

**TO:** Members of the Board

**FROM:** Bruce Steadman  
Executive Director and Secretary

**DATE:** June 15, 2016

**SUBJECT:** Agenda for Board Meeting of the Authority

1. **Call to Order – James V. Gorman, Chairman**
2. **Pledge of Allegiance**
3. **Notice of Public Meeting - Roll Call – Bruce Steadman, Secretary**
4. **Approval of Previous Month’s Board Meeting Minutes**
5. **Welcome – James V. Gorman, Chairman**
6. **Secretary’s Report**
7. **Treasurer’s Report**
8. **Public Comment Regarding Board Action Items**
9. **Presentation from Army Representative**
10. **Executive Director’s Report:**
  - Update on Meetings with Army Representatives
  - Update on Requests for Proposals (RFPs) and Contracts
  - Update on Requests for Offers to Purchase (RFOTPs)
  - Update on Marketing Effort
  - Action Items for Next Month
11. **Committee Reports**
  - Audit Committee – Robert Lucky, Chairman
  - Real Estate Committee – James V. Gorman, Chairman
  - Environmental Staff Advisory Committee – Kenneth J. Kloo, Chairman
  - Historical Preservation Staff Advisory Committee – Bruce Steadman, Interim Chairman

- Housing Staff Advisory Committee – Gina Fischetti, Chairwoman
- Veterans Staff Advisory Committee – Lillian Burry, Chairwoman

12. **Other Board Actions**

- Consideration of Approval of Third Amendment to Purchase and Sale Agreement and Redevelopment for Parcels C & C1 in Tinton Falls

13. **Other Items**

14. **Public Comment Regarding any FMERA Business**

- Responses to questions submitted online or in writing

15. **Executive Session: OPMA EXEMPTION N.J.S.A. 10:4-12b(7):**

- Update on Financing Negotiations with the County of Monmouth

16. **Adjournment**

**Fort Monmouth Economic Revitalization Authority  
Board Meeting  
May 18, 2016  
FMERA Offices, 502 Brewer Avenue, Oceanport, NJ**

**MINUTES OF THE MEETING**

**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
- John Tobia, Monmouth County Director of Public Works and Engineering – V
- Dr. Robert Lucky – Public Member – V
- Gary Baldwin, Tinton Falls Borough Council President – V
- John Patti, Oceanport Councilman – V
- Dennis Connelly, Mayor of Eatontown – V
- Tim Lizura, President & Chief Operation Officer, NJ Economic Development Authority – V
- Kenneth J. Kloo, Directory, Site Remediation Program, NJ Department of Environmental Protection
- Helene Rubin, Section Chief, Division of Statewide Planning, NJ Department of Transportation (DOT)
- John Raue, Senior Policy Advisor to the Commissioner, NJ Department of Labor & Workforce Development

V – Denotes Voting Member

**Members not present:**

- Gina Fischetti, Chief Counsel, Local Planning Services, NJ Department of Community Affairs

**Also present:**

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

The meeting was called to order by Chairman James V. Gorman at 7:00p.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 the notice of the meeting was sent to the Asbury Park Press and the Star Ledger at least 48 hours prior to the meeting, that the 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 April 20<sup>th</sup> meeting minutes. A motion was made to approve the minutes by Dennis Connelly and seconded by Robert Lucky.

Motion to Approve: DENNIS CONNELLY    Second: ROBERT LUCKY  
AYes: 8

The second item of business was the approval of the April 20<sup>th</sup> Executive Session minutes. A motion was made to approve the minutes by Robert Lucky and seconded by Dennis Connelly.

Motion to Approve: ROBERT LUCKY    Second: DENNIS CONNELLY  
AYes: 8

## 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 thanked the Monmouth County Improvement Authority and specifically Freeholder Lillian Burry for their efforts in implementing the Reuse Plan and their continued commitment to the Fort. 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 3 board actions: 1) Consideration of Approval of Plan Amendment #5 permitting alternative development scenario in Tinton Falls; 2) Consideration of Approval of transmittal to host municipalities of proposed Plan Amendment #7 permitting alternative development scenario in Oceanport; and 3) Consideration of Approval of evaluation scoring for Local Beneficial Use requests.

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, 3 minutes per speaker for the first, 5 minutes per speaker for the second. 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.

## SECRETARY'S REPORT

Bruce Steadman stated that FMERA will be observing the U.S. Army's birthday and Flag Day on June 14<sup>th</sup> at 2:30. The Army and FMERA cordially invite the public to attend.

## TREASURER'S REPORT

Jennifer Lepore, Senior Finance Officer, stated that the 2015 Comprehensive Annual Report, approved by the Board at the April meeting, has been issued, distributed and posted to the Authority's website in accordance with Executive Order No. 37. The Authority's 2015 financial data will be submitted to the Federal Audit Clearinghouse in compliance with OMB Circular A-133 requirements within the next few weeks. A grant application to the Office of Economic Adjustment (OEA) in support of the Authority's operations is under review and should be submitted to OEA by the end of the month. The funds being requested are consistent with the budget approved by the Authority's Board for fiscal year 2016 and presented to the State's Office of Management and Budget in support of the Authority's appropriation request.

## PUBLIC COMMENT REGARDING BOARD ACTION ITEMS (3 minutes re: Agenda Items)

Tom Mahedy of Wall Township stated that he is opposed to all of the Board actions. Mr. Mahedy asked who the evaluation committee is for the Local Beneficial Use (LBU) requests and asserted that the evaluation committee is composed of insiders who are profiting from the sales of the Fort. Mr. Mahedy asserted that he is not in favor of high technology companies as they are privatized. Mr. Mahedy asked about the public comment protocol and asked why the protocol was changed. Mr. Mahedy asked if there was a vote on the protocol or was it a decision made from the Governor's office. Mr. Mahedy stated that the public comment period should be 15-20 minutes.

Bruce Steadman answered Mr. Mahedy by stating that the evaluation committee for scoring for the Local Benefit Use is comprised of FMERA staff, and for the RFOTPs, the committee is comprised of FMERA staff, one or more representatives from the Army and in some instances, an additional representative dependent on the type of project being evaluated.



Mr. Steadman stated that the public comment protocol was adopted two years ago in order to make the meetings more efficient and similar to how other authorities conduct their meetings. This protocol has allowed the meetings to address the more important and specific items of interest, and has not changed in the 2 years since.

Michael Collins stated that the Governor's office was not involved in the public comment protocol and the protocol was the decision of the Board. Mr. Collins stated that at the April meeting, the Chairman stated at the beginning of the meeting that due to the lengthy agenda, both public comments periods would be three minutes but only for the April meeting.

