

## EXECUTIVE SESSION ITEMS 2010-2012

Item	Date of Action	Description	Resolution
<p>For Legal Advice Concerning the October 27, 2010 Appellate Division Decision <u>In re Fort Monmouth Reuse and Redevelopment Plan</u></p>	<p>November 15, 2010</p>	<p>The Authority desires to enter into executive session with its Deputy Attorneys General to discuss pending or anticipated litigation and obtain confidential legal advice falling within the attorney-client privilege concerning the October 27, 2010 Appellate Division decision, <u>In re Fort Monmouth Reuse and Redevelopment Plan</u> (No. A-0924-08), to which the Authority is a party as the successor to FMERPA (Affordable Housing)</p>	<p><i>Ongoing: Remains subject to Attorney-Client Privilege.</i></p>
<p>Entering into Executive Session To Discuss Real Estate Purchase, Lease, and Acquisition and Contract Negotiations</p>	<p>February 16, 2011</p>	<p>The Authority desires to enter into executive session to discuss pending negotiations concerning contracts to purchase, lease or acquire real property from the U.S. Army with the use of public funds and the Authority is a party to such contracts (Strategy for negotiations)</p>	<p><i>Released in its entirety.</i></p>
<p>Entering into Executive Session To Discuss Pending Real Estate and Contract Negotiations with the Army</p>	<p>July 20, 2011</p>	<p>The Authority desires to enter into executive session to discuss pending negotiations concerning contracts to purchase, lease or acquire real property from the U.S. Army with the use of public funds and the Authority is a party to such contracts (MOA &amp; EDC)</p>	<p><i>Released with redactions for information pertaining to ongoing real estate contract negotiations with the U.S. Army.</i></p>
<p>Entering into Executive Session To Discuss Pending Real Estate and Contract Negotiations with the Army</p>	<p>August 17, 2011</p>	<p>The Authority desires to enter into executive session to discuss pending negotiations concerning contracts to purchase, lease or acquire real property from the U.S. Army with the use of public funds and the Authority is a party to such contracts (MOA &amp; EDC)</p>	<p><i>Released with minor redactions for information pertaining to ongoing real estate contract negotiations with the U.S. Army.</i></p>

Entering into Executive Session To Discuss Pending Real Estate and Contract Negotiations with the Army	September 21, 2011	The Authority desires to enter into executive session to discuss pending negotiations concerning contracts to purchase, lease or acquire real property from the U.S. Army with the use of public funds and the Authority is a party to such contracts (MOA & EDC)	<i>Released with minor redactions for information pertaining to ongoing real estate contract negotiations with the U.S. Army.</i>
Entering into Executive Session To Discuss Pending Real Estate and Contract Negotiations with the Army	October 19, 2011	The Authority desires to enter into executive session to discuss pending negotiations concerning contracts to purchase, lease or acquire real property from the U.S. Army with the use of public funds and the Authority is a party to such contracts (MOA & EDC)	<i>Released with minor redactions for information pertaining to ongoing real estate contract negotiations with the U.S. Army.</i>
Entering into Executive Session to Discuss Pending Real Estate Negotiation	December 21, 2011	The Authority desires to enter into executive session to discuss pending negotiations concerning contracts to transfer real property that will be owned by the Authority and the Authority is a party to such contract (Parcel E).	<i>Released with redactions for Attorney-Client Privilege.</i>
Entering into Executive Session to Discuss Pending Real Estate Negotiations and Attorney-Client Privilege Matter	January 18, 2012	The Authority desires to enter into executive session to discuss pending negotiations concerning contracts to transfer real property that will be owned by the Authority and the Authority is a party to such contract (Parcel E).	<i>Released in its entirety.</i>
Entering into Executive Session To Discuss Pending Real Estate Negotiations and Attorney-Client Privileged Matters	March 21, 2012	The Authority desires to enter into executive session to discuss pending negotiations concerning contracts to transfer real property that will be owned by the Authority and the Authority is a party to such contract. (Parcel E. Clinic Parcel & MOA)	<i>Released with minor redactions for information pertaining to ongoing real estate contract negotiations with the U.S. Army.</i>

**FORT MONMOUTH ECONOMIC REVITALIZATION AUTHORITY**

**February 16, 2011**

**EXECUTIVE SESSION MINUTES**

**Members of the Authority present:**

- James V. Gorman, Chairman
- Alfred Koeppe, Chairman, NJ Economic Development Authority
- Brandon Minde, Assistant Counsel, Office of the Governor, Authorities Unit
- Michael Pane, Esq., Public Member
- Dr. Robert Lucky, Public Member
- Monmouth County Freeholder Lillian Burry
- Eatontown Mayor Gerald Tarantolo
- Oceanport Mayor Michael Mahon
- Tinton Falls Borough Administrator Gerald M. Turning
- Charles Richman, NJ Department of Community Affairs
- Michele Siekerka, NJ Department of Environmental Protection
- Robert DeSando, NJ Department of Transportation
- Mary Ellen Clark, NJ Department of Labor & Workforce Development

**Also present:**

- Bruce Steadman, Executive Director, Fort Monmouth Economic Revitalization Authority
- Caren Franzini, CEO, NJ Economic Development Authority
- Gabriel Chacon, Deputy Attorney General
- NJEDA staff
- Fort Monmouth Economic Revitalization Authority staff

**Executive Session re: Real Estate Matters & Contract Negotiations**

Bruce Steadman, Executive Director of the Fort Monmouth Economic Revitalization Authority (FMERA) began the Executive Session by providing an overview of FMERA's proposed strategy for negotiating the transfer of title with the Army; and by discussing FMERA's goals: job creation and economic investment. Mr. Steadman also discussed the Army's goals which include off-loading the property, obtaining revenue sales from real estate, completing the FOSTs (finding of suitability for transfer) and addressing stakeholder issues.

