2009 2006-2008 2012-present
City of East Orange	Redevelopment Counsel	2008-present
Borough of Fanwood	Redevelopment Counsel	2008-2011
Stafford Township	Affordable Housing Counsel	2009-present
South Plainfield	Special Land Use Litigation Counsel	2001-present
City of Trenton	Defense of Law Enforcement Officers	1990-present
Mercer County Community College	General Counsel	2004-present
Stockton State College	Special Counsel	2005-present
Atlantic County Improvement Authority	Counsel	2007-2011
Willingboro Bd. of Ed.	General Counsel	2001-2003 2004-2006
PAIC/School Alliance Insurance Fund (Bd. of Ed. pool)	Title 59	2000-present
Hamilton Township (Mercer)	Title 59/Defense of Law Enf. Officers	2000-2005
South Jersey Economic Development District	Real Estate Acquisition & Environment	2009-2011

The firm and its attorneys also have represented the following public entities:

Ewing Redevelopment Authority	General Counsel
Hoboken Parking Authority	General Counsel
Lafayette Yards Community Development Corporation	General Counsel

Trenton School Board	General Counsel
Trenton Housing Authority	General Counsel
Cherry Hill Township	Land Use Litigation
Cresskill Borough	Land Use Litigation
East Hanover Township	Land Use Litigation
Galloway Township	Land Use Litigation
Ocean City	Land Use Litigation
Scotch Plains and Scotch Plains Zoning Bd.	Land Use Litigation
City of Absecon	Planning Board Attorney
Mullica Township	Planning Board Attorney
Commercial Township	Planning Board Attorney
City of Pleasantville	Bond Counsel
Town of Hammonton	Bond Counsel
City of Brigantine	Litigation
New Jersey Association of Counties	Government Contracts & Insurance Defense
Asbury Park Housing Authority	Special Labor and Employment Counsel
Housing Authority Risk Retention	Title 59 Defense/ Civil Rights
Monmouth County	Title 59 Defense/Civil Rights
Township of Plainsboro	Title 59/Tort Claims
Upper Deerfield Township	Title 59/Tort Claims
New York State Insurance Fund	Workers' Compensation

K. Responsive Communication

Hill Wallack LLP provides one of the most sophisticated public entity and litigation practices under one roof in the State of New Jersey. Firm partner Rocky L. Peterson served as director of law for the City of Trenton Law Department and Deputy Attorney General for the new Jersey Division of Criminal Justice, Trial and Appellate Section. Mr. Peterson fully understands the OAG's policies, practices and concerns in the course of engaging outside counsel. Our attorneys understand the need to provide timely, proactive and responsive communications with the Division. In particular our extensive work for NJ Transit and the NJHMFA establish our track record of prompt and proactive communication with the Division of Law on matters handled for those agencies.

Hill Wallack LLP is committed to a proactive approach both in our legal strategies and client communications. Our public sector clients find us exceptionally successful in coordinating our counseling and litigation efforts with their business, policy and political needs, accurately anticipating and communicating potential issues, problems, and opportunities in a timely and concise manner. We have excellent relationships with State officials, and fully understand the need for accountability in all our efforts as Special Counsel.

In our experience, it is essential to regularly communicate progress, problems and results to our clients in real time. We are responsive at all times. Our most senior attorneys are always on call to respond to our clients' senior management team needs, whenever they arise. All partners are equipped with iPhones and/or iPad devices and are available to our clients on a 24/7/365 basis as needed.

L. Firm's Major Clients

Hill Wallack LLP has represented a wide range of private and public sector clients, including those listed below.

- Alcatel-Lucent
- Amboy Bank
- Apotex Corp.
- Banco Polpuar
- The Bank of Princeton
- Cape Counseling Services
- The Chubb Group of Insurance Companies
- Citadel LLC
- Citicorp Mortgage, Inc.
- Corizon, Inc. (formerly known as Correctional Health Services)
- Crown Bank
- First Bank
- First Choice Bank
- The Goldman Group, Inc.
- Home Depot U.S.A., Inc.
- K. Hovnanian
- Lakeland Bank
- Liberty Mutual Insurance Company
- Mercer County Community College
- Millhill Child & Family Development Corp.
- Motorola Solutions, Inc.
- New Jersey Builders Association
- New Jersey Housing and Mortgage Finance Agency
- New Jersey Schools Development Authority
- New Jersey Transit

- Novo Nordisk, Inc.
- Parsons Corporation
- Pershing Square Capital Management, L.P.
- Pulte Homes
- Sandoz (Novartis Group).
- Selective Insurance
- Sovereign Bank
- State of New Jersey (numerous agencies)
- Sun National Bank
- TD Bank, N.A.
- Toll Brothers, Inc.
- UBS A.G.

6.3 Qualifications and Experience – Property Acquisition and Condemnation Litigation

M. Experience

Hill Wallack LLP is proud to have served as counsel to numerous government entities on a broad variety of litigation, condemnation, environmental and transactional matters. In this role, we have drafted, reviewed and advised on contracts addressing government procurement matters, financings, condemnations and real estate development and handled the entire acquisition process for numerous transportation, construction and education projects in New Jersey.

Our Eminent Domain team, led by partner (and former DAG) Ronald L. Perl has over 30 years of statewide experience litigating significant condemnation and advising on real estate issues. Our proposed team for this project includes former DAGs who have had substantial experience handling major real estate acquisition, condemnation and environmental matters for the State, including, Rocky L. Peterson and Ronald L. Perl.

Our extensive list of government clients in the eminent domain field includes the New Jersey Transit Corporation, the New Jersey Schools Development Authority, and the Casino Reinvestment Development Authority. Hill Wallack LLP is proud to have served as special counsel on a broad variety of NJ Transit litigation, condemnation, environmental and transactional matters since 2003. We have successfully represented Transit on numerous condemnations required for the NERL project and continues to represent Transit on the HBLR MOS3, 69th Street Bridge, and Passaic-Bergen Connection projects. We are similarly proud of our condemnation and property acquisition work for the New Jersey Schools Development Authority's projects in Essex, Passaic and Camden County and CRDA's developments throughout the State. In developing a strategy for our clients we have dealt with elaborate cost to cure scenarios including wetlands issues and Army Corps of Engineers regulations and permitting. We have also developed strategies and expert testimony for loss of view situations for acquisitions. We have worked with and procured experts to defend loss of view claims related to existing and potential development, and aggressively litigated (including a matter currently pending in the Appellate Division) the valuation of waters assumed and regulated by the ACOE. Our representation of NJ Transit has also involved defending damage claims for actual and potential loss of view, resulting the successful settlement of a significant case.

More generally, Hill Wallack LLP attorneys possess a great deal of State government litigation experience that allow us to provide the Attorney General with outstanding legal service in a cost effective manner. We are routinely called on by public entities to represent them in condemnation litigation, as well as counseling and transactional matters. We understand first hand the pressures and special needs of government clients, and provide innovative, aggressive and cost-efficient approaches to these challenges. We have trained our attorneys and staff on a leading acquisition management software system and work hand in hand with the recognized experts in valuation, wetlands, development potential and engineering to get the job done in a cost-effective manner.

The Firm has prosecuted and defended against hundreds of condemnation matters over the past 20 years. The Firm's attorneys have familiarity and comfort with trying condemnation matters to verdict, all aspects of property valuation as well as technical engineering expertise needed, and have prepared and argued hundreds of appeals before the Appellate Division and Supreme Court.

The following is a representative listing of condemnation matters we have handled.

1. NJ Transit Newark Elizabeth Rail Link ("NERL") Condemnations/Acquisitions, including Newark Urban Renewal Investors, First Bellemead Urban Reneral Corp. PSE&G, Episcopal Diocese of Newark, NJ EDA, St. John's Church, P & L Realty, The Monroe Company, 520 Broad Street Association, Essex County Improvement Authority, Catholic Community Services, Robbie's, Inc. , Lincoln Motel, Inc. and Verizon. These matters resulted in the successful acquisition by condemnation and/or negotiation of 27 parcels in the City of Newark for the Newark Elizabeth Rail Line. The total appraised value of these parcels was approximately \$11,700,000; the ultimate aggregate acquisition price was approximately \$13,500,000. This matter was handled by Partner Ronald L. Perl and was conducted under the Eminent Domain Act of 1971.
2. NJ Transit v. Ramsey Lumber, Superior Court, Bergen County which involved a partial taking along Route 17 in the Borough of Ramsey with significant issues involving the "unity of use" doctrine. The matter was settled by negotiation subsequent to the commissioners hearing and before trial. This matter was handled by Partner Ronald L. Perl and was conducted under the Eminent Domain Act of 1971.
3. NJ Transit v. Cooper Land Company of New Jersey, Inc. Superior Court, Passaic County involved a partial taking for the construction of the Route 23 Park and Ride. The matter was settled by negotiation subsequent to the commissioners hearing and

before trial. This matter was handled by Partner Ronald L. Perl and was conducted under the Eminent Domain Act of 1971.

4. NJ Transit v. ALD, Superior Court, Hudson County was a condemnation involving a partial taking for the Hudson Light Rail extension in Bayonne. We were asked to expedite the securing of title and were successful in quickly obtaining authorization from the Court to record the Declaration of Taking. In pursuing the matter through the commissioners hearing and jury trial stages, Hill Wallack LLP obtained numerous experts including the valuation of unique fixtures related to the restaurant and tire store. Ultimately, a favorable jury verdict well within the agency's authority was achieved. This matter was handled by Hill Wallack LLP attorneys Ronald L. Perl and Ryan P. Kennedy and was conducted under the Eminent Domain Act of 1971.

5. NJ Transit v. Marl, Superior Court, Hudson County was a unique condemnation involving a partial taking for the Hudson Light Rail extension in Bayonne. Settled before trial, Hill Wallack LLP took a very active role in handling the unique valuation issues which included analysis of the impact of the project improvements, including loss of view, on the development value of the partial taking. The firm obtained recognized experts in the fields of residential valuation to provide view studies and paired sales analysis of the potential loss of view for the development. Hill Wallack LLP also procured planning and development analyses to be in a position to argue the potential impact of the partial taking and loss of view of the improvements to be constructed on the easements acquired from the property owner. Ultimately, the firm's guidance and preparation for the unique valuation issues involved resulted in a favorable settlement. This matter was handled by Hill Wallack LLP attorneys Ronald L. Perl and Ryan P. Kennedy and was conducted under the Eminent Domain Act of 1971.

6. NJ Transit v. Mori, Superior Court, Hudson County is a condemnation currently pending appeal in the Appellate Division on a matter of first impression in this State. In this matter, the Firm gathered recognized wetlands and other experts in the field of Army Corps of Engineers permitting and regulations to present a complex valuation case both at the condemnation commissioners hearing and jury trial levels. Here, Hill Wallack LLP attorneys worked directly with the appraisers and ACOE permitting experts to develop alternative valuation theories used at trial, and have handled the matter from negotiation through to the Appellate Division. Currently at issue in the Appellate Court the effect of the existing ACOE jurisdictional determination and Section 404 fill permits on the value question ultimately posed in this case to the jury. In developing the Agency's theory, the Firm has become intimately familiar with the regulations and structure of the ACOE, and the valuation of protected waterways in

this state. In so doing, the Firm developed and procured mitigation valuation studies and valuations of both protected and developable wetlands. This matter is being handled by Hill Wallack LLP attorneys Ronald L. Perl and Ryan P. Kennedy and was conducted under the Eminent Domain Act of 1971.

7. NJ Transit Passaic-Bergen Connection Condemnations/Acquisitions. This project involved ten parcels in Hawthorne, Paterson and Elmwood Park in which one site, One Washington Holdings, LLC, involves significant environmental contamination issues and will involve a cost recovery action. The other parcels are awaiting appraisals and/or parcel map and funding for the project to continue forward. This matter was handled by Hill Wallack LLP attorneys Ronald L. Perl and Ryan P. Kennedy and was conducted under the Eminent Domain Act of 1971.

8. NJ Transit 69th Street Bridge Condemnation/Acquisition. This project involves a series of partial takings for the relocation of a major Transco gas pipeline and construction of a bridge to replace a grade crossing at 69th Street and West Side Avenue in North Bergen. We have been asked to expedite the acquisition of title because of severe time constraints effecting the pipeline relocation and have moved forward rapidly to accomplish this task. All necessary acquisitions are on track for either a negotiated purchase or institution of condemnation proceedings. This matter was handled by Hill Wallack LLP attorneys Ronald L. Perl and Ryan P. Kennedy and was conducted under the Eminent Domain Act of 1971.

9. NJ Transit Negotiated Acquisition of Koppers Seaboard/Kearny Yards for NJ Transit. Hill Wallack LLP represented NJ Transit in its anticipated acquisition of 100 acres of the Koppers Seaboard site from the Hudson County Improvement Authority. This matter presents special complexity on both acquisition and environmental fronts because of ongoing remedial efforts by a third party responsible party on site and on neighboring properties that will be modified by NJ Transit's acquisition. This matter is ongoing. Although condemnation is not presently contemplated, it is an anticipated possibility if Transit and HCIA are unable to agree on value. This matter was handled by Hill Wallack LLP attorney Ryan P. Kennedy and was conducted under the Eminent Domain Act of 1971.

10. New Jersey Schools Development Authority, Lanning Square School Acquisitions. Hill Wallack LLP effectively and efficiently handled the acquisition of numerous parcels for the SDA in Camden New Jersey relating to the Lanning Square School Project. Those matters are included below, and in each case has been indicated whether we filed litigation or negotiated the acquisition by contract.

NJ Schools Development Authority - Camden Lanning Square/ Earl & Mae Wilson:
Condemnation

NJ Schools Development Authority - Camden Lanning Square/ Dorothy Brooks:
Condemnation

NJ Schools Development Authority - Camden Lanning Square/ Edward R. Denny:
Condemnation

NJ Schools Development Authority - Camden Lanning Square/ Erica Jackson:
Condemnation

NJ Schools Development Authority - Camden Lanning Square/ Pon Tebros Inc.:
Condemnation

These matters were handled by Hill Wallack LLP attorneys Ronald L. Perl and Ryan P. Kennedy and were conducted under the Eminent Domain Act of 1971.

11. New Jersey Schools Development Authority, Paterson School Acquisitions. Hill Wallack LLP effectively and efficiently handled the acquisition of numerous parcels for the SDA in Passaic County. Those matters are included below, and in each case has been indicated whether we filed litigation or negotiated the acquisition by contract.

NJ Schools Development Authority - Paterson/Pimienta: Contract

NJ Schools Development Authority - Paterson/Wenstrom, Viktor: Contract

NJ Schools Development Authority - Paterson/Wenstrom: Contract

NJ Schools Development Authority - Paterson/Torres: Contract

NJ Schools Development Authority - Paterson/Batista, Salvador: Condemnation

NJ Schools Development Authority - Paterson/ Wenstrom, Viktor & Marlene: Contract

NJ Schools Development Authority - Paterson/Beato: Condemnation

NJ Schools Development Authority - Paterson/Mena: Contract

NJ Schools Development Authority - Paterson/Nenadich: Contract

NJ Schools Development Authority - Paterson/Moreno: Condemnation

NJ Schools Development Authority - Paterson/Nennadich: Contract

These matters were handled by Hill Wallack LLP attorneys Ronald L. Perl and Ryan P. Kennedy and were conducted under the Eminent Domain Act of 1971.

12. New Jersey Schools Development Authority, Newark Acquisitions. Hill Wallack LLP effectively and efficiently handled the acquisition of numerous parcels for the SDA in Newark New Jersey County for the West Side High School Project. Those matters are included below, and in each case has been indicated whether we filed litigation or negotiated the acquisition by contract.

NJ Schools Development Authority - Newark West Side HS/ James Horton: Contract
NJ Schools Development Authority - Newark West Side HS/ Lille M. Goss: Contract
NJ Schools Development Authority - Newark West Side HS/ Jenique Jones: Contract
NJ Schools Development Authority - Newark West Side HS/ Candida Reyes: Contract
NJ Schools Development Authority - Newark West Side HS/ Martin Robert: Contract
NJ Schools Development Authority - Newark West Side HS/ 369 S 1 Street LLC:
Contract
NJ Schools Development Authority - Newark West Side HS/ Consumer Solutions
Reo LLC: Contract

These matters were handled by Hill Wallack LLP attorneys Ronald L. Perl and Ryan P. Kennedy and were conducted under the Eminent Domain Act of 1971.

13. Casino Reinvestment Development Authority Projects. In 2002 Hill Wallack LLP was designated as General Counsel to the Casino Reinvestment Development Authority ("CRDA"). In that role it had primary responsibility for all legal matters for CRDA, including condemnations, financings, bonds and real estate transactions, construction and environmental litigation and corporate governance advice and communications with the Authorities unit of the Governor's office. In connection with its representation, Hill Wallack represented CRDA on numerous contested condemnations relating to residential and commercial properties in Atlantic City including the filing of a complaint, declaration of taking and all other necessary pleading, the conduct of condemnation commissioners' hearings and the conduct of trials. Hill Wallack also negotiated and documented settlements of eminent domain matters, including CRDA v. Guarino, DOCKET NO. ATL-L-1581-01, which resulted in a successful taking and valuation proceeding, CRDA v. Loftus, ATL-L-1425-01, which resulted in a successful taking and valuation proceeding, and CRDA v. Moore, ATL-L-4163-06, which also resulted in a successful taking and valuation proceeding. All condemnation matters cited were overseen by Ronald L. Perl and were conducted under the Eminent Domain Act of 1971.

