

MINUTES OF THE MEETING

I. Members of the Authority present:

- James V. Gorman, Chairman, Fort Monmouth Economic Revitalization Authority (FMERA) - **V**
- Michael Collins, Assistant Counsel, Authorities Unit, Office of the Governor – **V**
- Lillian Burry, Monmouth County Freeholder – **V**
- Gerald Turning, Mayor of Tinton Falls – **V**
- Jay Coffey, Mayor of Oceanport – **V**
- Dennis Connelly, Mayor of Eatontown – **V**
- Donna Sullivan, Director of Real Estate, New Jersey Economic Development Authority (EDA) – **V**
- Helene Rubin, Section Chief, Division of Statewide Planning, NJ Department of Transportation (DOT)
- Gina Fischetti, Chief Counsel, Local Planning Services, NJ Department of Community Affairs (DCA)

V - Denotes Voting Member

Members not present:

- Dr. Robert Lucky, Public Member – **V**
- Kenneth J. Kloo, Director, Site Remediation Program, NJ Department of Environmental Protection (DEP)
- John Raue, Senior Policy Advisor to the Commissioner, NJ Department of Labor & Workforce Development (DOL)

Also present:

- Bruce Steadman, Executive Director, FMERA
- Gabriel Chacon, Deputy Attorney General (DAG)
- FMERA staff

II.

The meeting was called to order by Chairman James V. Gorman at 7:01p.m. who led the meeting in the Pledge of Allegiance to the flag of the United States of America.

In accordance with the Open Public Meetings Act, FMERA Secretary Bruce Steadman announced that notice of the meeting was sent to the Asbury Park Press and the Star Ledger at least 48 hours prior to the meeting, that a meeting notice has been duly posted on the Secretary of State's bulletin board at the State House, and the FMERA and the NJEDA websites.

The first item of business was the approval of the January 20th meeting minutes. A motion was made to approve the minutes by Michael Collins and seconded by Gerald Turning.

Motion to Approve: MICHAEL COLLINS Second: GERALD TURNING

AYes: 5

Jay Coffey abstained from voting stating he was not at the January meeting.

III. WELCOME

Chairman James V. Gorman welcomed attendees to the meeting. Mr. Gorman stated that copies of the Board package were available at the door, and the Board package was posted to the FMERA website in the afternoon to give the public the opportunity to review the information in advance of the meeting.

Mr. Gorman stated that he would like to briefly discuss one of the challenges the Authority has recently faced and the very positive responses to that challenge. As you may have heard from previous public Board meetings, the pace of getting the re-development of some portions of the Fort has been sometimes frustrating and slow. That said, I would like to take this opportunity to extend my personal appreciation to the DEP Commissioner's designee, Ken Kloof, for the exceptional work he and his fellow DEP associates have rendered to this Authority in developing solutions to environmental issues the Authority must successfully manage with the U.S. Army specifically associated with FMERA's purchase of the Phase II properties. Ken and his associates hard work and long hours working with the FMERA staff to solve problems expeditiously is very much appreciated. I ask that my fellow Board members join me in commending Ken Kloof and the NJDEP.

Mr. Gorman stated that the meeting agenda called for the public to receive reports from the Staff Advisory Committees and the Statutory Committee meetings. Mr. Gorman stated that the reports are provided to allow for public input and transparency in the conduct of the Authority's effort to implement the Reuse Plan. Mr. Gorman stated that there are five board actions; 1) Consideration of Approval of Transmittal to host municipalities of proposed Plan Amendment #5 permitting alternative development scenario in Tinton Falls; 2) Consideration of Approval of a Purchase and Sale Agreement and Redevelopment Agreement for Parcel F-3; 3) Consideration of Approval of a revised Purchase and Sale Agreement for the Teen Center and Swimming Pool; 4) Consideration of Approval of conveyance of a portion of Pinebrook Road to Tinton Falls; and 5) Consideration of Approval of FMERA staff to enter into Exclusive Negotiations for a Purchase Agreement pursuant to the Request for Offers to Purchase (RFOTP) for the Parcel B in Eatontown.

The Chairman went on to state that there will be two public comment periods at the meeting based on the Authority's public meeting protocol. The Chairman reiterated his request for the public's cooperation in keeping comments as brief as possible. The Chairman continued by stating that in his role as Chairman he is required to conduct an orderly meeting and complete the meeting agenda in a reasonable time period. The Chairman concluded by stating that FMERA continues to welcome the public's constructive comments and ideas.

Lillian Burry arrived at 7:06p.m.

IV. SECRETARY'S REPORT

Bruce Steadman stated that the Board would be entering into Executive Session to discuss the final draft of the Memorandum of Agreement (MOA).

V. TREASURER'S REPORT

Jennifer Lepore, Senior Finance Officer stated that staff is preparing the Authority's 2015 Annual Report for presentation to the Audit Committee with the audited financial statements, which serve as FMERA's Comprehensive Annual Report to meet the requirements of Executive Order No. 37 (2006). It is expected that a draft report and statements will be available for review in mid-March, and finals presented to the Board in April.

The Authority's independent auditors, Clifton Larson Allen will be at the FMERA offices next week to begin their field work on the 2015 audit of the Authority. The Auditors will report on the Authority's financial statements and accompanying notes, as well as report on the Authority's internal controls and compliance with Government Auditing Standards. The Auditors will report their findings to the Audit Committee at the

Committee's next meeting. Subject to the Audit Committee's recommendation, the 2015 Comprehensive Annual Report, including the audited financial statements will be forwarded to the Board for their review.

VI. PUBLIC COMMENT REGARDING BOARD ACTION ITEMS [3 minutes re: Agenda Items]

Tom Mahedy of Wall Township stated that he was opposed to all of the Board Actions. Mr. Mahedy asserted that the carve-out at the Teen Center is due to an in-ground septic tank and the taxpayers are paying for a toxic building. Mr. Mahedy asked about the contamination at the former gas station near the Teen Center. Mr. Mahedy asked what will be done to protect the area near the Myer Center when it is demolished.

Mr. Steadman answered Mr. Mahedy by stating that the area surrounding the former septic tank is being carved out of the property and is not being transferred to FMERA because the Army has not yet received a No Further Action (NFA) letter from the NJDEP. The Army has submitted significant data to the NJDEP and is requesting a NFA letter. Mr. Steadman stated that until such time as the letter is issued, FMERA will not take title to the carve-out area. Upon receipt of the NFA letter, the Army will transfer title to FMERA, and then FMERA will transfer the area to the County. Mr. Steadman stated that there is no indication that there are any toxics in or around the septic tank area. Army has stated the septic tank was historically used for building greywater waste.

Mr. Steadman stated the County has indicated the former gas station area will be used for storage and employee parking. Mr. Steadman stated that the Army carve-out area relates to underground pipes and tanking when it was used as a gas station. There has been a significant removal of contaminated soil by the Army, and additional monitoring walls have been installed by the Army. Army expects to complete its investigation of the site in the near future.

Mr. Steadman stated that the demolition of the Myer Center will follow a formal engineering plan and will be completed in accordance with Local, State and Federal regulations, and that the plan will take into account the proximity to neighboring buildings.

VII. EXECUTIVE DIRECTOR'S REPORT

Rick Harrison, Director of Facilities Planning stated that in addition to our weekly conference calls, Tom Lederle, Chief BRAC Division and James Briggs, Acting Branch Chief, Assistant Chief of Staff for Installation Management (ACSIM), had a meeting with FMERA staff in an attempt to bring closure to the remaining issues on the Memorandum of Agreement (MOA) and Finding of Suitability to Transfer (FOST). The meeting was productive and provided a path forward to finalize the MOA and FOST. There will be an executive session tonight to update the Board on the status of the MOA negotiations. The goal is to seek approval from the Board to execute the Phase 2 MOA with the Army at the March Board meeting.

The following is a summary of the status of RFPs and Contracts that FMERA has issued:

Auctioneer

There has been no auction activity since November 10th.

Utilities

FMERA continues to plan for upgrades to utility systems and working with the public utilities and our subcontractors to ensure required utilities are safe and operational. There have been meetings with Two Rivers Water Reclamation Authority (TRWRA), and the three borough's engineers and officials to plan a path forward for both sanitary sewer and water service. FMERA has a meeting scheduled for this coming Friday with the Oceanport Engineer and NJAW on a concept plan for a water main application to NJAW to accommodate the historic housing development, the fitness center, FMERA offices and additional pending building sales in the area surrounding the historic district. FMERA is also discussing roadways, public rights of way and easements with the three Boroughs. A draft agreement with JCP&L to own, operate and maintain the CWA power system

is undergoing a final review. This agreement will serve as a template for a Phase 2 agreement which is currently under discussion. FMERA hopes to bring it to the Board in March.

Suneagles

The golf course is in full winter mode and play is dependent on the weather. There are no events booked at Gibbs Hall until March.

Property Management/Maintenance

Our property management/maintenance team, Chenega Operations Services, is busy keeping our property presentable and secure, for both marketing purposes and keeping our employees and tenants safe and comfortable. They are in full winter mode, ensuring the facilities weather the cold. FMERA is preparing for the transition to maintaining the Phase 2 property when transferred.

Marina

The Marina is focused on special events and is awaiting warmer weather and continues to be open evenings and for Brunch on the weekends.

