

PARKING STATISTICS TABLE **BRIDGEWATER TOWNSHIP** **BLOCK 356, LOTS 1 & 3**

BUILDING	TENANT NAME	USE	SQUARE FOOTAGE	PARKING REQUIRED
1E	Northeast Power Dry	Warehousing/Storage	22,400	45
1E	GBS LTD	Warehousing/Storage	12,310	25
1EA	Alber's Fireplaces	Warehousing/Storage	3,800	8
1EA	Lesco/John Deere	Warehousing/Storage	7,200	15
1EA	Geopack Energy	Warehousing/Storage	7,200	15
1EA	Mercury Insurance	Warehousing/Storage	5,324	11
1EB	Somerset Motors	Warehousing/Storage	31,200	63
1EC	Somerset Motors 2	Warehousing/Storage	31,200	63
2E*	Hardcore Paintball	Indoor Recreation	22,000	69
3E*	Bridgewater Basketball	Indoor Recreation	33,600	105
4E	Steps to Literacy	Warehousing/Storage	31,200	63
5E	Simonik Moving & Storage	Warehousing/Storage	31,200	63
6E	SCP Distributors	Warehousing/Storage	51,360	103
7E	T-F-Tech Tool & Design	Warehousing/Storage	16,982	34
8E	Publishers Circulation	Warehousing/Storage	14,640	30
8E	Mercury Insurance	Warehousing/Storage	12,000	24
9E	Sportscard Guaranty	Warehousing/Storage	2,686	6
9E	Premier Hobby	Warehousing/Storage	7,200	15
9E	County of Somerset	Warehousing/Storage	10,175	21
9E	Simonik Moving & Storage 2	Warehousing/Storage	21,000	42
9E	Foodbank Network	Warehousing/Storage	6,000	12
10E	Baseline Services	Warehousing/Storage	2,750	6
10E	Polymer Technologies	Warehousing/Storage	19,200	39
11E	Jack Williams Tire	Warehousing/Storage	12,000	24
11E	United Parcel Service	Warehousing/Storage	33,600	68
12E	Vacant	---	24,000	48
13E	Vacant	---	28,800	58
14E	Ferisco	Warehousing/Storage	26,400	53
14E	Halo Sheet Metal	Warehousing/Storage	9,600	20
15E	Wal-Mart Stores East	Warehousing/Storage	36,000	72
---	Vacant (Miscellaneous)	---	10,006	21
TOTAL REQUIRED			1241	
EXISTING			590	
PROPOSED			727	

REF: BRIDGEWATER TOWNSHIP ORDINANCE CHAPTER 126 LAND USE SECTION 310.1

* EXISTING CONDITIONS ARE BASED ON INFORMATION PROVIDED BY STINES ASSOCIATES, PA PLAN ENTITLED "ALTA/ACM LAND TITLE SURVEY - TERRENO MIDDLEBROOK, LLC LOTS 1&3 BLOCK 356" DATED 11/01/05, LAST REVISED 07/29/10.

** ADDITIONAL IMPROVED LOT COVERAGE DUE TO PROPOSED PARKING LOT.

VARIANCE/WAIVER NOTES:

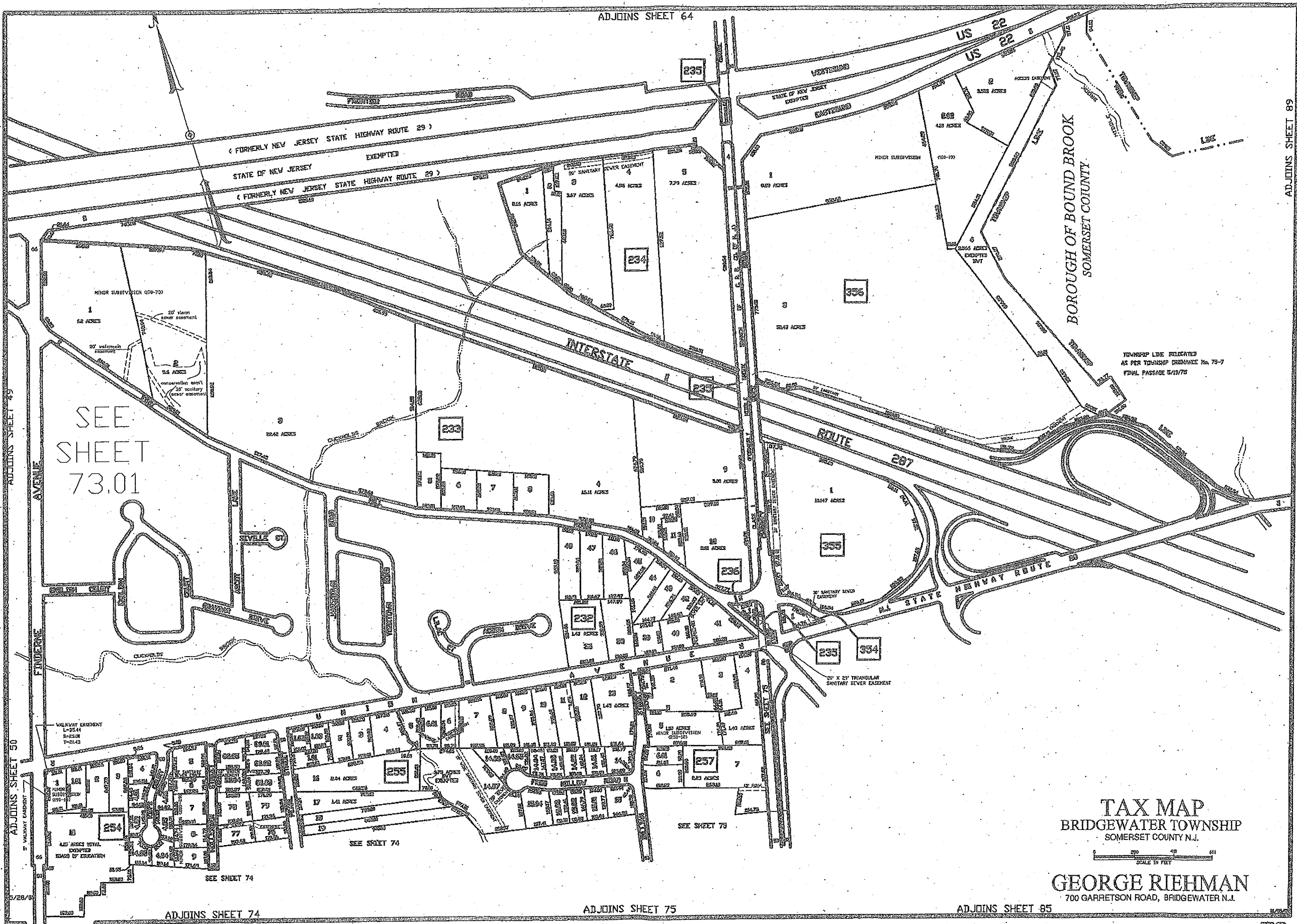
1. A VARIANCE IS REQUIRED ACCORDING TO CHAPTER 126 SECTION 310.1(5) OF THE BRIDGEWATER TOWNSHIP ORDINANCE. PERMITTED LOT COVERAGE IS 60%. EXISTING LOT COVERAGE IS 77%. PROPOSED LOT COVERAGE IS 80%.
2. SUBMITTAL WAIVERS FOR SEVERAL SITE PLAN CHECKLIST ITEMS ARE REQUESTED. THESE WAIVERS ARE REQUESTED DUE TO THE LIMITED SCOPE OF THE PROJECT.