Mr. Steadman discussed the concept strategy to achieve FMERA's goals, which includes early sales, shared proceeds between the Army and FMERA, setting aside dollars for the host municipalities, the county and FMERA and a Memorandum of Agreement (MOA) with the Army. Mr. Steadman outlined a timeframe in which to complete these actions. He is hopeful that these actions will be completed by late spring, early summer.

Mr. Koeppe asked who is serving as FMERA's BRAC Counsel and if they work in conjunction with the N.J. Attorney General's Office. Mr. Koeppe was provided with the

names of the law firms: Garrity & Knisely and McManimon & Scotland. Deputy Attorney General Chacon noted that he is in regular contact with the outside counsel.

Chairman James V. Gorman asked how we insure that the process keeps moving. Mr. Steadman noted there was a delay with the Army environmental gap report, but once that is received FMERA will be on course.

Mayor Gerald Tarantolo asked if the towns could engage in an MOA with the State. He is concerned about how the host municipalities will be able to account for the new land from the Post with the 2% budget cap. Department of Community Affairs Assistant Commissioner Charles Richman noted that he would look into the issue.

Frank Cosentino, FMERA's Director of Plans and Programs, discussed FMERA's goal of having a Caretaker Agreement in place by the time the Army vacates the Post. He also addressed the host municipalities' unfunded and unbudgeted costs due to the acquisition of property from the Post ie: infrastructure, emergency services.

Mr. Steadman discussed how the value of the property is determined. Considerations include market value, costs to carry, infrastructure improvements, and other costs. Real value is determined by these puts and takes. He also noted that the sale proceeds will be split between the Army and FMERA with funds set aside for the three host municipalities, the county and FMERA.

Odis Jones, FMERA's Real Estate Director, discussed some early sale opportunities: the golf course/Howard Commons, Meyer Center and the McAfee Center. Mr. Jones talked about the interest in the Post and how the early prospects could bring job creation. Mr. Jones also mentioned that the Meyer Center could be the first property to go or the last. Tinton Falls Borough Administrator stated that if the Meyer Center is deconstructed they ask that it happen quickly and immediately.

Mayor Tarantolo noted that FMERPA's Emergency Services Committee talked about trying to get a Homeland Security Training Facility on the property.

Mr. Cosentino spoke about the Matrix Design Group's consulting work, including their infrastructure analysis, business and operations plan and environmental work, and that the business plan will form the basis for negotiating with the Army.

Mr. Steadman noted the next steps would be to draft an MOA and establish a real estate transaction process.

A motion was made to approve the concept strategy presented in Executive Session by Alfred Koeppel and seconded by Mayor Gerald Tarantolo and was unanimously approved by voting members.

In conclusion, there being no further business, Chairman James V. Gorman asked for a motion to close the Executive Session and return to Public Session.

On a motion by Freeholder Lillian Burry, seconded by Mayor Michael Mahon, and a unanimous vote, the Board adjourned the Executive Session and opened the Public Meeting.

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

  
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Bruce Steadman, Secretary

Fort Monmouth Economic Revitalization Authority  
Board Meeting  
July 20, 2011  
Tinton Falls Municipal Building, Tinton Falls, New Jersey

**EXECUTIVE SESSION MINUTES**

Members of the Authority present:

- Michael Pane, Esq., Vice-Chairman - V
- Alfred Koeppel, Chairman, NJ Economic Development Authority - V
- Dr. Robert Lucky, Public Member -V
- Lillian Burry, Monmouth County Freeholder -V
- Gerald Tarantolo, Mayor of Eatontown - V
- Michael Mahon, Mayor of Oceanport - V
- Michael Skudera, Mayor of Tinton Falls -V
- Charles Richman, NJ Department of Community Affairs (DCA)
- Jonathan Lowy, NJ Department of Transportation (DOT)
- Mary Ellen Clark, NJ Department of Labor & Workforce Development (LWD)

**V- Denotes Voting Member**

Members of the Authority not present:

- James Gorman, Chairman of FMERA - V
- Brandon Minde, Assistant Counsel, Office of the Governor, Authorities Unit -V
- Michele Siekerka, Assistant Commissioner, NJ Department of Environmental Protection (DEP)

Also present:

- Bruce Steadman, Executive Director, FMERA
- Caren Franzini, CEO, NJEDA
- Gabriel Chacon, Deputy Attorney General
- NJEDA Staff: Eatontown & Trenton Offices
- Matrix Design Group Staff

**Executive Session OPMA Exemption N.J.S.A. 10:4-12b(5) and (7) Re: Pending Real Estate Matters & Contract Negotiations with the Army**

Bruce Steadman, Executive Director of the Fort Monmouth Economic Revitalization Authority (FMERA) began the Executive Session at 8:40 pm by providing an overview of what would be discussed in Executive Session: Memorandum of Agreement (MOA) with the Army; Economic Development Conveyance (EDC) Application vs. EDC Agreement and the financials of the deal. Mr. Steadman let the Board Members know that he is always available by phone or e-mail if anyone has any questions after the meeting adjourns.

Mr. Steadman stated that the MOA is the outline of the over-arching agreement between the Army and FMERA. The MOA is the basis for the EDC Agreement. Additionally, the MOA sets forth the terms by which the Army agrees to transfer property, and FMERA agrees to accept it. The MOA refers to the EDC Application, which the Army must approve. Mr. Steadman went on to outline the key components of the MOA: 2 phase transfer of the property; split of sales proceeds with the Army; the pro forma is an exhibit to the MOA; and the MOA will ensure that the Army satisfies its environmental obligations. Mr. Steadman noted that the golf course, marina, Tinton Falls acreage and Howard Commons make up phase 1.

Mr. Steadman went on to describe the EDC Application, noting that it is FMERA's formal request to obtain title to the property and asks the Army to prepare the EDC Agreement with FMERA. The EDC Application includes a narrative regarding job creation, the redevelopment of potential property and includes the business plan and underlying financial pro forma. Mr. Steadman presented a proposed schedule for finalizing the MOA and EDC Application, but noted that there is flexibility in the proposed schedule.