Appraiser Request for Qualifications

FMERA issued a Request for Qualifications (RFQ) for Real Estate Appraisal Services on November 13th. Qualifications were received on December 14th and 5 proposals were received and are under evaluation. Through this RFQ, the Authority seeks to establish a pre-qualified pool of qualified firms to provide these services on an as needed basis.

Sublease of McAfee Center Complex – Buildings 600

FMERA issued an RFP for a Sublease of Building 600, the McAfee Center, located in the Oceanport Reuse Area. The RFP allows for the option of leasing one floor, two floors or the entire building, and offers must include a plan to use the property for scientific, engineering and/or information technology-related uses. Proposals were due on February 5, 2016, and one proposal was received. FMERA staff is reviewing the proposal to determine the feasibility and will form an Evaluation Committee if needed.

Mr. Harrison thanked the Oceanport DPW and the Monmouth County Highway District for their efforts in dealing with the recent weather events here on the Main Post.

Kara Kopach, Senior Development Officer stated that FMERA's marketing and development staff continues to be productive in 2016. The following is a town-by-town update:

In Oceanport, FMERA is currently in negotiations for the sale and redevelopment of the following 3 properties:

- Nurses Quarters, a 24-unit residential complex on Main Street adjacent to the former Patterson Army Hospital;
- the 16,000 sf recreation building on Brewer Avenue known as the Dance Hall, which is projected for commercial reuse;
- Marina on Oceanport Creek.

FMERA executed contracts on 3 other parcels:

- Officer Housing Parcel, consisting of 117 historic housing units, where RPM Development is the selected purchaser;
- Fitness Center, where FM Partners is proposing to renovate and expand that facility;
- Russel Hall, the 40,000 sf former Garrison Headquarters building, to a NYC-based tech company, TetherView.

In Eatontown, FMERA has proposals in hand for 2 properties:

- Howard Commons site on Pinebrook Road, zoned for 275 homes and up to 15,000 sf of retail space; FMERA and Army representatives have evaluated the Howard Commons Proposals and we've initiated negotiations with the highest ranked party.
- For the expanded Parcel B site, FMERA and Army representatives have evaluated all of the Proposals and identified the lead proposer. FMERA is seeking Board approval tonight to enter into an exclusive negotiations agreement with the highest ranked Proposer, Fort Monmouth Parcel B Redevelopment LLC.

FMERA issued an RFOTP for Suneagles Golf Course on October 8. A 10-acre section of the golf course is zoned for the construction of a new hotel & conference center. Proposals were due by February 5, 2016. FMERA received one proposal but it was deemed non-responsive to the RFOTP.

In Tinton Falls, FMERA closed with RADAR Properties on February 5, 2016 for Building 2525, the 86,000 sf office building on Heliport Drive to be occupied by Aaski Technology;

FMERA is in discussions for 1 property: Parcel F-2, the proposed Veterans Housing site.

In addition, FMERA executed a Purchase and Sale & Redevelopment Agreements with:

- Lennar Corporation for Parcels C & C1, approved for 288 units of housing and 58,000 sf of retail development;
- Pinebrook Commerce Center, LLC for the Fabrication Shops, 45,000 sf of light industrial and flex space buildings on Pinebrook Road;
- Trinity Hall for the former Child Development Center on Hope Road to serve as that school's new home.
- Kiely Realty Group for the Pistol Range and the adjacent Satellite Drive Parcel.

FMERA is seeking Board approval tonight of the Purchase and Sale & Redevelopment agreement for Parcel F-3, the 3.5 acre gas station and convenience store on Hope Road in Tinton Falls. Monmouth County was the sole proposer on the Parcel.

Please visit our website, www.fortmonmouthnj.com, for more information and to obtain copies of our RFOTPs.

Helene Rubin asked if the Nurses Quarters project would be for-rent units or for-sale. Ms. Kopach answered that they would be for-rent units.

Mayor Connelly expressed disappointment that the Suneagles RFOTP did not turn up a responsive proposal, and noted that he thought Eatontown could support some housing units within the 10-acre center portion of the property (the area targeted for the conference hotel in the Reuse Plan), provided any new housing units could be managed along with the Borough's housing requirements within the Howard Commons and Parcel B residential projects.

Candice Valente, Senior Marketing and Planning Officer gave the following marketing update:

FMERA's redevelopment activities were covered in local, state and national press outlets over the past month, with articles by the Asbury Park Press, New Jersey Technology Council and the Association of Defense Communities on TetherView's move to Russel Hall and the APP's business roundtable. We also congratulate CommVault on the Monmouth-Ocean Development Council's announcement that the company will receive the Silver Gull Award this May for its contributions to the region's economic development.

FMERA and Cushman & Wakefield, the Authority's Master Broker, are preparing to issue a new round of Requests for Offers to Purchase in 2016. These include: Squier Hall, Barker Circle, Allison Hall, the Main Post Chapel and the Lodging Area in Oceanport, the 6 barracks buildings on Semaphore Avenue in Eatontown,

which are targeted for arts-related reuse, possibly entailing artist live/work space, and the expanded fire house site on Corregidor Road in Tinton Falls. These RFOTPs will be released over the next few months.

FMERA and Cushman conduct several tours per week, and will be posting new flyers and information on available sites on FMERA's website, www.fortmonmouthnj.com, in the coming weeks. We urge the public to visit our interactive website and subscribe to our monthly digital newsletters in order to learn more about the Fort.

Other Items

Mr. Steadman listed the following action items:

- FMERA will be conducting bus tours for each of the three host municipalities. The Tinton Falls and Eatontown bus tours have not yet been scheduled. The Oceanport bus tour was held on October 24th,
- Continued work with the N.J. Department of Environmental Protection to identify and resolve important environmental issues of concerns as they related to water and sewer.
- Continued meetings and tours with interested prospective employers and investors.
- Continued collaboration with the NJEDA Trenton Office on marketing and business development opportunities and their continued help on several projects.
- Continued meetings with Tinton Falls, Oceanport, Eatontown, and the County during the month regarding streets, utilities, redevelopment projects, and other important issues.

Mr. Steadman thanked the 3 Mayors and the Freeholder for the continued excellent support and meetings that the 3 Boroughs and County had with FMERA during the month. It was a challenging month due to the cold weather and the heavy snow, but all parties worked together to produce excellent results at the Fort. Of particular note were the activities of the Oceanport DPW and the Monmouth County DPW during the big snowstorm. Both DPWs, along with the Army Caretaker contractor, did a great job of clearing the Fort streets on the Main Post.

VIII. COMMITTEE REPORTS

a) AUDIT COMMITTEE (ROBERT LUCKY, CHAIRMAN)

Bruce Steadman, on behalf of Robert Lucky, stated that the Committee did not meet this month, but will be meeting in April to review the Annual report. Mr. Steadman reminded the Board and public that the Audit Committee meets 4 times per year, and that the April meeting will be the first such meeting in 2016.

b) REAL ESTATE COMMITTEE (JAMES V. GORMAN, CHAIRMAN):

Chairman Gorman stated that the Committee met January 12th and discussed the following:

- Discussion regarding the Phase 2 MOA. FMERA and the Army continue to have discussions related to the three final issues which include landfills, PAHs and utilities. FMERA had discussions with the NJDEP regarding the language on the environmental issues which have been incorporated into the MOA. FMERA plans to present a final MOA for Committee and Board approval in March.
- Discussion regarding the conveyance of a portion of Pine Brook Road to Tinton Falls. FMERA will convey the property via a Deed to Tinton Falls. Tinton Falls is in agreement with the conveyance. The Committee reached a consensus and agreed to recommend approval of the Deed.
- Discussion regarding the proposed plan amendment #5, which would permit an additional development scenario for the Pistol Range and the adjacent 1.5 acre parcel on Satellite Road in Tinton Falls. The Committee reached a consensus and agreed to recommend approval of Plan Amendment #5.
- Discussion regarding incorporating language into the RFOTP to empower the Executive Director to approve such changes during the Exclusive Negotiations without requiring Board approval.