PARKING NOTES:

1. REQUIRED PARKING FOR WAREHOUSE AND STORAGE USE IS 1 SPACE PER 500 SF IN ACCORDANCE WITH CHAPTER 126 SECTION 169 OF THE BRIDGEWATER TOWNSHIP ORDINANCE.
2. REQUIRED PARKING FOR INDOOR RECREATIONAL USE IS 3.1 SPACES PER 1,000 SF IN ACCORDANCE WITH PARKING GENERATION (4th EDITION) SECTION 495 - RECREATIONAL COMMUNITY CENTER PUBLISHED BY THE INSTITUTE OF TRANSPORTATION ENGINEERS.
3. ALL TENANTS LISTED ARE CLASSIFIED AS WAREHOUSE OR STORAGE USE EXCEPT THOSE DENOTED WITH AN ASTERISK (*), WHICH ARE CONSIDERED TO BE INDOOR RECREATIONAL USE.

BLK. NO.	LOT NO.	
68	1.03	T
234	5	C
235	2	C
356	2	1
356	2.02	1
356	4	N
582	2	R
9990	1	C
9990	2	S

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VARIANCE AND DESIGN WAIVER REPORT

FORM # 4

(SUBMIT WITH ALL APPLICATIONS)

APPLICANT NAME Terreno Middlebrook LLC DATE 1/12/2021

ADDRESS 101 Montgomery Street, Suite 200, San Francisco, CA 94104

PHONE #: 415-655-4580 FAX #: 415-655-4599

LOT(S) .1 and 3 BLOCK(S) 356

CURRENT ZONING DISTRICT HEC - Highway Enterprise Center

TOTAL SQUARE FEET OF ALL STRUCTURES 583,033 s.f.

	Ordinance Requirement	Existing	Propose	Variance Y or N
Improved Lot Coverage (all improvements)	<u>60</u> %	<u>78</u> %	<u>78</u> %	<u>N*</u>
Floor Area Ratio (F.A.R.)	<u>0.35</u>	<u>0.34</u>	<u>0.34</u>	<u>N</u>
Lot Area	<u>5 acres</u>	<u>39.95 acres</u>	<u>39.95 acres</u>	<u>N</u>
Lot Width	<u>200 ft</u>	<u>1,516 ft</u>	<u>1,516 ft</u>	<u>N</u>
Side Yard (one)	<u>50 ft</u>	<u>41.74</u>	<u>41.74</u>	<u>N*</u>
Side Yard (total of both)	<u>100 ft</u>	<u>N/A</u>	<u>N/A</u>	<u>N</u>
Front Yard	<u>100 ft</u>	<u>13.3 ft</u>	<u>13.3 ft</u>	<u>N*</u>
Rear Yard	<u>75 ft</u>	<u>None</u>	<u>None</u>	<u>N</u>
Building height and number of stories	<u>45 ft/3 stories</u>	<u>30 ft/2 stories</u>	<u>30 ft/2 stories</u>	<u>N</u>
Parking	<u>1 space/500 sf</u>	<u>727 spaces</u>	<u>727 spaces</u>	<u>N*</u>
ACCESSORY STRUCTURES	<u>1,166 spaces</u>			
Side yard	<u>75</u>	<u>N/A</u>	<u>N/A</u>	<u>N</u>
Rear yard	<u>75</u>	<u>N/A</u>	<u>N/A</u>	<u>N</u>
LIST OTHER VARIANCES (type)				
Use Variance				

LIST ALL DESIGN WAIVERS

* Existing non-conformance not impacted by proposed improvements.