Dan Schnepf, principal of the Matrix Design Group who is FMERA's consultant, introduced his team who were present at the Executive Session. Mr. Schnepf and his team are responsible for preparation of the EDC Application and underlying business plan with the FMERA Staff's direction.

Chuck Richman, DCA Assistant Commissioner and board member, asked if the proposed schedule for board action on the MOA and EDC is tentative because it is based on negotiations with the Army. Mr. Richman asked if the Army could finalize the MOA prior to FMERA's board action. Odis Jones, FMERA's Director of Real Estate, told Mr. Richman the proposed schedule is tentative and that the Army prefers that the Local Redevelopment Authority (LRA) finalize the document first.

Mr. Steadman then directed the Board to the draft MOA with the Army. Mr. Steadman explained the seven year reinvestment period to the Board and explained that proceeds from the lease or sale of Fort property must be reinvested in the Fort footprint in twelve categories listed in the MOA. Mr. Koeppel asked how the list of twelve categories was established. Mr. Steadman told Mr. Koeppel that the twelve categories are listed in BRAC Law and are non-negotiable. Mr. Steadman went on to say that the seven year reinvestment period can be extended if necessary.

Mayor Gerald Tarantolo then asked when a municipality assumes responsibility for a ratable. Mr. Steadman replied by stating that FMERA is willing to cover the cost up to three years from the transfer of the property to FMERA. Mr. Steadman noted that the topic can be addressed in FMERA's Memorandum of Understanding with each host municipalities and that there is flexibility.

Chuck Richman asked who owns the land in the first three years of the redevelopment effort. Mr. Steadman noted that it depends on timing – that some of the early sales parcels will be simultaneously transferred to third-party owners in the first three years.

The question was raised about who assesses the value of the Payment in Lieu of Taxes (PILOT) when the federal government still owns the property. It was suggested that the Attorney General's Office look into the issue.

Mr. Steadman stated the possibility of establishing an Environmental Services Cooperative Agreement (ESCA), wherein the LRA could contract to manage a contaminated site's cleanup with dedicated Army funds, thereby controlling the timing of the cleanup. The Army remains obligated under CERCLA for all cleanup costs under an ESCA.

Mr. Steadman directed board members to the part of the MOA that contains bridge language from phase 1 to phase 2. Mayor Mahon asked if there is a new seven year reinvestment period started for phase 2 and if there is lag time in between the two phases. Mr. Steadman noted that yes, a new seven year period is started for phase 2, and that there will be lag time between the two phases, but it is anticipated that it will not be significant.

Mr. Koeppel asked for details on the splits with the Army.

Mr. Steadman noted that preparing the EDC Application has been an exhaustive, bottom up approach. Initially the split was 90% for the Army and 10% for FMERA for non-EDC job creation areas and 50% for the Army and 50% for FMERA for EDC job creation areas.

Mr. Koeppel asked where FMERA started its negotiations.

Mr. Steadman noted that FMERA estimated all costs associated with owning and operating the phase 1 parcels, along with costs attributed to the boroughs and the County, as a basis for determining its proposed splits for phase 1 parcels.

It was noted that per BRAC Law the Army does not need the LRA to sell the property. The Army can default to an auction or public sale, but that the Army prefers to work with the LRA for job creation possibilities.

Chuck Richman noted that Long Branch's redevelopment started with subsidies from the State. In addition, he asked how FMERA is valuing the sale.

Mr. Steadman noted that Matrix' sub-consultant HR&A is doing a comprehensive market analysis.

Mr. Richman inquired about the way HR&A conducts its analysis.

Odis Jones noted that the total value of the Fort Monmouth project is conservatively projected at [REDACTED] million, and that ultimately the overall split would be roughly [REDACTED] Army, [REDACTED] FMERA.

Mr. Schnepf commented that the Army will want out of the project in seven years.

Mayor Skudera asked about all of Tinton Falls being in phase 1. He asked how the splits for the host municipalities will be done.



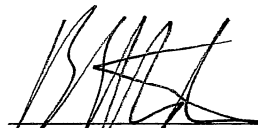
Mr. Steadman replied that although all of Tinton Falls is in phase 1 – the splits among the host municipalities will be equal throughout the entire redevelopment process.

Bruce Steadman commented that the baseline pro forma is sound and provides the financial underpinnings for the reuse and redevelopment effort.

Mayor Skudera asked for a comparison with other base closure communities around the Country. Mr. Skudera was told by the Matrix Design Group that a comparison with other base closure communities would not be helpful because land values across the country vary, but that analysis is being conducted in the Monmouth County area for the FMERA EDC Application.

On a motion by Alfred Koepp, seconded by Mayor Michael Mahon, and unanimously approved by all voting members present, the Board adjourned executive session and went back to public session.

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

  
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Bruce Steadman, Secretary

Fort Monmouth Economic Revitalization Authority  
Board Meeting  
August 17, 2011  
Eatontown Municipal Building, Eatontown, New Jersey

**EXECUTIVE SESSION MINUTES**

**Members of the Authority present:**

- James Gorman, Chairman, Fort Monmouth Economic Revitalization Authority (FMERA) -V
- Michael Pane, Esq., Vice-Chairman, FMERA -V
- Alfred Koeppel, Chairman, New Jersey Economic Development Authority (NJEDA) - V
- Dr. Robert Lucky, Public Member - V
- Lillian Burry, Monmouth County Freeholder - V
- Gerald Tarantolo, Mayor of Eatontown - V
- Michael Mahon, Mayor of Oceanport - V
- Michael Skudera, Mayor of Tinton Falls - V
- Charles Richman, Assistant Commissioner, NJ Department of Community Affairs
- Jonathan Lowy, Director of Community and Constituent Relations, NJ Department of Transportation
- Mary Ellen Clark, Assistant Commissioner, NJ Department of Labor & Workforce Development
- Michele Siekerka, Assistant Commissioner, NJ Department of Environmental Protection