### EXECUTIVE DIRECTOR'S REPORT

Rick Harrison, Director of Facilities Planning, stated that at the April meeting of the Board, staff presented a substantially final form of the Phase 2 Memorandum of Agreement (MOA), which the Board approved. FMERA expects the MOA to be executed by Army and FMERA at closing when the property will be transferred to FMERA under the Economic Development Conveyance (EDC) this summer or early fall. The MOA and FMERA's EDC application are currently under review by the Office of Economic Adjustment (OEA) before being reviewed by the Department of Defense (DOD) for final approval. The draft Finding of Suitability to Transfer (FOSL), and Army document required for the Army to transfer the remaining property to FMERA, was issued and publically advertised on April 28<sup>th</sup> for public comment which ends on May 31<sup>st</sup>.

John Patti asked why the Phase 2 EDC had been delayed from last year. Mr. Steadman answered that a number of hurdles had been discovered both legally and environmentally in the last several months, causing a delay by the Army. The hurdles are now behind us.

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 10<sup>th</sup>. The next set of auctions will commence after the Phase 2 property transfer.

#### Utilities

- FMERA continues to plan for upgrades to utility systems and working is with the public utilities and subcontractors to ensure required utilities are safe and operational. There have been meetings with Two Rivers Water Reclamation Authority (TRWRA), and the three boroughs engineers and officials to plan a path forward for both sanitary sewer and water services.
- FMERA is currently working with the Oceanport Engineer and to submit 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 discussing roadways, public rights of way and easements with the three Boroughs.
- The transfer agreement for the Charles Wood electrical system to JCP&L was approved at the April board meeting and is in the process of being executed. This agreement will serve as a template for a Phase 2 agreement which is currently under discussion.

#### Suneagles

- LINX Golf Management reports that the recent windstorm left the course with over 25 downed trees which have since been removed from the property. It also resulted in the collapse of the awning on the side of Gibbs Hall which has been reinstalled. The tees, roughs and fairways are fantastic. The weather has not been cooperating but the warmer weather will help. The greens should be perfect within a week or two. Play continues to be strong although May is behind due to colder than average weather patterns. Joe's has a new menu and patronage has been well above average.

### Property Management/Maintenance

- The property management/maintenance contractor, Chenega Operations Services and the Army caretaker staff have been busy keeping our property presentable. Chenega is preparing for the upcoming HVAC cooling season and prepping buildings for marketing. FMERA is also preparing for the transition of the maintenance of the Phase 2 property when transferred.

### Marina

- The boating season is upon us and a number of slips have been rented and occupied. The operator is also reserving some slips for dock and dine. The restaurant is open for lunch and dinner and brunch on the weekends.

### Appraiser Request for Qualifications

- FMERA issued a Request for Qualifications (RFQ) for Real Estate Appraisal Services on March 17<sup>th</sup>. The responses were due on April 15<sup>th</sup> and 10 responses were received. A evaluation committee will be evaluating the proposals for compliance.

Dave Nuse, Director of Real Estate Development, stated that FMERA's marketing and development staff anticipates that 2016 will continue the high level of activity we experience last year.

Following is a town-by town update on our RFOTP and project activity.

In Oceanport, FMERA has executed contracts on 3 parcels:

- Officers Housing, consisting of 117 historic housing units, where RPM Development is the selected purchaser;
- Fitness Center, where FM Partners, LLC is proposing to renovate and expand the facility;
- Russel Hall, the 40,000 square-foot former Garrison Headquarters building, to TetherView Property Management, LLC, a private cloud computing services company from New York.

FMERA is 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
- Dance Hall, the 16,000 square-foot recreation building on Brewer Avenue, which is projected for commercial reuse;
- Marina, currently approved for exclusive negotiations with AP Development Partners, LLC, and contemplated for a marina/public boat ramp and restaurant.

FMERA issued an RFOTP for the Squier Hall Complex on April 29, 2016 for up to approximately 31 acres in the Oceanport Reuse Area. FMERA is seeking proposals for office/research, institutional/civic (including educational) and open space/recreation uses. The future developer will be required to retain Squier Hall, which is listed on the Nation register of Historic Places. Sale of the parcel is contingent on the execution of the Phase 2 Economic Development Conveyance Agreement with the Army. Responses are due on June 27, 2016.

FMERA has received Board approval to issue RFOTPs for several other properties in Oceanport, including Barker Circle complex, Allison Hall, the Main Post Chapel and the Lodging Area.

In Eatontown, FMERA is in negotiations for the sale and redevelopment of 2 properties:

- Howard Commons, on Pinebrook Road, zoned for up to 275 homes and up to 15,000 square feet of retail space, where FMERA is in negotiations with the lead proposer;
- Parcel B, and expanded parcel including up to 89 acres for a mixed-use town center along Route 35 to include approximately 250,000 square feet of retail space and 302 housing units, where Fort Monmouth Parcel B Redevelopment, LLC has been approved for exclusive negotiations.

FMERA has received Board approval to issue an RFOTP for 6 former barracks buildings on Semaphore Avenue, which are targeted for arts-related reuse. FMERA is also exploring options for the reissuance of an RFOTP for the Suneagles Golf Course.

In Tinton Falls, FMERA closed on two properties this year:

- Building 2525 sold to RADAR Properties in February, which will lease the building to Aaski Technology and other tenants for technology and office uses;
- Child Development Center sold to Trinity Hall in March, which will relocate the all girls high school to the site as their new home for the upcoming school year.

FMERA has executed contracts on another three projects:

- Parcels C and C1, with Lennar Corporation approved for 288 residential units over the two parcels, and up to 58,000 square feet of retail development;
- Fabrications Shops (Pinebrook Road Commerce Center), 45,000 square feet of light industrial and flex office space buildings along Pinebrook Road for sale to Pinebrook Commerce Center, LLC;
- Pistol Range and Satellite Road Parcel, under contract with Kiely Realty Group for the reuse and upgrades to the former Pistol Range, and additional office and commercial uses on the combined approximately 5 acre parcel.

FMERA has received Board approval to execute contracts with Monmouth County Park System for the Recreation Center and Swimming Pool, as well as Parcel F-3, the former gas station and convenience store along Hope Road.

FMERA issued an RFOTP for the Charles Wood Fire Station on May 6<sup>th</sup>, on an approximately 4 acre parcel along Corregidor Road in the Tinton Falls Reuse Area. FMERA is seeking proposals to either reuse the Fire Station and adjacent property for a civic/institutional use, or for an adaptive reuse of the building for commercial/retail uses. Proposals are due on July 8<sup>th</sup>.

FMERA has also received Board approval to issue an RFOTP for Parcel F-2, and will evaluate options for issuing an updated RFOTP for Parcel F-1, which includes the Myer Center.

