

RESOLUTION OF THE PLANNING BOARD OF THE
TOWNSHIP OF MIDDLETOWN
APPROVING APPLICATION NO. 96.209

Application filed on Behalf of Target Stores for
Preliminary and Final Major Site Plan Approval
with Variances and Waivers of Design Standards

RECITALS

A. On October 10, 1996, Target Stores, a division of Dayton Hudson Corporation ("Target") filed an Application for Development with the Zoning Officer of the Township of Middletown seeking preliminary and final major site plan approval, variances and waivers of design standards ("Application") to construct a shopping center on the site presently occupied by the Furniture Mart and a cinema on the northeast corner of the intersection of Route 35 and Palmer Avenue in the Township of Middletown, which premises are also known as Block 596, Lots 1 and 2, on the Official Tax Map of the Township of Middletown ("Site").

B. In connection with the Application, Target sought variances from the following sections of the Planning and Development Regulations of the code of the Township of Middletown ("Regulations"):

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| 1. | Section 16-9.21B2a | Proposed lot coverage of 76% where 70% is the maximum permitted. |
| 2. | Section 16-6.35M2 | Proposed freestanding sign area of 144 square feet where 50 square feet is the maximum permitted. |
| 3. | Section 16-6.35M2 | Proposed freestanding sign height of 36 feet where 15 feet is the maximum permitted. |
| 4. | Section 16- 9.21c1 | Proposed 30 foot landscaped buffer along the adjacent residential use where a minimum 50 foot buffer is required. |

C. In addition to the requested variances, Target also sought in its Application waivers from the following design criteria as set forth in the Regulations:

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| A. | Section 16-6.15 | Submission of an Environmental Impact Statement. |
| B. | Section 16-6.27B4 | Parking for a non-residential use within 50 feet of a residential zone (southeast corner of Site adjacent to existing commercial use). |
| C. | Section 16-6.27B5 | Parking within 20 feet of a right-of-way line. |
| D. | Section 16-6.27K1 | Parking within 20 feet of the outer walls of a non-residential structure (north side of building). |
| E. | Section 16-6.27Q4 | Parking stalls along a major access aisle. |
| F. | Section 16-6.34A | Installation of sidewalks along Route 35. |

D. Jurisdiction of the Application was accepted by the Planning Board ("Board") at its meeting held on February 5, 1997 and the Board waived the Completeness Checklist Requirements contained in the Regulations that Target submit an Environmental Impact Statement and centerline profiles for the streets bordering the Site and major circulation aisles.

E. Public hearings on the Application were held by the Board on April 2nd, May 7th, and June 4, 1997.

F. During the course of the hearings, Target revised the Application and the requested variances and design standard waivers as follows:

1. Target withdrew the variance request for the freestanding sign and agreed that the freestanding sign will comply with all Township Regulations.

2. Target reduced the size of the store from approximately 123,700 square feet to approximately 117,600 square feet, thus reducing the proposed lot coverage from 76% to 73.3%.

3. Target eliminated the request for a second store of approximately 1,000 square feet that was originally shown on the plans submitted to the Board as the result of the professionals engaged by the Board determination that the Application did not constitute a "shopping center" as defined in the Regulations but rather a retail store.

4. During the hearings, the professionals engaged by the Board also determined that the parking requirements applicable to the Application were those that would apply to a retail store rather than those that would apply to a shopping center. Thus Target was required to and did seek a variance to permit 530 parking stalls where 784 parking stalls are required.

G. Target agreed to provide a berm as shown on Exhibits A-7 and A-9 with additional landscaping along the Route 35 portion of the Site and evergreens on the top of the berm.

H. Target made substantial revisions to the elevations of the retail store to be located on the Site especially on the southerly and westerly elevations based on comments and suggestions made during several meetings between the Board's Architectural Review Committee and Target.

I. Prior to and during the course of the hearings, Target met with representatives of the Middletown Townhouse Association ("Association") which represents the owners of all of the condominium units located in Cherry Tree Farm Village which borders the Site on the northerly and easterly sides. As a result of the meetings and negotiations that took place, an agreement was entered into between Target and the Association, a copy of which was placed in evidence as Exhibit A-5. Pursuant to the agreement, John Mercadante, Esquire, the attorney for the Association, wrote a letter dated April 2, 1997 to the Board which provides inter alia:

"...I have been asked to advise the Planning Board that the Association, on behalf of itself and its members, has no objection to and recommends approval of the application of Target Stores which is presently before the Planning Board."