Of particular interest was the future of The Walk, a politically sensitive development contemplated to span the area from the Atlantic City Convention Center to the Caesar's Casino. Hill Wallack LLP's role was lead negotiator with The Cordish Company, the selected re-developer. Over the course of the next five years, Hill Wallack LLP successfully negotiated a series of documents regulating the nature and timing of the development, and reviewed and approved the nature and security of the contemplated financial investments which cumulated over \$200,000,000. Ancillary issues encountered during the development of the project involved review and approval of construction contracts, bonds, leases, third party financing commitments, guarantees and

environmental contamination issues. Hill Wallack LLP drafted and negotiated, among other documents, the Development and Stage Development agreements, Long Term Ground Leases, Lender's Rights Agreements, Performance Guaranty Agreements, Reciprocal Easement Agreements, Access and Utility Easements, Consents to the Easements, Licenses, Lease Assignments, Estoppel Certificates, Subordination and Non-Disturbance Agreements, and Demolition Agreements. Hill Wallack LLP provided general counsel and advice and oversight regarding site acquisition, project funding and finance, and "Green Acres" diversion issues and applications, among others.

The result is a completed dynamic urban retail and entertainment project, featuring nationally recognized factory outlet retailers, interactive entertainment and restaurants in a 320,000 sq. ft. complex consisting at present of over 100 merchant locations. Other significant projects handled during that time span included the following CRDA related developments:

- The Camden Victor Building, a residential tower overlooking the Delaware River
- The Long Branch Oceanfront, a retail/residential redevelopment in Long Branch, NJ
- The Heldrich Plaza, a mixed use Convention facility in New Brunswick, NJ
- Atlantic City housing, a series of multi million dollar new residential housing developments

14. Borough of Fort Lee adv. LG International (America), Superior Court, Bergen County. Entire taking of partially constructed office building pursuant to area in need of redevelopment designation. We represented the mortgagee on this distressed property, who from inception of the matter assumed full control of defending against the condemnation proceedings, which included challenges to the authority to take, appellate litigation over the extent of the automatic stay provision of the Eminent Domain Act and the admissibility of tax assessments in condemnation proceedings, and trial of valuation matters. Valuation was especially complex in the matter because of the partially completed nature of the structure and entailed significant engineering and structural experts. On the eve of trial and after the commissioners hearing, we secured a \$2.5 million purchase for a parcel the Borough valued at \$600,000. This matter was handled by Hill Wallack LLP attorney Ronald L. Perl and was conducted under the Eminent Domain Act of 1971.

15. Negotiated Acquisitions for New Jersey Meadowlands Commission. The firm provided a variety of legal services to the NJMC in connection with numerous open space and wetlands acquisitions, several complex litigation matters and various aspects of the agency's landfill closure/remediation and golf course/mixed-use redevelopment

project, commonly known as the "EnCap Project" (recognized as the largest brownfields project in the history of the United States). Our representation of the NJMC included responsibility for voluntary acquisitions/purchases in connection with both the EnCap project (for assemblage of project lands) and various other parcels in the Meadowlands District that were to be preserved as open space pursuant to an NJMC initiative. If the agency was unable to negotiate voluntary acquisitions of the parcels from the various landowners, condemnation was to be the next course of action. In most instances we were able to avoid the condemnation option.

The acquisition (assemblage) work included complex exchange transactions with both the Borough of North Arlington and the Town of Lyndhurst; a 100 acre purchase from the Borough of Rutherford involving several "orphan" landfills; a 93 acre radio tower acquisition from Metromedia Company; the negotiation of several easement and/or license agreements with various persons, entities and governmental agencies such as PSE&G, NJ Transit and the New Jersey Turnpike Authority; the securing of certain tidelands grants and/or licenses from the New Jersey Tidelands Resources Council; and a 92 million dollar bond defeasance transaction with the County of Bergen and the Bergen County Utilities Authority ("BCUA") pursuant to an Intergovernmental Agreement between the NJMC, the redeveloper, Bergen County, the BCUA and the State Treasurer which allowed the NJMC to acquire the BCUA Transfer Station Facility and the Kingsland Landfill. Moreover, such representation and work required the drafting and negotiation of payment in lieu of tax agreements ("PILOTS") between the NJMC and several municipalities pursuant to the NJMC's enabling statute. All condemnation matters cited were overseen by Ronald L. Perl and were conducted under the Eminent Domain Act of 1971.

16. *NJDOT adv. Sports Authority.* In this matter Hill Wallack LLP represented a major retailer in the partial taking of its direct highway access and parking lot area adjacent to U.S. Route 1 in Woodbridge, New Jersey. The firm successfully negotiated access design issues with DOT engineers and compensation for lost parking area. This matter was conducted by Ronald L. Perl and was conducted under the Eminent Domain Act of 1971.

17. *County of Union adv. Papetti.* In this matter Hill Wallack LLP represents a major landowner of industrial properties along North Avenue in Elizabeth in the vicinity of Route 81. Our attorneys have worked closely with County officials from early design phases to insure continued access to facility loading areas without major facilities redesign or interruption to operations during construction. Consensual acquisition of this and related nearby properties is anticipated upon project funding.

The Firm and its attorneys have also prosecuted and defended a multitude of real estate matters, including the following representative cases:

In re Adoption of N.J.A.C. 5:94 and 5:95 by the New Jersey Council on Affordable Housing, 390 N.J. Super. 1 (App. Div. 2007).

On behalf of the New Jersey Builders Association, Hill Wallack LLP was successful in its challenge against the New Jersey Council on Affordable Housing's third round affordable housing rules. The Appellate Division invalidated significant portions of COAH's rules, which required a change in the entire framework of the third round growth share obligation.

Toll Bros., Inc. v. Township of West Windsor, 173 N.J. 502 (2002)

Hill Wallack LLP represented Toll Brothers, Inc., a large national home builder, in a successful Mt. Laurel action against West Windsor Township. The Supreme Court of New Jersey reaffirmed the exclusionary zoning doctrine and upheld Toll Brothers' right to a builder's remedy, which resulted in the Estates at Princeton Junction development.

Gallenthin Realty Development, Inc. v. Borough of Paulsboro, 191 N.J. 344 (2007)

In this landmark eminent domain case, Hill Wallack LLP litigated before the Supreme Court of New Jersey on behalf of the New Jersey Builders Association as amicus curiae. As a result, the Court tightened the standards applicable when municipalities make blight designations in redevelopment areas.

Hartz Mountain Industries, Inc. v. Planning Bd. of Village of Ridgefield Park, Docket No. A-80-02T3, 2004 WL 4076238 (App. Div. 2004)

In this matter, Hill Wallack LLP represented appellant Ridgefield Park Office Complex, LLC in response to a challenge to an approval invalidated at the trial court at the hands of an objector. The Appellate Division reversed the judgment of the Law Division on all nine grounds for appeal and reinstated the approvals.

Mountain Hill, LLC v. Zoning Board of Adjustment of the Township of Middletown, 403 N.J. Super. 146 (App. Div. 2008)

In a case before the Appellate Division, Hill Wallack LLP was brought in co-counsel and successfully argued on behalf of an appellant/developer that the Township's mayor, who owned a title company that had performed title insurance work for the developer when the developer was acquiring additional land before submitting the first of several

applications for development permits, was disqualified from voting, under the Local Government Ethics Law, as a member of the governing body and planning board. The underlying matters at issue were active adult community ordinances and a new master plan that adversely affected the zoning of the developer's property. Based upon the strength of the arguments presented, the Appellate Division not only reversed the trial court's decision but also voided two prior zoning ordinances as well as a master plan.

Lapid-Laurel, LLC v. Zoning Bd. of Adj., Twp. of Scotch Plains, 284 F.3d 442 (D.N.J. 2002).

Hill Wallack LLP was retained as Special Counsel to Scotch Plains and the Scotch Plains Zoning Board in connection with the siting of an assisted living facility. We counseled the public officials on appropriate strategy in this matter and then defended the Board's denial in federal court. We successfully secured the dismissal of claims in the United States District Court under the federal Fair Housing Act and the U.S. Constitution and secured an affirmance of that decision in the Third Circuit Court of Appeals.

Franklin Building Corp. v. City of Ocean City, 946 F.Supp. 1161 (D.N.J. 1996).

Hill Wallack LLP represented Ocean City in connection with the proposed conversion of a resort hotel to a residence for the elderly. We were retained after the City was sued under the federal Fair Housing Act and the U.S. Constitution. We counseled public officials on appropriate strategy in this matter and defended the City in federal court. We secured dismissal of all claims for relief to actually permit the conversion, and settled the claim for damages on terms favorable to the City.

N. Hill Wallack LLP – Proposed Team

All of the attorneys listed below are located in Hill Wallack LLP's Princeton office, located at 202 Carnegie Center, Princeton, NJ 08540.

- Ronald L. Perl
- Ryan P. Kennedy
- L. Stephen Pastor
- James G. O'Donohue
- Robert W. Bacso
- Henry T. Chou
- Stephen M. Eisdorfer
- Rocky L. Peterson

- Joseph A. Vales
- Wade D. Koenecke

O. Percentage

Condemnation/Property Acquisitions – 15% of firm practice.

P. Five Years of Experience

- Ronald L. Perl
- Ryan P. Kennedy
- James G. O'Donohue
- L. Stephen Pastor
- Robert W. Bacso
- Henry T. Chou
- Stephen M. Eisdorfer
- Joseph A. Vales
- Rocky L. Peterson

Q. Proposed Staffing Plan

Hill Wallack LLP proposes that Mr. Perl will lead the condemnation team for any assignments from the Attorney General on a day to day basis with support from Mr. Kennedy to insure seamless leadership of our efforts on the State's behalf. They will oversee all work product and argue major motions and matters as appropriate. They will be available to try commissioner's hearings and Superior Court trials as needed. It is anticipated that Mr. Perl will perform 20% of the anticipated work, depending on the volume.

Mr. Kennedy, will be responsible for efforts to negotiate acquisitions precondemnation and to document such transactions, as well as for jury trials and condemnation hearings. It is anticipated Mr. Kennedy will perform approximately 50% of the total work, or possibly more if acquisition of a majority of the properties are successfully negotiated. Mr. Kennedy will provide all research support, initial drafting and preparation of pleadings, and drafting of legal briefs. Depending on the complexity of the matters, he may handle certain appearances and commissioners hearings, and in the event of any matters going to a jury trial, will support the partner trying the matter. We

anticipate he will account for approximately 50% of the work effort.

James G. O'Donohue and L. Stephen Pastor will also assist, performing the remaining 30% of the work. Depending on volume, Hill Wallack LLP is uniquely positioned to scale up its efforts through using additional staff and attorneys, while still providing a consistent point of contact for the Attorney General. Hill Wallack LLP attorneys and staff have been trained on some of the leading litigation management packages that may be utilized by the State for the project, and are familiar with the requirements associated with reporting to assigned DAGs and agency contacts.

Ronald L. Perl is a partner in the Princeton, N.J. office of Hill Wallack LLP and a member of the firm's Management Committee. He is partner-in-charge of the firm's Eminent Domain and Community Associations practice groups.

Mr. Perl concentrates his practice in the areas of community association law, construction law, transactional real estate, eminent domain and tax appeals. He is also a mediator for construction, real estate and community association disputes. He represents condominium associations, homeowners associations, cooperatives and real estate developers.

Mr. Perl was appointed a NJ Deputy Attorney General in 1977, in which capacity he served through 1981. During his assignment in the Department of Transportation Section, he represented NJDOT in numerous condemnation and relocation assistance matters. Since entering private practice, Mr. Perl has represented condemning authorities, including NJ Transit Corporation, the Casino Reinvestment Development Authority and the New Jersey Schools Development Authority as condemnation counsel. In addition Mr. Perl represents property owners in eminent domain and tax appeal matters. He has been an active litigator during his entire career and has worked with some of New Jersey's leading real estate appraisal, environmental, planning and other experts in complex valuation cases. During his tenure as Deputy Attorney General, he handled the state's largest relocation assistance matter at the time, the relocation of a manufacturing plant from Hillside to Middlesex County as part of the Route 78 project.

Mr. Perl is admitted to practice before the U.S. Court of Appeals for the Third Circuit and U.S. Supreme Court. He is admitted to New Jersey, Pennsylvania and New York Bars. He earned his J.D. from Rutgers University and his A.B. from Rutgers College. Mr. Perl has been named a "Super Lawyer" since 2005.

Ryan P. Kennedy, Esq. is an associate in Hill Wallack LLP's Princeton office and is a member of the firm's Real Estate Division, Banking & Financial Services, Eminent Domain, Property Tax Appeals and Regulatory & Government Affairs Practice Groups. He concentrates his practice in acquisitions of property for public use, condemnation, redevelopment and transit oriented development. Mr. Kennedy also regularly advises clients on green energy, New Jersey election and campaign finance law and has represented property owners in real estate tax appeals throughout the State. Mr. Kennedy serves as counsel to government entities and private parties in all aspects of property acquisition, from negotiated purchases to contested eminent domain matters, including several notable transportation and educational facilities. He also serves as redevelopment counsel for both public and private parties, helping guide numerous projects from start to completion, most notably one of the first Transit Villages in the State.

In the field of condemnation he has tried several cases before juries, and prosecuted numerous acquisitions through negotiated settlements and condemnation hearings, including having recently argued a significant eminent domain case of first impression before the Appellate Division.

Mr. Kennedy is involved extensively in the community as the vice chairman of the Robert Wood Johnson Hamilton Hospital Foundation's Young Professionals Board, the vice chairman of the Lawrence Township Redevelopment and Economic Growth Committee, the New Jersey Association of Railroad Passengers, the Hopewell Valley YMCA, the Lakeview Foundation the Stony Brook-Millstone Watershed Association and the Friends of Hopewell Valley Open Space, believing that smart growth and conservation are keys to the continued success of our region.

A graduate of Boston College, Ryan earned his law degree cum laude from Seton Hall Law School where he was a member of the Seton Hall Circuit Review Journal. He is admitted to practice in New Jersey (2005) and New York and previously served as Judicial Law Clerk to The Honorable Joseph L. Yannotti, New Jersey Superior Court, Appellate Division.

James G. O'Donohue is a partner in the Princeton, N.J. office of Hill Wallack LLP. He concentrates his practice in government affairs, general litigation and the representation of public entities. He has substantial litigation experience in both the State and Federal Courts. He currently leads the firm's representation of the New Jersey Housing Mortgage Finance Agency in construction litigation and related matters involving the

Whitlock Mills project in Jersey City.

Mr. O'Donohue has served as general counsel and advised various governmental entities on the state, county and local level. He has served as general counsel to the New Jersey Association of Counties, the Casino Reinvestment Development Authority, New Jersey Transit and the Borough of Bound Brook. He has served as a criminal prosecutor and a special prosecutor. He has also served as a Police Benevolent Association Attorney. Mr. O'Donohue has experience with condemnations both in the acquisition and redevelopment context, representing both property owners and government agencies.

A graduate of Upsala College, *magna cum laude*, Mr. O'Donohue received a law degree from Western New England School of Law, *cum laude*. In 1983 Mr. O'Donohue served as law clerk to Judge William T. Walsh of the Massachusetts District Court, Appellate Division. In 1984 he served as law clerk to Judge Michael R. Imbriani of the Superior Court of the State of New Jersey.

Mr. O'Donohue is admitted to practice in New Jersey (1984), before the U.S. District Court of New Jersey (1984), and before the U.S. Court of Appeals for the Third Circuit (1991). He is member of the New Jersey and American Bar Associations.

L. Stephen Pastor is a partner in the Yardley, Pa. office of Hill Wallack LLP. Mr. Pastor concentrates his practice in the areas of commercial and residential real estate, business transactions, liquor license law and banking law, with particular emphasis on sophisticated commercial leasing transactions (office, industrial and warehouse).

In addition, he is in charge of the firm's regulatory practices before the New Jersey Department of Community Affairs and the New Jersey Department of Alcoholic Beverage Control. He is also experienced in the arbitration and mediation of complex title, real estate and business disputes in New Jersey and Pennsylvania.

Mr. Pastor is an active member of the New Jersey and Pennsylvania Bar Associations. He has written articles and given lectures (CLE approved) on real estate titles, eviction actions and real estate development. He is also the author of "*Superfund Suits: Minimizing Exposure*," published in *Mortgage Banking Magazine*, and "*Going Public in the U.K.: An Alternative Means of Obtaining Investor Capital*," which appeared in the *New Jersey Law Journal*.

A graduate of Fairfield University, Mr. Pastor received his law degree from Western

New England College School of Law. He is licensed to practice in both New Jersey (1985) and Pennsylvania (1991), with an active practice in both States. Mr. Pastor is also admitted to practice in Connecticut (1986) and the U.S. District Court, District of New Jersey (1986).