- Discussion regarding the Purchase and Sale Agreement and Redevelopment Agreement (PSARA) for Parcel F-3 which includes Building 2657 with Monmouth County. The Committee reached a consensus and agreed to recommend approval of the PSARA.
- Discussion regarding the revised PSARA for the Teen Center and Swimming Pool. The new PSARA allows FMERA and the County to conduct an initial closing for the bulk of the property and a subsequent closing once the Army has completed the remediation and conveyed the environmental carve-out to FMERA. The Committee reached a consensus and agreed to recommend approval of the PSARA.
- Discussion regarding the Exclusive Negotiations Agreement for Parcel B. The Committee reached a consensus and agreed to recommend approval for Exclusive Negotiations.
- Other items of discussion
 - Golf Course RFOTP: Proposals were due on February 5th. One proposal was received and it was deemed non-responsive.
 - McAfee RFP: Proposals were due on February 5th. One proposal was received.
 - Building 2525: FMERA and Radar Technologies, LLC closed on February 5th.
 - Current and Upcoming RFOTPs: FMERA staff is working to issue the following RFOTPs in the coming weeks: Squier Hall Complex, Eatontown Barracks, Charles Wood Firehouse, Chapel, Allison Hall and Barker's Circle.

c) ENVIRONMENTAL STAFF ADVISORY COMMITTEE (KENNETH J. KLOO, CHAIRMAN):

Bruce Steadman, on behalf of Kenneth J. Kloo stated that the Committee did not meet this month.

d) HISTORICAL PRESERVATION STAFF ADVISORY COMMITTEE (BRUCE STEADMAN, INTERIM CHAIRMAN):

Bruce Steadman stated that the Committee did not meet this month but will be meeting in March.

e) HOUSING STAFF ADVISORY COMMITTEE (GINA FISCHETTI, CHAIRPERSON):

Gina Fischetti stated that the Committee met on February 4th and discussed the following:

- Discussions regarding Officers Housing and a status update on RPM's development of the property. RPM has obtained permits and will begin construction of model units. RPM and FMERA will close on the property within 30 days after FMERA and Army's Phase 2 closing.
- Discussions regarding the Nurses Quarters. The buildings will be developed as 24 one and two bedroom apartments with 20% affordable. The leading proposer submitted three scenarios which FMERA will discuss with the Oceanport Ad Hoc Committee.
- Discussions regarding Parcel B. FMERA has begun discussions with the lead proposer and will be asking the Board for approval to enter into Exclusive Negotiations with Fort Monmouth Parcel B Redevelopment, LLC at tonight's meeting.
- Discussions regarding Howard Commons. FMERA has begun discussions with the lead developer. FMERA and the Eatontown Ad Hoc Committee have reviewed the site plan that was submitted and are in agreement.
- Discussions regarding Parcels C & C1. FMERA has an executed PSARA with Lennar Corporation. Lennar has begun their due diligence on the parcels. Parcel C will be developed to accommodate up to 239 residential units and Parcel C1 up to 49 residential units. Both Parcels will contain 20% affordable housing

f) VETERANS STAFF ADVISORY COMMITTEE (FREEHOLDER LILLIAN BURRY, CHAIRPERSON):

Lillian Burry stated that the Committee did not meet this month but will be meeting in March.

IX. BOARD ACTIONS

A) The first item before the Board was the consideration of approval of transmittal to host municipalities of proposed Plan Amendment #5 permitting alternative development scenario in Tinton Falls.

A motion was made to approve by Lillian Burry and was seconded by Dennis Connelly. The resolution and accompanying Board memorandum are attached hereto and marked Exhibit 1.

Candice Valente read a summary of the Board memo.

Bruce Steadman conducted a roll call vote.

NAME	YES	NO	ABSTAIN
James V. Gorman	X		
Michael Collins	X		
Lillian Burry	X		
Gerald Turning	X		
Jay Coffey	X		
Dennis Connelly	X		
Donna Sullivan	X		

Motion to Approve: LILLIAN BURRY Second: DENNIS CONNELLY

AYes: 7

B) The second item before the Board was the consideration of approval of a Purchase and Sale Agreement and Redevelopment Agreement for Parcel F-3.

A motion was made to approve by Gerald Turning and was seconded by Lillian Burry.

The resolution and accompanying Board memorandum are attached hereto and marked Exhibit 2.

Candice Valente read a summary of the Board memo.

Motion to Approve: GERALD TURNING Second: LILLIAN BURY

AYes: 7

C) The third item before the Board was the consideration of approval of a revised Purchase and Sale Agreement and Redevelopment Agreement for the Teen Center and Swimming Pool.

A motion was made to approve by Gerald Turning and was seconded by Lillian Burry.

The resolution and accompanying Board memorandum are attached hereto and marked Exhibit 1.

Candice Valente read a summary of the Board memo.

Motion to Approve: GERALD TURNING Second: LILLIAN BURY

AYes: 7

D) The fourth item before the Board was the consideration of approval of conveyance of a portion of Pinebrook Road to Tinton Falls.

A motion was made to approve by Gerald Turning and was seconded by Lillian Burry.

The resolution and accompanying Board memorandum are attached hereto and marked Exhibit 1.

Candice Valente read a summary of the Board memo.

Motion to Approve: GERALD TURNING Second LILLIAN BURRY
AYes: 7

E) The fifth item before the Board is consideration of approval of FMERA staff to enter into Exclusive Negotiations for a Purchase Agreement pursuant to the Request for Offers to Purchase (RFOTP) for Parcel B in Eatontown.

A motion was made to approve by Dennis Connelly and was seconded by Gerald Turning.

Candice Valente read a summary of the Board memo.

The resolution and accompanying Board memorandum are attached hereto and marked Exhibit 1.

Motion to Approve: DENNIS CONNELLY Second GERALD TURNING
AYes: 7

X. OTHER ITEMS

Bruce Steadman thanked Helene Rubin of the NJDOT for the meeting that she helped put together with FMERA and the developers of Parcel B and NJDOT officials. This was a preliminary meeting to discuss the concept plan for the redevelopment of Parcel B, and some issues related to the traffic on and near Route 35.

Dennis Connelly stated that he and members of the Eatontown Ad Hoc Committee are excited at the prospect of the Parcel B project coming to life, and that the preliminary concept plans that have been shared show that the project should make a tremendous impact on the economic vitality of Eatontown.

XI. PUBLIC COMMENT REGARDING ANY FMERA BUSINESS [5 minutes re: any FMERA business]

Linda Zucaro of Tinton Falls stated that it is sometimes hard to hear the discussion at the table and asked that the Board members use the microphones when speaking.

Tom Mahedy of Wall Township referred to the Board memo regarding Parcel F-3 quoting “an elevated boardwalk to allow for an outdoor classroom”. Mr. Mahedy asserted that contamination from the gas station on the site is moving towards the water near the Teen Center and will cause contamination to the children at the site. Mr. Mahedy asserted that the tax payers are paying the Army to get contaminated land. Mr. Mahedy asserted that the NJSP and the Oceanport Police Department have not been told of the contaminated water at their buildings. Mr. Mahedy asked why the Army Restoration Advisory Board (RAB) no longer meets and asserted that the RAB computer system was hacked and all of the files were erased. Mr. Mahedy asserted that the Veterans project is being developed in a contaminated area. Mr. Mahedy asked who gave the orders to build the Pistol Range for \$10MM during the same year of the BRAC closing. Mr. Mahedy asked what the political contributions are from the prospective developers. Mr. Mahedy asked who paid for the flat screen television in FMERA’s waiting area.

Mr. Steadman answered Mr. Mahedy by stating that there is no indication of contamination near the supposed location of the County’s planned elevated walkway for the outdoor classroom at the Teen Center. The Army has installed monitoring wells which they will be sampling, the data from which will demonstrate to the NJDEP if/where any contamination is located. Mr. Steadman answered Mr. Mahedy by stating that the drinking water is not contaminated and is tested according the local, state, and federal requirements, as has been reported on several occasions in the past, and that Oceanport ran its own independent test of the drinking water at the former fire department building (where the Oceanport PD is housed), and that Oceanport’s test showed the drinking water is not contaminated. Mr. Steadman stated that the RAB is an Army entity and maintenance of its

schedule of meetings does not involve FMERA. Mr. Steadman stated that the Veterans area is not a contaminated area and that there is an adjacent green landfill that is currently under evaluation, as has been reported at several FMERA Board meetings in the past. Mr. Steadman stated that prospective developers are required to complete Chapter 51/Owner Disclosure forms which are submitted to the N.J. Treasury for approval and compliance for every FMERA RFOTP. Mr. Steadman stated that he had no knowledge of the background issues associated with the construction of the Pistol Range. Mr. Steadman reported that the flat screen television in question is a several year-old model that is owned by the Army, and that all of the furniture in the FMERA offices is reused Army furniture that eventually will be acquired by FMERA under a bill of sale associated with the Phase 1 and Phase 2 EDCs.

Lillian Burry noted that it is the County's policy not to acquire contaminated property, and that the County would review thoroughly any Army reports, along with NJDEP comments, prior to accepting title to any Fort property.

The next item before the Board was to adjourn the Public Session of the meeting and enter into Executive Session – OPMA Exemption N.J.S.A. 10:4-12b(5) and (7):

A motion to go into executive session to discuss the pending real estate contract negotiations with the Army and for which the minutes are not anticipated to become available to the public until the negotiations are concluded and FMERA determines that the need for confidentiality no longer exists.

A motion was made by Dennis Connelly and was seconded by Gerald Turning.

The Board adjourned the Public Session of the meeting and entered into Executive Session – OPMA Exemption N.J.S.A. 10:4-12b(5) and (7): Update on Real Estate and Contract Negotiations with the Army.

On a motion by Lillian Burry, seconded by Michael Collins, and unanimously approved by all voting members present, the Board adjourned the Executive Session at 8:32. and opened the Public Session.

There being no further business, on a motion by Jay Coffey seconded by Michael Collins and unanimously approved by all voting members present, the meeting was adjourned at 8:34 p.m.

Certification: The foregoing and attachments represent a true and complete summary of the actions taken by the Fort Monmouth Economic Revitalization Authority at its Board Meeting.