J. Target has agreed to all of the conditions set forth in its agreement with the Association.

K. During the course of the hearings, Target presented testimony from Ronald C. Bailey, A.I.A, A.I.C.P., Site Development Manager employed by Target; George J. Cosentino, Jr., a certified landscape architect, and Raymond J. DiPasquale, P.E. P.P., the latter two witnesses being employed by Maser Sosinski and Associates, P.A., the professional engineering firm engaged by Target.

L. The Board has reviewed the Preliminary and Final Plat Major Site Plan for Middletown Commons, Lots 1 and 2, Block 596, Township of Middletown, Monmouth County, New Jersey, prepared by Maser Sosinski & Associates, P.A., consisting of 11 sheets dated September 13, 1996 and revised through March 17, 1997 ("Plans"), the architectural elevations prepared by Target consisting of the following: Exhibits A-2 and A-6 as set forth in Recitals M2 and M6, and Architectural Plans, including Sheet A-1, dated March 17, 1997, as well as other relevant materials in regard to this matter and letters from Anthony P. Mercantante, P.P., A.I.C.P., Planning Director of Middletown Township, dated March 26, 1997 and May 1, 1997, and Glenn D. Lines, P.E., P.P., for William P. Farrell, Jr., Acting Township Engineer, dated March 26, 1997.

M. The Board has also reviewed the following exhibits placed in evidence by Target:

1. Exhibit A-1, Colored Landscape Plan consisting of page 6 of the Plans dated September 3, 1996, revised through March 17, 1997:

2. Exhibit A-2, Four elevations prepared by Target contained on one sheet on one board;

3. Exhibit A-3, Photograph of building and sign;

4. Exhibit A-4, Computer-designed rendering;

5. Exhibit A-5, The agreement between Target and the Association and Mr. Mercadante's letter of April 6, 1997;

6. Exhibit A-6, Exterior elevations drawing dated January 15, 1997 with a hand-drawn arrow showing an added colonnade;

7. Exhibit A-7, Colored Landscape Site Plan;

8. Exhibit A-8, Cross-section AA and Cross-section BB;

9. Exhibit A-9, Enlarged landscape plan of front entrance;

10. Exhibit A-10, Cross-section CC;

11. Exhibit A-11, Existing Conditions Plan;

12. Exhibit A-12, Rendered Enlargement of proposed driveway; and

13. Exhibit A-13, Profiles of Proposed and Existing Driveways on Route 35.

N. Copies of the Plans were circulated to all responsible agencies and commissions for review and comment.

O. The Board has reviewed and carefully considered all of the comments made by all agencies and commissions receiving the Plans, as well as a number of members of the public who were given an opportunity to ask questions of Target's witnesses and to express their opinions to the Board.

P. The Board approved the Application with variances and design waivers, as modified during the public hearings, at its meeting of June 4, 1997 subject to the preparation of a Resolution memorializing its approval.

Q. The within Resolution shall memorialize the approval of the Application by the Board granted to Target on June 4, 1997.

NOW, THEREFORE, BE IT RESOLVED that the Planning Board of the Township of Middletown does hereby find and determine as follows:

1. The Recitals set forth are incorporated into and made a part of this Resolution.

2. The Premises are located in the B-3 Business Zone, and therefore the proposed Target Store is a permitted use.

3. A variance is required to provide 530 off-street parking stalls where 784 are required. Based upon the testimony of Messrs. Bailey and DiPasquale, the Board finds that 530 off-street parking stalls are sufficient for this use on this Site.

4. A variance is required to permit a total lot coverage of 73.3% where 70% is the maximum permitted. The Board is aware that the Site presently includes a multistory furniture store, cinema and impervious pavement resulting in a total lot coverage of approximately 87%. The application will bring the property closer to the lot coverage regulation by reducing the existing coverage from 87% to the proposed 73.3%.