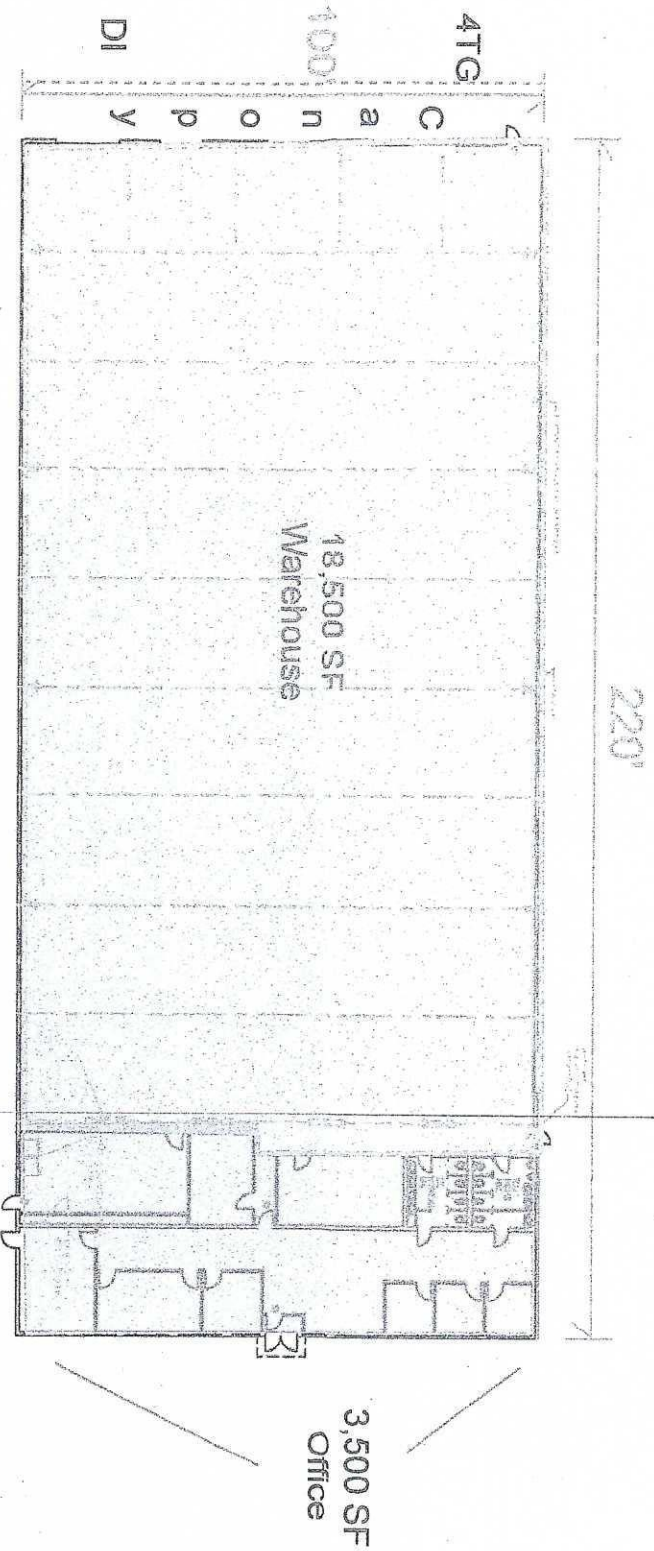
RECOMMENDATION:

Attach letters and other supporting documentation that applicant attempted to purchase adjacent land to make lot conforming.

Provide evidence that Variance will not be detrimental to the neighborhood and adjacent residences such as documentation that variance conforms to existing conditions in the area.

Not to Scale

MiddleBrook Crossroads 2E Chimney Rock Road



Building Specifications

22,000 SF Total
22,000 SF Available
3,500 SF Office
18,500 SF Warehouse
14' Ceiling Height
4 Tailgate doors (8'x8')
1 Drive-in Door (12' x 13') & 8'x8'
12' x 80' Covered Dock
Fully Sprinklered
1200 amp — 120/208 volt, 3 phase 4 wire

Exclusive Broker

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Real Estate Services

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www.cassidyturley.com Somerset 732.868.5111
Rochelle Park 201.692.8100



No warranty of representation, express or implied is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions without notice and to any special listing conditions imposed.



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November 12, 2020

Via Federal Express

Ms. Zuzana Karas, Land Use Coordinator
Bridgewater Township Board of Adjustment
100 Commons Way
Bridgewater, NJ 08807

Re: Terreno Middlebrook LLC/Middlebrook Crossroads--Use Variance Application
Block 356, Lots 1 & 3, Bridgewater Township, New Jersey

Dear Ms. Karas:

On behalf of my client, Terreno Middlebrook LLC, I am pleased to submit a use variance application to the Bridgewater Township Board of Adjustment pertaining to the above-referenced property. In connection with that application, I hereby enclose 24 collated sets of the following items:

1. Variance Application with Rider thereto;
2. Variance and Design Waiver Report;
3. 2017 Board of Adjustment Resolution;
4. Consent by Owner;
5. Fee Schedule;
6. W-9 Form;
7. Tax Certification letters;
8. Deed; and
9. Variance Application Checklist with attached Submission Waivers Request.