Bruce Steadman - Secretary

ADOPTED
February 17, 2016

Resolution Regarding
Transmittal to Host Municipalities of Proposed Fifth Plan Amendment Permitting
Alternative Development Scenario in Tinton Falls

WHEREAS, the FMERA Act, P.L. 2010, c.51, in N.J.S.A. 52:27I-26(c), and the Land Use Rules, in N.J.A.C. 19:31C-3.27, authorize FMERA to amend the plan from time to time; and

WHEREAS, pursuant to the FMERA Act and the Land Use Rules, FMERA must transmit any proposed Reuse Plan amendment to the governing body of the three municipalities for a 45-day comment period and then consider any comments prior to the Board approving or disapproving the amendment; and

WHEREAS, the proposed Amendment #5, prepared by the Authority's contracted professional planner Phillips Preiss Grygiel (PPG), encompasses the Pistol Range parcel, and adjacent 1.5 acre Satellite Road property, in Tinton Falls; and

WHEREAS, the Reuse Plan envisioned the institutional/civic reuse of the former Pistol Range, the demolition of the extant structures, including Buildings 2628 and 2629, and the reforesting of the adjacent 1.5 acres along Satellite Road; and

WHEREAS, Plan Amendment #3, as adopted by the FMERA Board in November 2015, included the commercial reuse of the former Pistol Range and the adjacent 1.5 acre parcel along Satellite Drive for commercial and/or accessory parking; and

WHEREAS, based on negotiations and opportunities that arose through the Request for Offers to Purchase (RFOTP) process for the property, FMERA staff and PPG prepared the proposed Amendment #5; and

WHEREAS, the land uses proposed in Amendment #5 include the development of an additional 58,000 square feet of nonresidential building, the commercial reuse of the former Pistol Range, Building 2628 and Building 2629, additional commercial/retail use in the adjacent 1.5 acre portion of the parcel on Satellite Road, and a new east-west road connecting Satellite Road to Pearl Harbor Drive just north of the Pistol Range parcel; and

WHEREAS, the land uses in proposed Amendment #5 supersedes the uses for the Pistol Range parcel and adjacent 1.5 acres in Plan Amendment #3; and

WHEREAS, staff has reviewed the proposed Amendment #3 with regard to the guidance for reviewing a proposed amendment and reached the following conclusions: (1) this Amendment would not change the total number of residential units planned in Tinton Falls; (2) this Amendment affects only the Tinton Falls Reuse Area, and the value and use of adjacent parcels in Tinton Falls is increased due to the incorporation of market-driven interest and uses;

(3) this Amendment would maintain the overarching land use concepts, objectives and principles of the Reuse Plan; (4) this Amendment is consistent with the Authority's BRAC obligations and the existing Phase I Economic Development Conveyance Agreement with the Army; and (5) this Amendment includes changes to circulation envisioned in the Reuse Plan to address the land use changes; and

WHEREAS, the Real Estate Committee has reviewed the proposed plan change Amendment #5, and recommends approval of the transmittal of the proposed amendment to the governing body of each host municipality.

THEREFORE, BE IT RESOLVED THAT:

1. For the reasons expressed in the attached memorandum, the Authority approves the transmittal to the governing body of each of the three host municipalities of the proposed attached Amendment #5 to the Fort Monmouth Reuse and Redevelopment Plan that would permit additional land uses for the Pistol Range and adjacent 1.5 acre parcel on Satellite Road in the Tinton Falls Reuse Area.

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days, Saturdays, Sundays, and public holidays excepted, after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor of the State of New Jersey for his approval, unless during such 10-day period the Governor of the State of New Jersey shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

ATTACHMENT

Dated: February 17, 2016

EXHIBIT 1

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Transmittal to Host Municipalities of Proposed Plan Amendment #5 Permitting Additional Development Scenario in Tinton Falls

DATE: February 17, 2016

Request

I am requesting that the Board of Members approve the transmittal to the three host municipalities of the proposed Amendment #5 to the Fort Monmouth Reuse and Redevelopment Plan (Reuse Plan) that would permit an additional development scenario in Tinton Falls.

Background

In 2008, the Fort Monmouth Reuse and Redevelopment Plan (Reuse Plan) was completed and accepted by the U.S. Department of Housing and Urban Development and the U.S. Department of Defense, and serves as the Plan for the redevelopment and revitalization of Fort Monmouth to be implemented by FMERA. FMERA's enabling legislation, P.L. 2010 c. 51 (the Act), the Land Use Rules subsequently adopted in 2013, N.J.A.C. 19:31C-3 et seq. (Land Use Rules), and the Reuse Plan contemplate that amendments to the Reuse Plan would be required from time to time. Specifically, the Act authorizes FMERA "to adopt, revise, adjust, and implement... any aspect of the plan."

Reuse Plan amendments allow FMERA to respond to opportunities that arise through the Request for Offers to Purchase (RFOTP) process. The amendment is required to be a report or statement with proposals that include the following:

1. A statement of objectives, assumptions, and standards on which the plan is based;
2. The relationship to Statewide, county and municipal planning objectives;
3. Proposed land uses; and
4. Any significant relationship to municipal and county plans as well as the State Development and Redevelopment Plan.

According to the Land Use Rules, the FMERA Board shall consider the following as guidance when reviewing a proposed amendment:

1. Whether the proposed amendment would result in a material change in the overall development yield or affordable housing obligations of the host municipality, or would result in any negative impact to the Authority's obligations pursuant to the Fair Housing Act of 1985;
2. Whether the proposed amendment would result in any significant adverse impact on other areas of Fort Monmouth;
3. Whether the proposed amendment would substantially impair the intent and purposes of the Reuse Plan
4. Whether the proposed amendment would have any negative impact to the Authority's obligations pursuant to the Base Realignment and Closure Act (BRAC) and any agreement with the U.S. Army conveying Fort Monmouth property to the Authority; and
5. Whether the proposed amendment would have significant adverse infrastructure ramifications different from those envisioned in the Reuse Plan.

In accordance with the Act and the Land Use Rules, prior to approving an amendment to the Plan, the amendment must be transmitted to the governing body of each host municipality for a 45 day comment period, at the end of which each municipality may provide FMERA with a written report containing the municipality's recommendations. Staff will review the report from each host municipality and prepare a preliminary analysis with reasons for accepting or not accepting the recommendations. This report shall be presented to the Board for its consideration and approval.

Development Contemplated under the Reuse Plan

The Reuse Plan currently envisions the redevelopment of the Tinton Falls Reuse Area for approximately one million square feet of non-residential uses and 288 residential uses. The Reuse Plan included development of a high-tech business campus with a multi-use town center with ground-floor retail space with mixed-income housing or professional office space above, and standalone residential, institutional and civic uses. The Tinton Falls Reuse Area also included the commercial reuse of former fabrication shops and the institutional reuse of police training facilities at the pistol range. Reuse of additional facilities in Tinton Falls included the commercial gas station on Hope Road and the governmental reuse of the Fire Station on Corregidor Road.

In May of 2012, the FMERA Board approved Plan Amendment #1, which allowed for an alternative development scenario concept for approximately 55 acres in Tinton Falls then known as Parcel E. This amendment allowed for the commercial redevelopment of the parcel, and redistributed the 126 residential units planned in Parcel E to other sites in Tinton Falls. The alternative development scenario became the plan for the relevant portions of Tinton Falls upon the commercial redevelopment of Parcel E. The completion of the CommVault headquarters on this parcel has quickly encouraged continued development in Tinton Falls.

In November of 2015, the FMERA Board approved Plan Amendment #3, which allowed for alternative and additional development scenarios for several parcels in Tinton Falls, including the following: (1) Light industrial/fabrication/assembly use at the Pinebrook Road Commerce Center Parcel and adjacent 1.5 acres, including incidental office and limited ancillary retail uses; (2) Low-density and expanded medium-density residential uses and retail uses in Parcel C; (3)

Reduce the number of residential units in Parcel C1; (4) Allow for the potential demolition of the commercial gas station on Hope Road and the institutional/civic use of the parcel; (5) Allow for the commercial reuse of the Charles Wood Fire Station, as well as the ancillary commercial and/or accessory parking use of the adjacent parcel. In addition, Plan Amendment #3 allows for the commercial reuse of the former Pistol Range and the adjacent 1.5 acre parcel along Satellite Drive for commercial and/or accessory parking. Although the 1.5 acre parcel is envisioned in the Reuse Plan as passive open space that is to be “reforested,” the land is currently improved with remnants from its former uses as fire and police training facilities including concrete pads, a paved roadway, and a fragmented segment of a railroad track and is not currently forested.

The Proposed Reuse Plan Amendment

The attached proposed Amendment #5 prepared by the Authority’s planning consultant, Phillips Preiss Grygiel, LLC (PPG) encompasses the former Pistol Range and the adjacent 1.5 acre parcel on Satellite Road in the Tinton Falls Reuse Area. The proposed Amendment maintains the Plan’s land use concepts and plans while permitting a development scenario for the parcel that, if pursued, would result in the development of an additional 58,000 square feet of nonresidential building, including approximately 46,000 square feet of commercial/recreation uses in an expanded Building 2627, a new $\pm 10,000$ square foot light industrial/fabrication/assembly building (which use was previously defined in Plan Amendment #3) and an additional $\pm 2,000$ square feet of light industrial/fabrication/assembly and/or commercial recreation in an expanded Building 2628. This amendment would still allow for the commercial reuse of the former Pistol Range, as well as additional commercial/retail use in the adjacent 1.5 acre portion of the parcel on Satellite Road. In addition, the proposed amendment includes the reuse of Building 2629, a former fire training facility, for ancillary training uses for the commercial recreation facility in the former Pistol Range. Finally, the amendment also contemplates a new east-west road connecting Satellite Road to Pearl Harbor Drive just north of the Pistol Range parcel.