Robert W. Bacso is the Managing Partner of Hill Wallack LLP. He is a partner in the firm's Real Estate practice group, Regulatory & Government Affairs practice group and Banking & Financial Services practice group.

Since becoming Managing Partner in 1990, Mr. Bacso has been responsible for the mergers with and acquisitions of other law practices that have contributed to the growth of the firm.

Mr. Bacso concentrates his practice in all aspects of commercial real estate acquisition and development, with particular emphasis on complex acquisitions and financings, environmental remediation and urban redevelopment. Having been responsible for the beginning of the firm's Banking & Secured Transactions Practice in the early 1980's, his specialties encompass a broad range of related banking capabilities, including workouts, restructurings, bond financing and refinancing, and construction loans. Currently Mr. Bacso also focuses on the development of Transit Villages.

A graduate of Middlebury College, Mr. Bacso earned his law degree from Washington and Lee University School of Law. He subsequently worked as in-house counsel for a real estate developer with numerous commercial, retail, and residential projects throughout the South.

He is a member of the New Jersey State Bar Association, and is also admitted to the bars of Virginia, Louisiana and New York.

Rocky L. Peterson is a partner of Hill Wallack LLP. He is partner-in-charge of the firm's School Law and Municipal Law Practice Groups and a member of its Litigation Division. He concentrates his practice in general litigation, municipal law, school law and labor and employment issues. Mr. Peterson has served as the lead attorney on several of the Wright litigation matters cited above.

Mr. Peterson formerly served as director of law for the City of Trenton Law Department where he was responsible for the supervision of internal staff, as well as municipal prosecutors and outside counsel on a variety of corporate, municipal, finance and

litigation matters. Mr. Peterson also served as counsel to the City Council of the City of Trenton in addition to his role as chief legal administrator for the mayor of the City of Trenton. He has a Diplomate in Municipal Law, which included courses on Public Entity Torts and Defenses.

Prior to joining Hill Wallack LLP, Mr. Peterson served as deputy attorney general for the New Jersey Division of Criminal Justice, Trial and Appellate Section (1978-83). He has published opinions in the NJ Supreme Court, NJ Federal District Court and the Third Circuit Court of Appeals.

Mr. Peterson is active in numerous professional and community organizations. In 1991, he was appointed to the Disciplinary Review Board of the Supreme Court of New Jersey and was Chairman of the Board from 2001 - 2004. A member of the New Jersey State Bar Association, he has served as chair of both the NJSBA Minorities in the Profession and Bar/Law School Liaison Committees. He is also a past member of the NJSBA Long Range Planning Committee and of the District VII Ethics Committee of the Mercer County Bar Association.

He has lectured at the Widener School of Law Trial Techniques Program, Delaware University, and served as associate professor of legal research at Mercer County Community College. He has served on the American Bar Association's Tort & Insurance Practice Section as vice-chair of Employer-Employee Relations. He is a frequent guest lecturer for New Jersey State Bar Association ICLE and the Lorman Institute's Seminars on Education Law.

Mr. Peterson is a member and Trustee of the Institute of Local Government Attorneys and has been a presenter at their annual conference. He has served as legal counsel to several Trenton Area non-profit organizations and previously was a trustee of the Garden State Bar Association. He is a member of the Trenton Alumni Chapter of Kappa Alpha Psi and was chair of the Leadership Trenton Board of Advisors of Edison State College.

Mr. Peterson is admitted to practice in New Jersey (1977), before the U.S. Court of Appeals for the Third Circuit (1979), and before the U.S. Supreme Court (1992). Mr. Peterson received a degree in law from Cornell University Law School, where he served as director of the Criminal Division of the Cornell Legal Aid Clinic. He is a graduate of Cornell University.

Joseph A. Vales is a partner of Hill Wallack LLP and a member of the firm's Management Committee. He is partner-in-charge of the firm's Real Estate and Banking & Financial Services practice groups.

Mr. Vales represents a diverse range of real estate developers, landowners, builders, investors, tenants and financial institutions in all matters involving development, redevelopment, acquisitions, sales, leasing, financing, title issues, condominium and homeowners association documentation and registrations and obtaining land use, environmental and governmental permits and approvals. He represents a number of national, regional and local home builders, commercial, retail, office, hotel and hospital developers.

Mr. Vales also has extensive experience representing financial institutions and borrowers in all matters of banking and secured transactions, including loan documentation preparation and review, participation agreements, acquisition, construction and line of credit financing and refinancing, loan modification, restructuring, grants, workouts and closings. He has served as an outside bank General Counsel and outside counsel to New Jersey Casino Reinvestment Development Authority and New Jersey Transit.

Mr. Vales has been named to the New Jersey Best Lawyers list in the area of Real Estate Law for 2013 and 2014. He is active in several professional organizations, including the Mercer County, New Jersey State, and American Bar Associations. He is also a past member of the New Jersey Communications, Advertising and Marketing Association (NJCAMA) to which he served as legal counsel and held a position on the Association's Board of Trustees and currently serves as the Chairman of the Board of Directors of Trenton State College Corporation.

A graduate of Johns Hopkins University, Mr. Vales earned his law degree from the University of Maryland Law School. He is admitted to practice in New Jersey (1984), and before the U.S. District Court, District of New Jersey (1984). Joseph A. Vales

Stephen M. Eisdorfer is a partner of Hill Wallack LLP and is a member of the firm's Land Use Solutions Practice Group. His practice concentrates on litigation in the state and federal courts and applications and proceedings before public agencies involving land use—including residential, commercial, industrial, and health-care-related projects—civil rights and consumer fraud.

Since 1980, Mr. Eisdorfer has handled exclusionary zoning cases before the courts and the New Jersey Council on Affordable Housing involving more than 75 municipalities. A recognized authority on the siting of health-care-related facilities, Mr. Eisdorfer represents both public entities and property owners. In addition, he represents parties in a wide variety of other land use, redevelopment, fair housing, and condemnation matters.

Prior to joining Hill Wallack LLP, Mr. Eisdorfer was a senior attorney with the New Jersey Department of the Public Advocate, where he was responsible for complex litigation concerning land use, as well as matters involving housing, civil rights, environmental issues, governmental decision making and public education.

An honors graduate of Haverford College and Harvard Law School, Mr. Eisdorfer is admitted to practice before the state and federal courts in New Jersey and the United States Supreme Court. He has argued numerous significant cases before the appellate courts, including the New Jersey Supreme Court and U.S. Court of Appeals. Mr. Eisdorfer has served as a member of the Board of Directors of the Land Use Law Section of the New Jersey State Bar Association. He is a member and former President of the Board of Directors of the Housing Coalition of Central New Jersey.

In 1994, Mr. Eisdorfer received the annual Community Development Award from the New Jersey Non-Profit Affordable Housing Network for his contributions to the provision of affordable housing in New Jersey.

He has written and lectured extensively on land use, real property, housing and civil rights issues. He has conducted training programs for lawyers on litigation under the federal Fair Housing Act and other land use and real property-related topics. Under a grant from the Ford Foundation he co-directed research on the consequences of New Jersey's affordable housing initiatives, which was the subject of a symposium issue of the Seton Hall Law Journal and a two-day national conference. He has also served as adjunct faculty at the University of Pennsylvania.

Henry T. Chou, Esq. is a partner in the Princeton, N.J. office of Hill Wallack, LLP. He is a member of the Land Use Solutions, Environmental, Renewable Energy & Sustainability, and Immigration & Naturalization practice groups. He is also a member of the firm's U.S.-China Team. He concentrates his practice in areas of land development and environmental permitting, renewable energy projects and litigation involving such matters, as well as foreign direct investment.

He has represented government, developers, public entities, property owners and non-profit organizations in a wide variety of environmental, redevelopment and construction matters involving residential, commercial, industrial, solar and public work projects. He has also represented foreign entities in various matters related to their acquisitions and investments in the United States.

Henry is a member of the Board of Directors of the Land Use Law Section of the New Jersey Bar Association and is a member of the Environmental Affairs Committee of the New Jersey Builder's Association. He is a regular contributor to several publications and is the author of the "New Jersey Land Use Law Blog" at www.nj-landuselaw.com.

In 2010, the New Jersey Law Journal named Mr. Chou to its 40 Under 40 list of attorneys who "have made that leap early, by proven expertise in practice areas, by acceptance of important management roles at their firms, by rain-making ability and by strong community involvement and volunteerism -- all of which make up the stuff of future leaders in the profession."

Henry served a judicial clerkship with the Honorable Lawrence M. Lawson, Assignment Judge of Monmouth County. He earned his law degree from the Rutgers University School of Law, and is an honors graduate of the University of Georgia. He is admitted to practice in New Jersey and Pennsylvania and the U.S. District Court of New Jersey (2000).

Wade D. Koenecke is an associate in the Princeton, NJ office of Hill Wallack LLP. He is a member of the firm's Litigation Division and the Administrative Law/Government Contracts practice group.

Mr. Koenecke is admitted to practice in New Jersey (2012) and Pennsylvania (2012) and before the United States District Court for the District of New Jersey. He earned his J.D., magna cum laude, from Rutgers School of Law – Camden, where he was a Notes and Comments Editor for the Rutgers Law Journal law review and an Introduction to Federal Income Taxation teaching assistant. He earned his B.S., summa cum laude, from Susquehanna University.

6.4 Other Qualification Information

- A. Over the last five years, we have not experienced any adverse legal determination against our firm or any of its partners, associates, employees or agents, nor any pending or threatened disciplinary actions nor any malpractice claims or judgments. From time to time the firm is party to litigation to collect fees, and we have not experienced any material adverse determinations in such litigations. All attorneys identified in our response are members of the New Jersey and other bars, as identified in their individual biographies. We represent and warrant that each attorney is and shall remain in good standing at all times. Documentation from the New Jersey Supreme Court will be provided upon request.
- B. Neither the firm or any of its partners, associates, employees or agents, have been the subject of any indictment, conviction or civil offenses arising from the conduct of business by the firm or any of its partners, associates, employees or agents.
- C. The firm is not aware of any material arrangements, relationships, associations, employment or other contacts that may give rise to a conflict of interest or the appearance of same if retained as Special Counsel.
- D. A copy of Hill Wallack LLP's certificate of insurance evidencing existing attorney liability coverage and policy limits in the amount of \$10 million provided by American Guarantee & Liability is attached in Tab A.
- E. The firm covers litigation costs, any bonds required by a court, and any potential liability under Fed. R. Civ. P. 11.
- F. The firm has and will continue to abide by the Attorney General's Outside Counsel Guidelines.
 - a) The firm is free of any conflict of interest.
 - b) The firm has and will continue to abide by the Attorney General's Outside Counsel Guidelines for electronic billing procedures.
 - c) The firm agrees billing costs shall be done in accordance with the Guidelines.
- G. Hill Wallack LLP confirms that upon retention the firm will provide such updated disclosures as mandated by the RFQ and/or law.

6.5 Additional Requirements – Exhibit A

Exhibit A Forms are attached in Tab A.

7.0 Fees

Hill Wallack LLP hereby proposes a fee structure designed to provide cost-effective representation. We propose rates that are discounted approximately 30 percent from our regular market rates. We propose a blended rate structure for a flat fee for attorneys at various experience levels as follows:

Partners	\$200/ hour
Counsel/Associates	\$150/ hour
Paralegals	\$90/ hour

8.0 Additional Terms

8.1 Additional Requirements-Exhibit A.

The required forms provided in Exhibit A are attached to this proposal as Tab A.

**STATE OF NEW JERSEY -- DIVISION OF PURCHASE AND PROPERTY
OWNERSHIP DISCLOSURE FORM**

Solicitation Number: _____ Bidder/Offeror: Hill Wallack LLP

PART 1: PLEASE COMPLETE THE QUESTIONS BELOW BY CHECKING EITHER THE "YES" OR "NO" BOX.
ALL PARTIES ENTERING INTO A CONTRACT WITH THE STATE ARE REQUIRED TO COMPLETE THIS FORM PURSUANT TO N.J.S.A. 52:25-24.2
PLEASE NOTE: IF THE BIDDER/OFFEROR IS A NON-PROFIT, THIS FORM IS NOT REQUIRED. PLEASE COMPLETE THE SEPARATE DISCLOSURE OF INVESTIGATIONS FORM.

	YES	NO
1. Are there any individuals, corporations or partnerships owning a 10% or greater interest in the bidder/offeror?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

IF THE ANSWER TO QUESTION 1 IS NO, PLEASE SIGN AND DATE THE FORM. YOU DO NOT HAVE TO COMPLETE ANY MORE QUESTIONS ON THIS FORM. IF THE ANSWER TO QUESTION 1 IS YES, PLEASE ANSWER QUESTIONS 2-4 BELOW.

2. Of those parties owning a 10% or greater interest in the bidder/offeror, are any of those parties individuals?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Of those parties owning a 10% or greater interest in the bidder/offeror, are any of those parties corporations or partnerships?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. If your answer to Question 3 is "YES", are there any parties owning a 10% or greater interest in the corporation or partnership referenced in Question 3?	<input type="checkbox"/>	<input type="checkbox"/>

IF ANY OF THE ANSWERS TO QUESTIONS 2-4 ARE YES, PLEASE PROVIDE THE REQUESTED INFORMATION IN PART 2 BELOW.

PART 2: PLEASE PROVIDE FURTHER INFORMATION RELATED TO QUESTIONS 2-4 ANSWERED AS "YES".

For Questions 2-4 answered "YES", you must disclose identifying information related to the individuals, partnerships and/or corporations owning a 10% or greater interest in the bidder/offeror. Further, if one or more of these entities is itself a corporation or partnership, you must also disclose all parties that own a 10% or greater interest in that corporation or partnership. This information is required by statute.

TO COMPLETE PART 2, PLEASE PROVIDE THE REQUESTED INFORMATION PERTAINING TO EITHER INDIVIDUALS OR PARTNERSHIPS/CORPORATIONS HAVING A 10% OR GREATER INTEREST IN THE BIDDER/OFFEROR. IF YOU NEED TO MAKE ADDITIONAL ENTRIES, CLICK THE "ADD AN ENTRY" BUTTON IN THE APPROPRIATE ENTITY TYPE.

Individuals	
Name: <u>Gerard H. Hanson</u>	Date of Birth: <u>8/25/1953</u>
Office Held: <u>None</u>	Ownership Interest: <u>11.3</u> %
Home Address: <u>2 Washington Drive</u>	
City: <u>Cranbury</u> State: <u>NJ</u> Zip Code: <u>8512</u>	<input type="button" value="Delete Entry"/>
Are there additional entities holding 10% or greater ownership interest in the bidder/offeror and its parent corporation/partnership?	
<input checked="" type="checkbox"/> Yes or <input type="checkbox"/> No	

Individuals

Name: Ronald L. Perl **Date of Birth:** 7/16/1951
Office Held: None **Ownership Interest:** 11.95 %
Home Address: 18 Baker Way
City: Pennington **State:** NJ **Zip Code:** 8534

Are there **additional** entities holding **10% or greater** ownership interest in the bidder/offeror and its parent corporation/partnership?

Yes or No

Delete Entry

Name: Robert W. Bacso **Date of Birth:** 5/15/1954
Office Held: Managing Partner **Ownership Interest:** 11.43 %
Home Address: 580 Brunswick Pike
City: Lambertville **State:** NJ **Zip Code:** 8530

Are there **additional** entities holding **10% or greater** ownership interest in the bidder/offeror and its parent corporation/partnership?

Yes or No

Delete Entry

Name: Joseph A. Vales **Date of Birth:** 1/25/1959
Office Held: None **Ownership Interest:** 10.21 %
Home Address: 77 Westcott Way
City: Princeton **State:** NJ **Zip Code:** 8540

Are there **additional** entities holding **10% or greater** ownership interest in the bidder/offeror and its parent corporation/partnership?

Yes or No

Delete Entry

Add An Additional Individuals Entry

Partnerships/Corporations

Entity Name: _____
Partner Name: _____ Ownership Interest _____ %
Business Address: _____
City _____ State _____ Zip Code _____

Delete Entry

Are there **additional** entities holding **10% or greater** ownership interest in the bidder/offeror and its parent corporation/partnership?

Yes or No

Add An Additional Partnerships/Corporations Entry

ONCE YOU HAVE IDENTIFIED ALL PARTIES HAVING A 10% OR GREATER OWNERSHIP INTEREST IN THE BIDDER/OFFEROR AND ITS PARENT CORPORATION/PARTNERSHIPS, PLEASE SIGN AND DATE BELOW AND PROCEED TO THE DISCLOSURE OF INVESTIGATIONS FORM.

Certification: I, being duly sworn upon my oath, hereby represent and state that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I acknowledge that the State of New Jersey is relying on the information contained herein and thereby acknowledge that I am under a continuing obligation from the date of this certification through the completion of any contracts with the State to notify the State in writing of any changes to the answers of information contained herein. I acknowledge that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I recognize that I am subject to criminal prosecution under the law and that it will also constitute a material breach of my agreement(s) with the State of New Jersey and that the State at its option may declare any contract(s) resulting from this certification void and unenforceable.