**V- Denotes Voting Member**

**Not Present:**

- Brandon Minde, Assistant Counsel, Office of the Governor, Authorities Unit - V

**Also present:**

- Bruce Steadman, Executive Director, FMERA
- Tim Lizura, Senior Vice President, NJEDA
- Gabriel Chacon, Deputy Attorney General
- NJEDA Staff: Eatontown Office
- Nicole Crifo, Assistant Counsel, Office of the Governor, Authorities Unit – via telephone

**Executive Session – OPMA EXEMPTION N.J.S.A 10:4-12b(5) and (7): Pending Real Estate & Contract Negotiations with the Army**

Bruce Steadman, Executive Director of FMERA, began the Executive Session at 9:00 pm. Mr. Steadman began by saying FMERA Staff received word late in the afternoon from the Army's General Counsel that changed the negotiations.

Mr. Steadman went on to state that he would like to go through the key points of the deal in order to get the Board's feedback to determine how best to move forward in negotiations with the Army. Mr. Steadman explained that it is the FMERA Staff's hope to bring the Memorandum of Agreement (MOA) with the Army to the Board for its consideration in September.

Mr. Steadman continued by asking board members to review FMERA's proposed language for Article 14: Phase 2 Parcel Considerations of the MOA. The proposed language seeks to better define phase 2 and its disposition process. However, the Army, on Wednesday late in the afternoon, did not accept FMERA's proposed language for Article 14 and instead proposed less definitive language.

Mr. Steadman went on to speak about the splits for phase 1 – 63% Army and 37% FMERA with the possibility of FMERA gaining 100% of the proceeds from Parcel E and the Army gaining 100% of the proceeds from Howard Commons.

Charles Richman asked if the Army will be responsible for Howard Commons. Bruce Steadman responded by saying that FMERA will be involved in the process of who will purchase Howard Commons and the redevelopment requirements. It is proposed that the Army receive 100% of the proceeds from that parcel.

Chairman Gorman noted that he is concerned that a 37% split is not enough to cover FMERA's costs. Mr. Steadman noted that there is an \$11 million safety margin in FMERA's pro forma. In addition, Mr. Steadman went on to state that it is FMERA's position that if parcels from phase 2 can be moved to phase 1, the splits for those in job creating areas would be 80% FMERA and 20% Army. The parcels moved from phase 2 to phase 1 could provide monies for upfront costs.

Alfred Koeppel stated that he has some skepticism about the assumptions used in the pro forma and that FMERA needs to ensure that the numbers used accurately reflect the real estate market.

Mayor Gerald Tarantolo stated that he had his staff look at the pro forma and that the assumptions are sufficient. Mayor Tarantolo went on to ask how parcels moved into phase 1 from phase 2. Bruce Steadman let the Mayor know that the parcels being proposed to move from phase 2 to phase 1 have seen a high degree of interest.

Michele Siekerka noted that the parcels being proposed to be moved from phase 2 to phase 1 have not had an environmental review.

Mayor Michael Mahon asked why the Army would like to retain a real estate broker. Bruce Steadman responded by saying that the Army would like to ensure that the Fort property is marketed at the highest level. Mr. Koeppel suggested that the FMERA Real Estate Committee look at the broker issue.

Mr. Koeppel asked about the timing of the project.

Bruce Steadman stated that buyers have been extremely motivated until the financial markets recently fluctuated.

Odus Jones, FMERA's Director of Real Estate, stated that FMERA needs to control the pace, nature and value of the phase 2 parcels.

The Board turned its discussion to the golf course and the Army's possible desire to not keep it as a golf course. Mr. Koeppé stated that the golf course is not a tradable piece. Michael Pane stated that the golf course is in the Redevelopment Plan as a golf course.

The discussion of the Board turned back to the Article 14 language in the MOA. Bruce Steadman explained that in phase 2 it is FMERA's hope to achieve a 80% FMERA and 20% Army split in job creating areas and that the Army wants as a minimum 80% Army – 20% FMERA split in non-job creating areas. Mr. Steadman went on to state that that Army softened their language around the phase 2 splits. Mr. Koeppé asked if a value analysis has been done on the phase 2 parcels. Bruce Steadman responded by saying it is being worked on by the Matrix Design Group.

Mr. Steadman stated that the Army's new language in the MOA related to phase 2 is unacceptable to the Staff.

Mayor Mahon asked about the proposed Army control of the non-job creating areas because they are in Oceanport. The Mayor was assured that FMERA will still be in control of the process and the Army will just receive a larger percentage of the proceeds for those areas.



Mr. Koeppé asked what the plan is going forward.

Mr. Steadman stated that he will go back to the Army and present the Board's position. Mr. Steadman also noted that the FMERA Staff will review the numbers for phase 2 to ensure that they work. In addition, that he hopes to come back to the Board in September with an MOA for the Board's consideration.

Tim Lizura raised that possibility of creating a trust to hold funds that could be used as leverage for environmental clean-up. Mr. Koeppé stated that Mr. Lizura's suggestion should be looked in to.

Beverlee Akerblom, FMERA's Senior Financial Officer, noted the availability of environmental insurance and that it is reimbursable through the Office of Economic Adjustment.

Chairman Gorman stated that the Board should reject the current deal terms as unsatisfactory. By motion of Alfred Koeppé, seconded by Lillian Burry, the Board unanimously voted to reject the substance of the Army's currently proposed deal terms.

On a motion by Mayor Gerald Tarantolo, seconded by Mayor Michael Mahon, and unanimously approved by all voting members present, the Board adjourned the Executive Session and opened the Public Session.

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

A handwritten signature in black ink, appearing to read "B. Steadman", written over a horizontal line.