The amendment adds a new definition for commercial recreation facility as a subset of the retail/commercial uses in FMERA’s Land Use Rules. This is defined as “a recreation facility operated as a business and open to the public for a fee for the purpose of recreation and entertainment, including, but not limited to, health clubs, bowling alleys, skating rinks, indoor driving ranges, indoor pistol/rifle ranges, indoor batting cages, indoor sports courts, indoor archery ranges, and indoor swimming pools.”

This amendment supersedes the uses depicted for this parcel in Amendment #3. Staff recommends these changes as the highest and best use for the site based on the results of the Requests for Offers to Purchase (RFOTPs).

Staff has reviewed the Amendment with regard to the criteria in the Land Use Rules, in N.J.A.C. 19:31C-3.27(c)5, for reviewing a proposed amendment and proposes the following conclusions:

1. This Amendment would not change the total number of residential units planned in Tinton Falls.
2. This Amendment affects only the Tinton Falls Reuse Area. As to those portions of the Tinton Falls Reuse Area not modified by this Amendment, their value and use is

increased due to the incorporation of market-driven interest and uses in the parcels that are modified by this Amendment.

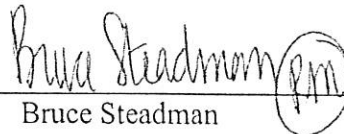
3. This Amendment would maintain the overarching land use concepts, objectives and principles of the Reuse Plan; thus, the Reuse Plan would remain a rational coordinated land use plan.
4. This Amendment is consistent with the Authority's BRAC obligations and the existing Phase 1 Economic Development Conveyance (EDC) agreement with the Army by aligning the planned uses with actual market-driven responses to RFOTPs.
5. The proposed Amendment includes changes to circulation envisioned in the Reuse Plan to address the land use changes. As indicated in the Reuse Plan, impacts on the existing gas, electric, water, wastewater and telephone utilities are to be evaluated at site plan review for a specific project.

In order for the Authority to begin the public process required before the Board considers approval or disapproval of the amendment to the Plan, FMERA staff is requesting approval to transmit the attached proposed Amendment to the governing body of each of the three host municipalities. The proposed changes included in the Amendment currently demonstrate an overall reduction in the open space preserved or protected in the Tinton Falls Reuse Area, although there is no change to the open space as previously approved in Plan Amendment #3. Staff is working on strategies to accommodate additional open space within Tinton Falls, in accordance with the Board approved guidance in the Suggested Implementation of Open Space Inventory for Redevelopment of Fort Monmouth.

The Real Estate Committee reviewed proposed Plan Amendment #5 and recommends Board approval of the transmittal to the three host municipalities.

Recommendation

In summary, I am requesting that the Board approve the transmittal to the three host municipalities of the proposed Amendment #5 to the Reuse Plan that would permit alternative development scenarios in Tinton Falls.


Bruce Steadman

Attachments: Proposed Reuse Plan Amendment #5
Prepared by: Candice Valente

ADOPTED
February 17, 2016

Resolution Regarding
**Authorization for FMERA to Enter into a Purchase and Sale Agreement and
Redevelopment Agreement with Monmouth County Park System for Parcel F-3**

WHEREAS, on February 6, 2015, FMERA issued and publicly advertised a Request for Offers to Purchase (RFOTP) for Parcel F-3, an approximately 3.5 acre parcel of land including Building #2567, a former gas station and shoppette building, and the accompanying paved and parking areas, in the Tinton Falls Reuse Area; and

WHEREAS, the RFOTP accepted offers to reuse for commercial and/or open space beyond the reuse as a gas station/convenience store as envisioned in the Fort Monmouth Reuse and Redevelopment Plan; and

WHEREAS, FMERA received one proposal for the property on April 7, 2015, and an evaluation committee evaluated and scored the proposal, and agreed that the proposal was compliant with the RFOTP; and

WHEREAS, the proposal from Monmouth County Park System (MCPS) includes open space improvements and facilities to support the functions and parking needs of the adjacent Monmouth County Recreation Center; and

WHEREAS, negotiations with MCPS have resulted in the attached Purchase and Sale Agreement and Redevelopment Agreement (PSARA); and

WHEREAS, the terms of the proposed PSARA include MCPS' payment of \$560,000 for the property; initial closing will occur within 30 days of satisfaction of the conditions precedent, which include MCPS completing due diligence and obtaining all approvals necessary to develop the project and consent from the NJEDA Board of MCPS as redeveloper; and

WHEREAS, a subsequent closing for the carve-out parcel, a former fueling station, shall occur after receipt of a final remediation document from the New Jersey Department of Environmental Protection; and

WHEREAS, the Real Estate Committee has reviewed this transaction and recommends that the PSARA be forwarded to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the selection of Monmouth County Park System, as the purchaser of Parcel F-3 and associated property in Tinton Falls pursuant to the February 6, 2015 Requests for Offers to Purchase (RFOTP), on terms substantially consistent to those set

forth in the attached memorandum and the attached Purchase and Sale Agreement and Redevelopment Agreement (PSARA) and with final terms acceptable to the Executive Director and the Attorney General's Office, and authorizes the Executive Director to execute the PSARA and take any necessary actions to effectuate the selection of Monmouth County Park System as the purchaser.

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days, Saturdays, Sundays, and public holidays excepted, after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor of the State of New Jersey for his approval, unless during such 10-day period the Governor of the State of New Jersey shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

ATTACHMENT

Dated: February 17, 2016

EXHIBIT 2

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

DATE: February 17, 2015

RE: FMERA Purchase and Sale & Redevelopment Agreement with Monmouth County for Parcel F-3 which includes Building 2657 in the Tinton Falls Reuse Area

Summary

I am requesting that the Board approve the Authority's execution of a Purchase and Sale & Redevelopment Agreement ("PSARA") with Monmouth County ("MC") for the sale and redevelopment of Parcel F-3 and Building 2657 (the "Project") in the Tinton Falls Reuse Area.

Background

FMERA issued a Request for Offers to Purchase ("RFOTP") in connection with the planned redevelopment of the Project on February 6, 2015. The RFOTP included a parcel approximately 3.5± acres in size containing the +1,335 sf former Shoppette Building and Gas station (#2567) constructed in 1970, and the accompanying paved and parking areas. The Fort Monmouth Reuse and Redevelopment Plan ("Reuse Plan") calls for the reuse of the building as a gas station/shoppette with the majority of the Property as passive open space. In addition, FMERA envisioned the Property could also be used in a commercial or open space/recreation capacity. Therefore, the RFOTP accepted offers to reuse for commercial or open space/recreation redevelopment. Proposals were due on April 7, 2015, with FMERA receiving a proposal from one entity, MC. MC proposal, as submitted, was compliant with the RFOTP and proposed open space improvements, as well as facilities designed to assist the adjacent MC Recreation Center parcel. Three members of the FMERA staff independently evaluated and scored the proposal. The evaluation committee agreed that the MC proposal was compliant with the RFOTP, and recommended FMERA staff proceed to negotiations for a Purchase and Sale Agreement & Redevelopment Agreement (PSARA).

Subsequent to FMERA selecting Purchaser as the winning bidder, FMERA included this Project as part of the Tinton Falls omnibus Amendment #3, approved on November 12, 2015. The

amendment permits the removal of the fueling pumps, fueling canopy, and above ground storage tank on site; and the renovation and eventual replacement of Building 2567 with a new storage and maintenance facility to be used by Monmouth County. In addition, this amendment permits an expanded parking area that would serve the active recreation and passive open space uses on Parcel F-3 and the adjacent County operated parcel. Finally, this amendment also permits the creation of a wetlands park and boardwalk on the remainder of the parcel that is not currently improved.

MC through its Park System provides the County with 15,940 acres of Open Space, Parks and Recreation. As part of their recreation efforts, MC has operated the Fort Monmouth Recreation Center (which is adjacent to F-3) since August 2013. Through the Recreation Center, MC has provided over 500 programs, classes and events. MC intends to acquire the F-3 Parcel to provide additional open space to the community, as well as, facilities to provide additional support to the recreation area. Specifically, MC's proposal includes expanding the parking facilities for the Recreation Center, adding additional storage facilities to support events, create a dedicated maintenance facility to service the area, and restore wetlands on-site with an elevated boardwalk to allow for an outdoor classroom. The Project and associated renovations are scheduled to be completed within sixty (60) months of Project commencement. The Project would result in the creation of thirty-eight (38) full, part time or seasonal new jobs at Fort Monmouth within thirty-six (36) months of closing. MC intends to pay for the purchase and all necessary improvements with available and uncommitted appropriations from the Monmouth County budget.

The EDC Agreement calls for the Army to receive 63% of the net proceeds from the sale of Building 2567, with FMERA receiving the remainder. MC's offer price for the property was \$560,000. The Army has agreed to base the Property's Floor Price on this figure.