### Marketing Update

Candice Valente, Senior Marketing Officer stated that on May 12<sup>th</sup>, the Monmouth County Board of Chosen Freeholders presented FMERA Chairman James V. Gorman with a proclamation in honor of National Economic Development Week, May 8-14 and FMERA's work in support of the economic development of Monmouth County, which includes attracting and retaining jobs, growing businesses and fostering sustainable growth in the region.

FMERA and Cushman & Wakefield (Cushman), the Authority's Master Broker, are preparing to issue additional Requests for Offers to Purchase in 2016. FMERA and Cushman conduct several tours per week and will be posting new flyers and information on available sites on FMERA's website in the coming weeks.

FMERA staff actively markets the Fort to the real estate industry by participating in conferences and events throughout the region. Members of the Real Estate Department are planning future events centered around the Governor's Housing and Economic Development Conference in September. FMERA also plans to host tours of the Fort for the local community this spring and summer.

FMERA will once again be organizing an event for this year's Flag Day, on June 14<sup>th</sup> at 2:30p.m.. All members of the public are welcome. More information will be provided via our website and newsletter as the date approaches.

Please refer to our website, [www.fortmonmouthnj.com](http://www.fortmonmouthnj.com), for more information and to sign up for our monthly digital newsletters.

Mr. Steadman thanked John Tobia for Monmouth County's continued help with the maintenance of the Fort property and thanked John Patti and the Oceanport DPW for their continued help.

Mr. Steadman thanked Helene Rubin and the NJDOT for the help with the redevelopment of Parcel B.

Mr. Steadman listed the following action items:

- Continued work with the N.J. Department of Environmental Protection to identify and resolve environmental issues of concern
- Continued meetings and tours with interested prospective employers and investors
- Continued outreach to our stakeholders in the 3 host municipalities, the County and others
- Continued collaboration with the NJEDA Trenton Office on marketing and business development opportunities

## COMMITTEE REPORTS

### a) AUDIT COMMITTEE (ROBERT LUCKY, CHAIRMAN)

Robert Lucky stated that the Committee did not meet this month, but will be holding 3 additional meetings this year as per the statute.

### a) REAL ESTATE COMMITTEE (JAMES V. GORMAN, CHAIRMAN)

Chairman Gorman stated that the Committee met on May 10<sup>th</sup> and discussed the following:

- Discussion regarding the status of the Phase 2 Memorandum of Agreement with the Army.
- Discussion regarding the proposed Plan Amendment #5 which includes an alternative development scenario for the Pistol Range parcel in Tinton Falls. The Committee reached a consensus and agreed to recommend final Board Approval.
- Discussion regarding the proposed Plan Amendment #7 which includes an alternative development scenario for the Fitness center parcel, totaling approximately 7.5 acres in Oceanport. The Committee reached a consensus and agreed to recommend Board approval for the transmittal of the proposed plan amendment to the host municipalities.
- Discussion regarding the possible NJEDA demolition of the Myer Center and the adjacent buildings in Tinton Falls and the conveyance of the property to EDA for redevelopment. Discussion regarding the mechanisms by which EDA would secure proposals for the engineering costs associated with the demolition. The Committee will continue to discuss at future meetings.
- Discussion regarding the Local Beneficial Use (LBU) evaluation criteria which would replace the Notice of Interest (NOI) evaluation process. The Committee discussed the weighting criteria. The Committee reached a consensus and agreed to recommend Board approval of the LBU evaluation criteria.
- Other Issues for Discussion:
  - McAfee Center
  - Parcel C
  - Suneagles Golf Course
  - Veterans Project
  - County Homeless Shelter
  - Upcoming RFOTPs

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

Kenneth J. Kloo stated that the Committee met on May 2<sup>nd</sup> and discussed the following:

- Update on the Phase 2 Memorandum of Agreement (MOA) approved at FMERA's April Board meeting, and a description of the process for the transfer of the Phase 2 properties and the subsequent transfer of environment carve-out parcels. FMERA staff then provided a summary of the changes to the Phase 2 environmental carve-outs, which will not be transferred until further investigations by the Army are completed. The Committee discussed the former uses of each of these sites, and the potential future use.
- Discussion on the investigation of Parcel 53, which is still under consideration to be a carve-out, and Parcel 98, which is within a larger environmental carve-out. FMERA staff will work with the Army to address concerns raised by the sampling results at each of these sites, which indicate the presence of low-level polynuclear aromatic hydrocarbons, or PAHs. The Committee discussed the future use for both of these sites, strategies for addressing the contamination in concert with future development and the potential need for deed restrictions.
- Update on the status of the Remedial Investigation Feasibility Study (RFS) for the eight landfills on the Main Post. The DEP Case Manager noted that DEP expects to receive the one outstanding RFS, for FTMM-08, in the coming days. FMERA staff described the changes in delineation of several landfills based on efforts by the Army in 2015, and the Committee discussed the implications of these changes on the Army's site work at each landfill. The Committee also discussed methane testing at the landfills and DEP recommendations for further testing. Update: The RI/FS report for landfill FTMM-08 was received by the DEP on Tuesday, May 3<sup>rd</sup> and was prioritized for review above all others. The DEP anticipates that this RI/RS report will also be generally consistent with Army's methodology for remediation and closure that was previously discussed.
- Discussion regarding the Army's agreement to perform asbestos abatement in several Phase 2 buildings intended for reuse, including Russel Hall, Alison Hall, Buildings 270 and 271, Armstrong Hall, the Dance Hall, Squier Hall, Vail Hall, and the Expo Theater. This work should be completed prior to transfer. It was noted that the Army will not be abating asbestos in buildings that are slated for demolition.
- Update on parcels currently under negotiation that are affected by environmental carve-outs or further Army remediation. The Army closed a U.S. Geological Survey well located on the Main Post, with support from the DEP.

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

Bruce Steadman stated that the Committee did not meet this month.

c) HOUSING STAFF ADVISORY COMMITTEE (GINA FISCHETTI, CHAIRPERSON)

Bruce Steadman, on behalf of Gina Fischetti, stated that the Committee met on May 12<sup>th</sup> and discussed the following:

- Discussion 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. FMERA discussed the proposals with the Oceanport Ad Hoc Committee who will review and provide feedback to FMERA.
- Discussion regarding Parcel B. FMERA continues the exclusive negotiations with Fort Monmouth Parcel B Redevelopment, LLC. Parcel B will include 250,000 sq. ft. of retail and/or commercial development on the parcel with the number of housing units at 302.
- Discussion regarding Howard Commons. FMERA has begun discussions with the lead developer. FMERA and the Eatontown Ad Hoc Committee have reviewed the site plan and are in agreement.
- Discussion regarding Suneagles Golf Course. Due to FMERA receiving a non-responsive proposal to the RFOTP, FMERA is exploring options for the reissuance of a new RFOTP.