I am also enclosing two (2) checks payable to the Township of Bridgewater, the first in the amount of \$250.00, representing the required application fee, and the second in the amount of \$3,000.00, representing the required initial escrow deposit.

We look forward to appearing before the Bridgewater Township Board of Adjustment in connection with this application. In the meantime, if you have any questions or require any additional information or documentation, please do not hesitate to contact me.

Very truly yours,

Michael Osterman, Esq.

cc: Mr. Hayes Graham (with enclosures)
Martinsville Fire Department, Attn.: Chief Chris Snook (with enclosures)



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January 12, 2021

Ms. Zuzana Karas, Land Use Coordinator
Bridgewater Township Board of Adjustment
100 Commons Way
Bridgewater, NJ 08807

Re: Terreno Middlebrook LLC/Middlebrook Crossroads--Use Variance Application
Block 356, Lots 1 & 3, Bridgewater Township, New Jersey

Dear Ms. Karas:

In response to Board Planner Scarlett Doyle's completeness report dated December 31, 2020, pertaining to the above-referenced application, I hereby enclose three (3) sets of the following items:

1. The first three (3) sheets from the site plan set approved by the Bridgewater Board of Adjustment in September, 2014, which site plans were prepared by Langan and are dated 6/27/14, and revised 8/7/14. Those three (3) sheets include the Cover Sheet (Sheet 1 of 13), the Site Plan (Sheet 2 of 13), and a Survey, prepared by Stires Associates, P.A., dated 11/1/05, last revised 8/4/14;
2. An enlarged copy of the Parking Statistic Table set forth on the Cover Sheet of the 2014 Site Plan set;
3. Bridgewater Township Tax Map Sheet #73 showing the subject property, which tax map sheet is being submitted in lieu of a key map;
4. A revised Variance and Design Waiver Report dated 1/12/21 (on which we have corrected the number of existing and proposed parking spaces);
5. Proposed building layout plan (floor plan) for Middlebrook Crossroads Building #2E; and
6. My letter to the Bridgewater Board of Adjustment providing additional information about the Terreno Middlebrook LLC development application requested by Ms. Doyle.

Once the application has been deemed complete, we will submit an additional 21 sets of the enclosed items.

If you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,

Michael Osterman, Esq.

cc: Mr. Hayes Graham (with enclosures)

RESOLUTION
TERRENO MIDDLEBROOK, LLC
APPLICATION No. 16-021-ZB
BLOCK 356, LOTS 1 & 3
ROUTE 22 & CHIMNEY ROCK ROAD

WHEREAS, Terreno Middlebrook, LLC (the "Applicant") has made application to the Bridgewater Township Zoning Board of Adjustment (the "Board") for a certificate of non-conformity to memorialize the already vested rights to uses and structures that pre-existed the September 28, 2010 ordinance rezoning of the subject property from the M-1A Manufacturing ("M-1A") Zone to the Highway Enterprise Center ("HEC") Zone, for an 18-building industrial park known as Middlebrook Crossroads, located on the east side of Chimney Rock Road between Routes 22 and 287, on property identified as Block 356, Lots 1 and 3 on the Tax Map (the "Property"); and

WHEREAS, a public hearing was held on such application on November 1, 2016, at which time interested citizens were afforded an opportunity to appear and be heard; and

WHEREAS, the Board, after carefully considering the evidence presented by the Applicant and the reports from consultants and reviewing agencies, has made the following factual findings and conclusions:

1. Due notice of the hearing was given and the application was deemed complete.
2. The Property was acquired by the Applicant on or about September 23, 2010.

It was previously developed as an industrial park known as the Central Jersey Industrial Park, which was subsequently known as Middlebrook Crossroads. The Property consists of 18 commercial/industrial buildings and includes a water tower structure with an array of wireless communication antennas previously approved by the Board in 1991.

3. Presently, the Property is located in the HEC Zone. Prior to a zoning change on September 28, 2010 (after the Applicant's purchase of the Property approximately 5 days earlier), the Property was zoned as part of the M-1A Zone. At the time of the zoning change, 91.2% (528,272 square feet) of the leasable building area on the Property (579,532 square feet) was being used for warehousing, distribution, and light manufacturing uses, which were permitted uses at the time in the M-1A Zone. Although the uses lawfully existed prior to the zone change, after the change, said uses, as well as the use of the combined water tower/wireless antenna structure, became nonconforming uses.

4. Pursuant to the Master Plan Amendment for the Land Use Element and Economic Element of the Route 22 Corridor, adopted by the Planning board on April 13, 2010, the HEC Zone was created to streamline permitted uses and stimulate economic development for a highway corridor, including those of underperforming properties. Since the HEC Zone does not permit the warehouse, distribution, or light manufacturing uses, the Applicant sought to confirm it has the right to continue leasing space to tenants seeking to engage in warehouse, distribution, or light manufacturing uses.

5. With respect to this application, the Board is in receipt of the following: (a) A report from the Township Engineer, Thomas Forsythe, P.E., and the Township Planner, Scarlett Doyle, P.P., dated July 23, 2016; (b) A report from the Sewer Utility, Robert Reich, P.E., dated August 18, 2016, advising of no comments; (c) A report from Acting Fire Official, Karl W. McAleer, dated August 17, 2016; and (d) A copy of the Form #3E Application and supporting documents.