Purchase and Sale & Redevelopment Agreement

Pursuant to the terms of the PSARA, MC will pay \$560,000 for the property, reflecting its proposal. Initial closing will occur within thirty (30) days of satisfaction of the conditions precedent to closing, which include: MC completing due diligence and obtaining all approvals necessary to develop the Project; and consent from the NJEDA Board of MC as redeveloper. Subsequent closing shall occur when Seller conveys title to the environmental carve-out parcel (ECP 34), a former fueling station located on the Property via quitclaim deed for no additional consideration upon Army's receipt of a No Further Action letter or equivalent environmental clearance from the NJ Department of Environmental Protection. The parties will endeavor to satisfy these contingencies within six (6) months of execution of the PSARA. MC will have the option of extending this time period for an additional six (6) month period if it has not obtained approvals within the initial six month timeframe provided it is proceeding in good faith. FMERA will convey the property to MC in as-is condition, but with clear title and subject to the Army's on-going obligations under CERCLA to address any pre-existing contamination that may exist on the property.

MC will demolish the fuel pumps, fuel canopy and AST along with the convenience store over two phases. Purchaser will then construct a new maintenance building with storage and an employee support facility. In addition, MC will expand the parking lot for the neighboring

Recreation Center, install landscaping and lights. For the unimproved section of the parcel, MC will install a wetland boardwalk for passive recreation. MC will upgrade site improvements, re-establish utility service to the property, clean the building's exterior, and bring Building 2567 to full code compliance (as evidenced by receipt of a temporary certificate of occupancy). The Project will be undertaken in two phases with the first phase incurring a minimum investment of \$837,000 and the second phase incurring an additional \$1,106,000. The purchaser covenants to create a minimum of thirty-eight (38) additional full-time, part-time or seasonal jobs at the property within thirty-six (36) months of closing. Provided all approvals are in place, MC will commence the site improvement and renovation work within forty-five (45) days of closing and complete construction within sixty (60) months of closing. In the event that MC does not commence or complete construction within the timeframes specified above, FMERA may exercise a right to repurchase the Project from MC for the initial sale price of \$560,000 plus the cost of improvements made by MC.

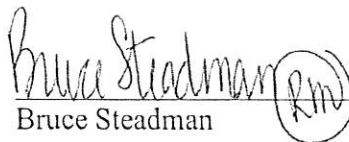
Based on the redevelopment provisions of the PSARA between FMERA and MC, staff concludes that the essential elements of a redevelopment agreement between FMERA and MC are sufficiently addressed and that it is not necessary for FMERA to enter into a separate redevelopment agreement with MC for its redevelopment of Building 2657.

Attached is a substantially final form of the PSARA between FMERA and MC. The final terms of the PSARA will be subject to the approval of FMERA's Executive Director and the Attorney General's Office.

The Real Estate Committee has reviewed the PSARA and recommends Board approval.

Recommendation

In summary, I am requesting that the Board authorize the execution of a Purchase and Sale & Redevelopment Agreement with Monmouth County for Parcel F-3 and Building 2657 in the Tinton Falls Reuse Area.


Bruce Steadman

Attachment: Purchase and Sale Agreement and Redevelopment Agreement
Prepared by: Kara A. Kopach

ADOPTED
February 17, 2016

Resolution Regarding
Conveyance of Teen Center and Swimming Pool to County of Monmouth and
Reassignment of Outstanding County Obligations

WHEREAS, the Teen Center and Swimming Pool facilities include Buildings 2566 and 2569 and their associated parking areas on approximately 6.5 acres in Tinton Falls; and

WHEREAS, the County is seeking to acquire the property as a public recreational facility to be managed by the Monmouth County Parks Department; and

WHEREAS, at the December 2012 meeting of the Authority, the Board approved the Notice of Interest evaluation scoring of the Property and authorized staff to transfer ownership to the County at a discounted price of \$502,645; and

WHEREAS, also in December 2012 the Board authorized FMERA to enter into a Developer Agreement among the County of Monmouth, the Borough of Tinton Falls, CommVault and FMERA (Developer Agreement), which entailed improvements by the County that were expected to cost equal to or more than the discounted price for the Property; and

WHEREAS, the completed tasks as defined in the Developer Agreement ended up costing only \$280,816.82, and in August 2015 the Board approved conveying the Property to the County with an agreement that the County will satisfy the outstanding balance of the purchase price by completing other services in-kind and/or infrastructure improvements; and

WHEREAS, the Army retained ownership of a parcel measuring approximately 0.113 acres within the Property where an in-ground septic tank had been located, and this site is awaiting remediation of the septic tank; and

WHEREAS, upon receipt of a remediation report from the Army and resolution, the Army will transfer title to the environmental carve-out area to FMERA, which will then deed the carve-out to the County; and

WHEREAS, the revised Purchase and Sale Agreement enables FMERA and the County to conduct an initial closing for the bulk of the Property and a subsequent closing for the remaining 0.113 acres to the County once the Army has completed the remediation and conveyed the environmental carve-out parcel to FMERA; and

WHEREAS, the Real Estate Committee recommends that the Board approve the conveyance of the Teen Center and Swimming Pool in Tinton Falls to the County via the revised Purchase and Sale Agreement;

THEREFORE, BE IT RESOLVED THAT:

1. For the reasons expressed in the attached memorandum, the Authority approves the conveyance to the County of Monmouth of the Teen Center and Swimming Pool in Tinton Falls and the revised Purchase and Sale Agreement, on terms substantially consistent to those set forth in the attached memorandum and the attached Purchase and Sale Agreement and with final terms acceptable to the Executive Director and the Attorney General's Office. The Executive Director or other staff authorized to execute documents pursuant to Operating Authority is authorized to do and perform all acts necessary to effectuate this action.

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days, Saturdays, Sundays, and public holidays excepted, after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor of the State of New Jersey for his approval, unless during such 10-day period the Governor of the State of New Jersey shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

Dated: February 17, 2016

EXHIBIT 3

MEMORANDUM

TO: Members of the Authority

FROM: Bruce Steadman
Executive Director

RE: Conveyance of the Teen Center and Swimming Pool in Tinton Falls to Monmouth County

DATE: February 17, 2016

Request

I am requesting Board approval of revisions to the Purchase and Sale Agreement for the conveyance of the Teen Center and Swimming Pool in Tinton Falls to Monmouth County. The Board previously approved this transaction in August 2015.

Background

As required by the Federal Base Closure Community Redevelopment and Homeless Assistance Act of 1994, as amended, and its implementing regulations, the Fort Monmouth Economic Revitalization Planning Authority (FMERPA) and its successor agency, the Fort Monmouth Economic Revitalization Authority (FMERA), sought notices of interest (NOIs) for surplus real property at the former Fort Monmouth as part of the state and local screening process. The Phase 1 Economic Development Conveyance (EDC) Agreement with the Army identifies the Monmouth County Teen Center and Swimming Pool (the "Property") as a No-Cost EDC transaction. FMERA is responsible for conveying this property to an end user, with no revenue-sharing with the Army.

Given the significant costs associated with the redevelopment of Fort Monmouth (e.g. utility and road repairs/replacements, demolition of obsolete buildings, maintenance/repair of existing buildings), FMERA staff recommended, and the Board supported, that no NOI properties be transferred to an end user without compensation to FMERA. Through an NOI Evaluation Process, FMERA staff scored each NOI and reviewed this scoring with representatives from the local municipalities and the County. Due to the significant off-site improvements required to support the redevelopment of the parcels in Tinton Falls, both the County of Monmouth and Tinton Falls agreed to provide in-kind services as compensation to FMERA.

In December 2012, the FMERA Board approved the conveyance of the Teen Center and Swimming Pool to the County of Monmouth by Quit Claim Deed, upon FMERA acquiring title to the property, for the discounted purchase price to be paid through services in-kind,

infrastructure improvements, and/or cash. The discounted purchase price is \$502,645.00. At that time, it was expected that the cost of the installation of road and traffic light improvements at the intersection of Hope and Corregidor Roads, including improvements to Corregidor Road would match or exceed this discounted purchase price. These improvements and prices were delineated in the Developer Agreement among CommVault, the Borough of Tinton Falls, FMERA and the County (Developer Agreement), also approved by the FMERA Board in December 2012.

The completed tasks as defined in the Developer Agreement ended up costing only \$280,816.82. Since the Development Agreement obligations were completed as agreed to, in August 2015 the Board approved conveying the Teen Center and Swimming Pool to the County with an agreement that the County will satisfy the outstanding balance of the purchase price by completing other services in-kind and/or infrastructure improvements. The County of Monmouth currently occupies the property under a lease with FMERA and is eager to acquire title to the property.

FMERA staff continues to propose that the following tasks would be most cost effectively completed by the County and are estimated to total approximately \$221,828, the remaining balance of the purchase price:

1. Rebuild Murphy Drive Culvert
2. Road improvements and repaving following installation of water and sewer infrastructure
3. Landscaping and upkeep of recreational and passive open space
4. Storm Sewer maintenance and repair
5. Excavation projects as required.

If the actual cost of these tasks turns out to be less than \$221,828, additional tasks will be performed by the County to satisfy the full balance of the discounted purchase price. If the actual cost is more than \$221,828, the overage will be applied as a credit against the purchase of another property by the County from FMERA.


When the Army conveyed the Charles Wood area to FMERA, it retained ownership of a small portion (0.113 acres in size) of the Property where an in-ground septic tank had been located. The Army continues to hold title to this portion of the Property while it awaits remediation of the septic tank. Upon receipt of remediation report from the Army and resolution, the Army will transfer title to the environmental carve-out area to FMERA, which will then deed the carve-out to the County. The revised Purchase and Sale Agreement enables FMERA and the County to conduct an initial closing for the bulk of the Property and a subsequent closing for the remaining 0.113 acres to the County once the Army has completed the remediation and conveyed the environmental carve-out parcel to FMERA.