5. A variance is required to permit a 30 foot buffer from a conforming residential use where 50 is required. During the course of the hearings, Target placed into evidence an agreement between Target and the Association that represents all of the condominium owners on the southerly and westerly sides of the site. In said agreement, and subject to all of the terms and conditions of the agreement, Target has agreed to pay to the Association an amount equal to install and supplement a landscape buffer on lands owned by the Association which are contiguous to the northerly and easterly borders of the site. The Board has also been advised that based on the agreement between Target and the Association, the landscape buffer on the property owned by the Association will be installed earlier than if the landscape buffer were located on the site, therefore resulting in a more mature buffer by the date of the opening of the Target Store. The agreement between Target and the Association also provides that Target will seek approvals and pay for the installation of traffic gates and related apparatus at the two roadway entrances leading from Palmer Avenue into the Middletown Townhouse Association condominiums.

6. A variance is required to permit three facade signs on the building where only one is permitted. The Board finds that this variance is appropriate for the following reasons. First, the sign on the westerly side of the premises, i.e. "Pharmacy Dept" is a sign required by State law. Secondly, as the store fronts on two major roadways, i.e., Route 35 and Palmer Avenue, (County Route 7) the appropriate marketing for the store will require a sign on each side. Moreover, Township Regulations allows the approving authority to permit additional facade signs on buildings which front on two streets.

7. The following waivers of design standards are also granted by the Board based on the testimony produced by the Target's witnesses during the proceedings;

A. A dead-end parking row of 16 stalls near the southwest corner of the Target store.

B. The Board finds that sidewalks are necessary, and Target has agreed to provide sidewalks along the full property frontage of Route 35.

C. Parking for nonresidential use within 50 feet of a residential zone. This waiver of a design standard is required because at the southeast corner of the Site, parking will be adjacent to a residential zone which is used for commercial purposes. Since there is no residential use in said residential zone, there will be no hardship on the contiguous property owner by the granting of this waiver.

D. . Parking within 20 feet of a right-of-way line. While one portion of the Regulations requires the waiver of a design standard, parking within 20 feet of a right-of-way line is permitted by Section 16-6.27B11 of the Regulations.

E. The size of seven parking stalls which will be 9 feet in width and 16 to 20 feet in length. This waiver of design standard is being sought by Target based on the request by the Board that Target eliminate as many compact parking stalls as possible from its parking plan. To compensate for the reduction in the number of compact parking stalls along the Palmer Avenue portion of the Site, seven additional parking stalls were placed in the landscape island north of the proposed building. These seven additional stalls have the required width of 9 feet but will vary in length from 16 to 20 feet.

9. The appearance of the elevations of the Target Store shall be generally consistent with Exhibit A-6 in evidence with the additional colonnade that was shown to the Board on Exhibit A-6 during its meeting of June 4, 1997.

10. Based on the testimony provided by witnesses for Target during the hearings, the exhibits placed into evidence, and all matters presented to the Board, the Board finds that the purpose of the Middletown Land Use Law will be advanced by deviations from the requirements set forth in the Regulations and that the benefits of the deviations will substantially outweigh any detriment. The Board also finds that the variances may be granted without substantial detriment to the public good and that the granting of said variances will not have an adverse impact or effect upon the adjoining property owners. Further, the Board finds that the variances may be granted without substantially impairing the intent and purpose of the zone plan and zoning ordinances of the Township of Middletown and that the variances granted in this Resolution are based on the extraordinary and exceptional situation uniquely affecting this site. Finally, the Board determines that the strict application of the Regulations would result in peculiar and exceptional practical difficulties to or exceptional and undue hardship upon the applicant.

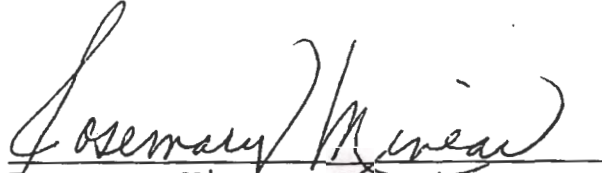
11. The application satisfies the criteria of the Planning and Development Regulations for granting Preliminary and Final Major Site Plan approval with variances and design standard waivers.

12. The Board accepts the testimony and stipulations made by the applicant during the public hearings, which testimony and stipulations are part of the record and deemed binding upon the applicant.