Bruce Steadman, Secretary

Fort Monmouth Economic Revitalization Authority  
Board Meeting  
September 21, 2011  
Freehold Agricultural Building, Freehold, New Jersey

**EXECUTIVE SESSION MINUTES**

I.

**Members of the Authority present:**

- James Gorman, Chairman, Fort Monmouth Economic Revitalization Authority (FMERA) - **V**
- Michael Pane, Jr. Esq., Vice-Chairman, FMERA - **V**
- Brandon Minde, Assistant Counsel, Office of the Governor, Authorities Unit - **V**
- Caren Franzini, Chief Executive Officer, New Jersey Economic Development Authority (NJEDA) - **V**
- Dr. Robert Lucky, Public Member - **V**
- John Tobia, Director, Monmouth County Public Works and Engineering - **V**
- Gerald Tarantolo, Mayor of Eatontown - **V**
- Michael Mahon, Mayor of Oceanport - **V**
- Gerald Turning, Business Administrator, Tinton Falls - **V**
- Charles Richman, Assistant Commissioner, NJ Department of Community Affairs (DCA)
- Jonathan Lowy, Director of Community and Constituent Relations, NJ Department of Transportation (DOT)
- Mary Ellen Clark, Assistant Commissioner, NJ Department of Labor and Workforce Development (LWD)

**V- Denotes Voting Member**

**Not Present:**

- Michele Siekerka, Assistant Commissioner, NJ Department of Environmental Protection (DEP)

**Also present:**

- Bruce Steadman, Executive Director, FMERA
- Tim Lizura, Senior Vice President, NJEDA
- Gabriel Chacon, Deputy Attorney General (DAG)
- NJDEA Staff: Eatontown Office

**Executive Session – OPMA EXEMPTION N.J.S.A 10:4-12b(5) and (7): Pending Real Estate & Contract Negotiations with the Army**

Bruce Steadman, Executive Director of FMERA, began the Executive Session at 8:30 pm. Mr. Steadman began with an overview of the Summary of Status and Recommendations for

Proceeding memo. Mr. Steadman stated that in order to foster an environment to create jobs we need to move forward on Phase 1 (Charles Woods & Marina & Main Post) and explained that there are currently 4 serious job creating opportunities. The Army has agreed to allow the Phase 1 portion of the projects to proceed.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Bruce Steadman discussed the second parcel of interest for the clinic. [REDACTED]

[REDACTED] The third parcel was based on the RFP that was recently issued regarding the clinic, creating 150 to 200 jobs to the community. The proposal will be presented at the next Real Estate Committee meeting. [REDACTED]

[REDACTED]

Chairman Gorman asked if the Army is in full agreement with the current plans for the parcels and Bruce Steadman answered that they have indicated agreement with the current recommendations of Phase 1. The Chairman also asked how the potential of the new sales or leases will affect the NOI from local communities. Mr. Steadman stated that the NOI's will be presented at the November Board meeting for discussion.

Bruce Steadman also stated that there is interest in the historical district on the Main Post to build a housing neighborhood theme that would preserve the current houses as part of the historic commitment of the plan.

Caren Franzini asked if FMERA was looking for approval from the Board on the recommendations in order to proceed. Bruce explained that he would like to request for approval on all of the recommendations, so we may proceed to negotiate with the Army.

The Board continued the discussion from the public meeting regarding the immediate demolition of Howard Commons. It was decided that a conference call and meeting would be scheduled with the Army, and based upon the meeting the Board would postpone decision until the October Board meeting.

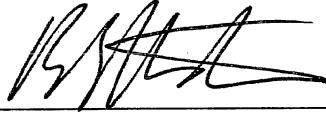
A motion was made to approve the recommendations and proceed with Phase 1 and draft of final MOA by Mayor Mahon seconded by Michael Pane and unanimously approved by all voting members present.

Caren Franzini asked for an update regarding Fort security. Bruce Steadman explained that while all is in place with regards to the NJSP, there are jurisdiction issues. The original plans for deputizing has since been cancelled. The decision was made to put retrocession in place, however the current issue is a discrepancy in the Army Corp. of Engineers mapping as relates to jurisdiction. Brandon Minde explained that the retrocession will occur when the Governor signs the letter, which will take jurisdiction from exclusive federal jurisdiction to concurrent federal and state jurisdiction for the State Police.



On a motion by Caren Franzini, seconded by Mayor Michael Mahon, and unanimously approved by all voting members present, the Board adjourned the Executive Session and opened the Public Session.

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

A handwritten signature in black ink, appearing to read 'B. Steadman', written over a horizontal line.

Bruce Steadman, Secretary

Fort Monmouth Economic Revitalization Authority  
Board Meeting  
October 19, 2011  
Tinton Falls Municipal Building, Tinton Falls, New Jersey

**EXECUTIVE SESSION MINUTES**

**Members of the Authority present:**

- James Gorman, Chairman, Fort Monmouth Economic Revitalization Authority (FMERA) -V
- Michael Pane, Esq., Vice-Chairman, FMERA -V
- Caren Franzini, CEO, New Jersey Economic Development Authority (NJEDA) – V
- Brandon Minde, Assistant Counsel, Office of the Governor, Authorities Unit - V
- Dr. Robert Lucky, Public Member - V
- Lillian Burry, Monmouth County Freeholder - V
- Gerald Tarantolo, Mayor of Eatontown - V
- Michael Mahon, Mayor of Oceanport - V
- Gerald Turning, Business Administrator, Tinton Falls - V
- Charles Richman, Assistant Commissioner, NJ Department of Community Affairs
- Jonathan Lowy, Director of Community and Constituent Relations, NJ Department of Transportation
- Mary Ellen Clark, Assistant Commissioner, NJ Department of Labor & Workforce Development
- Michele Siekerka, Assistant Commissioner, NJ Department of Environmental Protection

**V- Denotes Voting Member**

**Also present:**

- Bruce Steadman, Executive Director, FMERA
- Gabriel Chacon, Deputy Attorney General
- NJEDA Staff: Eatontown & Trenton Offices

**Executive Session – OPMA EXEMPTION N.J.S.A 10:4-12b(5) and (7): Pending Real Estate & Contract Negotiations with the Army**

Bruce Steadman, Executive Director of FMERA, began the Executive Session at 8:50 pm. Mr. Steadman began by saying that the past few weeks of negotiating with the Army have been excruciating.