A substantially final form of revised Purchase and Sale Agreement between the County and FMERA is attached. The final terms of the Agreement will be subject to the approval of FMERA's Executive Director and the Attorney General's Office.

The Real Estate Committee has reviewed the revised PSA and recommends Board approval.

Recommendation

In summary, FMERA staff requests the Board approval of the revised Purchase and Sale Agreement for the conveyance of the Teen Center and Swimming Pool in Tinton Falls to Monmouth County.


Bruce Steadman

Attachments: Purchase and Sale Agreement
Prepared by: Candice Valente & Kara Kopach

ADOPTED
February 17, 2016

Resolution Regarding
Conveyance of Portion of Pine Brook Road to the Borough of Tinton Falls

WHEREAS, the Fort Monmouth Economic Revitalization Authority (FMERA) is working with the Borough of Tinton Falls to improve access to properties in the Charles Wood Area; and

WHEREAS, a 0.68 acre portion of Pine Brook Road in Tinton Falls (the Property), a municipal street, is currently included in the Fort Monmouth property transferred to FMERA from the U.S. Army in May 2014; and

WHEREAS, the Borough has agreed to accept the Property, as well as the adjacent right-of-way in order to facilitate the redevelopment of the adjacent parcels; and

WHEREAS, FMERA will convey the Property via a Deed of Right of Dedication (Deed), that has been reviewed and approved by the Borough; and

WHEREAS, upon the dedication of the Property the Borough will be responsible for maintenance and improvements to the road; and

WHEREAS, the Real Estate Committee recommends that the Board approve the conveyance of the Property to the Borough;

THEREFORE, BE IT RESOLVED THAT:

1. For the reasons expressed in the attached memorandum, the Authority approves the conveyance to the Borough of Tinton Falls of a portion of Pine Brook Road on terms substantially consistent to those set forth in the attached memorandum and the attached Deed and with final terms acceptable to the Executive Director and the Attorney General's Office. The Executive Director or other staff authorized to execute documents pursuant to Operating Authority is authorized to do and perform all acts necessary to effectuate this action.

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days, Saturdays, Sundays, and public holidays excepted, after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor of the State of New Jersey for his approval, unless during such 10-day period the Governor of the State of New Jersey shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

Dated: February 17, 2016

EXHIBIT 4

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Recommendation to Approve Conveyance of Portion of Pine Brook Road to the Borough of Tinton Falls

DATE: February 17, 2016

Request

I am requesting that the Members of the Real Estate Committee recommend that the Board of Members approve the conveyance of a portion of Pine Brook Road to the Borough of Tinton Falls.

Background

Governor Christie signed P.L. 2010 c. 51 on August 17, 2010 to create the Fort Monmouth Economic Revitalization Authority (FMERA or the Authority). The economies, environment, and quality of life of the host municipalities, Monmouth County, and the State will benefit from the efficient, coordinated, and comprehensive redevelopment and revitalization of Fort Monmouth.

In an effort to coordinate the redevelopment of Fort Monmouth, FMERA is working with the Borough of Tinton Falls to improve access to properties in the Charles Wood Area. A portion of Pine Brook Road in Tinton Falls, a municipal street, is currently included in the Fort Monmouth property transferred to FMERA from the U.S. Army in May 2014. The Borough has agreed to accept this portion of the road, as well as the adjacent right-of-way in order to facilitate the redevelopment of the adjacent parcels.

FMERA will convey the property via a Deed of Right of Dedication (Deed), which is attached, that has been reviewed and approved by the Borough. Upon the dedication of the portion of the road, which measures approximately 0.68 acres, the Borough will be responsible for maintenance and improvements to the road.

The attached Deed is in substantially final form. The final document will be subject to the approval of FMERA's Executive Director and the Attorney General's Office.

The Real Estate Committee reviewed the Deed and recommends Board approval of the conveyance of the property.

Recommendation

In summary, I am requesting that the Board approve the conveyance of a portion of Pine Brook Road to the Borough of Tinton Falls.


Bruce Steadman

Attachments: Deed of Right of Dedication
Parcel Map
Prepared by: Candice Valente

ADOPTED
February 17, 2016

Resolution Regarding
Consideration of Authorization for FMERA Staff to Enter into Exclusive Negotiations for a Purchase Agreement Pursuant to the Request for Offers to Purchase (RFOTP) for Parcel B

WHEREAS, on February 10, 2015, FMERA issued and publicly advertised a Request for Offers to Purchase (RFOTP) with a response date of July 10, 2015, in connection with the planned redevelopment of Parcel B in Eatontown; and

WHEREAS, Parcel B is a 77-acre parcel located in the Eatontown Reuse Area, containing 13 obsolete buildings slated for demolition in the Fort Monmouth Reuse and Redevelopment Plan (Reuse Plan), which could accommodate approximately 250,000 square feet of retail and other commercial uses, along with 302 housing units; and

WHEREAS, the RFOTP also included an option to bid on an additional 12 acres in the Eatontown Reuse Area, which includes Buildings 1206 and 1207, slated for reuse in the Reuse Plan; and

WHEREAS, FMERA received five proposals for Parcel B, which were scored independently by an evaluation committee; and

WHEREAS, Fort Monmouth Parcel B Redevelopment, LLC, received the highest score and submitted the highest price proposal, and the proposal included a viable and fair proposal for the optional 12-acre property; and

WHEREAS, the RFOTP noted that offers proposing to develop additional commercial/retail space on Parcel B would be considered and the leading bidder proposed approximately 350,000 square feet of retail, and an additional approximately 40,000 square feet of office space, in conjunction with the 302 residential units; and

WHEREAS, as provided in the Rules for the Sale of Real and Personal Property, FMERA staff has determined during the evaluation process that there is a high likelihood that negotiating with Fort Monmouth Parcel B Redevelopment, LLC, will lead to an acceptable sales contract between the parties, and, if exclusive negotiations are approved, Fort Monmouth Parcel B Redevelopment, LLC, will make an additional deposit of 10% of the proposed purchase price that will be credited to Fort Monmouth Parcel B Redevelopment, LLC, at closing; and

WHEREAS, the FMERA Real Estate Committee recommends that the Board of Directors authorize the FMERA staff to enter into exclusive negotiations with Fort Monmouth Parcel B Redevelopment, LLC for a purchase agreement pursuant to the RFOTP for Parcels B.

THEREFORE, BE IT RESOLVED THAT:

1. For the reasons expressed in the attached memorandum, the Authority authorizes the FMERA Staff to enter into exclusive negotiations with Fort Monmouth Parcel B Redevelopment, LLC, for a purchase agreement pursuant to the RFOTPs for Parcel B. The Executive Director or other staff authorized to execute documents pursuant to Operating Authority is authorized to do and perform all acts necessary to effectuate exclusive negotiations.

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days, Saturdays, Sundays, and public holidays excepted, after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor of the State of New Jersey for his approval, unless during such 10-day period the Governor of the State of New Jersey shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

Dated: February 17, 2016

EXHIBIT 5

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Recommendation to Authorize FMERA Staff to Enter into Exclusive Negotiations for a Purchase Agreement Pursuant to the Request for Offers to Purchase (RFOTP) for Parcel B with Fort Monmouth Parcel B Redevelopment LLC

DATE: February 17, 2016

Request

I am requesting that the Board of Members authorize FMERA staff to enter into exclusive negotiations for a purchase agreement pursuant to the Request for Offers to Purchase (RFOTP) for Parcel B in Eatontown, in accordance with the Authority's Rules for the Sale of Real and Personal Property (Sales Rules).

Background

FMERA previously issued a Request for Offers to Purchase (RFOTP) in connection with the planned redevelopment of Parcels B in Eatontown on March 26, 2013. At the time, Parcel B was a 55.327 acre tract fronting on Route 35 in the Eatontown Reuse Area of the Main Post. The Fort Monmouth Reuse and Redevelopment Plan (Reuse Plan) calls for the 480,000± sf of existing buildings to be demolished and replaced with up to 150,000 sf of retail and commercial uses and 302 housing units, 20% of which must be affordable to low- and moderate-income households. This initial Parcel B is a Phase One property in FMERA's June 25, 2012 Economic Development Conveyance Agreement (EDC Agreement) with the Army. Title to the 55.327 acre tract was transferred to FMERA in June 2014.

Proposals were received from four entities in June 2013, with one of the proposers offering multiple scenarios for development, as permitted by the RFOTP. An Evaluation Committee consisting of three FMERA staff members and one Army representative independently scored the proposals, and then met as a team to rank the responses in accordance with the Authority's Sales Rules. Subsequently, the proposer that was ranked highest by the Evaluation Committee was disqualified for non-compliance with New Jersey's political contributions law, P.L. 2005, c. 51. Following the disqualification of the top scoring proposer, staff met with the second-ranked party to discuss its proposal, including how it addressed the Borough's preference for owner-occupied housing and the project's proposed retail/commercial component. After the meeting



and a subsequent discussion with the proposer, staff believed the second-ranked proposal fell short of the high standards the Reuse Plan allows. A review of the other proposals submitted for Parcel B met with a similar staff opinion, as none of the responses received proposed a lifestyle town center format that blends residential use with retail use in a pedestrian friendly manner. Although these proposals generally complied with the technical requirements of the Reuse Plan, staff believed they fell short of FMERA's high expectations for this property. The Reuse Plan allows this extremely important parcel to be developed as a high quality Lifestyle Center and Eatontown Gateway. The Reuse Plan describes a "vibrant pedestrian environment" and "exciting gateway," with connectivity and interaction between the parcel's retail and residential components. At its January 2014 meeting, the Real Estate Committee concurred with this assessment and with staff's commitment to fulfilling these qualitative objectives, because the spirit and intent of the Reuse Plan sets the bar very high for this important Eatontown project.