Full Name (Print): Robert W. Bacso

Signature: _____

Title: Managing Partner

Date: 10/10/13

FEIN/SSN: 22 2118088

ALL BIDDER/OFFERORS SHOULD COMPLETE THE DISCLOSURE OF INVESTIGATIONS FORM

**STATE OF NEW JERSEY -- DIVISION OF PURCHASE AND PROPERTY
DISCLOSURE OF INVESTIGATIONS AND OTHER ACTIONS INVOLVING BIDDER FORM**

Solicitation Number: _____ Bidder/Offeror: Hill Wallack LLP

**PART 1: PLEASE COMPLETE THE QUESTIONS BELOW BY CHECKING EITHER THE "YES" OR "NO" BOX.
PLEASE REFER TO THE PERSONS AND/OR ENTITIES LISTED ON YOUR OWNERSHIP DISCLOSURE FORM WHEN ANSWERING THE
QUESTIONS BELOW.**

**NON-PROFIT ENTITIES: PLEASE LIST ALL OFFICERS/DIRECTORS IN PART 2 OF THIS FORM. YOU WILL BE REQUIRED TO ANSWER THE
QUESTIONS BELOW WITH RESPECT TO THESE INDIVIDUALS.**

- | | YES | NO |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------|
| 1. Has any person or entity listed on this form or its attachments ever been arrested, charged, indicted, or convicted in a criminal or disorderly persons matter by the State of New Jersey (or political subdivision thereof), any other state or the U.S. Government? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. Has any person or entity listed on this form or its attachments ever been suspended, debarred or otherwise declared ineligible by any government agency from bidding or contracting to provide services, labor, materials or supplies? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3. Are there currently any pending criminal matters or debarment proceedings in which the firm and/or its officers and/or managers are involved? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. Has any person or entity listed on this form or its attachments been denied any license, permit or similar authorization required to engage in the work applied for herein, or has any such license, permit or similar authorization been revoked by any agency of federal, state or local government? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

IF ANY OF THE ANSWERS TO QUESTIONS 1-4 ARE **YES**, PLEASE PROVIDE THE REQUESTED INFORMATION IN PART 2 BELOW.
IF ALL OF THE ANSWERS TO QUESTIONS 1-4 ARE **NO**, PLEASE READ AND SIGN THE FORM BELOW. NO FURTHER ACTION IS NEEDED.
IF YOU ARE A NON-PROFIT, YOU MUST DISCLOSE ALL OFFICERS/DIRECTORS IN PART 2 BELOW.

PART 2: PROVIDING ADDITIONAL INFORMATION

For Questions 1-4 answered "YES", you must provide a detailed description of any investigation or litigation, including but not limited to administrative complaints or other administrative proceedings, involving public sector clients during the past 5 years. This description must include the nature and status of the investigation, and for any litigation, the caption of the action, a brief description of the action, the date of inception, current status, and if applicable, disposition. Please provide this information in the box labeled "Additional Information" below. The box will prompt you to provide the information referenced above. Please provide thorough answers to each question. Click on the "Add Additional Information" button below the box if you need to make additional entries.

Non-profit bidder/offerors must disclose the individuals serving as officers or directors for purposes of this form. Please indicate all individuals acting in either capacity by providing the information located in the "Officers/Directors" box. If additional entries are needed, click the "Add an Officer/Director Entry" button.

Once all required information has been disclosed, complete the certification beneath the "Additional Information" section below. Failure to complete this certification will render your proposal non-responsive.

Additional Information

Person or Entity _____ Date of Inception: _____

Current Status _____

Brief Description _____

Caption of Action (if applicable) _____ Disposition of Action (if applicable) _____

Delete Entry

Bidder/Offeror Contact Name _____

Contact Phone Number _____

Add Additional Information

Officers/Directors

Name: _____

Title _____ DOB _____

Address _____

City _____ State _____ Zip Code _____

Phone _____ E-Mail _____

Delete Entry

Add An Additional Officer/Director Entry

Certification: I, being duly sworn upon my oath, hereby represent and state that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I acknowledge that the State of New Jersey is relying on the information contained herein and thereby acknowledge that I am under a continuing obligation from the date of this certification through the completion of any contracts with the State to notify the State in writing of any changes to the answers of information contained herein. I acknowledge that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I recognize that I am subject to criminal prosecution under the law and that it will also constitute a material breach of my agreement(s) with the State of New Jersey and that the State at its option may declare any contract(s) resulting from this certification void and unenforceable.

Full Name (Print): Robert W. Bacso Signature: _____

Title: Managing Partner Date: 10/10/13

EXHIBIT A

MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE
N.J.S.A. 10:5-31 et seq. (P.L. 1975, C. 127)
N.J.A.C. 17:27

GOODS, PROFESSIONAL SERVICE AND GENERAL SERVICE CONTRACTS

During the performance of this contract, the contractor agrees as follows:

The contractor or subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Except with respect to affectional or sexual orientation and gender identity or expression, the contractor will ensure that equal employment opportunity is afforded to such applicants in recruitment and employment, and that employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Such equal employment opportunity shall include, but not be limited to the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The contractor agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the Public Agency Compliance Officer setting forth provisions of this nondiscrimination clause.

The contractor or subcontractor, where applicable will, in all solicitations or advertisements for employees placed by or on behalf of the contractor, state 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, nationality or sex.

The contractor or subcontractor will send to each labor union, with which it has a collective bargaining agreement, a notice, to be provided by the agency contracting officer, advising the labor union of the contractor's commitments under this chapter and shall post copies of the notice in conspicuous places available to employees and applicants for employment.

The contractor or subcontractor, where applicable, agrees to comply with any regulations promulgated by the Treasurer pursuant to N.J.S.A. 10:5-31 et seq., as amended and supplemented from time to time and the Americans with Disabilities Act.

The contractor or subcontractor agrees to make good faith efforts to meet targeted county employment goals established in accordance with N.J.A.C. 17:27-5.2.

The contractor or subcontractor agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, and labor unions, that it does not discriminate on the basis of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.

The contractor or subcontractor agrees to revise any of its testing procedures, if necessary, to assure that all personnel testing conforms with the principles of job-related testing, as established by the statutes and court decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.

In conforming with the targeted employment goals, the contractor or subcontractor agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.

The contractor shall submit to the public agency, after notification of award but prior to execution of a goods and services contract, one of the following three documents:

Letter of Federal Affirmative Action Plan Approval

Certificate of Employee Information Report

Employee Information Report Form AA302 (electronically provided by the Division and distributed to the public agency through the Division's website at www.state.nj.us/treasury/contract_compliance)

The contractor and its subcontractors shall furnish such reports or other documents to the Division of Public Contracts Equal Employment Opportunity Compliance as may be requested by the office from time to time in order to carry out the purposes of these regulations, and public agencies shall furnish such information as may be requested by the Division of Public Contracts Equal Employment Opportunity Compliance for conducting a compliance investigation pursuant to Subchapter 10 of the Administrative Code at N.J.A.C. 17:27.

Certification 14238


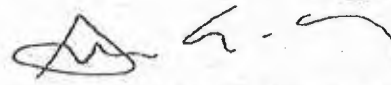
CERTIFICATE OF EMPLOYEE INFORMATION REPORT
RENEWAL

This is to certify that the contractor listed below has submitted an Employee Information Report pursuant to N.J.A.C. 17:27-1.1 et. seq. and the State Treasurer has approved said report. This approval will remain in effect for the period of ~~15-MAY-2011~~ to ~~15-MAY-2014~~



HILL WALLACK LLP
202 CARNEGIE CTR.
PRINCETON

NJ 08543



Andrew P. Sidamon-Eristoff
State Treasurer

08/11/08

Taxpayer Identification# 222-118-088/000

Dear Business Representative:

Congratulations! You are now registered with the New Jersey Division of Revenue.

Use the Taxpayer Identification Number listed above on all correspondence with the Divisions of Revenue and Taxation, as well as with the Department of Labor (if the business is subject to unemployment withholdings). Your tax returns and payments will be filed under this number, and you will be able to access information about your account by referencing it.

Additionally, please note that State law requires all contractors and subcontractors with Public agencies to provide proof of their registration with the Division of Revenue. The law also amended Section 92 of the Casino Control Act, which deals with the casino service industry.

We have attached a Proof of Registration Certificate for your use. To comply with the law, if you are currently under contract or entering into a contract with a State agency, you must provide a copy of the certificate to the contracting agency.

If you have any questions or require more information, feel free to call our Registration Hotline at (609)292-1730.

I wish you continued success in your business endeavors.

Sincerely,



James J. Fruscione
Director
New Jersey Division of Revenue

STATE OF NEW JERSEY
BUSINESS REGISTRATION CERTIFICATE

DEPARTMENT OF TREASURY/
DIVISION OF REVENUE
PO BOX 252
TRENTON, N J 08646-0252

TAXPAYER NAME:

HILL WALLACK LLP

ADDRESS:

202 CARNEGIE CENTER
PRINCETON NJ 08540

EFFECTIVE DATE:

07/01/76

TRADE NAME:

SEQUENCE NUMBER:

0067062

ISSUANCE DATE:

08/11/08



Director
New Jersey Division of Revenue

FORM BRC

104-001-120584rv

This Certificate is NOT assignable or transferable. It must be conspicuously displayed at above address.

STATE OF NEW JERSEY -- DIVISION OF PURCHASE AND PROPERTY
DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN

Quote Number: _____

Bidder/Offeror: Hill Wallack LLP

PART 1: CERTIFICATION

BIDDERS MUST COMPLETE PART 1 BY CHECKING EITHER BOX.

FAILURE TO CHECK ONE OF THE BOXES WILL RENDER THE PROPOSAL NON-RESPONSIVE.

Pursuant to Public Law 2012, c. 25, any person or entity that submits a bid or proposal or otherwise proposes to enter into or renew a contract must complete the certification below to attest, under penalty of perjury, that neither the person or entity, nor any of its parents, subsidiaries, or affiliates, is identified on the Department of Treasury's Chapter 25 list as a person or entity engaging in investment activities in Iran. The Chapter 25 list is found on the Division's website at <http://www.state.nj.us/treasury/purchase/pdf/Chapter25List.pdf>. Bidders must review this list prior to completing the below certification. Failure to complete the certification will render a bidder's proposal non-responsive. If the Director finds a person or entity to be in violation of law, s/he shall take action as may be appropriate and provided by law, rule or contract, including but not limited to, imposing sanctions, seeking compliance, recovering damages, declaring the party in default and seeking debarment or suspension of the party

PLEASE CHECK THE APPROPRIATE BOX:

I certify, pursuant to Public Law 2012, c. 25, that neither the bidder listed above nor any of the bidder's parents, subsidiaries, or affiliates is listed on the N.J. Department of the Treasury's list of entities determined to be engaged in prohibited activities in Iran pursuant to P.L. 2012, c. 25 ("Chapter 25 List"). I further certify that I am the person listed above, or I am an officer or representative of the entity listed above and am authorized to make this certification on its behalf. I will skip Part 2 and sign and complete the Certification below.

OR

I am unable to certify as above because the bidder and/or one or more of its parents, subsidiaries, or affiliates is listed on the Department's Chapter 25 list. I will provide a detailed, accurate and precise description of the activities in Part 2 below and sign and complete the Certification below. Failure to provide such will result in the proposal being rendered as non-responsive and appropriate penalties, fines and/or sanctions will be assessed as provided by law.

PART 2: PLEASE PROVIDE FURTHER INFORMATION RELATED TO INVESTMENT ACTIVITIES IN IRAN

You must provide a detailed, accurate and precise description of the activities of the bidding person/entity, or one of its parents, subsidiaries or affiliates, engaging in the investment activities in Iran outlined above by completing the boxes below.

EACH BOX WILL PROMPT YOU TO PROVIDE INFORMATION RELATIVE TO THE ABOVE QUESTIONS. PLEASE PROVIDE THOROUGH ANSWERS TO EACH QUESTION. IF YOU NEED TO MAKE ADDITIONAL ENTRIES, CLICK THE "ADD AN ADDITIONAL ACTIVITIES ENTRY" BUTTON.

Name _____ Relationship to Bidder/Offeror _____
Description of Activities _____
Duration of Engagement _____ Anticipated Cessation Date _____
Bidder/Offeror Contact Name _____ Contact Phone Number _____

ADD AN ADDITIONAL ACTIVITIES ENTRY

Certification: I, being duly sworn upon my oath, hereby represent and state that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I attest that I am authorized to execute this certification on behalf of the above-referenced person or entity. I acknowledge that the State of New Jersey is relying on the information contained herein and thereby acknowledge that I am under a continuing obligation from the date of this certification through the completion of any contracts with the State to notify the State in writing of any changes to the answers of information contained herein. I acknowledge that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I recognize that I am subject to criminal prosecution under the law and that it will also constitute a material breach of my agreement(s) with the State of New Jersey and that the State at its option may declare any contract(s) resulting from this certification void and unenforceable.

Full Name (Print): Robert W. Bacso

Signature: _____

Title: Managing Partner

Date: 10/10/13

**STATE OF NEW JERSEY
W-9 QUESTIONAIRE**

THE STATE OF NEW JERSEY REQUIRES COMPLETION OF THE W-9 VENDOR QUESTIONAIRE TO VERIFY/ESTABLISH YOUR NAME, ADDRESS, AND TAXPAYER-ID ON STATE RECORDS. PLEASE REVIEW THE INFORMATION BELOW, CORRECT ERRORS, AND ANSWER THE QUESTIONS PER SPECIFIC INSTRUCTIONS. RETURN THE COMPLETED FORM TO THE STATE VIA MAIL OR FAX AS SOON AS POSSIBLE.

IMPORTANT:

YOU WILL NOT BE PAID BY THE STATE OF NEW JERSEY UNTIL THIS FORM IS COMPLETED, SIGNED, AND RETURNED TO THE STATE OF NJ. FOR ADDITIONAL INFORMATION CALL (609) 292-7184 OR (609) 633-8183.

**PART I.
NAME/ADDRESS**

REQUEST FOR TAXPAYER IDENTIFICATION NUMBER AND CERTIFICATION

Return completed form to:
**OMB VENDOR CONTROL
PO BOX 221
TRENTON, NJ 08625
FAX:(609)984-5210**

(REMIT TO:)

Enter your taxpayer identification number and indicate whether it is a social security or employee identification number by marking the appropriate box.

Make any corrections to the pre-printed data in the space provided below. Please type or print clearly.

Hill Wallack LLP
202 Carnegie Center
Princeton, NJ 08540

4. Taxpayer Identification Number (Enter your correct TIN below ONLY if it differs from the # printed in the box.)

MARK THE APPROPRIATE BOX:

222118088

SOCIAL SECURITY NUMBER

EMPLOYER IDENTIFICATION NUMBER

5. For Employees Exempt From Backup Withholding (Contact the IRS for instructions)

Requester's name and address (optional)

6. Certification: Under penalties of perjury, I certify that:

(1) The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me) AND

(2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding.

Certification Instructions: You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because of underreported interest or dividends on your tax return. For real estate transactions, item (2) does not apply. For mortgage interest paid, the acquisition or abandonment of secured property, cancellation of debt, contributions to an IRA, and generally payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN.

Please Sign Here

Signature >

Date >

10/10/13

PART II. VENDOR DATA

STATE OF NEW JERSEY VENDOR INFORMATION QUESTIONAIRE

1. Enter the code from the list below that best describes your business function:

VENDORS

HC = HEALTH CARE SERVICE (NON-STATE AGENCIES)
VG = VENDORS WHO SELL OR MANUFACTURE GOODS
VS = VENDORS WHO RENDER A SERVICE OR VENDORS WHO RECEIVE RENT PAYMENTS

GOVERNMENTAL ENTITIES

AC = AUTHORITY/ COMMISSION
CF = CONFIDENTIAL FUND
CM = COUNTY/MUNICIPAL GOVT.
CU = STATE COLLEGE/UNIVERSITY
EP = NJ STATE EMPLOYEE
FA = FEDERAL AGENCY
FD = FIRE DISTRICT
PC = PETTY CASH
SA = STATE AGENCY
SD = SCHOOL DISTRICT
WB = WELFARE BOARD

V S

MISCELLANEOUS VENDORS

OT = OTHER MISCELLANEOUS VENDORS (PLEASE SPECIFY)

2. Enter Primary Contact Information Below.

PHONE: (609) 924-0808 NAME: Robert W. Bacso TITLE: Managing Partner

IF YOU ARE A NJ STATE EMPLOYEE, NJ MANAGER OF A CONFIDENTIAL FUND OR A PETTY CASH FUND, DO NOT ANSWER THE BALANCE OF THE QUESTIONAIRE.