- Discussion regarding Parcels C & C1. FMERA has an executed a PSARA with Lennar Corporation. Lennar has begun their due diligence. 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
- Discussion regarding Parcel F-1 (Veterans Community). The one developer withdrew their proposal. FMERA is having the property reappraised and will reissue an RFTOP for the property. FMERA is committed to have a Veterans project at the Fort.
- Other Discussion Items:
  - Officers Housing
  - Upcoming RFOTPs – Barkers Circle, Lodging Area, Allison Hall and the six Barracks in Eatontown.

d) VETERANS STAFF ADVISORY COMMITTEE (FREEHOLD LILLIAN BURRY, CHAIRPERSON)

John Tobia, on behalf of Lillian Burry, stated that the Committee did not meet this month.

BOARD ACTIONS

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

A motion was made by Tim Lizura and was seconded by Robert Lucky.

Candice Valente read a summary of the Board memo.

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

Bruce Steadman conducted a roll call vote.

NAME	YES	NO	ABSTAIN
James V. Gorman	X		
Michael Collins	X		
John Tobia	X		
Robert Lucky	X		
Gary Baldwin	X		
John Patti	X		
Tim Lizura	X		
Dennis Connelly	X		

Motion to Approve: TIM LIZURA      Second: ROBERT LUCKY  
 AYes: 8

B) The second item before the Board was the consideration of approval of transmittal to host municipalities of proposed Plan Amendment #7 permitting alternative development scenario in Oceanport.

A motion was made by John Patti and was seconded by Tim Lizura.

Candice Valente read a summary of the Board memo.

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



Bruce Steadman conducted a roll call vote.

NAME	YES	NO	ABSTAIN
James V. Gorman	X		
Michael Collins	X		
John Tobia	X		
Robert Lucky	X		
Gary Baldwin	X		
John Patti	X		
Tim Lizura	X		
Dennis Connelly	X		

Motion to Approve: JOHN PATTI      Second: TIM LIZURA  
AYes: 8

C) The third item before the Board was the consideration of approval of evaluation scoring for local beneficial use requests.

A motion was made by Tim Lizura and was seconded by Robert Lucky.

Candice Valente read a summary of the Board memo.

The resolution and accompanying Board memorandum are attached hereto and marked Exhibit 3.

Motion to Approve: TIM LIZURA      Second: ROBERT LUCKY  
AYes: 8

#### OTHER ITEMS

John Patti stated that the May 19<sup>th</sup> Oceanport Borough Council meeting will be held at the AcuteCare facility and that AcuteCare has been a good corporate citizen in Oceanport.

Helene Rubin announced that she will be retiring from the NJDOT and that it has been a pleasure to serve on the Board. The Chairman, on behalf the Board, thanked Ms. Rubin for her contributions.

#### PUBLIC COMMENT REGARDING ANY FMERA BUSINESS (5 minutes re: any FMERA business)

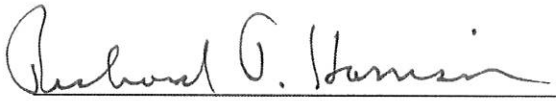
Tom Mahedy of Wall Township asserted that it is a horrible idea for Monmouth County to purchase a contaminated gas station and that the County will be inheriting the dumps when they purchase the Fort property. Mr. Mahedy asserted that the Veterans project will be built on a contaminated dump site and the Veterans should be entitled to the Officers Housing. Mr. Mahedy asserted that the Army's Restoration Advisory Board has secret meetings with no public input and that the elimination of the RAB means less oversight over the contamination at the Fort. Mr. Mahedy asserted that the public has been shut out of the ability to comment on the Finding of Suitability to Transfer (FOST). Mr. Mahedy asserted that Trinity Hall will be contaminated by the demolition of the Myer Center. Mr. Mahedy asserted that the public comment protocol does not allow the public enough time to speak. Mr. Mahedy asserted that all decisions are made at the Real Estate Committee with no public input.

Bruce Steadman stated that the environmental record of the properties that are discussed are well publicized, and that there has been a Finding of Suitability to Transfer (FOST) that has been published by the Army and reviewed by the NJDEP. Any remaining contaminated areas are still undergoing additional inspection and testing, and the DEP and the Army are working on plans to have the areas tested and/or cleaned up within a reasonable period of time. Mr. Steadman stated that the parcels that have not been remediated have been carved

out, and FMERA will not take title to these parcels. Mr. Steadman stated that there is no known contamination at Trinity Hall or adjacent to the site, contrary to Mr. Mahedy's assertions. Mr. Steadman stated that the FOST is an Army document, published by the Army, and posted for the 30 day comment public comment period.

There being no further business, on a motion by John Patti seconded by Michael Collins and unanimously approved by all voting members present, the meeting was adjourned at 8:05.

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.

  
Richard P. Harrison – Assistant Secretary

**ADOPTED**  
**May 18, 2016**

**Resolution Regarding**  
**Approval of Fifth Plan Amendment Permitting Additional 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 as development progresses; 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, encompasses the Pistol Range Parcel in the Tinton Falls Reuse Area; and

**WHEREAS**, in accordance with the FMERA Act and the Land Use Rules, the Board approved transmitting the proposed Reuse Plan amendment #5 to the host municipalities at its February 17, 2016 meeting; and

**WHEREAS**, the 45-day comment period commenced on March 9, 2016; and

**WHEREAS**, the comment period expired on April 22, 2016 and responses were received from Tinton Falls, Eatontown and Oceanport; and

**WHEREAS**, FMERA staff reviewed the responses and provided an analysis of the responses and recommendations to the Real Estate Committee; and

**WHEREAS**, the Real Estate Committee reviewed the Reuse Plan amendment #5 and the responses from the three host municipalities, as well as the clarifications from FMERA staff, and recommends adoption of amendment #5.