BE IT FURTHER RESOLVED, that the Planning Board does hereby approve Application No. 96.209 for Target Stores based upon the evidence and findings contained herein and further subject to the conditions contained in Exhibit A, attached hereto and made a part hereof.

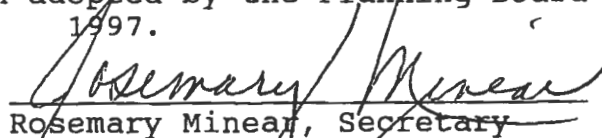
ON A MOTION by Mary Lou Strong seconded by Paul Linder the application is approved based upon the following vote:

AYES: Connolly, Deus, Linder, Rathjen, Stanley, Strong
NAYS: None
ABSTAIN: None
ABSENT:



Rosemary Minear, Secretary
Middletown Township Planning Board

I, Rosemary Minear, Secretary to the Planning Board of the Township of Middletown do hereby certify that the foregoing is a true copy of a Resolution adopted by the Planning Board on the 2nd day of July 1997.



Rosemary Minear, Secretary

Exhibit A

Conditions of Approval for Application 96-209 for granting Preliminary and Final Major Site Plan Approval with variances and design standard waivers to Target Stores.

The following Conditions of Approval shall be satisfied prior to release of signed plans unless otherwise specified.

1. Target shall post outstanding engineering escrow fees, if any, for the traffic review and general site plan review prior to release of signed Site Plans.
2. Target shall execute an agreement with the Township Committee authorizing the Police Department to enforce traffic regulations pursuant to Title 39 of the Revised Statutes of New Jersey.
3. Applicant shall comply with items 3.3, and 6.3 of the Township Engineers March 26, 1997 review.
4. The freestanding sign shall be revised to contain a maximum height of 15 feet with 50 square feet of sign area.
5. A Middletown Township Demolition Permit will be required prior to the removal of the existing structures on-site.
6. All roof top mechanical equipment shall be completely screened by a maximum 6 foot high parapet wall.
7. Approval is for the exterior building elevations and color scheme shown on Exhibit A-6 with a hand drawn arrow showing an additional colonnade. In addition, all four building facades shall consist of split face block.
8. The Health Department must review and approve the plans for all food preparation areas, prior to the issuance of a building permit.
9. The Landscape Plan shall be revised to provide and incorporate the berm and additional landscaping shown on Exhibits A-7 and A-9. The Pin Oak trees shall be 14 to 16 feet in height at planting, and an irrigation system shall be provided for all landscape areas.

In addition, as a continuous condition of approval, the applicant and its successors and assigns shall permanently maintain all landscaping on-site in accordance to the specifications listed on the landscape plan.

10. Subject to compliance with Sections 16-4.9 and 16-4.11 of the Planning and Development Regulations regarding conditions of Preliminary and Final Major Site Plan approval.
11. This Resolution is subject to Target's securing approvals from the following agencies:
 - A. Township of Middletown Sewerage Authority
 - B. Monmouth County Planning Board.
 - C. Freehold Soil Conservation District.
 - D. NJDOT Highway Access
 - E. NJDEP Letter of Interpretation.
 - F. NJDEP Sewer Extension.
12. All of the light stanchions on the Premises shall be reduced in height to 25 feet.
13. Prior to the installation of traffic gates and related apparatus on the adjoining Middletown Townhouse Association property, the appropriate approvals shall be obtained from the Middletown Township Committee and/or Planning Board, after consultation with the Township's Police Department, Public Works Department, Fire Department and all other appropriate agencies.
14. Sidewalks shall be provided along the full property frontage of Route 35.
15. A contribution shall be provided to the Township's Environmental Disturbance Fund prior to the issuance of a building permit.
16. A contribution shall be provided to the Township's Affordable Housing Fund prior to the issuance of a certificate of occupancy.
17. Final Major Site Plan Approval shall expire two (2) years from the date of passage of this Resolution unless within such time all applicable conditions set forth in Paragraph 13 of this Resolution have been fully complied with, performance guarantees posted and the Major Site Plan signed by the appropriate officials or approval shall expire within such other time as extended by this Board.