6. Township Planner, Scarlett Doyle, P.P., and Deputy Zoning Official, Stephen Rodzinak, were duly sworn according to law and testified without objection from, and in fact with the explicit consent of, the Applicant's counsel.

7. Michael Osterman, Esq., of Carroll McNulty & Kull LLC, entered his appearance on behalf of the Applicant. He entered into evidence, as Exhibit A-1, a Memorandum of Law he prepared, dated October 27, 2016. Mr. Osterman summarized his Memorandum for the Board and contended that, under governing law, the Applicant was free to continue the non-conforming uses on the Property to the same extent that said uses existed on September 28, 2010, prior to the zone change.

8. In support of the application, the Board heard the testimony of the Vice President of Asset Acquisitions for Terreno Realty Corporation, Michael M. Murray, having an address of 101 Montgomery Street, Suite 200, San Francisco, California 94104, who was duly sworn according to law. Mr. Murray introduced into evidence the following exhibits:

- Exhibit A-2: A comparison of the existing or last tenant uses as of September 28, 2010 (left side columns) and as of November 1, 2016 (right side columns); and
- Exhibit A-3: A comparison of total square footage by tenant uses and corresponding percentages as of September 28, 2010 and November 1, 2016.

9. Referencing Exhibits A-2 and A-3, Mr. Murray testified that on September 28, 2010, 85.5%, or 495,614 square feet, of the total rentable area (579,532 square feet) was used for warehouse and distribution; 5.7%, or 32,658 square feet, was used for light manufacturing; 5.8%, or 33,600 square feet, was used for indoor recreation, and the remaining 3.0%, or 17,660 square feet, was used for office space. He further testified that as of November 1, 2016, 72.4%, or 419,634 square feet, was used for warehouse and

distribution; 14.2% or 82,348 square feet, was used for light manufacturing, 10.8%, or 62,800 square feet, was used for indoor recreation, and the remaining 2.6%, or 15,060 square feet, was used for office space. He clarified that if there were vacancies in tenancy, the calculation was based on the prior tenant's use. Mr. Murray testified that on September 28, 2010, under the then newly adopted HEC Zone standards, 8.8% of the rentable area of the industrial park qualified as conforming, whereas on November 1, 2016, the percentage of conforming uses had increased to 13.4%.

10. Mr. Murray testified that the reduction in the area occupied by nonconforming uses and the corresponding increase in the area of the Property occupied by conforming uses was mainly due to "Hardcore Paintball" – a permitted indoor recreational use – moving into the industrial park. Mr. Murray further testified that while the total leasable space in the park occupied by nonconforming uses has decreased, there has been an increase in light manufacturing uses and a decrease in warehouse and distribution uses, mainly due to Royal Cabinet Company moving into the industrial park. He opined that the shift from warehouse and distribution uses to light manufacturing uses has resulted in less truck traffic on the Property, which has reduced the detrimental impact on the surrounding properties. He further testified that the Applicant had sought, and received, the appropriate approvals, including Certificates of Continued Occupancy ("CCO") and fire department permits, as required by the Township whenever there was a change in tenancy.

11. Mr. Rodzinak, the Deputy Zoning Official, explained the process currently used when an applicant seeks a CCO and reminded the Board that there was no current requirement that an applicant seek a CCO for every change in use or change in tenancy.

12. The Board entertained discussion of whether it was appropriate to compare the extent of the pre-existing uses with the post-zone change uses at the industrial park in terms of (1) the entire site, or (2) each of the two lots, or (3) by each building, or (4) by each tenancy within each building. The Board also considered whether to measure the extent of the nonconformity of the tenant uses based on square feet, or rather based on percentage of rentable area. Finally, the Board considered whether to compare the pre-existing uses with the post-zone change uses by individual type of use (i.e., warehouse and distribution use versus light manufacturing use), or rather by the broader categories of permitted use versus non-permitted use.

13. The Board recognized that, while tracking the extent of nonconforming use by building, or even tenancy within building, might be the quickest way to bring the industrial park into conformity with the HBC Zone requirements, doing so would be extremely difficult and impractical from an administrative standpoint. The Board concluded that comparing the extent of the deviation from the pre-existing uses on a square footage (rather than percentage) basis, and on a site-wide basis, rather than on a lot-wide, building-wide or tenancy-wide basis, made the most practical sense. The Board also concluded that such a procedure was consistent with the competing interests of the public in bringing the uses and structures at the Property into conformity as soon as possible and compatible with justice, with the equally compelling interest of the Applicant in protecting vested property rights from being unfairly restricted. The Board utilized the same balancing test and criteria to also conclude that the comparison can be made on the broader permitted use versus non-permitted use basis, rather than the narrower specific type of use basis.

14. The Board concluded that a square footage cap could be set as the "initial baseline" for such pre-existing non-permitted uses, so long as the "initial baseline" cap square footage was the lower square footage figure of non-permitted uses (i.e., warehousing, distribution and light manufacturing) in existence as of November 1, 2016, i.e., 501,982 square feet (corresponding to 86.6% of the rentable area of the industrial park), rather than the higher square footage figure of non-permitted uses in existence as of September 28, 2010, and that said "initial baseline" cap would be reduced in square footage when the total leasable space on the Property occupied by conforming uses increases so that the remaining space on the Property occupied by or available for nonconforming uses falls below the "initial baseline" cap. For example, if a new tenant proposes to use vacant space at the Property for a permitted use (e.g., office use) and as a result, the remaining space on the Property occupied by or available for non-permitted uses falls to 400,000 square feet, the "initial baseline" cap shall be reduced to that number and same would constitute the "then current baseline" cap.