**THEREFORE, BE IT RESOLVED THAT:**

1. The Authority adopts the responses contained in the attached memorandum, to the comments from the Boroughs of Tinton Falls, Eatontown and Oceanport.
2. As expressed in the attached memorandum, the Authority approves Amendment #5 to the Fort Monmouth Reuse and Redevelopment Plan that would permit an additional development scenario in the Tinton Falls Reuse Area.
3. 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: May 18, 2016

**EXHIBIT 1**

**ADOPTED**  
**May 18, 2016**

Resolution Regarding  
**Transmittal to Host Municipalities of Proposed Seventh Plan Amendment Permitting  
Alternative Development Scenario in Oceanport**

**WHEREAS**, the FMERA Act, P.L. 2010, c.51, in N.J.S.A. 52:271-26(c), and the Land Use Rules, in 19:31C-3.27(c), authorize FMERA to amend the plan from time to time as development progresses; and

**WHEREAS**, pursuant to 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 Reuse Plan envisions the redevelopment of the Oceanport Reuse Area for approximately 1.75 million square feet of non-residential uses and 720 residential units; and

**WHEREAS**, the redevelopment of the Oceanport Reuse Area included development of a high-tech/green industry cluster, education/medical campus, a neighborhood center, a boutique hotel and spa, and expansive green space including the historic Parade Ground; and

**WHEREAS**, the proposed Amendment #7, prepared by the Authority's contracted professional planner Phillips Preiss Grygiel, encompasses the Fitness Center parcel in the Oceanport Reuse Area, totaling approximately 7.5 acres and as described in the attached memorandum; and

**WHEREAS**, the Reuse Plan envisioned the commercial/retail reuse of the former Fitness Center and the realignment of the adjacent roadways; and

**WHEREAS**, the land uses proposed in Amendment #7 include the development of an additional approximately 53,000 square feet of nonresidential building, the expanded commercial recreational reuse of the former Fitness Center, the retention of the existing water tower, and the reuse of the existing road configurations surrounding the parcel; and

**WHEREAS**, staff has reviewed the proposed Amendment #7 with regard to the guidance for reviewing a proposed amendment and reached the following conclusions: (1) this Amendment does not make any change to the number of residential units planned in Oceanport; (2) this Amendment affects only the Oceanport Reuse Area, and the value and use of adjacent parcels in Oceanport 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 negotiations related to the Phase 2 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, including the reuse of existing roads; and

**WHEREAS**, the Real Estate Committee has reviewed the proposed plan change Amendment #7, 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 #7 to the Fort Monmouth Reuse and Redevelopment Plan that would permit an alternative development scenario in the Oceanport 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: May 18, 2016

**EXHIBIT 2**



**ADOPTED**  
**April 20, 2016**

Resolution Regarding  
**Approval of the Evaluation Scoring for Local Beneficial Use (LBU) Requests**

**WHEREAS**, the FMERA Board previously approved a Notice of Interest (NOI) evaluation scoring as per the NOI Evaluation Process at its December 2012 meeting; and

**WHEREAS**, the Phase 2 Memorandum of Agreement (MOA), approved by the FMERA Board at its April 2016 meeting, does not include any No-Cost Economic Development Conveyance (EDC) parcels or Public Benefit Conveyance (PBC) parcels; and

**WHEREAS**, as described in the attached memorandum, evaluation criteria and a scoring methodology to evaluate requests from the three host municipalities and the County of Monmouth to acquire real and personal property on the Fort for identified Local Beneficial Uses (LBU) is designed to be used for eligible Phase 2 EDC properties and eligible Phase 1 EDC properties that are not no-cost acquisitions by FMERA; and

**WHEREAS**, to be eligible as an LBU, property must not be under an RFOTP, an RFP, a long-term lease or a sale agreement and cannot be only a portion of a parcel that needs to be preserved as an integrated or functional unit; and

**WHEREAS**, the Real Estate Committee has reviewed the evaluation criteria and scoring methodology for LBU requests and recommends Board approval;

**THEREFORE, BE IT RESOLVED THAT:**

1. For the reasons expressed in the attached memorandum, the Board approves the evaluation criteria for Local Beneficial Use (LBU) requests from the three host municipalities and the County of Monmouth. 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: May 18, 2016

**EXHIBIT 3**

**MEMORANDUM**

TO: Members of the Board

FROM: Bruce Steadman  
Executive Director

DATE: June 15, 2016

SUBJECT: Monthly Status Report

**Summary**

The following are brief descriptions of the Fort Monmouth Economic Revitalization Authority (FMERA) staff's monthly activities which include an Update on the 2015 Comprehensive Annual Report and Grant Application; Update on Meetings with Army Representatives; Update on Requests for Proposals (RFPs) and Other Contracts; Update on Requests for Offers to Purchase (RFOTPs); Update on Marketing Effort; and Action Items for Next Month.

**Treasurer's Report**

1. **Grant Application**

A grant application to the Office of Economic Adjustment (OEA) in support of the Authority's operations has been prepared and is currently under review by OEA. The funds being requested are consistent with the budget approved by the Authority's Board for fiscal year 2016 and presented to the State's Office of Management and Budget in support of the Authority's appropriation request.

**Executive Director's Report**

1. **Update on Meetings with Army Representatives**

FMERA and the Army have been holding discussions on the future transfer of the balance of the Main Post since March 2014, when the terms of the Phase 2 purchase were finalized, to be accomplished under a Phase 2 Memorandum of Agreement (MOA). After receiving support from the Board for the proposed terms negotiated by FMERA staff and Army representatives for the Authority's acquisition of the balance of the Main Post, staff submitted the Phase 2 Economic Development Conveyance (EDC) application on July 1, 2014, and it is currently under review by the Army. At the April 2016 meeting of the Board, staff presented a substantially final form of the Phase 2 MOA, which the Board approved. The MOA and the EDC application are currently undergoing final review by the Army and the Department of Defense, and FMERA is working toward a late summer 2016 closing with the Army. The public comment period for the Phase 2

Finding of Suitability to Transfer, the Army's environmental clearance document, closed at the end of May, and the Army is in the process of preparing its responses.

2. Update on RFPs and Contracts

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. We are planning on some large auctions in the fall.

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. We are currently working with the Oceanport Engineer and NJAW on a proposal to submit 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. The transfer agreement for the Charles Wood Electrical system to JCP&L was approved at the April board meeting and is in the process of being executed. This agreement will also serve as a template for a Phase 2 agreement which is currently under discussion. FMERA recently received a presentation from JCP&L in relation to the proposal to modernize and upgrade transmission lines in Monmouth County, which will benefit nearly 214,000 JCP&L customers, including future tenants and developers of Fort Monmouth property.

Suneagles Golf Course

LINX Golf Management, FMERA's operator, reports – *“The second quarter got off to a poor start with unseasonably colder weather which kept rounds down and kept the greens from healing after aeration. We are now playing catch up. Through the second half of June business has stabilized, rounds are increasing and the course is in great shape. We are getting a lot of compliments on a daily basis. Overall though, we are still down 1,200+ rounds compared to last year. We hope to catch up during this busy golf season. Broadleaf weed control is 75% complete on roughs and fairways. Second pre-emergent crabgrass control is totally complete. This will all but eliminate that nasty crabgrass that sprouts up each year. Irrigation system mostly operational (few heads not working automatically). Greens are healed and very healthy. We will commence with bi-weekly verticutting this upcoming week. Weekly tee patching is ongoing and has been a big difference compared to years past. Planning on slicing fairways prior to the onset of high temps. Bunker edging ongoing.”*

Property Management/Maintenance

Our property management/maintenance team, Chenega Operations Services, has been quite busy keeping our property presentable and secure, for both marketing purposes and keeping our employees and tenants safe and comfortable. They are preparing for the upcoming HVAC cooling season, grass cutting season and prepping buildings for marketing. We are also preparing for the transition to maintaining the Phase 2 property when transferred.