3. What is the principle activity of your organization?

M = MANUFACTURING
 S = SERVICE
H = HEALTH RELATED SERVICE
G = GOVERNMENT
C = CONSTRUCTION SERVICE AND/OR MATERIALS
O = OTHER (Please Specify)

4. Enter the code from the list below that best describes your organization.

C = CORPORATION
 A = ASSOCIATION
I = INDIVIDUAL
J = JOINT
P = PARTNERSHIP
O = OTHER (Please Specify)

5. Enter your 4 digit County/Municipality Code for NJ Addresses ONLY.

1 1 1 0

IMPORTANT: ANSWER ALL QUESTIONS (Please Print or Type Clearly)



State of New Jersey
Division of Purchase and Property
Two-Year Chapter 51 / Executive Order 117 Vendor Certification and
Disclosure of Political Contributions

For AGENCY USE ONLY

General Information

Solicitation, RFP or Contract No. _____ Award Amount _____

Description of Services _____

Agency Contact Information

Agency _____ Contact Person _____

Phone Number _____ Agency Email _____

Part 1: Vendor Information

Full Legal Business Name Hill Wallack LLP
 (Including trade name if applicable)

Business Type Corporation Limited Partnership Professional Corporation General Partnership
 Limited Liability Company Sole Proprietorship Limited Liability Partnership

Address 1 202 Carnegie Center Address 2 _____

City Princeton State New Jersey Zip 08540 Phone (609) 924-0808

Vendor Email rbacso@hillwallack.com Vendor FEIN 222118088

Part 2: Public Law 2005, Chapter 51/ Executive Order 117 (2008) Certification

I hereby certify as follows:

1. On or after October 15, 2004, neither the below-named entity nor any individual whose contributions are attributable to the entity pursuant to Executive Order 117 (2008) has solicited or made any contribution of money, pledge of contribution, including in-kind contributions, company or organization contributions, as set forth below that would bar the award of a contract to the vendor, pursuant to the terms of Executive Order 117 (2008).
 - a) **Within the preceding 18 months**, the below-named person or organization has not made a contribution to:
 - (i) Any candidate committee and/or election fund of any candidate for or holder of the public office of Governor or *Lieutenant Governor*,
 - (ii) Any State, county, *municipal* political party committee; OR
 - (iii) Any *legislative leadership committee*.
 - b) **During the term of office of the current Governor(s)**, the below-named person or organization has not made a contribution to
 - (i) Any candidate, committee and/or election fund of the Governor or *Lieutenant Governor*, OR
 - (ii) Any State, county or *municipal* political party committee nominating such Governor in the election preceding the commencement of said Governor's term.
 - c) **Within the 18 months immediately prior to the first day of the term of office of the Governor(s)**, the below-named person or organization has not made a contribution to
 - (i) Any candidate, committee and/or election fund of the Governor or *Lieutenant Governor*, OR Any State, county, *municipal* political party committee of the political party nominating the successful gubernatorial candidate(s) in the last gubernatorial election.

PLEASE NOTE: Prior to November 15, 2008, the only disqualifying contributions include those made by the vendor or a principal owning or controlling more than 10 percent of the profits or assets of a business entity (or 10 percent of the stock in the case of a business entity that is a corporation for profit) to any candidate committee and/or election fund of the Governor or to any state or county political party within the preceding 18 months, during the term of office of the current Governor or within the 18 months immediately prior to the first day of the term of Office of Governor.

Part 3: Disclosure of Contributions Made

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Ewing Twp Democratic Comit</u>	Address of Recipient	<u>1230 Parkway Ave., Ewing, NJ 08628</u>
Date of Contribution	<u>Oct 29, 2004</u>	Amount of Contribution	<u>\$2,500.00</u>
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>		
Contributor Name	<u>Robert W. Bacso</u>		
Relationship of Contributor to the Vendor	<u>Managing Partner</u>		
Contributor Address	<u>580 Brunswick Pike</u>		
City	<u>Lambertville</u>	State	<u>New Jersey</u>
		Zip	<u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Senate Democratic Majority</u>	Address of Recipient	<u>196 West State St., Trenton, NJ 08608</u>
Date of Contribution	<u>Mar 31, 2005</u>	Amount of Contribution	<u>\$15,000.00</u>
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>		
Contributor Name	<u>Robert W. Bacso</u>		
Relationship of Contributor to the Vendor	<u>Managing Partner</u>		
Contributor Address	<u>580 Brunswick Pike</u>		
City	<u>Lambertville</u>	State	<u>New Jersey</u>
		Zip	<u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>New Democratic Assembly</u>	Address of Recipient	<u>PO Box 3712, Trenton, NJ 08629</u>
Date of Contribution	<u>Jun 20, 2005</u>	Amount of Contribution	<u>\$5,000.00</u>
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>		
Contributor Name	<u>Robert W. Bacso</u>		
Relationship of Contributor to the Vendor	<u>Managing Partner</u>		
Contributor Address	<u>580 Brunswick Pike</u>		
City	<u>Lambertville</u>	State	<u>New Jersey</u>
		Zip	<u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Part 5: Disclosure of Contributions Made (continued)

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Senate Democratic Majority</u>	Address of Recipient	<u>196 West State St., Trenton, NJ 08608</u>
Date of Contribution	<u>Apr 7, 2006</u>	Amount of Contribution	<u>\$12,500.00</u>
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>		
Contributor Name <u>Robert W. Bacso</u>			
Relationship of Contributor to the Vendor <u>Managing Partner</u>			
Contributor Address <u>580 Brunswick Pike</u>			
City	<u>Lambertville</u>	State	<u>New Jersey</u> Zip <u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Senate Democratic Majority</u>	Address of Recipient	<u>196 West State St., Trenton, NJ 08608</u>
Date of Contribution	<u>Mar 13, 2007</u>	Amount of Contribution	<u>\$5,000.00</u>
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>		
Contributor Name <u>Robert W. Bacso</u>			
Relationship of Contributor to the Vendor <u>Managing Partner</u>			
Contributor Address <u>580 Brunswick Pike</u>			
City	<u>Lambertville</u>	State	<u>New Jersey</u> Zip <u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Senate Democratic Majority</u>	Address of Recipient	<u>196 West State St., Trenton, NJ 08608</u>
Date of Contribution	<u>Apr 19, 2007</u>	Amount of Contribution	<u>\$12,000.00</u>
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>		
Contributor Name <u>Robert W. Bacso</u>			
Relationship of Contributor to the Vendor <u>Managing Partner</u>			
Contributor Address <u>580 Brunswick Pike</u>			
City	<u>Lambertville</u>	State	<u>New Jersey</u> Zip <u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Part 5: Disclosure of Contributions Made (continued)

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Senate Democratic Majority</u>	Address of Recipient	<u>196 West State St., Trenton, NJ 08608</u>		
Date of Contribution	<u>Sept 28, 2007</u>	Amount of Contribution	<u>\$8,000.00</u>		
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>				
Contributor Name	<u>Robert W. Bacso</u>				
Relationship of Contributor to the Vendor	<u>Managing Partner</u>				
Contributor Address	<u>580 Brunswick Pike</u>				
City	<u>Lambertville</u>	State	<u>New Jersey</u>	Zip	<u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Assembly Republican Victory</u>	Address of Recipient	<u>PO Box 154, Skillman, NJ 08558</u>		
Date of Contribution	<u>Oct 25, 2007</u>	Amount of Contribution	<u>\$3,000.00</u>		
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>				
Contributor Name	<u>Joseph A. Vales</u>				
Relationship of Contributor to the Vendor	<u>Partner</u>				
Contributor Address	<u>77 Westcott Road</u>				
City	<u>Princeton</u>	State	<u>New Jersey</u>	Zip	<u>08540</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>District 36 Democratic Club</u>	Address of Recipient	<u>9 Lincoln Ave., Rutherford, NJ 07070</u>		
Date of Contribution	<u>June 17, 2008</u>	Amount of Contribution	<u>\$1,250.00</u>		
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>				
Contributor Name	<u>Robert W. Bacso</u>				
Relationship of Contributor to the Vendor	<u>Managing Partner</u>				
Contributor Address	<u>580 Brunswick Pike</u>				
City	<u>Lambertville</u>	State	<u>New Jersey</u>	Zip	<u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Part 5: Disclosure of Contributions Made (continued)

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Verizon Good Government CI</u>	Address of Recipient	<u>PO Box 627, Harrison, NJ 07029</u>		
Date of Contribution	<u>Sept 26, 2008</u>	Amount of Contribution	<u>\$1,000.00</u>		
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>				
Contributor Name	<u>Robert W. Bacso</u>				
Relationship of Contributor to the Vendor	<u>Managing Partner</u>				
Contributor Address	<u>580 Brunswick Pike</u>				
City	<u>Lambertville</u>	State	<u>New Jersey</u>	Zip	<u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Assembly Republican Victory</u>	Address of Recipient	<u>PO Box 154, Skillman, NJ 08558</u>		
Date of Contribution	<u>Nov 5, 2008</u>	Amount of Contribution	<u>\$1,250.00</u>		
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>				
Contributor Name	<u>Joseph A. Vales</u>				
Relationship of Contributor to the Vendor	<u>Partner</u>				
Contributor Address	<u>77 Westcott Road</u>				
City	<u>Princeton</u>	State	<u>New Jersey</u>	Zip	<u>08540</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>United Water Inc. NJ PAC</u>	Address of Recipient	<u>200 Old Hook Rd., Harrington Park, NJ</u>		
Date of Contribution	<u>May 7, 2009</u>	Amount of Contribution	<u>\$3,000.00</u>		
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>				
Contributor Name	<u>Robert W. Bacso</u>				
Relationship of Contributor to the Vendor	<u>Managing Partner</u>				
Contributor Address	<u>580 Brunswick Pike</u>				
City	<u>Lambertville</u>	State	<u>New Jersey</u>	Zip	<u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Part 5: Disclosure of Contributions Made (continued)

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient	<u>Verizon Good Government CI</u>	Address of Recipient	<u>PO Box 627, Harrison, NJ 07029</u>		
Date of Contribution	<u>July 17, 2009</u>	Amount of Contribution	<u>\$3,200.00</u>		
Type of Contribution (i.e. currency, check, loan, in-kind)	<u>Check</u>				
Contributor Name	<u>Robert W. Bacso</u>				
Relationship of Contributor to the Vendor	<u>Managing Partner</u>				
Contributor Address	<u>580 Brunswick Pike</u>				
City	<u>Lambertville</u>	State	<u>New Jersey</u>	Zip	<u>08530</u>

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.


Part 4: Certification

I have read the instructions accompanying this form prior to completing this certification on behalf of the above-named business entity. I certify that, to the best of my knowledge and belief, the foregoing statements by me are true. I am aware that if any of the statements are willfully false, I am subject to punishment.

I understand that this certification will be in effect for two (2) years from the date of approval, provided the ownership status does not change and/or additional contributions are not made. If there are any changes in the ownership of the entity or additional contributions are made, a new full set of documents are required to be completed and submitted. By submitting this Certification and Disclosure, the person or entity named herein acknowledges this continuing reporting responsibility and certifies that it will adhere to it.

(CHECK ONE BOX A, B or C)

- (A) I am certifying on behalf of the above-named business entity and all individuals and/or entities whose contributions are attributable to the entity pursuant to Executive Order 117 (2008).
- (B) I am certifying on behalf of the above-named business entity only.
- (C) I am certifying on behalf of an individual and/or entity whose contributions are attributable to the vendor.

Signed Name  Print Name Robert W. Bacso
Phone Number (609) 924-0808 Date 10/10/13
Title/Position Managing Partner

Agency Submission of Forms

The agency should submit the completed and signed Two-Year Vendor Certification and Disclosure forms, together with a completed Ownership Disclosure form, either electronically to cd134@treas.state.nj.us, or regular mail at Chapter 51 Review Unit, P.O. Box 039, 33 West State Street, 9th Floor, Trenton, NJ 08625. The agency should save the forms locally and keep the original forms on file, and submit copies to the Chapter 51 Review Unit.

**PUBLIC LAW 2005
CHAPTER 271**

**Vendor Certification and
Political Contribution
Disclosure Form**

Contract Reference: _____ **Vendor:** Hill Wallack LLP

At least ten (10) days prior to entering into the above-referenced contract, the Vendor must complete this Certification and Disclosure Form, in accordance with the directions below and submit it to the State contact for such contract.

Please note that the disclosure requirements under Public Law 2005, Chapter 271 are separate and different from the disclosure requirements under Public Law 2005, Chapter 51 (formerly Executive Order 134). Although no vendor will be precluded from entering into a contract by any information submitted on this form, a vendor's failure to fully, accurately and truthfully complete this form and submit it to the appropriate State agency may result in the imposition of fines by the New Jersey Election Law Enforcement Commission.

Disclosure

Following is the required Vendor disclosure of all Reportable Contributions made in the twelve (12) months prior to and including the date of signing of this Certification and Disclosure to: (i) any State, county, or municipal committee of a political party, legislative leadership committee, candidate committee of a candidate for, or holder of, a State elective office, or (ii) any entity that is also defined as a "continuing political committee" under N.J.S.A. 19:44A-3(n) and N.J.A.C. 19:25-1.

The Vendor is required to disclose Reportable Contributions by: the Vendor itself; all persons or other business entities owning or controlling more than 10% of the profits of the Vendor or more than 10% of the stock of the Vendor, if the Vendor is a corporation for profit; a spouse or child living with a natural person that is a Vendor; all of the principals, partners, officers or directors of the Vendor and all of their spouses; any subsidiaries directly or indirectly controlled by the Vendor; and any political organization organized under section 527 of the Internal Revenue Code that is directly or indirectly controlled by the Vendor, other than a candidate committee, election fund, or political party committee.

"Reportable Contributions" are those contributions that are required to be reported by the recipient under the "New Jersey Campaign Contributions and Expenditures Reporting Act," P.L. 1973, c.83 (C.19:44A-1 et seq.), and implementing regulations set forth at N.J.A.C. 19:25-10.1 et seq. As of January 1, 2005, contributions in excess of \$300 during a reporting period are deemed "reportable."

**PUBLIC LAW 2005
CHAPTER 271**

Vendor: Hill Wallack LLP

Name and Address of Committee to Which Contribution Was Made	Date of Contribution	Amount of Contribution	Contributor's Name
--------------------------------------------------------------	----------------------	------------------------	--------------------

Indicate "none" if no Reportable Contributions were made. Attach Additional Pages As Needed

#1

SEE ATTACHED			

Certification:

I certify as an officer or authorized representative of the Vendor that, to the best of my knowledge and belief, the foregoing statements by me are true. I am aware that if any of the statements are willfully false, I am subject to punishment.

#2

Name of Vendor: Hill Wallack LLP

Signed: 

Print Name: Robert W. Bacso


Title: Managing Partner

Date: 10/10/13

Sweeney, Burzichelli & Riley
Sweeney, Burzichelli & Riley
Sweeney, Burzichelli & Riley
Sweeney, Burzichelli & Riley
Sweeney, Burzichelli & Riley
Bonnie Watson Coleman for Assembly

370 Grove Ave., Apt 215, West Deptford, NJ 08086
370 Grove Ave., Apt 215, West Deptford, NJ 08086
370 Grove Ave., Apt 215, West Deptford, NJ 08086
370 Grove Ave., Apt 215, West Deptford, NJ 08086
370 Grove Ave., Apt 215, West Deptford, NJ 08086
P.O. Box 3450, Cherry Hill, NJ 08034

6/14/2013 Robert W. Bacso \$1,000.00
6/14/2013 Ronald L. Perl \$1,000.00
6/14/2013 Patrick D. Kennedy \$1,000.00
6/14/2013 Maave E. Cannon \$1,000.00
6/14/2013 Rocky L. Peterson \$1,000.00
6/20/2013 Rocky L. Peterson \$500.00


10/10/13
Robert W. Bacso
Sweeney, Burzichelli & Riley

SOURCE DISCLOSURE CERTIFICATION FORM

Contractor: Hill Wallack LLP Solicitation Number: _____

I hereby certify and say:

I have personal knowledge of the facts set forth herein and am authorized to make this Certification on behalf of the Contractor.

The Contractor submits this Certification in response to the referenced contract issued by the Division of Purchase and Property, Department of the Treasury, State of New Jersey (the "Division"), in accordance with the requirements of N.J.S.A. 52:34-13.2.

Instructions:

List every location where services will be performed by the Contractor and all Subcontractors. If any of the services cannot be performed within the United States, the Contractor shall state, with specificity the reasons why the services cannot be so performed. Attach additional pages if necessary.

Contractor and/or Subcontractor	Description of Services	Performance Location[s] by Country	Reasons why services cannot be performed in US
Hill Wallack LLP	Legal	USA	N/A
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Any changes to the information set forth in this Certification during the term of any contract awarded under the referenced solicitation or extension thereof will be immediately reported by the Vendor to the Director, Division of Purchase and Property (the "Director").


The Director shall determine whether sufficient justification has been provided by the Contractor to form the basis of his certification that the services cannot be performed in the United States and whether to seek the approval of the Treasurer.

I understand that, after award of a contract to the Contractor, it is determined that the Contractor has shifted services declared above to be provided within the United States to sources outside the United States, prior to a written determination by the Director that extraordinary circumstances require the shift of services or that the failure to shift the services would result in economic hardship to the State of New Jersey, the Contractor shall be deemed in breach of contract, which contract will be subject to termination for cause pursuant to the State of New Jersey Standard Terms and Conditions.

I further understand that this Certification is submitted on behalf of the Contractor in order to induce the Division to accept a bid proposal, with knowledge that the Division is relying upon the truth of the statements contained herein.

I certify that, to the best of my knowledge and belief, the foregoing statements by me are true. I am aware that if any of the statements are willfully false, I am subject to punishment.

