

FIRST AMENDMENT
TO AGREEMENT
BETWEEN
UNITED STATES DEPARTMENT OF THE ARMY
AND
FORT MONMOUTH ECONOMIC REVITALIZATION AUTHORITY
FOR ECONOMIC DEVELOPMENT CONVEYANCE OF PHASE 1 PARCELS
AT
FORMER FORT MONMOUTH
LOCATED IN THE BOROUGHES OF OCEANPORT, EATONTOWN, AND
TINTON FALLS, NEW JERSEY

WITNESSETH THAT:

WHEREAS, the Department of the Army ("Army") and the Fort Monmouth Economic Revitalization Authority ("FMERA") entered into an agreement dated June 25, 2012 ("Agreement") for an economic development conveyance of certain property located at the former Fort Monmouth, New Jersey; and

WHEREAS, the parties to the Agreement desire to amend said Agreement as set forth below.

NOW, THEREFORE, the Parties hereto agree to amend the said Agreement as follows:

1. Add the following new provision as Article 4.a.2.(ii) of the Agreement:

"(ii) If FMERA sells Parcel B together with one or more Phase 2 Parcels or portions thereof, then the percentage of the sale price to be allocated to Parcel B, of which the Army shall receive a 60% share, shall be determined to be the same percentage that the acreage of Parcel B represents of the total acreage included in any such combined sale of Parcel B and Phase 2 Parcels or portions thereof."

2. Add the following new provision as Article 4.a.5 of the Agreement:

"a.5. Notwithstanding any other provision of this Article 4, FMERA shall pay to the Army at the time of Third Party Settlement the amount of \$483,881.75 as consideration for the Fabrication Shops Parcel, which is more particularly described in **Exhibit 11**, attached hereto and made a part hereof. The amount is equal to 100% of the Gross Sale Revenues from the Purchase Price of \$658,182.40 for said parcel."

3. Add, as a new exhibit to the Agreement, "**Exhibit 11** Description of Fabrication Shops Parcel" which is attached hereto and made a part hereof.

4. Replace the title of Article 4.d. with "No-cost Parcels, Homeless Accommodation Trust Fund, and Transfer of Myer Center Parcel to New Jersey Economic Development Authority.

5. Add the following new provision as Article 4.d.3 of the Agreement:

"The Parties agree that a parcel of land containing approximately 38 acres and including Building 2700, the Albert J. Myer Center, and as more particularly described in **Exhibit 12**, attached hereto and made a part hereof, hereinafter the "Myer Center Parcel," may be conveyed to the New Jersey Economic Development Authority ("NJEDA") by FMERA at no cost, and if so conveyed, no monetary consideration shall be due and payable to the Army. FMERA shall assure that NJEDA requires as a condition of the subsequent sale of the Myer Center Parcel, or portions thereof, that purchasers or closing agents make payments required under Section d.2 above."

6. Add, as a new exhibit to the Agreement, "**Exhibit 12** Description of Myer Center Parcel" which is attached hereto and made a part hereof.

7. At the beginning of the first sentence of Section a.1 of Article 5 of the Agreement, add the phrase "Subject to the provisions of Section a.10 hereof,"

8. At the end of the first sentence of Section a.1 of Article 5 of the Agreement, delete the word "Property" and replace it with the phrase "the entire former Fort Monmouth."

9. Add at the end of the second sentence of Section a.1 of Article 5 of the Agreement the following phrase: ", subject to the provisions of Section a.10 hereof"; and add at the beginning of Section a.6 of Article 5 the phrase "Except as provided in Section a.10 hereof,"

10. Add after the second sentence of Section a.2 of Article 5 the following sentence: "The use of proceeds to Service the Bonds, as provided in Section a.10 hereof, shall be considered an allowable use of Proceeds hereunder."

11. Add the following new provisions to Article 5 of the Agreement:

"a.10. The Army acknowledges and agrees that proceeds received by FMERA from the sale, lease or use of the Property during the Seven Year Reinvestment Period may be used by FMERA during the Seven Year Reinvestment Period to Service the Bonds, as said terms "Service the Bonds" and "Bonds" are defined in the Agreement between the Army and FMERA dated October 25, 2016 related to the Phase 2

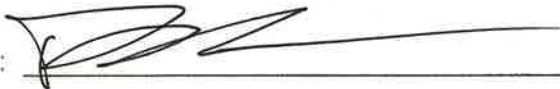
Parcels, and may be expended by FMERA to Service the Bonds until the end of the annual bond refunding fiscal year within which the Seven Year Reinvestment Period expires, if dedicated for and thereafter expended for that purpose.

a.11. The reinvestment requirements contained in this Article 5 are applicable only to proceeds received by FMERA from the sale, lease, or other use of the Property during the Seven Year Reinvestment Period. The Seven Year Reinvestment Period for any Phase1 or Phase 2 Parcel conveyed to FMERA will begin on the date of the initial conveyance of the Phase 1 Parcel and continue for a period of seven (7) years following the date of conveyance of the last parcel of the for the entire former Fort Monmouth to be conveyed to FMERA under an EDC.

a.12. The Army acknowledges that FMERA has the right to grant a mortgage, mortgages or related security instruments on all or any portion of the Property to secure the Bonds. This paragraph is not intended to exclude or compromise in any way the right of FMERA to grant any mortgage, mortgages or related security instruments on all or any portion of the Property."12. The said Agreement is amended in the above particulars only and all other terms and conditions thereof shall remain binding and in full force and effect. This amendment shall henceforth be considered a part of the said Agreement as if fully and completely written therein.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed as of the 25th day of October, 2016.

DEPARTMENT OF THE ARMY

By: 

Paul D. Cramer

Deputy Assistant Secretary of the Army
(Installations, Housing and Partnerships)

FORT MONMOUTH ECONOMIC REVITALIZATION AUTHORITY

By: 

Robert Bruce Steadman
Executive Director