15. The Board recognizes that the Applicant may find it impractical under those circumstances where it initially replaces a non-permitted use tenant with a permitted use tenant, and then subsequently needs to replace that permitted use tenant and would otherwise be restricted to replacing it with only another permitted use tenant. The Board further recognizes that, in such circumstances, the public interest and the principles of zoning and planning would not be served by buildings being rendered vacant for long periods of time because it is significantly difficult to occupy vacant space with new permitted-use tenants. As such, the Board determined that the Applicant could, under those circumstances only, return to the Board to request an amended Certificate of Nonconformity with a higher "then

current baseline" cap for nonconforming uses, rather than be required to obtain a variance for an expansion of a pre-existing nonconforming use pursuant to N.J.S.A. 40:55D-70d(2), provided that the change in tenancy does not result in a total square footage of nonconforming uses at the Property (i.e., a "then current baseline" cap) which would exceed the "initial baseline" cap of 501,982 square feet of rentable area. If the change in tenancy will not result in a total square footage of nonconforming uses at the Property exceeding the "initial baseline" cap of 501,982 square feet of rentable area, and the Applicant can demonstrate economic hardship because it is significantly difficult to find new permitted-use tenants to occupy vacant space at the Property, then the Board may grant an amended Certificate of Nonconformity with a higher than the "then current baseline" cap for nonconforming uses so as to allow vacant space at the Property to be occupied by a non-permitted use tenant. If, however, the change in tenancy would result in a total square footage of nonconforming uses at the Property exceeding the "initial baseline" cap of 501,982 square feet of rentable area, then the Applicant, under such circumstances, shall be required to seek a use variance pursuant to N.J.S.A. 40:55D-70d(2). Finally, and relatedly, the Board determined that, if a nonconforming use was replaced by a conforming use, same would not, by itself, constitute an abandonment of the pre-existing nonconforming use.

16. Moreover, the Board concluded that the Applicant (and all successors-in-title) would be required to seek certification from the Zoning Official through a zoning permit process for every change of tenancy at the Property, so as to allow the municipality to monitor the tenant uses prospectively and require Zoning Board approval where necessary for any expansion or intensification of a pre-existing non-conforming use or structure. That permit process will require an application for a zoning permit which will include the

information set forth in the Tenant Change Application form attached as Exhibit B to this Resolution. The Applicant consented, and stipulated, to the aforesaid procedure for certification of the pre-existing nonconforming uses and the prospective application and monitoring process, as set forth above, in its entirety.

17. After reviewing the evidence submitted, the Board, by a vote of 6 to 1, finds that the Applicant has satisfied its burden of proving an entitlement to the requested Certificate of Nonconformity pursuant to N.J.S.A. 40:55D-68 and Sections 126-358 and 126-359 of the Zoning Ordinance.

18. The Board recognizes that N.J.S.A. 40:55D-68 provides, in relevant part, that "any nonconforming use or structure existing at the time of the passage of an ordinance may be continued upon the lot or in the structure so occupied and any such structure may be restored or repaired in the event of partial destruction thereof."

19. The Board further recognizes that Section 126-358 of the Zoning Ordinance provides that "a use, building or structure lawfully in existence at the effective date of this chapter, which shall be made nonconforming at the passage of this chapter or any applicable amendment thereto, may be continued except as otherwise provided in this article," and that Section 126-359 of the Zoning Ordinance provides that "no existing building or premises devoted to a nonconforming use shall be enlarged, extended, reconstructed, substituted or structurally altered except when changed to a conforming use, when required to do so by law, or as permitted in § 126-365."

20. The Board recognizes that the Municipal Land Use Law permits qualifying pre-existing nonconforming uses and structures to co-exist with the ordinance that, on its face, prohibits them. However, the existence of nonconforming uses and structures is

expressly disfavored, precarious, and subject to review at various times. In dealing with nonconforming uses and structures, the Legislature and municipal boards must continually balance the important goal of bringing such uses and structures into conformity, with the equally compelling interest in protecting property rights from being unfairly restricted.

21. Pursuant to N.J.S.A. 40:55D-68, the Board has the jurisdiction to issue a certificate certifying that the uses existed before the adoption of the zone clause which rendered them nonconforming and the Applicant has the burden of proof to demonstrate to the Board exactly what the use was at the time of adoption of the ordinance, its character, extent, intensity and incidents. Then, if any question arises in the future by the same or a different owner who may be seeking to extend or substantially modify the use, the record will contain an ample description of the use as it is protected by the statute.

22. The Board finds that the Applicant has satisfied its burden of proof and has demonstrated (1) the uses at the time of the adoption of the ordinance in September 2010 changing the zone from the M-1A Zone to the HEC Zone, and consequently rendering warehouse/distribution and light manufacturing uses non-permitted uses (while retaining office uses, indoor recreation uses and other uses as permitted uses), and (2) the character, extent, intensity and incidents of said uses. The Applicant also has established the same as to the magnitude of said uses as of November 1, 2016. The aforementioned use comparisons are referenced in Exhibits A-2 and A-3 and same are attached hereto and incorporated herein, in full, by reference.