Contractor: Hill Wallack LLP
[Name of Organization or Entity]

By:  Title: Managing Partner

Print Name: Robert W. Bacso Date: 10/10/13

Exhibit A to Special Counsel Retention Agreements

These additional terms and conditions are required by law, as indicated herein (Additional Terms) and shall be executed by the Special Counsel prior to the Division of Law executing any Special Counsel Retention Agreement with the Division of Law on behalf of any of its clients. These Additional Terms shall be incorporated into any Special Counsel Retention Agreement (Retention Agreement) executed by the Division of Law.

These Additional Terms are incorporated in the Retention Agreement identified as:

I. The Special Counsel shall complete the following forms or otherwise satisfy the following requirements prior to the State executing a Retention Agreement with Special Counsel:

A. Ownership Disclosure

The Ownership Disclosure addresses the requirements of N.J.S.A. 52:25-24.2, for any contract or retention agreement and must be completed and submitted either with the proposal or with the signed Retention Agreement. The Retention Agreement cannot be completed unless and until the Ownership Disclosure is properly completed and accepted. The form can be downloaded from the Department of Treasury website under the heading Vendor Forms. It is located on the first two pages of this pdf:

<http://www.state.nj.us/treasury/purchase/forms/StandardRFPForms.pdf>

B. Affirmative Action Supplement with Affirmative Action Employee Information Report

The Affirmative Action Supplement with Affirmative Action Employee Information Report addresses the requirements of N.J.S.A. 10:5-31 to -34 and N.J.A.C. 17:27.3.1 et seq., for any contract or retention agreement and must be completed and submitted either with the proposal or with the signed Retention Agreement. The terms of the Affirmative Action Supplement with Affirmative Action Employee Information Report are incorporated into this Retention Agreement. The Retention Agreement is not completed unless and until the form is properly completed and accepted. The forms can be downloaded from the Department of Treasury website under the heading Vendor Forms:

http://www.state.nj.us/treasury/purchase/forms/AA_%20Supplement.pdf

The specific language of N.J.A.C. 17:27-3.5 and 17:27-3.7, contains specific requirements for Special Counsel Retention Agreements and is hereby incorporated as if set forth at length herein.

C. New Jersey Business Registration

Pursuant to N.J.S.A. 52:32-44 (b), a copy of a valid New Jersey Business Registration must be submitted with the signed Retention Agreement. If not already registered with the New Jersey Division of Revenue, registration can be completed on line at the Division of Revenue website:

<http://www.state.nj.us/treasury/revenue/busregcert.shtml>

D. Certification of Non-Involvement in Prohibited Activities in Iran

Pursuant to N.J.S.A. 52:32-58, Special Counsel must certify that neither Special Counsel, nor one of its parents, subsidiaries, and/or affiliates (as explained in N.J.S.A. 52:32-56(e)(3)), is listed on the Department of the Treasury's List of Persons or Entities Engaging in Prohibited Investment Activities in Iran and that neither is involved in any of the investment activities set forth in N.J.S.A. 52:32-56(f). If Special Counsel is unable to so certify, Special Counsel shall provide a detailed and precise description of such activities. The form is on the fifth page of the pdf available at:

<http://www.state.nj.us/treasury/purchase/forms/StandardRFPForms.pdf>

E. New Jersey State W-9 and Vendor Questionnaire

No Special Counsel shall be paid unless Special Counsel has properly completed New Jersey State W-9 and Vendor Questionnaire on file with the State. If the Special Counsel does not have a New Jersey State W-9 and Vendor Questionnaire on file with the State, the properly completed W9 shall be returned with the Retainer Agreement signed by the Special Counsel. A copy may be obtained from your Division of Law Contact.

F. Two-Year Chapter 51/Executive Order 117 Certification and Disclosure of Political Contributions

Prior to entering any Retention Agreement retention agreement under which the State will pay more than \$17,500 to the Business Entity proposed as the Special Counsel, the Business Entity shall submit the Certification and Disclosure form, certifying that no contributions prohibited by Chapter 51 have been solicited or made by the Business Entity and reporting all contributions the Business Entity made during the preceding four years to any political organization organized under 26 U.S.C. §527 of the Internal Revenue Code that also meets the definition of a "continuing political committee" within the mean of N.J.S.A. 19:44A-3(n) and N.J.A.C. 19:25-1.7.

The required form and instructions for completion and submission to the Deputy Attorney General prior to the finalization of the Retention Agreement are available for review on the Purchase Bureau website, under the heading "Political Contributions Compliance" at

<http://www.state.nj.us/treasury/purchase/forms.shtml>

If the Special Counsel has a currently valid Two-Year Chapter 51/Executive Order 117 Vendor Certification it may be submitted instead of a new form.

Special Counsel is required, on a continuing basis, to report any contributions and solicitations Special Counsel makes during the term of the Retention Agreement, and any extension(s) thereof, at the time any such contribution or solicitation is made. Failure to do so is a breach of the Retention Agreement.

Special Counsel's failure to submit the form will preclude the Division of Law's execution of the Retention Agreement. The State Treasurer or his designee shall review the Disclosures submitted by the Special Counsel pursuant to this section, as well as any other pertinent information concerning the contributions or reports thereof by the intended Special Counsel, prior to award, or during the term of the retention agreement. If the State Treasurer determines that any contribution or action by the Special Counsel violated Chapter 51 and EO 117 the State Treasurer shall disqualify the Special Counsel from award of such contract. If the State Treasurer or his designees determines that any contribution or action constitutes a breach of contract that poses a conflict of interest, pursuant to Chapter 51 or EO 117, the State Treasurer shall disqualify the Special Counsel from award of such contract.

G. Disclosure Requirement of P.L. 2005, c. 271

Pursuant to P.L. 2005, c.271 ("Chapter 271") every Business Entity is required to disclose its (and its principals') political contributions within the immediately preceding twelve (12) month period. No prospective Special Counsel will be precluded from being retained by virtue of the information provided in the Chapter 271 disclosure, provided the form is fully and accurately completed. Prior to being retained, the Special Counsel anticipated to be selected will be required to submit Chapter 271 disclosures if the cost of Retention Agreement is anticipated to be in excess of \$17,500. The form is available for your review at:

<http://www.state.nj.us/treasury/purchase/forms/CertandDisc2706.pdf>

II. Special Counsel Certification

A. Source Disclosure Certification

Special Counsel's execution of these Additional Terms to the Retention Agreement will confirm that Special Counsel agrees, in accordance with Executive Order 129 (2004) and N.J.S.A. 52:34-13.2 (P.L. 2005, c. 92), that all services performed for the Retention Agreement shall be performed within the United States. In the event that all services performed for the Retention Agreement shall NOT be performed within the United States, Special Counsel shall send the Deputy Attorney General who executes the Retention Agreement a letter that states with specificity the reasons why the services cannot be so performed. Any such letter shall require review and approval pursuant to N.J.S.A. 52:34-14.2 prior to execution of this Retention Agreement.

III. The Special Counsel acknowledges that the Retention Agreement is subject to the following additional terms and conditions:

A. Breach of Requirements of Chapter 51 and Executive Order 117 (2008) (Also referred to as "Pay to Play Restrictions," N.J.S.A. 19:44A-20.13 to -20.25, or Executive Order 134(2004))

In order to safeguard the integrity of State government procurement by imposing restrictions to insulate the negotiation and award of State contracts, including retention agreements, from political contributions that pose the risk of improper influence, purchase of access, or the appearance thereof, the Legislature enacted P.L. 2005, c.51 (codified at N.J.S.A. 19:44A-20.13 - 25) (Chapter 51), on March 22, 2005, effective retroactive to October 15, 2004, superseding the terms of Executive Order 134(2004). In addition, on September 24, 2008, Executive Order 117 was issued and made effective on November 15, 2008 (EO 117) which set forth additional limitations on the ability of executive branch agencies to contract with business entities that have made or solicited certain contributions. Pursuant to the requirements of Chapter 51 and EO 117, it shall be a material breach of the terms of the Retention Agreement for the Business Entity to do any of the following:

1. make or solicit a contribution in violation of the Chapter 51 or EO 117;
2. knowingly conceal or misrepresent a contribution given or received;
3. make or solicit contributions through intermediaries for the purpose of concealing or misrepresenting the source of the contribution;
4. make or solicit any contribution on the condition or with the agreement that it will be contributed to a campaign committee or any candidate of holder of the public office of Governor, or of Lieutenant Governor, or to any State, county or municipal party committee, or any legislative leadership committee;
5. engage or employ a lobbyist or Special Counsel with the intent or understanding that such lobbyist or Special Counsel would make or solicit any contribution, which if made or solicited by the business entity itself, would subject that entity to the restrictions of Chapter 51 or EO117;
6. fund contributions made by third parties, including Special Counsels, attorneys, family members, and employees;
7. engage in any exchange of contributions to circumvent the intent of the Chapter 51 or EO 117;or
8. directly or indirectly through or by any other person or means, do any act which would subject that entity to the restrictions of the Chapter 51 or EO 117.

B. New Jersey Conflict of Interest Law

The New Jersey Conflict of Interest Law, N.J.S.A. 52:13D-12 et seq. and Executive Order 189 (1988), prohibit certain actions by persons or entities which provide goods or services to any State Agency. Specifically:

1. No Special Counsel shall pay, offer to pay, or agree to pay, either directly or indirectly, any fee, commission, compensation, gift, gratuity, or other thing of value of any kind to any State officer or employee or special State officer or employee, as defined by N.J.S.A. 52:13D-13b. and e., in the Department of the Treasury or any other agency with which such Special Counsel transacts or offers or proposes to transact business, or to any member of the immediate family, as defined by N.J.S.A. 52:13D-13i., of any such officer or employee, or any partnership, firm, or corporation with which they are employed or associated, or in which such officer or employee has an interest within the meaning of N.J.S.A. 52:13D-13g.
2. The solicitation of any fee, commission, compensation, gift, gratuity or other thing of value by any State officer or employee or special State officer or employee from any Special Counsel shall be reported in writing forthwith by the Special Counsel to the Attorney General and the Executive Commission on Ethical Standards.
3. No Special Counsel may, directly or indirectly, undertake any private business, commercial or entrepreneurial relationship with, whether or not pursuant to employment, contract or other agreement, express or implied, or sell any interest in such Special Counsel to, any State officer or employee or special State officer or employee having any duties or responsibilities in connection with the purchase, acquisition or sale of any property or services by or to any State agency or any instrumentality thereof, or with any person, firm or entity with which he is employed or associated or in which he has an interest within the meaning of N.J.S.A. 52:13D-13g. Any relationships subject to this provision shall be reported in writing forthwith to the Executive Commission on Ethical Standards, which may grant a waiver of this restriction upon application of the State officer or employee or special State officer or employee upon a finding that the present or proposed relationship does not present the potential, actuality or appearance of a conflict of interest.
4. No Special Counsel shall influence, or attempt to influence or cause to be influenced, any State officer or employee or special State officer or employee in his official capacity in any manner which might tend to impair the objectivity or independence of judgment of said officer or employee.
5. No Special Counsel shall cause or influence, or attempt to cause or influence, any State officer or employee or special State officer or employee to use, or attempt to use, his official position to secure unwarranted privileges or advantages for the Special Counsel or any other person.
6. The provisions cited above in paragraph H(I). through H(V) shall not be construed to prohibit a State officer or employee or special State officer or employee from receiving gifts from or contracting with Special Counsel under the same terms and conditions as are offered or made available to members of the general public subject to any guidelines the Executive Commission on Ethical Standards may promulgate.

C. Obligation to Maintain Records

Special Counsel shall maintain all records for products and/or services delivered against the contract for a period of five (5) years from the date of final payment under the Retention Agreement unless otherwise specified in the Retention Agreement. Such records shall be made available to the State, including the Comptroller, for audit and review upon request.

IV. The Special Counsel is hereby notified of the following:

A. Chapter 271 Annual Disclosure Statement Filing Requirement

If Special Counsel receives contracts in excess of \$50,000 from a public entity during a calendar year, the Special Counsel is responsible to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission (ELEC), pursuant to N.J.S.A. 19:44A-20.13 (P.L. 2005, c. 271, section 3) It is Special Counsel's responsibility to determine if filing is necessary. Failure to so file can result in the imposition of financing penalties by ELEC. Additional information about this requirement is available from ELEC at (888)313-3532 or <http://www.elec.state.nj.us/>

B. Set-off for State Taxes

Pursuant to N.J.S.A. 54:49-19 et seq. (P.L. 1995, c 159), and notwithstanding the provision of any other law to the contrary, whenever any taxpayer, partnership or S corporation under contract to provide goods or services or construction projects to the State of New Jersey or its agencies or instrumentalities, including the legislative and judicial branches of State government, is entitled to payment for those goods or services at the same time a taxpayer, partner or shareholder of that entity is indebted for any State tax, the Director of the Division of Taxation shall seek to set off so much of that payment as shall be necessary to satisfy the indebtedness. The amount set-off shall not allow for the deduction of any expense or other deduction which might be attributable to the taxpayer, partner, or shareholder subject to set-off under this Act.

The Director of the Division of Taxation shall give notice of the set-off to the taxpayer, partner or shareholder and provide an opportunity for a hearing within thirty (30) days of such notice under the procedures for protests established under N.J.S.A. 54:49-19. No request for conference, protest, or subsequent appeal to the Tax Court from any protest shall stay the collection of the indebtedness.

Special Counsel hereby agrees to and executes these Additional Term and Conditions:

Special Counsel Signature:



Special Counsel Name:

Robert W. Bacso

Special Counsel Firm:

Hill Wallack LLP

Date:

10/10/13



Ronald L. Perl

Partner

Princeton, NJ
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rperl@hillwallack.com

Practice Areas

Community Associations
Construction Industry
Eminent Domain
Real Estate
Real Estate Tax Appeals

Education

Rutgers College, A.B.
Rutgers Law School

Ronald L. Perl is a partner in the Princeton, N.J. office of Hill Wallack LLP and a member of the firm's Management Committee. He is partner-in-charge of the firm's Community Associations practice group.

Mr. Perl concentrates his practice in the areas of community association law, construction law, transactional real estate, eminent domain and tax appeals. He is also a mediator for construction, real estate and community association disputes. He represents condominium associations, homeowners associations, cooperatives and real estate developers.

Mr. Perl is nationally recognized for his work in the field of community association law. During his term as National President of the Community Associations Institute, he pursued a theme of "building community" and advocated a fresh look at the role of community associations. He has been an advocate for the use of Alternative Dispute Resolution in community associations for the past 25 years.

Mr. Perl is admitted to practice before the U.S. Court of Appeals for the Third Circuit and U.S. Supreme Court. He is admitted to New Jersey, Pennsylvania and New York Bars. He earned his J.D. from Rutgers University and his A.B. from Rutgers College.

Representative Matters:

- Successfully guided many leading communities through negotiated and litigated transition claims
- Coordinated and served as lead counsel for community associations in Fire Retardant Plywood mass tort litigation
- Participated in the drafting of the Municipal Services Law
- Successfully negotiated numerous municipal services agreements for associations
- Successfully guided many communities in Fair Housing matters
- Assisted numerous associations in major revisions of their Governing Documents
- Trained numerous committee and board members in Alternative Dispute Resolution
- Served as ADR neutral in association disputes

Leadership:

- AV rated by Martindale-Hubbell
- Selected for inclusion in *New Jersey Super Lawyers* 2005 - 2007, 2010 - 2013
- Adjunct Professor, Seton Hall Law School
- Commissioner of the National Board of Certification for Community Association Managers (NBC-CAM)
- Member, National College of Community Association Lawyers
- Past President, Foundation for Community Association Research
- Past National President, Community Associations Institute
- Member, New Jersey State Bar Association
- Member, American Bar Association

Presentations & Publications:

- Co-author, Construction Defect Litigation - The Community Association's Guide to the Legal Process
- Contributing Author, Building Community: Proven Strategies for Turning Homeowners into Neighbors
- Frequent instructor/seminar leader in local and national seminars involving Community Association Law

Bar Admissions:

- New Jersey
- New York
- Pennsylvania
- U.S. Court of Appeals for Third Circuit
- U.S. Supreme Court





Ryan P. Kennedy

Associate

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Practice Areas

Banking & Financial
Services
Eminent Domain
Real Estate
Real Estate Tax Appeals
Redevelopment
Regulatory & Government
Affairs

Education

Boston College
Seton Hall Law School

Ryan P. Kennedy is an associate in the Princeton, N.J. office of Hill Wallack LLP. He is a member of the firm's Real Estate Division, Banking & Financial Services, Eminent Domain, Property Tax Appeals and Regulatory & Government Affairs practice groups.

He concentrates his practice in all aspects of commercial real estate acquisition, lending and development, with particular emphasis on complex negotiations, redevelopment, condemnation, lender work-outs and transit oriented development. Mr. Kennedy also regularly advises clients on New Jersey election and campaign finance law and has represented property owners in real estate tax appeals throughout the state.

Mr. Kennedy is admitted to practice in New Jersey and New York and previously served as Judicial Law Clerk to The Honorable Joseph L. Yannotti, New Jersey Superior Court, Appellate Division. Mr. Kennedy earned his law degree cum laude from Seton Hall Law School where he was a member of the Seton Hall Circuit Review Journal. He is a graduate of Boston College.

