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Attorneys for Plaintiff
Roselle Park VP, LLC

ROSELLE PARK VP, LLC

Plaintiff,

v.

BOROUGH OF ROSELLE PARK, the
PLANNING BOARD OF THE
BOROUGH OF ROSELLE PARK, and
the BOROUGH COUNCIL OF THE
BOROUGH OF ROSELLE PARK,

Defendants.

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION - UNION COUNTY
DOCKET No: UNN-L-338-07

Civil Action

**CERTIFICATION OF
RONALD S. LADELL, ESQ.**

I, Ronald S. Ladell, hereby certify:

1. I am the Vice-President of the Managing Member of Plaintiff and am making this certification in support of Plaintiff's motion for partial summary judgment regarding Counts Two and Three of its Amended Complaint. The Plaintiff is Roselle Park VP, LLC and the Managing Member is AvalonBay Communities, Inc. ("AvalonBay"). I am responsible for overseeing the redevelopment of the property at issue in this litigation and the facts set forth herein are based upon my personal knowledge.

2. Plaintiff intends to develop an inclusionary rental apartment project on the property as defined below.

3. AvalonBay is publicly traded on the New York Stock Exchange under the ticker of "AVB" and is an experienced developer of rental communities. As of May 31, 2007, AvalonBay has an interest in approximately 49,000 apartment homes in 171 apartment communities in approximately 10 states throughout the United States. Ten of these apartment communities are located within New Jersey and an eleventh is currently being constructed. Four of these apartment communities have affordable housing units located onsite. AvalonBay does not build for-sale units.

4. Plaintiff is a joint venture and has contractual rights to develop property, which is generally known as 404-450 West Westfield Avenue and is designated as Block 213, Lot 1 and Block 314, Lot 1 according to the Borough's tax map (collectively, the "Property").

5. The Non-Managing Member of the Plaintiff is 450 West Westfield Realty, LLC, which is the owner of the Property, and Israel Braunstein is a principal of 450 West Westfield Realty, LLC.

6. About three years ago, I first met with the Mayor of Roselle Park, Joseph DeIorio ("Mayor"), to introduce myself and explain the developments built, owned and managed by AvalonBay. I explained to the Mayor that AvalonBay exclusively builds rental apartment projects.

7. On or about August 9, 2006, I and Mr. Braunstein met with the Mayor to discuss the redevelopment of the Property and explained that we would like to build an inclusionary, rental apartment project on the Property and wanted the Borough to adopt an appropriate redevelopment plan or to rezone the Property in order to do so. At that

meeting the Mayor did not indicate that he had any objections to such a redevelopment project or a rezoning. The Mayor said that the redevelopment plan or the rezoning would have to wait until after the November 2006 election.

8. At the November 2006 election, the Mayor won re-election as the Mayor of Roselle Park.

9. On December 13, 2006, I and Mr. Braunstein again met with the Mayor. Chuck Latini, the municipal planning consultant, participated in the meeting via telephone. At this meeting, I and Mr. Braunstein once again stated our desire for an appropriate redevelopment plan or a rezoning in order to build an inclusionary, rental apartment project on the Property. The Mayor said that he had no objection to the rezoning of the site but that he did not want a rental apartment project to be built. He referred to rental projects as "slums." In response, I assured the Mayor that AvalonBay only builds quality, luxury rental apartments and offered to take the Mayor and some other municipal officials on a bus tour of other AvalonBay communities throughout New Jersey. The Mayor said that he could be persuaded to permit an inclusionary, rental project and would attend such a bus tour.

10. On December 14, 2006, the Mayor called me and said that he would rather leave the site as it is rather than have it redeveloped with an inclusionary, rental apartment complex. The Mayor reaffirmed that he would attend a bus tour of the AvalonBay projects as agreed to the day before.

11. For the following few weeks, I and Mr. Braunstein left messages for the Mayor to schedule the bus tour. The Mayor never responded to any of these messages.

12. On January 19, 2006, I telephoned Mr. Latini. Mr. Latini said that the Mayor refused to reconsider his opposition to the proposed inclusionary rental apartment project. Mr. Latini said that he did not have an objection to AvalonBay's proposal from a planning perspective and that he believed AvalonBay's project made sense for the Borough. He characterized it as a "perfect fit" for the Borough's needs.

13. When it became clear that the Mayor and the Borough of Roselle Park were unwilling to adopt an appropriate redevelopment plan or to rezone the Property to permit an inclusionary, rental apartment project, I authorized this lawsuit seeking a builder's remedy for the Property to be filed.

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.


RONALD S. LADELL, ESQ.

Dated: July 3, 2007