Mr. Steadman went on to state that he would like to discuss the key points of the deal with the Army with the hope of gaining the Board's approval. With the Board's approval on the deal points, Mr. Steadman explained that he can go back to the Army and continue negotiations. Mr. Steadman continued by saying that the FMERA Staff hopes to bring the Memorandum of Agreement (MOA) with the Army to the Board for its consideration in November.

Mr. Steadman began discussing the proposed revenue split for parcel E (80%, 20% to FMERA) and parcel C (80%, 20% to Army).

Bruce Steadman also noted that the Army will not pay for the demolition of Howard Commons, a deal point that had previously been considered. However, Mr. Steadman said that the Army did agree to clearing some brush and trees on Howard Commons and to doing a health and safety study on the parcel. Mayor Tarantolo asked if he could have Eatontown inspectors look at the property and make note of items that are not up to code. Bruce Steadman stated that if it is not too costly, that it is a fine idea and could serve as good documentation on the condition of the property to present to the Army.

Bruce Steadman went on to state that parcel B (Rt. 35 mixed use parcel) is a bone of contention with the Army. There is not yet an agreement on the split of sales proceeds for parcel B. Odis Jones, FMERA Director of Real Estate, stated that parcel B is thought to be one of the most valuable pieces of real estate on the Fort Monmouth property. The proposed split is 60% Army, 40% FMERA.

Mr. Steadman stated that the Army would agree to guarantee that the Golf Course remains a golf course for seven (7) years instead of ten (10). Michele Siekerka asked if the seven (7) year time frame would change the value of the Golf Course when it is put out to a Request for Offer to Purchase (RFOP). Caren Franzini stated that the Golf Course will be zoned. Mayor Mahon stated that if the Plan intended to keep the Golf Course a Golf Course. Mayor Tarantolo asked if there are any hotel developers interested in the Golf Course. Mr. Steadman responded by stating that the golf course is not a likely hotel location due to the type of golf course and the local market, and therefore would not be good for a conference center. In addition, Mr. Steadman noted that the location of Fort Monmouth is not very appealing to hotel developers, as it is not viewed as a high traffic area. Also, the current economy does not lend itself to successful hotel development. Mayor Tarantolo mentioned the prospect of building a homeland security training facility on the Fort property and utilizing the hotel for the trainees. Mr. Steadman stated that FMERA staff has spoken with Homeland Security officials and the department is not interested in the hotel but did express interest in the Mallette Hall building.

Mr. Steadman continued by noting the possibility of doing scheduled closings on all Charles Wood Area parcels. Chairman Gorman responded by stating that the Army is not good at keeping a schedule. Michele Siekerka mentioned that a delay may be caused in agreeing on a Finding of Suitability to Lease (FOSL) and Finding of Suitability to Transfer (FOST). A FOSL or FOST is required before land is leased or sold. It was noted that it is possible to put safeguards in the MOA to motivate the Army to stay on schedule. Tim Lizura spoke about a developer's agreement, noting that if a developer's agreement is signed it would delay the process if there are specific developer requirements that must be adhered to.

[REDACTED]

The Army will provide an Environmental Services Cooperative Agreement (ESCA) and would be open to other ESCAs. The Army will maintain the 63/37 split of proceeds for the balance of the Charles Wood Area parcels.

FMERA will do a Request for Proposals (RFP) for a master broker/developer for the Fort Monmouth property. FMERA will draft the RFP for the Army's review and comment. Tim Lizura asked if the master broker/developer would help draft RFPs for pieces of property. Bruce Steadman said yes, they may be asked to help. Mr. Steadman stated the developer would play a consulting role, estimating a time line for potential purchasers, construction costs, feasibilities, and other services.

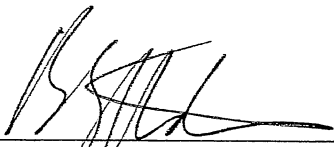
Mr. Steadman let the Board know that Matrix is revising the 20 year pro forma, business plan and Economic Development Conveyance (EDC) application based on the revised deal points. The pro forma will use conservative absorption assumptions. Mr. Steadman noted that the FMERA staff will review the pro forma, provide a copy of the document and a recommendation to the Board. Chairman Gorman stated the Board does not need to see the proforma again so long as staff verify that it produces an acceptable bottom line.

Chairman Gorman asked for a motion to approve all of the deal points discussed in the Executive Session. DAG Gabriel Chacon noted that Board Members are approving the deal points only, not the MOA.

By motion of Mayor Tarantolo, seconded by Dr. Lucky, the Board unanimously voted to approve the current proposed deal points.

On a motion by Caren Franzini, seconded by Mayor Michael Mahon, and unanimously approved by all voting members present, the Board adjourned the Executive Session and opened the Public Session.