Representative Matters:

- Serves as counsel to government entities and private parties in all aspects of property acquisition, from negotiated purchase to contested eminent domain matters, including several notable transportation and educational facilities.
- Serves as legal counsel to lenders in all aspects of negotiated work-outs, including representing New Jersey financial institutions in acquiring distressed developments and condominiums.
- Serves as redevelopment counsel for both public and private parties, helping guide numerous projects from start to completion, most notably one of the first Transit Villages in the State.

Leadership:

- Vice-Chair, the Lawrence Township Growth and Redevelopment Committee
- Board of Directors, Hopewell Valley YMCA
- Board of Directors, Lakeview Foundation
- Member, Robert Wood Johnson Hamilton Hospital Young Professionals Board
- Member, Mercer County Chamber of Commerce and Lawrence Township Chapter
- Member, Renewable Energy, Cleantech and Climate Change Committee for the New Jersey Bar Association
- Member, New Jersey Association of Railroad Passengers

Bar Admissions:

- New Jersey
- New York



L. Stephen Pastor

Partner

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Practice Areas

Commercial Leasing
Banking & Financial Services
Business & Commercial Services
Creditors' Rights/Bankruptcy
Real Estate
Redevelopment
Renewable Energy and Sustainability
Hospitality

Education

Fairfield University
Western New England College School of Law

L. Stephen Pastor is a partner in the Yardley, Pa. office of Hill Wallack LLP and is a member of the firm's Commerical Leasing, Real Estate and Business & Commercial practice groups.

Mr. Pastor concentrates his practice in the areas of redevelopment law, commercial leasing, financial transactions, regulatory practice, liquor license transfers and real estate development.

Mr. Pastor is licensed to practice in both New Jersey (1985) and Pennsylvania (1991), with an active practice in both States. Mr. Pastor is also admitted to practice in the U.S. District Court, District of New Jersey (1986). He received his law degree from Western New England College School of Law and is a graduate of Fairfield University.

Representative Matters:

Over the past 25 years, he has worked on several real estate development projects, including mixed commercial/residential uses, age restricted housing and high rise developments. Other representative matters include:

- Negotiation of redevelopment agreements
- Handling acquisition of properties and property interest rights within the designated redevelopment area by agreement with the current owner or via eminent domain proceedings
- Representing landlords and tenants on sophisticated commercial leasing transactions, such as lease agreements with the Federal Government (General Services Administration) and the State of New Jersey, as well as several national retailers
- Handling commercial leasing projects that include leasing to national retailers, local retailers, franchisees, restaurants and various professional businesses
- Oil, gas and mineral leasing
- Representing both lenders and borrowers in connection with all facets of real estate development, from acquisition to construction to permanent financing, as well as asset based financings
- Assisting clients with registration of New Jersey based real estate projects with the New Jersey Department of Community Affairs
- Obtaining registration with the Real Estate Commission permitting the marketing of non-New Jersey based projects to New Jersey residents
- Representing purchasers, sellers and owners of liquor licenses in both Pennsylvania and New Jersey
- Green technology development and financing

Leadership:

- Member, The Budget and Bar Property Committee Of The Bucks County Bar Association

- Member, The Entrepreneurial Assistance Committee Of The Central Bucks County Chamber Of Commerce

Presentations & Publications:

Mr. Pastor is a regular speaker on topics involving real estate, title, leasing and financing issues for various groups.

Bar Admissions:

- New Jersey
- Pennsylvania
- US District Court, District of NJ



**James G.
O'Donohue**

Partner

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Practice Areas

Insurance Coverage
Trial & Insurance Defense
Regulatory & Government
Affairs

Education

Upsala College, *magna
cum laude*
Western New England
School of Law, *cum laude*

James G. O'Donohue is a partner in the Princeton, N.J. office of Hill Wallack LLP. He is a member of the firm's Litigation Division, Insurance Coverage, Trial & Insurance Defense and Regulatory & Government Affairs practice groups.

He concentrates his practice in general litigation, construction litigation, government affairs and insurance defense. He litigates major construction defect matters including building envelope, structural and site-related issues. He has substantial litigation experience in both the state and federal courts. He is also partner-in-charge of the firm's Family Law Practice Group.

Mr. O'Donohue is admitted to practice in New Jersey (1984) and before the U.S. District Court, District of New Jersey (1984) and the U.S. Court of Appeals for the Third Circuit (1991). Before joining Hill Wallack LLP, Mr. O'Donohue practiced in Westfield, New Jersey concentrating in medical malpractice, insurance defense and general litigation. Mr. O'Donohue served as law clerk to Judge William T. Walsh of the Massachusetts District Court, Appellate Division. He also served as law clerk to Judge Michael R. Imbriani of the Superior Court of the State of New Jersey. He earned his law degree from Western New England School of Law, *cum laude* and is a graduate of Upsala College, *magna cum laude*.

Representative Matters:

- Handles complex, multi-party construction defect litigation
- Serves as general counsel and advises various governmental entities on the state, county and local level
- General Counsel to the New Jersey Association of Counties and the Borough of Bound Brook
- General Counsel to the Casino Reinvestment Development Authority
- Previously served as a criminal prosecutor and a special prosecutor
- Served as a Police Benevolent Association Attorney
- Represented individuals and entities before the State Commission of Investigation and the Office of Inspector General

Bar Admissions:

- New Jersey
- U.S. District Court, District of NJ
- U.S. Court of Appeals, Third Circuit



Robert W. Bacso

Managing Partner

Princeton, NJ

Practice Areas

Business & Commercial
Services

Municipal Law

Real Estate

Regulatory & Government
Affairs

Education

Middlebury College, A.B.,
cum laude

Washington and Lee
University School of Law

Robert W. Bacso is the Managing Partner of Hill Wallack LLP. He is a partner in the firm's Real Estate practice group, Regulatory & Government Affairs practice group and Banking & Secured Transactions practice group.

Since becoming Managing Partner in 1990, Mr. Bacso has been responsible for the mergers with and acquisitions of other law practices that have contributed to the growth of the firm.

Mr. Bacso concentrates his practice in all aspects of commercial real estate acquisition and development, with particular emphasis on complex acquisitions and financings, environmental remediation and urban redevelopment. Having been responsible for the beginning of the firm's Banking & Secured Transactions Practice in the early 1980's, his specialties encompass a broad range of related banking capabilities, including workouts, restructurings, bond financing and refinancing, and construction loans. Currently Mr. Bacso also focuses on the development of Transit Villages.

A graduate of Middlebury College, Mr. Bacso earned his law degree from Washington and Lee University School of Law. He subsequently worked as in-house counsel for a real estate developer with numerous commercial, retail, and residential projects throughout the South.

He is a member of the New Jersey State Bar Association, and is also admitted to the bars of Virginia, Louisiana and New York.

Bar Admissions:

- New Jersey
- New York
- Louisiana
- Virginia
- U.S. District Court, District of NJ



Henry T. Chou

Partner

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Practice Areas

Business & Commercial
Services
Complex Litigation
Environmental Issues
Immigration &
Naturalization
Land Use Solutions
Redevelopment
Renewable Energy and
Sustainability
Chinese Foreign Direct
Investment

Education

University of Georgia
Rutgers University School
of Law

Henry T. Chou is a partner in the Princeton, N.J. office of Hill Wallack, LLP. He is a member of the Business & Commercial Services, Complex Litigation, Chinese Foreign Direct Investment, Renewable Energy & Sustainability, Environmental and Land Use practice groups.

He concentrates his practice in areas of commercial transactions and litigation, corporate and employment law, environmental permitting and litigation, renewable energy projects and land development matters.

He has represented domestic and foreign companies, public entities and non-profits in a wide variety of commercial, employment, environmental, renewable energy and land use matters. He has also represented foreign entities in various corporate and litigation matters related to their investments and transactions in the United States.

Mr. Chou is admitted to practice in the State Courts of New Jersey (2000) and Pennsylvania (2000) and the U.S. District Court of New Jersey (2000). He received his law degree from Rutgers University School of Law – Camden. Following law school, Mr. Chou served a judicial clerkship with the Honorable Lawrence M. Lawson, Assignment Judge of Monmouth County. He is an honors graduate of the University of Georgia. Mr. Chou is proficient in Mandarin Chinese.

Representative Matters:

Corporate and Commercial Matters

- Represents manufacturers, food and wine distributors, biochemical companies and pharmaceutical services companies on corporate, employment, contractual, trademark/copyright and immigration matters
- Litigates matters involving breach of contract claims and transactional issues
- Advises businesses concerning real estate and zoning matters

China-U.S. Practice

- Represents Chinese state-owned entities in their acquisition and development of renewable energy projects in the U.S.
- Advises Chinese companies on joint ventures and subsidiaries in the U.S.
- Represents Chinese and Taiwanese companies in breach of contract litigation in New Jersey
- Advises Chinese companies on mergers and acquisitions and transactions in the U.S.

Environmental and Renewable Energy

- Litigates matters involving environmental remediation and natural resource damage liabilities
- Obtains land use and interconnection approvals and permits for private and public renewal energy projects

Land Use

- Obtains planning board and zoning board of adjustment approvals for residential and commercial projects
- Challenges and defends approvals granted by municipal land use boards

Leadership:

- Named to New Jersey Law Journal's *40 Under 40* for 2010
- Member, Supreme Court Committee on Access and Fairness
- Member, Board of Directors of Land Use Section, New Jersey State Bar Association
- Coadjutant Instructor, Rutgers University Center for Government Services, Solar and Wind Regulation

In 2010, the *New Jersey Law Journal* named Mr. Chou to its *40 Under 40* list of attorneys who "have made that leap early, by proven expertise in practice areas, by acceptance of important management roles at their firms, by rain-making ability and by strong community involvement and volunteerism -- all of which make up the stuff of future leaders in the profession."

Presentations and Publications:

- *SBA 504 Loans – Alternative Business Financing*, New Jersey Chinese-American Chamber of Commerce (June 2012)
- *Municipal Regulation of Solar and Wind Powered Facilities*, Rutgers University Center for Government Services (August 2011)
- *Legislature Passes Law Encouraging Development of Solar Farms*, Builder/Architect Magazine (March 2011)
- *New Jersey Adopts Landmark LSRP Legislation Allowing Private Professionals to Oversee Site Cleanups*, Builder/Architect Magazine (August 2009)
- Co-Author and Editor, *Chinese Direct Investment Law Blog* (www.uschinalawblog.com)
- Author and Editor of the *New Jersey Land Use and Environmental Law Blog* (www.nj-landuselaw.com)

Bar Admissions:

- New Jersey
- Pennsylvania
- U.S. District Court, District of New Jersey



Stephen M. Eisdorfer

Partner

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Practice Areas

Affordable Housing/COAH
Proceedings
Environmental Issues
Land Use Solutions
Redevelopment
Renewable Energy and
Sustainability

Education

Haverford College
Harvard Law School

Stephen M. Eisdorfer is a partner in the Princeton, N.J. office of Hill Wallack LLP. He is a member of the Land Use Solutions, Environmental Issues, and Redevelopment practice groups.

Mr. Eisdorfer concentrates his practice on counseling private parties and public entities in land use, environmental, and housing matters, including residential, commercial, industrial, redevelopment, non-profit and health-care related projects. He represents clients in applications and proceedings before local, state, and federal agencies in land use and environmental matters; and in litigation in the federal and state courts in land use, housing, environmental, civil rights and class action cases.

Mr. Eisdorfer is admitted to practice before the state courts of New Jersey (1975), the U.S. District Court for the District of New Jersey (1975), the U.S. Court of Appeals for the Third Circuit (1998), and the U.S. Supreme Court (1998). Prior to joining Hill Wallack LLP, he served as an attorney with the New Jersey Public Advocate for fifteen years. Mr. Eisdorfer graduated with honors from Harvard Law School and Haverford College.

Representative Matters:

- Exclusionary zoning matters involving more than 75 municipalities.
- Represented municipalities and private entities before local boards and federal and state courts in matters involving assisted living facilities, continuing care retirement communities, and other health-related facilities.
- Counsel to property owners and developers in the development or redevelopment of corporate office facilities, extended stay hotels, and research laboratories.
- Special counsel to the New Jersey Builders Association.
- Co-counsel for victims of a \$35 million commodities fraud in successful proceedings in federal and state courts.
- Presented oral argument in eleven different matters before the New Jersey Supreme Court or the U.S. Court of Appeals.

Leadership:

- Selected for inclusion in New Jersey *Super Lawyers* since 2005
- Named to the New Jersey Best Lawyers list in the area of Real Estate Law, 2006-2014
- Honored by the New Jersey Builders Association and the Non-Profit Affordable Housing Network
- Member, Land and National Development Strategies Group of the National Association of Home Builders
- Member, Special Committee on Appellate Practice, New Jersey State Bar Association
- Served on Board of Directors, Land Use Law Section, New Jersey State Bar Association
- Member, Board of Trustees, Junta de Acción Puertorriqueña, Inc.

Presentations and Publications:

- *Building Where It Is Wet*, New Jersey Law Journal (November 2012)
- *Residential Sewer Service: Getting It and Keeping It*, New Jersey Law Journal (March 2011)
- *Not a Prayer: Local Disputes over Religious Buildings*, New Jersey Lawyer (December 2006)
- *Defending Against Governmental Misuse or Abuse of the Power of Eminent Domain*, CLE International (October 2006)
- *Land Use Litigation in the Federal Courts—New Developments in the Third Circuit*, National Conference, Legal and National Development Strategies, NAHB (April 1997)

Bar Admissions:

- New Jersey
- U.S. District Court, District of NJ
- U.S. Supreme Court
- U.S. Court of Appeals for the Third Circuit



Rocky L. Peterson

Partner

Princeton, NJ

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Practice Areas

Employment & Labor Law
School Law

Education

Cornell University
Cornell University Law School

Rocky L. Peterson is a partner in the Princeton, N.J. office of Hill Wallack LLP and a member of the firms' Litigation Division.

Mr. Peterson is partner-in-charge of the firm's School Law and Municipal Law Practice Groups. He concentrates his practice in general litigation, municipal law, school law and labor and employment issues. He represents municipalities, district boards of education, community colleges and other public entities.

Prior to joining Hill Wallack LLP, Mr. Peterson served as deputy attorney general for the New Jersey Division of Criminal Justice, Trial and Appellate Sections. His advocacy resulted in published opinions in the New Jersey Supreme Court, Federal District Court for the District of New Jersey and the Third Circuit Court of Appeals. Mr. Peterson also formerly served as director of law for the City of Trenton Law Department where he was responsible for the supervision of internal staff, as well as municipal prosecutors and outside counsel on a variety of corporate, municipal, finance and litigation matters. He was also responsible for negotiating with various collective bargaining groups in the City of Trenton and achieved agreements with the PBA, TSOP (supervisory officers bargaining unit), and the Firefighters Union.

Mr. Peterson is admitted to practice in New Jersey (1977) and before the U.S. Court of Appeals for the Third Circuit (1979) and before the U.S. Supreme Court (1992). Mr. Peterson earned his J.D. from Cornell University Law School and his A.B. from Cornell University, where he also served as director of the Criminal Division of the Cornell Legal Aid Clinic.

Representative Positions:

- Mercer County Community College, Counsel
- Township of Ewing, Labor Counsel
- Trenton School Board, Solicitor
- City of Trenton, Special Litigation Counsel
- Trenton Housing Authority, Attorney
- Trenton Head Start, Attorney

Leadership:

- Served as counsel to the City Council of the City of Trenton in addition to his role as chief legal administrator for the mayor of the City of Trenton
- Chair of the New Jersey Supreme Court Disciplinary Review Board and former vice chair of employer/employee relations of the American Bar Association
- Chair of both the NJSBA Minorities in the Profession and Bar/Law School Liaison Committees
- Member of the District VII Ethics Committee of the Mercer County Bar Association
- Trustee of the Institute of Local Government Attorneys and a former trustee of the New Jersey State, the Garden State and the Mercer County Bar Associations

- Serves as a lecturer for the Lorman Institute, ICLE and Widener School of Law Trial Techniques Program

Bar Admissions:

- New Jersey
- U.S. Supreme Court
- U.S. Court of Appeals, Third Circuit



Joseph A. Vales

Partner

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Practice Areas

Business & Commercial
Services
Creditors'
Rights/Bankruptcy
Land Use Solutions
Public Finance
Real Estate
Redevelopment
Hospitality

Education

Johns Hopkins University
University of Maryland
Law School

Joseph A. Vales is a partner of Hill Wallack LLP and a member of the firm's Management Committee. He is partner-in-charge of the firm's Real Estate practice group and Banking & Financial Services practice group.

Mr. Vales represents a diverse range of real estate developers, landowners, builders, investors, tenants and financial institutions in all matters involving development, redevelopment, acquisitions, sales, leasing, financing, title issues, condominium and homeowners association documentation and registrations and obtaining land use, environmental and governmental permits and approvals. He represents a number of national, regional and local home builders, commercial, retail, office, hotel and hospital developers.