In February 2014, the Board authorized staff to terminate the original RFOTP and issue a new RFOTP for Parcel B in order to meet the Reuse Plan's goal of creating a lifestyle town center that blends residential use with retail use in a pedestrian friendly manner, resulting in an exciting and attractive gateway to the Fort. Staff indicated that the new RFOTP will place greater emphasis on those qualities we think necessary to achieve the type of "vibrant pedestrian environment" and "exciting gateway" into the Fort that was envisioned in the Reuse Plan. For example, staff recommended that proposals which provide the following be given a greater weight than those that do not:

- A pedestrian-oriented, "Main Street" retail spine that services in-line retail frontage, and is visually defined through a combination of architecture, paving materials, plazas, open space, fountains, public art, landscaping, creative use of water retention/detention basins, and other design features. Large-format retail should be reserved for a few key "anchor" locations.
- A pedestrian network which connects all of the retail uses to one another and to the nearby municipal and residential uses. Such pathways should include pedestrian amenities such as benches and picnic tables.
- Retail development characterized by a uniform architecture and design theme which incorporates complementary landscaping and streetscape improvements.
- Screening of parking from Route 35 by placing the retail buildings between Route 35 and the parking areas and/or a generous landscaped buffer through lawn areas, street trees, berms or other methods along the Route 35 frontage.
- Buildings oriented toward the Avenue of Memories in order to enhance the gateway into the Fort.
- Retail buildings which include residential dwelling units above.
- Other creative amenities or layout concepts that would make this a destination that will attract visitors to Eatontown.

Additionally, the new RFOTP provided greater emphasis and weighting of proposals that reflect the preference of FMERA and the Borough of Eatontown for owner-occupied housing. Proposals received from both RFOTPs for Parcel B will continue to be treated as confidential until FMERA has completed negotiations for the sale and redevelopment of Parcel B.

Subsequently, in March 2014, FMERA staff reached preliminary agreement with the Army over the terms of FMERA's purchase of the balance of the Main Post, through a Phase 2 EDC agreement. FMERA's acquisition of the Main Post, anticipated to occur in the 2nd Quarter of 2016, presented the opportunity to reconfigure the boundaries of Parcel B to respond to changing market conditions and maximize the value of the property. Accordingly, staff recommended that Building 1208, 1209 and 1210, a series of obsolete structures, along with several smaller structures – Buildings 1212, 1213, 1214 and 1220 – be included within an expanded Parcel B. Staff also proposed that Mallette Hall (Building 1207), Pruden Hall, its connected indoor theater (Building 1206) and the abutting outdoor amphitheater be added to the RFOTP as an optional property, either for renovation or demolition. Mallette Hall is a 57,386 sf circa 1953 office building that served as CECOM headquarters. The Reuse Plan contemplated that Mallette would serve as Eatontown's future municipal center; the Borough, however, has indicated that it does not intend to pursue that use. Consequently, the building is available for an alternate use. Staff believed that this expanded Parcel B site could accommodate 250,000± sf of retail and other commercial uses, along with the 302 units of housing called for in the initial RFOTP.

In January 2015, the FMERA Board authorized staff to add 22 acres to Parcel B, which increased the potential buildout of retail and/or commercial development on the parcel, while keeping the number of housing units at 302. Additionally, the new RFOTP added another 12 acres including Mallette Hall as an optional component, for a total expansion of up to ±34 acres. As authorized by the Board on February 10, 2015, FMERA issued the RFOTP for the expanded Parcel B. The RFOTPs were advertised in the Asbury Park Press and the Star Ledger, and posted to the FMERA, New Jersey Economic Development Authority (NJEDA) and New Jersey State Business Portal websites. Proposals were due on July 10, 2015 and proposals were received from five entities, with two of the proposers offering multiple scenarios for development, as permitted by the RFOTP. Proposals were received from: (i) ARCH (Eagle Realty and HovWest); (ii) Basser Kaufman and American Properties; (iii) Lennar and U.S. Home Corporation; (iv) National Realty; and (v) Fort Monmouth Parcel B Redevelopment LLC.

An Evaluation Committee consisting of four FMERA staff members and one Army representative independently scored the proposals, and then met as a team to rank the responses in accordance with the Authority's Sales Rules. The Evaluation Committee scored all proposals together, as all proposals would require an amendment to the Reuse Plan. The Promenade at Fort Monmouth, a proposal submitted by Fort Monmouth Parcel B Redevelopment, LLC, a newly-formed single purpose limited liability company, received the highest score and submitted the highest price proposal. The owners of this entity, Paramount at Fort Monmouth, LP, are the owners of Paramount Realty Services, Inc., and LMS Commercial Real Estate. The purchaser will subcontract the management and construction of the residential components of the project to NVR, Inc./Ryan Homes, a publicly traded company. The proposal submitted by Fort Monmouth Parcel B Redevelopment, LLC also included a viable and fair proposal for the optional 12-acre property.

As part of their analysis, the Evaluation Committee reviewed the Promenade at Fort Monmouth proposal for compliance with the Reuse Plan. The proposal touched on all of the qualities described and desired by the Real Estate Committee as summarized in the RFOTP. The RFOTP noted that offers proposing to develop additional commercial/retail space on Parcel B would be considered. The Promenade at Fort Monmouth proposed approximately 350,000 square feet of

retail, and an additional approximately 40,000 square feet of office space, in conjunction with the 302 residential units. FMERA already planned to undertake an amendment to the Reuse Plan incorporating the expanded uses and revised boundaries of Parcel B, and noted this in the RFOTP. Approval of a Reuse Plan amendment will be the sole discretion of the FMERA Board.

Background on Paramount

Founded in 1994, Paramount is a real estate development organization, with 60 employees in New Jersey and Pennsylvania. They own, manage and lease approximately 10,000,000 square feet across the country, including 23 successful communities in New Jersey. In 2015, Paramount had net earnings of \$90 million on gross revenues of \$130 million. Cash on hand at year-end totaled \$50 million. The company will subcontract with NVR/Ryan Homes to complete the residential portion of the Project.

Project description as included in Proposal

Promenade's proposal calls for a total of 302 residential units, 20% of which will be affordable to low- and moderate-income households. In addition, the Project is proposed to include approximately 350,000 square feet of retail, and an additional 40,000± square feet of office space. Promenade's conceptual site plans for Parcel B emphasizes connectivity through the site to the adjacent road network, while promoting pedestrian activity within the development to link the residential section with retail and commercial uses. This includes proposed trails, well-lit paths and walkways with benches, fountains, pavers, statues, and sculpture gardens to create a green network throughout the community. Parcel B also proposes an open space community area for planned community events.

After holding meetings with Paramount representatives, FMERA staff is recommending that FMERA enter into exclusive negotiations with Paramount. As provided in the Sales Rules, FMERA staff has determined during the evaluation process and subsequent discussions with the proposer that there is a high likelihood that negotiating with Paramount will lead to an acceptable sales contract and redevelopment agreement between the parties.

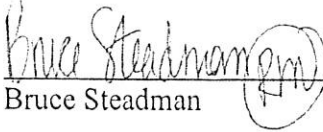
If this request is granted by the FMERA Board, Paramount will make an additional deposit of 10% of the proposed purchase price that will be credited to Paramount at closing. The negotiations will be exclusive in that FMERA will agree in writing not to consider any other proposals and cease negotiations with any other parties for the purchase of the property and instead negotiate with Paramount in good and reasonable faith for the purchase and sale of Parcel B. Paramount will agree in writing to terminate negotiations and discussions for the purchase of other competing property during the exclusive negotiating period. Both parties will agree to keep all negotiations confidential to the extent permissible under New Jersey law.

In addition to successfully completing negotiations, FMERA's execution of a contract to sell Parcel B to Paramount will be contingent upon final approval of the terms and conditions of sale by the FMERA Board at a future date, in the Board's sole and absolute discretion. FMERA's sale of the Phase 2 property within the expanded Parcel B to Paramount will be contingent on FMERA's acquisition of the property through a Phase 2 EDC Agreement with the Army.

The Real Estate Committee has reviewed the request and recommends Board authorization for FMERA staff to enter into exclusive negotiations with Fort Monmouth Parcel B Redevelopment, LLC.

Recommendation

In summary, I am requesting the Board authorize FMERA staff to enter into exclusive negotiations with Fort Monmouth Parcel B Redevelopment, LLC for a Purchase and Sale & Redevelopment Agreement pursuant to the Request for Offers to Purchase for Parcel B in Eatontown.


Bruce Steadman

Attachments: Parcel Map

Prepared by: Candice Valente & Kara Kopach