### Marina

Marina at Oceanport, FMERA's operator, reports: "Summer started off with a bang at the Marina. Memorial Day Weekend was beautiful and allowed customers to enjoy food, drinks and entertainment on the deck, while soaking in the beautiful view. Our lunch business continues to grow and we hope to continue to get the word out that we can provide either a quick business lunch or a leisurely lunch for those who want to relax. Our lunch menu features a \$12 lunch combo where the customers choose a cup of soup and a half sandwich. Additionally, our new food menu has been well received by customers. We kept old favorites, like clam chowder, eggplant parmigiana and our seafood risotto but added new dishes to keep the menu fresh. We also have brought back the raw bar for the summer. In addition we have launched a new cocktail menu which features a jalapeno/pineapple margarita, a Bloody Mary with bacon and shrimp, and red or white sangria. Boats are continuing to be docked at the marina and we look forward to the dock and diners this upcoming season. As we approach our one year anniversary we are excited about this summer and continue to do our best to serve the community."

### Appraiser Request for Qualifications

FMERA issued a Request for Qualifications (RFQ) for Real Estate Appraisal Services on November 13<sup>th</sup>. Qualifications were received on December 14<sup>th</sup> and 5 proposals were received. Through this RFQ, the Authority sought to establish a pre-qualified pool of five (5) to ten (10) qualified firms to provide these services on an as needed basis. Due to poor response, we terminated this RFQ and issued a new the RFQ modifying that requirement. The responses were due on April 15, last Friday and 10 responses were received. Staff is in the process of evaluating these for compliance and scoring.

### 3. Update on RFOTPs

The following is a town-by-town summary of the status of redevelopment projects.

In **Oceanport**, FMERA has executed contracts on 3 parcels:

- Officer Housing, consisting of 117 historic housing units, where RPM Development is the selected purchaser;
- Fitness Center, where FM Partners, LLC, is proposing to renovate and expand the facility;
- Russel Hall, the 40,000 square-foot former Garrison Headquarters building, to TetherView Property Management, LLC, a private cloud computing services company from New York.

FMERA is 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;
- Dance Hall, the 16,000 square-foot recreation building on Brewer Avenue, which is projected for commercial reuse;
- Marina, currently approved for exclusive negotiations with AP Development Partners, LLC, and contemplated for a marina/public boat ramp and restaurant.

FMERA issued an RFOTP for the Squier Hall Complex on April 29, 2016, for up to approximately 31 acres in the Oceanport Reuse Area. FMERA is seeking proposals for office/research, institutional/civic (including educational) and open space/recreation uses. The future developer will be required to retain Squier Hall, which is listed on the National Register of Historic Places. Sale of the parcel is contingent on the execution of the Phase 2 Economic Development Conveyance Agreement with the Army. Responses are due on June 27, 2016.



FMERA has received Board approval to issue RFOTPs for several other properties in Oceanport, including Barker Circle, Allison Hall, the Main Post Chapel and the Lodging Area.

In **Eatontown**, FMERA is in negotiations for the sale and redevelopment of 2 properties:

- Howard Commons on Pinebrook Road, zoned for up to 275 homes and up to 15,000 square feet of retail space, where FMERA is in negotiations with the lead proposer;
- Parcel B, an expanded parcel including up to 89 acres for a mixed-use town center along Route 35 to include approximately 250,000 square feet of retail space and 302 housing units, where Fort Monmouth Parcel B Redevelopment, LLC, has been approved for exclusive negotiations.

FMERA has received Board approval to issue an RFOTP for 6 former barracks buildings on Semaphore Avenue, which are targeted for arts-related reuse. FMERA is also exploring options for the reissuance of an RFOTP for the Suneagles Golf Course.

In **Tinton Falls**, FMERA closed on two properties this year:

- Building 2525 sold to RADAR Properties in February, which will lease the building to Aaski Technology and other tenants for technology and office uses;
- Child Development Center sold to Trinity Hall in March, which will relocate the all girls high school to the site as their new home for the upcoming school year.

FMERA has executed contracts on another four projects:

- Parcels C and C1, with Lennar Corporation approved for 288 residential units over the two parcels, and up to 58,000 square feet of retail development;
- Fabrications Shops (Pinebrook Road Commerce Center), 45,000 square feet of light industrial and flex office space buildings along Pinebrook Road for sale to Pinebrook Commerce Center, LLC;
- Pistol Range and Satellite Road Parcel, under contract with Kiely Realty Group for the reuse and upgrades to the former Pistol Range, and additional office and commercial uses on the combined approximately 5 acre parcel.
- Parcel F-3, the former gas station and convenience store along Hope Road, which the Monmouth County Park System will utilize in conjunction with the adjacent Recreation Center and Swimming Pool, to expand services and public open space amenities.
- Recreation Center and Swimming Pool, under contract to the Monmouth County Park System, is currently open to the public through a lease with the County.

FMERA issued an RFOTP for the Charles Wood Fire Station on May 6, 2016, on an approximately 4 acre parcel along Corregidor Road in the Tinton Falls Reuse Area. FMERA is seeking proposals to either reuse the Fire Station and adjacent property for a civic/institutional use, or for an adaptive reuse of the building for commercial/retail uses. Proposals are due on July 8, 2016.

FMERA has also received Board approval to issue an RFOTP for Parcel F-2, and will evaluate options for issuing an updated RFOTP for Parcel F-1, which includes the Myer Center.

#### 4. Marketing Update

FMERA and Cushman & Wakefield (Cushman), the Authority's Master Broker, are preparing to issue additional Requests for Offers to Purchase in 2016. FMERA and Cushman conduct several

tours per week, and will be posting new flyers and information on available sites on FMERA's website in the coming weeks.


FMERA staff actively markets the Fort to the real estate industry by participating in conferences and events throughout the region. Members of the Real Estate Department are planning future events centered around the Governor's Housing and Economic Development Conference in September. FMERA also plans to host tours of the Fort for the local community this spring and summer.

FMERA once again held a celebration in honor of Flag Day, on June 14. The event was well-attended by local veterans, members of the public, Fort Monmouth tenants, including TetherView and AcuteCare employees and visitors. Photos will be included in this month's newsletter and available online shortly.