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

  
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Bruce Steadman, Secretary

Fort Monmouth Economic Revitalization Authority  
Board Meeting  
December 21, 2011  
Tinton Falls Municipal Building, Tinton Falls, New Jersey

**EXECUTIVE SESSION MINUTES**

**Members of the Authority present:**

- James V. Gorman, Chairman, Fort Monmouth Economic Revitalization Authority (FMERA) -V
- Alfred Koeppe, Chairman, New Jersey Economic Development Authority (NJEDA) – V
- Nicole Crifo, Assistant Counsel, Office of the Governor, Authorities Unit – V (via telephone)
- Dr. Robert Lucky, Public Member - V
- Lillian Burry, Monmouth County Freeholder - V
- Gerald Tarantolo, Mayor of Eatontown - V
- Michael Mahon, Mayor of Oceanport - V
- Michael Skudera, Mayor of Tinton Falls - V
- Charles Richman, Assistant Commissioner, NJ Department of Community Affairs
- Mary Ellen Clark, Assistant Commissioner, NJ Department of Labor & Workforce Development
- Michele Siekerka, Assistant Commissioner, NJ Department of Environmental Protection

**Members of the Authority not present:**

- Jonathan Lowy, Director of Community and Constituent Relations, NJ Department of Transportation

**V- Denotes Voting Member**

**Also present:**

- Bruce Steadman, Executive Director, FMERA
- Gabriel Chacon, Deputy Attorney General (DAG)
- NJEDA Staff: Eatontown & Trenton Offices

**Executive Session – OPMA EXEMPTION N.J.S.A 10:4-12b (5) and (7): Pending Real Estate Negotiations**

Bruce Steadman, Executive Director of FMERA, began the Executive Session at 8:37 pm. Mr. Steadman began by thanking the Board of Directors for their support regarding the Memorandum of Agreement (MOA) with the U.S. Army and the Economic Development Conveyance (EDC) application. Mr. Steadman noted that finalizing the MOA & EDC application in an 11 month time frame sets FMERA apart from other local redevelopment authorities (LRAs) who are charged with redeveloping closed military installations throughout the Country.

Bruce Steadman continued by stating that he would like to discuss the proposals that the Authority has received in response to the Request for Offer to Purchase (RFOTP) for Parcel E. He continued by noting that there will be no action during the Executive Session and that the closed session is intended to discuss time frame, process and scoring with the Board of Directors. Mr. Steadman noted that it is the FMERA Staff's intention to discuss the Parcel E evaluation again with the Authority's Real Estate Committee in January.

Before yielding the floor to Rick Harrison, FMERA Director of Facilities Planning, Mr. Steadman noted that if the Board of Directors chooses to award Parcel E to CommVault, the highest scored proposer, at a future meeting, there would need to be a change to the Fort Monmouth Reuse and Redevelopment Plan (the Plan).

Rick Harrison provided an overview of the process by which the RFOTP was issued, evaluated and scored. The RFOTP was issued in accordance with what are expected to be the Authority's final sales regulations. Mr. Harrison stated that there were four proposals received and three evaluators scored the proposals. Rick Harrison noted that the proposers were aware of the evaluation criteria, as it was stated in the RFOTP, however the proposers were not aware of how the criteria were weighted. Job creation was given the most weight. Mr. Harrison continued by noting that all four of the proposals received would require a change to the Plan. Three out of the four proposals contemplated housing on Parcel E, however, each of the residential proposals increased the density that was permitted in the Plan.

Al Koeppe asked for the names of the four proposers. Mr. Koeppe was told that CommVault, American Properties, Fieldstone and Hovnanian submitted proposals.

Chuck Richman asked if the proposers were aware of the scoring weights. Mr. Richman was told that the proposers were not aware of the weights, but were aware of the categories for scoring. Mr. Richman also asked if all of the residential proposals contained a 20% set aside for affordable housing. Mr. Richman was told that the residential proposals contemplated some type of set aside for affordable housing.

Mr. Koeppe asked if all of the proposals were inconsistent with the Plan. Mr. Koeppe was told that all of the proposals were inconsistent with the Plan.

Gabriel Chacon, DAG, explained that the RFOTP stated that the submission of an offer inconsistent with the plan would be subject to the separate plan amendment process, requiring an approval of a super majority of the Board of Directors.

Chairman Gorman asked if the residential developers provided a timeframe for which they intend to break ground. Odis Jones, FMERA Director of Real Estate, responded that the residential proposers did not set forth a time frame, but that if staff negotiated with a residential proposer, then staff would negotiate a non-performance clause, in an effort to ensure that the developer kept the process moving within the time frames committed to.

[REDACTED]

[REDACTED]

Dr. Robert Lucky mentioned that the Real Estate Committee discussed including the weights in future RFOTPs and Request for Proposals (RFPs). Mr. Steadman noted that staff would take this into consideration for future RFOTPs and RFPs.

DAG Chacon stated that listing the weights is recommended, but not generally required.

Michele Siekerka asked if FMERA lists the weights in future RFOTPs and RFPs will the Authority have to resubmit the RFOTP for Parcel E.

DAG Chacon stated that the RFOTP for Parcel E would not have to be resubmitted because it was issued in conformance with what are expected to be the Authority's final sales regulations.

Mayor Michael Skudera stated that awarding Parcel E to CommVault would allow for a great job creation opportunity. Mayor Skudera further stated that having CommVault on the former Fort Monmouth property would spur other redevelopment activity.

Bruce Steadman agreed with Mayor Skudera, stating that he believes that other redevelopment activity will occur as a result of CommVault moving to the Fort, and that in this real estate market job-creation projects will drive housing projects.

Dr. Lucky stated that CommVault is moving from Oceanport to Tinton Falls.

Odis Jones responded by saying CommVault expressed that the Company planned to leave Oceanport regardless, and possibly the State of New Jersey. Mr. Steadman added that FMERA staff tried unsuccessfully to interest CommVault in Fort parcels that would be within Oceanport; however, CommVault was not interested in them.

Chuck Richman asked if any other parcels in Phase 1 are suitable for housing. Mr. Richman was told that Parcel C and C-1 together are roughly the same size as Parcel E and would be suitable for housing, that the Howard Commons parcel would be a housing parcel, and that certain types of housing could be located on portions of the golf course parcel.

Dr. Lucky asked Bruce Steadman if there is still a possibility of putting a conference hotel on the former Fort Monmouth property. Bruce Steadman stated that a conference hotel is still a consideration, however the current economy does not lend itself to hotel development.