Mr. Vales also has extensive experience representing financial institutions and borrowers in all matters of banking and secured transactions, including loan documentation preparation and review, participation agreements, acquisition, construction and line of credit financing and refinancing, loan modification, restructuring, grants, workouts and closings. He has served as an outside bank General Counsel and outside counsel to New Jersey Casino Reinvestment Development Authority and New Jersey Transit.

Mr. Vales has been named to the New Jersey Best Lawyers list in the area of Real Estate Law for 2013 and 2014. He is active in several professional organizations, including the Mercer County, New Jersey State, and American Bar Associations. He is also a past member of the New Jersey Communications, Advertising and Marketing Association (NJCAMA) to which he served as legal counsel and held a position on the Association's Board of Trustees and currently serves as the Chairman of the Board of Directors of Trenton State College Corporation.

A graduate of Johns Hopkins University, Mr. Vales earned his law degree from the University of Maryland Law School. He is admitted to practice in New Jersey (1984), and before the U.S. District Court, District of New Jersey (1984).

Bar Admissions:

- New Jersey
- U.S. District Court, District of NJ



Wade D. Koenecke

Associate

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Practice Areas

Administrative
Law/Government
Contracts

Education

Susquehanna University
Rutgers School of Law

Wade D. Koenecke is an associate in the Princeton, NJ office of Hill Wallack LLP. He is a member of the firm's Litigation Division and the Administrative Law/Government Contracts practice group.

Mr. Koenecke is admitted to practice in New Jersey (2012) and Pennsylvania (2012) and before the United States District Court for the District of New Jersey. He earned his J.D., *magna cum laude*, from Rutgers School of Law – Camden, where he was a Notes and Comments Editor for the *Rutgers Law Journal* law review and an Introduction to Federal Income Taxation teaching assistant. He earned his B.S., *summa summa cum laude*, from Susquehanna University.

Prior to joining Hill Wallack LLP, Mr. Koenecke served as a law clerk to the Honorable Joseph L. Yannotti, New Jersey Appellate Division, Newark, NJ.

Presentations & Publications

- "State Constitutional Law – Tort Reform – Supreme Court of Georgia Invokes State Constitutional Right to a Jury Trial to Declare Statutory Cap on Noneconomic Damages in Medical Malpractice Claims Unconstitutional. *Atlanta Oculoplastic Surgery v. Nestlehutt*, 691 S.E.2D 218 (Ga. 2010)," *Rutgers Law Journal* (2012)

Bar Admissions:

- New Jersey
- Pennsylvania
- U.S. District Court, District of New Jersey

Founded in 1978, Hill Wallack LLP is a leading law firm with offices in Princeton and Morristown, New Jersey and Yardley, Pennsylvania. Our regional strength places us in an ideal position in today's market. With nearly 70 lawyers, our mid-market size allows us to provide sophisticated, high-level service to clients in a cost-efficient, responsive manner.

Our attorneys are called upon to tackle some of the toughest legal and business challenges. The firm represents businesses, nonprofit and government entities, and individuals in litigation, transactional and regulatory issues. The firm also includes those skilled in family law, trusts & estates, tax liability and other areas of individual service.

Commercial Strength

Hill Wallack LLP has comprehensive commercial capabilities. The ability to draw from a wide range of legal resources is the foundation of the firm's team approach. Our attorneys are recognized leaders in areas such as:

- Business & Commercial Law
- Creditors' Rights & Bankruptcy
- Land Use & Zoning
- Real Estate Transactions
- Commercial Liability
- Employment & Labor Law
- Mergers & Acquisitions
- Trial & Insurance Defense
- Complex Litigation
- Insurance Coverage
- Product Liability
- Workers' Compensation

Industry Focused

Hill Wallack LLP has deep experience in a number of industry sectors, and has formed teams that focus on:

- Financial Institutions
- School Organizations
- Community Associations
- Real Estate
- Automobile Dealers
- Construction

Government Experience

With extensive government experience, Hill Wallack LLP represents businesses and public entities in many areas in which public and private interests intersect. Our attorneys have particular strengths in areas such as:

- Administrative Law & Government Contracts
- Environmental Law
- Land Use
- School & Municipal Law
- Eminent Domain
- Government Regulation & Affairs

- Public Finance

Deeply Rooted in New Jersey and Pennsylvania

Having helped shape New Jersey's legal landscape, and with decades of experience, our lawyers have a thorough understanding of clients' issues with respect to state and federal law. Also known as Pennsylvania's community business partner, Hill Wallack LLP is valued by local businesses who appreciate the firm's strong ties to the greater Bucks County, PA, community, with attorneys who are lifelong residents of the county.

Firm Recognition

Hill Wallack LLP is often recognized by clients for superior service, and by business leaders for contributions to the community. The Mid Jersey Chamber of Commerce recognized Hill Wallack LLP as the Distinguished Corporation of the Year for 2013. The firm was also recognized by *American Lawyer Media* as one of the 2013 Go-To Law Firms At The Top 500 Companies. This recognition comes after building a longstanding reputation for comprehensive problem-solving and aggressive advocacy for clients.

Hill Wallack LLP is dedicated to innovation, excellence and superior service. Nothing is more important than our clients' issues.

The Eminent Domain Practice Group has extensive experience in handling condemnation and relocation assistance matters for public entities and developers, as well as for individuals and entities whose property is being acquired for public and redevelopment projects. Few people understand the extent of the government's power to condemn private property until they are faced with having their property taken. Hill Wallack LLP understands the special strategies needed for effective representation in condemnation matters.

Our Clients

The Eminent Domain Team represents developers, secured lenders, governmental entities and private property owners in the acquisition of all types of commercial, industrial and residential properties for public projects.

What We Do

Hill Wallack LLP attorneys have served as counsel to major public authorities that exercise condemnation powers. We also represent property owners subject to condemnation action. We are actively involved in shaping public works projects to minimize impacts on our clients. We also provide condemnation advice to individuals and businesses in the context of:

- Loan transactions
- Land development
- Redevelopment
- Land use planning and approvals
- Environmental remediation and related matters

Hill Wallack LLP takes pride in helping our clients achieve the constitutionally guaranteed standard of "just compensation" for property taken by the governmental power of eminent domain. In addition, the firm represents clients in similar land valuation matters such as appeals of government real estate tax assessments.

Representative Matters

- Hill Wallack LLP counseled a designated redeveloper through all aspects of valuation, defending opposition and development associated with a major project in northern New Jersey. The firm interfaced with the municipality to keep acquisitions in line with pre-development expectations.
- The firm has handled major acquisitions for several major transportation projects, including the acquisition of the Frank R. Lautenberg Rail Station at Secaucus Junction and the State's first completed Transit Village by the New Jersey Transit Corporation.
- Representing property owners in right of way takings, Hill Wallack LLP has guided businesses and individuals through all steps of the Eminent Domain process from negotiations to planning valuation theories and trial, getting the fair market value our clients deserve.

The Real Estate Practice Group at Hill Wallack LLP represents all segments of the Real Estate Industry including developers, investors, landlords, tenants, lenders and borrowers.

Our attorneys have vast experience in all areas of real estate development, redevelopment, investment, leasing and lending. We consider the client's business needs and objectives in recommending a legal strategy that most efficiently accomplishes our clients goals.

We provide effective representation in all aspects of the real estate project from financing, acquisition, leasing, environmental, zoning, construction and disposition. We closely monitor related market conditions and trends. Areas of particular interest from which our clients may benefit are those involving permitting and land use approvals, condemnation, redevelopment, the provision of sewer and water, planned unit developments, transactions, environmental concerns, property management, tax appeals and construction industry matters.

Hill Wallack LLP's Practice Groups work in an interdisciplinary fashion to provide comprehensive representation and integrated solutions. The Real Estate Practice Group at Hill Wallack LLP will handle your real estate matter with the skill and sophistication necessary to achieve the desired result.

At Hill Wallack LLP, we understand that the ability to develop solutions to tough environmental issues often is the key factor that determines whether a project will be built—or languish in the blueprint stage. To this end, our Environmental Team has a breadth of experience in the business contexts in which environmental issues arise, such as commercial and residential development and redevelopment.

Our Clients

Our Environmental Team represents residential and commercial developers, municipalities, property owners and public and private companies in a wide range of environmental matters.

What We Do

We are experienced at navigating the permitting and approval process and overcoming legal, political and business obstacles. Our attorneys have practiced before state and federal agencies such as the New Jersey Department of Environmental Protection and the United States Environmental Protection Agency in the following areas:

- Wetlands Permitting
- CAFRA Permitting
- Highlands Permitting
- Pinelands Permitting
- Green and Sustainable Building
- Site Remediation
- ISRA Compliance
- LSRP Program
- Threatened and Endangered Species
- Brownfield Redevelopment
- Waterfront Development
- Riparian Issues
- Stream Encroachment Permitting
- Wastewater Management Planning and Permitting
- Water Supply Issues

Clients count on Hill Wallack LLP to tackle environmental issues that arise in high-stakes projects.

Representative Matters

- We have represented NJ Transit in the acquisition, management and cost recovery efforts at numerous contaminated sites throughout its system. Our team works closely with NJ Transit executives, engineers and outside consultants to plan the strategic assumption of remediation activities so that projects can move forward.
- The firm represents the private owner of a former manufacturing facility surrounded by residential uses. We are leading our client's efforts to assume responsibility to perform residential-standard soils clean-up from the remediating responsible party.
- We represented the Borough of Fanwood (Union County) in its efforts to redevelop the downtown area, resolving several environmental problems found on the properties at issue, and helping to identify and secure public funding for the remediation of these sites.
- We represent Alcatel-Lucent before NJDEP and local agencies and pursued sewer rights for 500 acres of former Bell Labs properties in Holmdel, NJ to advance redevelopment of the parcels.

- Hill Wallack LLP attorneys have been deeply involved in solving problems that have arisen from the adoption of the Highlands Act and its implementation through the Highlands Master Plan, which has imposed extraordinary restrictions on the use and development of property in an 800,000 acre area of New Jersey and created novel and acute problems for builders, property owners, and municipal officials. Where appropriate, Hill Wallack LLP attorneys have challenged provisions of the Highlands Master Plan. We have represented parties seeking exemptions from Highlands regulations and waivers of those regulations, and counsel clients on all aspects of compliance with the Highlands regulations and applications for exemptions and waivers.

Commercial litigation is a cornerstone of the legal services offered by the Firm. Hill Wallack LLP's Complex Litigation Practice Group provides the full spectrum of commercial litigation services. We represent a wide variety of businesses, from Fortune 100 corporations to local entrepreneurs, in the myriad disputes that arise in today's business world.

Our Complex Litigation Practice Group has established its reputation by aggressively, efficiently and successfully representing clients in a wide range of legal areas, including: partnership and shareholder disputes, government and administrative matters, commercial and consumer fraud, real estate, land use and environmental, contract, banking and finance, securities, antitrust, corporate governance and fiduciary responsibilities, class action lawsuits, intellectual property, RICO, creditors' rights, lender liability, professional liability, business torts, tax, and trusts and estates.

Complex litigation matters often require intensive work on several fronts at the same time, under tremendous time pressure. In addition to broad experience, our complex litigators are equipped with the resources to achieve successful results for clients in the multi-party, multi-issue, multi-jurisdictional cases that are more and more common. We understand the importance of using technology to provide our clients with the most cost-efficient and effective legal representation possible. We also understand the challenges posed by the complexities of electronic discovery, and work with our clients to minimize the burdens discovery can impose.

In federal and state trial and appellate courts throughout the United States, and before administrative boards, government agencies and alternative dispute tribunals, Hill Wallack offers a combination of resources and experienced trial lawyers. Our litigators work closely with other attorneys in the Tax, Corporate & Business, Creditors' Rights/Bankruptcy, Real Estate, Banking & Secured Transactions and Trial & Insurance Practice Groups to achieve the best result for our clients.

Most important, our Complex Litigation Practice Group attorneys understand the business needs of our clients and the importance of the bottom line. We develop cost-effective strategies for achieving our clients' goals. Hill Wallack LLP delivers sophisticated representation, personal attention and economic solutions to all litigation needs.

The Administrative Law/Government Contracts Practice Group is committed to providing a comprehensive range of services and experience to entities seeking or doing business with the government sector. To assist our clients, our activities are oriented towards assisting the client in participating in the procurement planning process, from the initial decision of the governmental entity to the purchase of the service or product through bid solicitation and implementation.

Our Clients

Our clients include private companies who do business or seek to do business with State and Local governments as well as those who require assistance with respect to their existing public contracts, including compliance and performance related issues.

What We Do

Advertised Bids

In many instances, publicly advertised bids are neither the only, nor most practical mechanism for the procurement. We frequently advise our clients and work with government entities in formatting other legally available forms of purchasing. These may include:

- Waivers of advertising
- Pilot or experimental projects
- Use of existing agreements from other governmental entities
- Other forms of public-private cooperation

Even within the confines of advertised bid regulations there are often opportunities for utilizing different legal methods of finalizing contractual arrangements including negotiations, pre-qualification, and best and final offer structures.

Purchase Decisions

We have found that the purchase decision is often made or lost on the ability of the client to understand, and thus properly structure, its bid in response to the specifications. Therefore we:

- Advise and work with our clients to assure certainty of the specification requirements
- Attend bidders conferences
- Ask questions
- Seek clarifications
- Challenge the specifications prior to bid submission if necessary

The Administrative Law/Government Contracts Practice Group advises clients on the viability of their own bids in situations where they have either been rejected or otherwise bypassed for award. Likewise, we have challenged awards to other vendors on the basis of noncompliant bids, bid irregularities, vendor qualifications and on the basis that the client's bid comprises the most advantageous offer for the governmental entity.

Public Procurement

In the public procurement setting, there are technical rules governing bid preparation and relating to the conduct of business with government entities for which strict compliance is required. Failure to comply by the unwary bidder can, and often does, result in automatic rejection of a client's bid. Such items include:

- Bid execution and delivery
- Bonding requirements
- Shareholder disclosure certifications and affirmative action certifications
- Program compliance

The firm advises clients in all facets of these rules from proposal preparation and obtaining needed certifications, to the defense of, or challenge to, a proposal based on noncompliance and the potential application of exceptions to these rules.

Post Award Issues

The firm's representation of its clients does not end with the contract award. The firm often assists clients with post award issues relating to:

- Contract compliance
- Negotiation of change orders
- Term extensions, penalties, mitigation
- Contract related issues with the government entities

Representative Matters

- Hill Wallack LLP has represented the operator of the State's privatized automobile inspection stations in connection with its state contract since their inception in August 1998. We have represented them in connection with the negotiation of numerous contract amendments and the response to various subpoenas and appearances before the State Commission on Investigation in its review of the contract. Additionally, we have represented the operator in numerous administrative proceedings involving the interpretation of the contract as applied to the operator and its managers in various contexts and in many contract interpretation disputes.
- As a result of a protest drafted by Hill Wallack LLP attorneys, a local golf course was granted their request to rescind an award for the management and operation of their facility. The Department of Environmental Protection, Natural and Historic Resources Division agreed with Hill Wallack LLP's arguments regarding materially deficient financial statements and incorrect scoring calculation and, therefore, rescinded the contract award. The Department specifically found that there was a failure to submit the required certified, reviewed or compiled financial statements and that this failure was material and not waiveable, thereby requiring the intended award to be set aside.

The Municipal Law Practice Group of Hill Wallack LLP offers an extraordinary level of proficiency and professional knowledge in the field of municipal law and related areas of practice. With extensive experience in the general representation of municipal, county and state-level governmental units, as well as school boards, housing authorities and quasi-governmental entities, the attorneys in the Municipal Law Practice Group concentrate in a select number of fields, including labor and employment law, administrative law, environmental law, municipal finance law and the tort defense of governmental entities.

The attorneys in the Municipal Law Practice Group are qualified to draft and negotiate a wide range of legal instruments, including leases and intergovernmental contracts on behalf of its clients. In addition, the attorneys are equipped to assist their clients in the preparation of proposed legislation, ordinances, resolutions, as well as with the creation and revision of the clients' own internal policies and bylaws. Having a national reputation in the area of real estate and land use law, the Group has extensive experience in condemnation, foreclosure, planning and/or zoning board matters.

The Municipal Law Practice Group has successfully litigated federal and state court cases involving Civil Rights, including but not limited to police liability claims involving search and seizure; excessive use of force; and claims alleging illegal government policy and customs. The group also handles employment discrimination, sexual harassment, wrongful discharge, tort claims, defamation and defense of CEPA claims. The Group assists clients in compliance with State and Federal Laws including The Americans With Disability Act and the Family Medical Leave Act.

Stressing practical advice to Business Administrators and Supervisors, the Municipal Law Practice Group provides in-house and on-site seminars. Additionally, the Group offers practical training for managers and employers in preventing harassment and promoting diversity in the workplace.

From simple questions regarding the proper conduct of public meetings to complex issues involving litigation defense, large scale labor negotiations with the uniformed services to compliance with competitive bidding procedures for multi-million dollar contracts, Hill Wallack LLP's Municipal Law Practice Group attorneys rely on their years of experience to provide their public entity clients with high caliber, efficient and trustworthy representation of their unique legal needs and interests.