Please refer to our website, [www.fortmonmouthnj.com](http://www.fortmonmouthnj.com), for more information and to sign up for our monthly digital newsletters.

5. Action Items for Next Month.

- Continued work with the N.J. Department of Environmental Protection to identify and resolve environmental issues of concern
- Continued meetings and tours with interested prospective employers and investors
- Continued outreach to our stakeholders in the 3 host municipalities, the County and others
- Continued collaboration with the NJEDA Trenton Office on marketing and business development opportunities



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Approved By: Bruce Steadman

Prepared by: Candice Valente



**ADOPTED**  
**June 15, 2016**

**Resolution Regarding  
Authorization for FMERA to Amend the Purchase and Sale Agreement and  
Redevelopment Agreement with Lennar for Parcels C and C1**

**WHEREAS**, on March 26, 2013, FMERA issued and publicly advertised a Request for Offers to Purchase (RFOTP) for Parcel C, an approximately 39-acre lot, and a RFOTP for Parcel C1, a 12-acre lot, in connection with the planned redevelopment of Parcels C and C1 in Tinton Falls; and

**WHEREAS**, Lennar Corporation (Lennar) received the highest score for their proposal for Parcel C and the highest score for their proposal for Parcel C1, and Lennar also submitted the highest price proposals for both Parcel C and C1; and

**WHEREAS**, at the Authority's August 26, 2015 meeting, the Board authorized FMERA staff to enter into a Purchase and Sale Agreement and Redevelopment Agreement (PSARA) with FM Partners; and

**WHEREAS**, the terms of the PSARA included Lennar's payment of \$12 million for Parcel C and \$3.2 million for Parcel C1; closing will occur within 30 days of satisfaction of the conditions precedent, which include Lennar completing due diligence and obtaining all approvals necessary to develop the project, receipt of a final remediation document from either the New Jersey Department of Environmental Protection or the purchaser's Licensed Site Remediation Professional, and an amendment to the Reuse Plan to accommodate the project; and

**WHEREAS**, the PSARA was executed on December 1, 2015 and Lennar subsequently began their due diligence activities, which required an expanded timeline extended through June 1, 2016 by the Executive Director; and

**WHEREAS**, Lennar has identified additional environmental testing required for Parcel C1 but is ready to seek corporate approval to proceed with Parcel C development based on a review of the due diligence findings; and

**WHEREAS**, negotiations with Lennar have lead to the attached amendment to the PSARA with the following revisions to material terms in the PSARA: (1) separation of the due diligence periods of Parcels C and C1; (2) renewal and extension of the Parcel C due diligence period through on or about July 8, 2016; (3) renewal and extension of the Parcel C1 due diligence period for an additional 8 weeks, through August 31, 2016; (4) all time periods of the PSARA which run from the due diligence period shall be separated with respect to Parcel C and Parcel C1; and (5) in the event that its due diligence investigations cause Lennar to determine that Parcel C1 is not suitable for its intended use, Lennar shall have the ability to terminate the agreement with respect to Parcel C1 and proceed with the acquisition and redevelopment of Parcel C; and

**WHEREAS**, the purchase price will be allocated between Parcel C and Parcel C1 as provided in the offer to purchase for each parcel: \$12 million for Parcel C and \$3.2 million for Parcel C1, and the full deposit will be applied to the purchase price of Parcel C if the Parcel C1 purchase is terminated; and

**WHEREAS**, the Real Estate Committee has reviewed this amendment and recommends that it be forwarded to the Board for approval.

**THEREFORE, BE IT RESOLVED THAT:**

1. The Authority approves the amendment to the Purchase and Sale Agreement and Redevelopment Agreement with Lennar Corporation for Parcel C and Parcel C1 in Tinton Falls, on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the Attorney General's Office, and authorizes the Executive Director to execute the amendment and take any necessary actions to effectuate the selection of Lennar Corporation as the purchaser of Parcel C and Parcel C1.

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: June 15, 2016  
ATTACHMENT

**EXHIBIT 1**

**MEMORANDUM**

**TO:** Members of the Board

**FROM:** Bruce Steadman  
Executive Director

**RE:** Third Amendment to Purchase and Sale & Redevelopment Agreement with Lennar for Parcels C & C1 in Tinton Falls

**DATE:** June 15, 2016

**Request**

I am requesting that the Board approve the third amendment to the Purchase and Sale & Redevelopment Agreement (PSARA) with US Home Corporation, a wholly owned subsidiary of Lennar Corporation (Lennar) for Parcels C and C1 in the Tinton Falls Reuse Area.

**Background**

FMERA issued two Requests for Offers to Purchase (RFOTPs) in connection with the planned redevelopment of Parcels C and C1 in Tinton Falls on March 26, 2013. Parcel C is a 40± acre lot that formerly contained enlisted family housing and currently contains one building, the former Post Chapel, built in 1942 and slated for demolition. The Fort Monmouth Reuse and Redevelopment Plan (Reuse Plan) calls for Parcel C to be a mixed-use town center, accommodating up to 239 newly constructed residential units, along with up to 107,000 square feet of retail and other commercial development. Parcel C1 is a 12± acre tract located in the Tinton Falls Reuse Area, containing three buildings, which are also slated for demolition. In accordance with Reuse Plan Amendment #1, the property can accommodate up to 49 newly constructed residential units. Per FMERA's Land Use Rules, 20% of the housing units developed on Parcels C and C1 shall be affordable to low- and moderate-income households. FMERA received three proposals for Parcel C and three proposals for Parcel C1 in June 2013. An evaluation team scored the proposals independently, according to criteria and weightings contained in each RFOTP and the Sales Rules. Lennar, a national homebuilding and real estate

development company, submitted the highest scoring proposals for both Parcels C and C1. Lennar also submitted the highest price proposals for both parcels. As part of their analysis, the evaluators reviewed the Lennar proposals for compliance with the Reuse Plan in all aspects. Since Tinton Falls is no longer requesting a library on Parcel C, it was expected that a Plan Amendment would be needed for Parcel C and all bidders were informed of this potential plan amendment in the RFOTP for Parcel C. Because of potential site constraints on Parcel C1, Lennar's proposals also needed a Plan Amendment to shift some of the housing from Parcel C1 to Parcel C; however, the total number of housing units on the two parcels will remain unchanged.