23. Moreover, with the consent of the Applicant and its stipulation to same, the Board finds that the aforementioned uses are pre-existing nonconforming uses to the extent same existed as of November 1, 2016, as reflected in Exhibits A-2 and A-3, and the Board

further implements the process for certification of the pre-existing nonconforming uses and structures, and the prospective application and monitoring process and procedures, all as set forth in paragraphs 13 through 16 of this Resolution, also with the full consent of the Applicant.

24. The Board further finds that the Applicant has demonstrated that the requested Certificate of Nonconformity and the aforementioned process and procedures can be granted and implemented (1) without substantial detriment to the public good, and (2) without substantially impairing the intent and purpose of the Zone Plan and Zoning Ordinance.

NOW THEREFORE, BE IT RESOLVED, by the Board of Adjustment of the Township of Bridgewater, in the County of Somerset, that the application of Terreno Middlebrook, LLC, for issuance of a Certificate of Nonconformity, as heretofore stated, is hereby granted, subject to the following conditions:

1. The Applicant shall post sufficient funds with the Township to satisfy any deficiency in the Applicant's escrow account;
2. This Board shall retain jurisdiction over this matter and any future land use board application involving the Property that relates to, or arises from, the Certificate of Nonconformity granted herein;
3. For each and every change in tenancy at the Property, and unless and until further Resolution of the Board, the Applicant shall file an application for a zoning permit with the Zoning Official, which application shall include the information set forth in the Tenant Change Application form set forth as Exhibit B attached to this Resolution. The purpose of the Zoning Permit application is to establish whether the Applicant is either (a) entitled to the issuance of a zoning permit for such change of occupancy or, alternatively, (b)

if the change of occupancy would result in the total rentable space on the Property occupied by nonconforming uses exceeding the "then current baseline" cap but not exceeding the "initial baseline" cap, then the Applicant shall be required to seek an Amended Certificate of Non-Conformity from the Board, or, alternatively, (c) if the change of occupancy would result in the total rentable space on the Property occupied by nonconforming uses exceeding both the "then current baseline" cap and the "initial baseline" cap, then the Applicant shall be required to apply to the Board for a use variance pursuant to N.J.S.A. 40:55D-70(d)(2);

4. The Applicant shall not increase the square footage of rentable area used for nonconforming uses (i.e., warehouse/distribution uses and light manufacturing uses) so as to exceed the herein approved "initial baseline" cap of 501,982 square feet of rentable area occupied by such nonconforming uses on November 1, 2016, as set forth in Exhibits A-2 and A3 attached hereto, unless, and until, the Board grants the requisite use variance relief pursuant to N.J.S.A. 40:55D-70(d)(2);

5. The Applicant shall comply with the Zoning Permit application and monitoring process and procedures, as set forth in paragraphs 13 through 16 of this Resolution;


6. The Applicant shall either record, in full, the within Resolution with the Somerset County Clerk's Office or, in the alternative, prepare and execute a deed restriction with the operative provisions of this Resolution, including, but not limited to, the provisions in paragraphs 13 through 16 and all of the conditions hereof, such deed restriction to be subject to the review and approval of the Board Attorney, and same to be recorded with the Somerset County Clerk's Office; and

7. The Applicant shall comply with any and all other outside agency permit and approval requirements in accordance with the law.

ROLL CALL VOTE:

Member	Present	Absent	Motion	Second	Aye	Nay	Abstain	Not Eligible
Pushpavati Amin	√			√	√			
Paul Riga	√				√			
Michael Kirsh	√				√			
Evans Humenick		√						
Beth Powers	√				√			
Alan Fross		√						
Donald Sweeney	√		√		√			
James Weideli, Alt. 1	√				√			
Dawn Gutschall, Alt. 2	√					√		
John Fallone, Alt. 3	√							√
Jeffrey Foose, Alt. 4	√							√

The undersigned certifies that the foregoing is a true and accurate copy of a Resolution adopted by the Zoning Board of Adjustment of the Township of Bridgewater at its meeting on January 17, 2017.