As the leading proposer for both Parcels C and C1, Lennar's submission was combined into a single PSARA. The proposals call for a total of 288 residential units, 20% of which will be affordable to low- and moderate-income households. At the Authority's April 23, 2014 meeting, the Board authorized staff to enter into exclusive negotiations with Lennar. Pursuant to the Sales Rules, Lennar made an additional deposit of 10% of the proposed purchase price that will be credited to Lennar at closing and executed a letter agreement confirming that the forty-five day exclusive negotiations period commenced on July 9, 2014. As provided under the Sales Rules, the negotiations were exclusive in that FMERA agreed not to consider any other proposals and cease negotiations with any other parties for the purchase of the property and instead negotiate with Lennar in good and reasonable faith for the purchase and sale of Parcels C and C1. Lennar agreed to terminate negotiations and discussions for the purchase of other competing property during the exclusive negotiating period. Both parties agreed to keep all negotiations confidential to the extent permissible under New Jersey law. Subsequent to the Board's action authorizing exclusive negotiations with Lennar, the other two bidders elected to withdraw their proposals and waive their standing to challenge FMERA's selection of a purchaser, and FMERA refunded their deposits. Subsequently, the Executive Director extended the exclusive negotiating period for an additional thirty (30) days, as permitted by the Sales Rules. At the September 2014 meeting of the Authority, the Board authorized a sixty (60) day extension of the exclusive negotiating period. FMERA staff and Lennar continued to make significant progress toward the negotiation of a mutually acceptable PSARA for Parcels C and C1, and on that basis the Board authorized an additional extension of the exclusive negotiating period through March 18, 2015. The parties continued to negotiate beyond that date, and staff presented the fully negotiated business terms for Lennar's purchase and redevelopment of the property in August 2015.

#### **Purchase and Sale & Redevelopment Agreement**

The PSARA approved by the Board included the following terms:

Lennar will pay \$15.2 million for the property, reflecting the combined amount of its proposals for Parcels C and C1 (\$12 million and \$3.2 million, respectively). Pursuant to FMERA's June 25, 2012 Economic Development Conveyance Agreement with the Army, FMERA will receive 20% of the net sale proceeds from Parcel C and 37% of the net sale proceeds from Parcel C1, with the Army receiving the remainder. Closing will occur within 30 days of satisfaction of the conditions precedent to closing, which include: Lennar completing due diligence and obtaining all approvals necessary to develop the project; receipt of a final remediation document from



either the New Jersey Department of Environmental Protection or purchaser's Licensed Site Remediation Professional; an amendment to the Reuse Plan to accommodate the project; and the consent of the NJEDA Board. The parties will endeavor to satisfy these contingencies within 15 months of expiration of the due diligence period. Lennar will have the option of extending its 12-month time period for obtaining project approvals by an additional six months if it has not obtained them within the initial timeframe. FMERA will convey the property to Lennar 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. Parcel C1 contains two environmental carve-out areas that are still Army-owned. The Army is in the process of pursuing unrestricted No Further Action determinations from the New Jersey Department of Environmental Protection for these former septic fields. FMERA's closing with Lennar is also contingent on the Army's conveyance of these carve-out areas to FMERA free of any environmental restrictions.

The project will consist of the development of approximately 243 residential units (townhomes, stacked townhomes and/or apartments) and 58,000 sf of retail and other non-residential uses on Parcel C, and approximately 45 single-family detached homes on Parcel C1. Twenty percent of the total number of residential units will be affordable homes, and will be located on Parcel C. FMERA and/or the Affordable Housing Alliance will have an option to acquire up to twenty of the affordable homes for use as permanent supportive housing units, as required by FMERA's legally binding agreement for the accommodation of special needs populations. Lennar will commence construction of the project no later than 60 days after closing, and complete construction within five years. Provided the purchaser is diligently pursuing completion of the project, Lennar shall have the right to extend the time period for completing the project for an additional three years. FMERA will have a right to repurchase the property if construction is not timely commenced or completed. The purchaser will also be obligated to create 35 permanent jobs at the property within five years of closing, or pay a penalty of \$1,500 for each job not created.

The PSARA was executed on December 1, 2015 and Lennar subsequently began their due diligence investigations. These investigations required more time and, under the Executive Director's discretion to administer the Board-approved PSARA, two amendments to the PSARA were executed, extending the due diligence investigations to June 1, 2016. Lennar has identified additional environmental testing required for Parcel C1 but is ready to seek corporate approval to proceed with Parcel C development based on a review of the due diligence findings. The environmental investigations for Parcel C1 are related to its prior non-residential uses. FMERA staff recommends renewing the due diligence period for Parcel C to allow for Lennar to secure corporate approval, which should be completed during the Governor's veto period for Board meeting minutes. The environmental investigations for Parcel C1 will require approximately 8 weeks; FMERA staff recommends renewing and extending the due diligence period for Parcel C1 through August 31, 2016.

**Amendment**

FMERA and Lennar have continued negotiations in order to expedite the timeline of redevelopment for Parcel C while environmental investigations continue on Parcel C1. These negotiations have led to the attached amendment to the PSARA with the following revisions to material terms: (1) separation of the due diligence periods of Parcel C and Parcel C1; (2) renewal and extension of the Parcel C due diligence period through on or about July 8, 2016; (3) renewal and extension of the Parcel C1 due diligence period for an additional 8 weeks, through August 31, 2016; (4) all time periods of the PSARA which run from the due diligence period shall be separated with respect to Parcel C and Parcel C1; and (5) in the event that its due diligence investigations cause Lennar to determine that Parcel C1 is not suitable for its intended use, Lennar shall have the ability to terminate the agreement with respect to Parcel C1 and proceed with the acquisition and redevelopment of Parcel C. Should Lennar decide to terminate the PSARA with respect to Parcel C1, the PSARA terms related to Parcel C1 shall cease to apply and the PSARA terms related to Parcel C will remain in full force and effect, including the obligation to develop a mixed-use town center project containing approximately 243 residential units. Twenty percent of these units must continue to be made available to low- and moderate-income households (49 units), of which 20 will be constructed as permanent supportive units. The purchase price will be allocated between Parcel C and Parcel C1 as proposed: \$12 million for Parcel C and \$3.2 million for Parcel C1. Should Parcel C1 be terminated, the full deposit will be applied against the purchase price for Parcel C at closing. The attached amendment also clarifies additional terms of the PSARA related to the configuration of the permanent supportive housing units, which are subject to approval from the Affordable Housing Alliance, and a utility easement adjacent to and within Parcel C1.

All other material terms of the PSARA as presented to the Committee and the Board will remain unchanged. The attached Third Amendment to PSARA is in substantially final form. The final terms of the amendment will be subject to the approval of FMERA's Executive Director and the Attorney General's Office.

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

**Recommendation**

In summary, I am requesting that the Board approve the proposed third amendment to the PSARA with Lennar for Parcels C and C1 in Tinton Falls.



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Bruce Steadman

Attachment: Third Amendment to Purchase and Sale & Redevelopment Agreement  
Prepared by: Candice A. Valente and David E. Nuse



**ATTACHMENT**

[The attachment that the preceding memo refers to has been removed from this full agenda.]