SCARLETT DOYLE, ASSISTANT SECRETARY

TERRENO MIDDLEBROOK LLC
MIDDLEBROOK CROSSROADS PROPERTY

EXISTING OR LAST PRIOR TENANT USES AS OF 9/28/10

EXISTING OR LAST PRIOR TENANT USES AS OF 11/1/16

TENANT NAME	BUILDING NAME	BUILDING #	NET RENTABLE AREA IN S.F.	TENANT USE	NET RENTABLE AREA IN S.F.	TENANT NAME	TENANT USE
Maquet, Inc.	Bldg 1E	1	19,490	Warehousing & Distribution	22,400	Northeast Power Dry	Warehousing & Distribution
Maquet, Inc.	Bldg 1B	1	12,310	Office	12,310	GES LTD	Office
Maquet, Inc.	Bldg 1B	1	2,600	Office			
Diacon Logistics, LLC	Bldg 2B	2	22,000	Warehousing & Distribution	22,000	Hardcore Paintball	Recreation
Bridgewater Basketball	Bldg 3B	3	33,600	Indoor Recreation	33,600	Bridgewater Beall Vintage	Recreation
Steps to Literacy	Bldg 4B	4	31,200	Warehousing & Distribution	31,200	Steps to Literacy	Warehousing & Distribution
Simontk Moving and Warehousing	Bldg 5B	5	31,200	Warehousing & Distribution	31,200	Simontk Moving and Warehousing	Warehousing & Distribution
SCP Distributors, LLC	Bldg 6B	6	51,360	Warehousing & Distribution	51,360	SCP Distributors, LLC	Warehousing & Distribution
Mercury Insurance Service	Bldg 7E2	7	4,800	Warehousing & Distribution	16,982	Tri-Tech	Light Manufacturing
Tri-Tech Tool and Design Company	Bldg 7E3	7	12,182	Light Manufacturing	14,640	SR International	Warehousing & Distribution
Publishers Circulation	Bldg 7B6	7	5,040	Warehousing & Distribution			
Publishers Circulation	Bldg 7B7	7	9,600	Warehousing & Distribution	24,000	Mercury + County of Somerset + Vacancy	Warehousing & Distribution
DeLaney Tool Corp	Bldg 8B1	8	24,000	Warehousing & Distribution	7,200	Park Soler	Warehousing & Distribution
Peachstate Hobby	Bldg 8B2	8	7,200	Warehousing & Distribution	21,000	Simontk Moving and Warehousing	Warehousing & Distribution
Simontk Moving and Warehousing	Bldg 9B1	9	21,000	Warehousing & Distribution	6,000	Foodbank Network of Somerset County	Warehousing & Distribution
Foodbank Network of Somerset County	Bldg 9B4	9	6,000	Warehousing & Distribution	2,750	Baseline Services LLC	Office
Vacant (Formerly Vialcraft Pet Products)	Bldg 9E7	9	2,750	Warehousing & Distribution	19,200	Polymer Technologies Inc	Light Manufacturing
Polymer Technologies Inc	Bldg 10E1	10	14,400	Light Manufacturing			
Vacant (Formerly American Antiques)	Bldg 10E2	10	4,800	Light Manufacturing	12,000	Jack Williams Fire	Warehousing & Distribution
Vacant (Formerly Bateman Printing)	Bldg 10E3	10	12,000	Warehousing & Distribution	33,600	UPS	Warehousing & Distribution
UPS	Bldg 11E	11	33,600	Warehousing & Distribution	13,000	Publishers Circulation	Warehousing & Distribution
Vacant (Formerly Vialcraft Pet Products)	Bldg 12E	12	24,000	Warehousing & Distribution	6,000	Vacant	Warehousing & Distribution
Bridgewater Vehicle (Florida)	Bldg 13E1	13	28,800	Warehousing & Distribution	28,800	Wynn Expedited	Warehousing & Distribution
Ferraco, LLC	Bldg 14E2	14	16,408	Warehousing & Distribution	26,400	Ferraco, LLC	Warehousing & Distribution
Vacant (Formerly Metro Furniture)	Bldg 14E4	14	19,592	Warehousing & Distribution	9,600	Marx N Group	Light Manufacturing
Vacant (Formerly Vialcraft)	Bldg 15B	15	36,000	Warehousing & Distribution	36,000	Royal Cabinet	Light Manufacturing
Northeast Power Dry, Inc.	Bldg 1E1	1E1	7,200	Warehousing & Distribution	7,200	CCG	Warehousing & Distribution
Vacant (Formerly Alps Technology)	Bldg 1E3	1E3	1,276	Light Manufacturing	566	Vacant	Light Manufacturing
Albers Fireplaces	Bldg 1E4	1E4	3,000	Warehousing & Distribution	3,800	Albers Fireplaces	Warehousing & Distribution
Mercury Insurance	Bldg 1E4	1E4	5,324	Warehousing & Distribution	5,234	Geopark Energy	Warehousing & Distribution
Lesco, Inc. d/b/a John Deere	Bldg 1E4	1E4	7,200	Warehousing & Distribution	7,200	Shum's Boxing Academy	Recreation
Allstate Corporation	Bldg 1E4	1E4	7,200	Warehousing & Distribution	7,200	Richard Correll & Co.	Warehousing & Distribution
Somerset Motors Partners	Bldg 1E3	1E3	31,200	Warehousing & Distribution	31,200	Somerset Motors Partners	Warehousing & Distribution
Somerset Motors Partners	Bldg 1E1	1E1	31,200	Warehousing & Distribution	31,200	Somerset Motors Partners	Warehousing & Distribution
New York SMSA Ltd Partnership (18E1)	18E1	18	Antenna	Antenna		New York SMSA Ltd Partnership (18E1)	Antenna
T Mobile USA, Inc. (18E2)	18E2	18	Antenna	Antenna		T Mobile USA, Inc. (18E2)	Antenna

TERRENO MIDDLEBROOK, LLC
MIDDLEBROOK CROSSROADS
COMPARISON OF USES 9/28/10 TO 11/1/16

A-3

11/1/16

<u>USE</u>	<u>Total Square Footage as of 9/28/10*</u>	<u>Total % of Park as of 9/28/10</u>	<u>Total Square Footage as of 11/1/16*</u>	<u>Total % of Park as of 11/1/16</u>
Warehouse and Distribution	495,614	85.5%	419,634	72.4%
Light Manufacturing	32,658	5.7%	82,348	14.2%
Office	17,660	3.0%	15,060	2.6%
Indoor Recreation	<u>33,600</u>	<u>5.8%</u>	<u>62,800</u>	<u>10.8%</u>
Total Rentable Area	579,532	100%	579,842	100%
Total Nonconforming Uses (Warehouse, Distribution, and Light Manufacturing)	528,272	91.2%	501,982	86.6%

*Existing as of that date or last prior tenant use.