Michele Siekerka asked if the RFOTPs for the other Phase 1 parcels can be issued together to demonstrate the Authority's commitment to housing, should CommVault be awarded Parcel E.

Bruce Steadman noted that the Army is requiring FMERA to have a Real Estate Consultant in place before issuing additional RFOTPs, so that the property can be marketed well and widely, but that it was the intention of FMERA staff and the Army to advertise for bid the Phase 1 housing parcels soon after the first of the year.

Michele Siekerka left the meeting at 9:05 pm.

Chuck Richman suggested that FMERA issue parcel(s) for housing quickly, should Parcel E be awarded to CommVault.

[REDACTED]

Mr. Steadman noted that we expect a final draft of Phillips Preiss Grygiel's zoning plan early in January 2012.

[REDACTED]

Odin Jones expressed that Parcel C and C-1 together are roughly the same size as Parcel E.

Mayor Mahon expressed that he could not vote to award Parcel E to CommVault, should that be the recommendation to the Board of Directors, due to the impact on Oceanport. CommVault leaving Oceanport will be an additional job loss for his community.

[REDACTED]

[REDACTED]

[REDACTED]

Mayor Tarantolo stated that a deviation from the Plan requires a vote of a super majority of the Board of Directors. The Mayor further stated that a plan change relates back to the stakeholders, and that the Authority needs good data and rationale for changing the Plan.

Freeholder Burry asked how the RFOTP for Parcel E addressed a change to the Plan.



Odis Jones responded by saying that the RFOTP was issued in accordance with the Authority's proposed sales regulations, that the RFOTP stated that applicants could submit proposals in accordance with the Plan or not in accordance with the Plan, but that any non-conforming uses would have to be reviewed by the Board of Directors based on the Plan-change process.

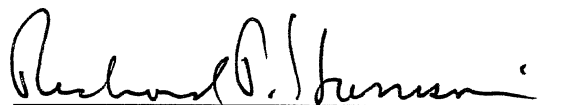
Dr. Lucky expressed that making changes in the Plan to adapt to today's market is permissible, but that the Staff and Board of Directors must respect the integrity of the Plan. Mr. Steadman noted that the staff is fully aware and respectful of the importance of trying to maintain the integrity of the Plan; [REDACTED]

[REDACTED] and given FMERA's great challenge to try to help replace the many jobs lost due to the Army's closure of the Fort, CommVault's proposal certainly warrants our strong consideration.

Bruce Steadman thanked the Board of Directors for their feedback.

On a motion by Mayor Gerald Tarantolo, seconded by Dr. Robert Lucky, and unanimously approved by all voting members present, the Board adjourned the Executive Session and opened the Public Session.

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



Rick Harrison, Assistant Secretary

Fort Monmouth Economic Revitalization Authority  
Board Meeting  
January 18, 2012  
Maple Place School, Oceanport, New Jersey

**EXECUTIVE SESSION MINUTES**

**Members of the Authority present:**

- James V. Gorman, Chairman, Fort Monmouth Economic Revitalization Authority (FMERA) -V
- Caren Franzini, CEO, New Jersey Economic Development Authority (NJEDA) – V
- Brandon Minde, Assistant Counsel, Office of the Governor, Authorities Unit – V
- Dr. Robert Lucky, Public Member - V
- Gerald Tarantolo, Mayor of Eatontown - V
- Michael Mahon, Mayor of Oceanport - V
- Gerald Turning, Business Administrator, Tinton Falls - V
- Charles Richman, Assistant Commissioner, NJ Department of Community Affairs
- Mary Ellen Clark, Assistant Commissioner, NJ Department of Labor & Workforce Development
- Michele Siekerka, Assistant Commissioner, NJ Department of Environmental Protection
- Jonathan Lowy, Director of Community and Constituent Relations, NJ Department of Transportation

**Members of the Authority not present:**

- Lillian Burry, Monmouth County Freeholder - V

**V- Denotes Voting Member**

**Also present:**

- Bruce Steadman, Executive Director, FMERA
- Gabriel Chacon, Deputy Attorney General (DAG)
- NJEDA Staff: Eatontown & Trenton Offices

**Executive Session – OPMA EXEMPTION N.J.S.A 10:4-12b (5) and (7): Pending Real Estate Negotiations and Attorney-Client Privileged Matter**

Bruce Steadman, Executive Director of FMERA, began the Executive Session at 8:25 pm. Mr. Steadman noted that Gerald Turning is attending the Executive Session on behalf of Mayor Michael Skudera due to the fact that Mayor Skudera has a conflict of interest regarding Parcel E. DAG Chacon explained that one of the companies that made an offer for Parcel E disclosed that Mayor Skudera is employed by that company's parent corporation. This was referred to the Authority's Ethics Liaison, who advised that Mayor Skudera is to recuse himself and be screened from all materials and discussion on Parcel E and any associated Reuse Plan amendment. He also stated that this executive session would entail a "de novo" discussion on all matters addressed in

last month's executive session. Caren Franzini recommended that any board member who feel as though they may have a conflict of interest should speak with the Authority's Ethics Liaison.

Bruce Steadman continued by providing an update on the status of Parcel E. Mr. Steadman stated that the FMERA staff met with K. Hovnanian, who submitted a proposal for Parcel E, and asked them to revise their proposal to accommodate the density in the Fort Monmouth Reuse and Redevelopment Plan ("the Plan"). K. Hovnanian's initial proposal included a density that was higher than the density in the Plan. Mr. Steadman indicated that K. Hovnanian was asked to meet with the FMERA staff because their evaluation score was the highest of the residential proposals. Bruce Steadman continued by stating that the FMERA staff will reach out to the remainder of the Parcel E proposers with the thought that they might have an interest in submitting a proposal for other areas of the former Fort Monmouth property when the Request for Proposals (RFPs) are issued.

Dr. Lucky stated that if K. Hovnanian reduces their density to be in compliance with the Plan, that they may no longer be interested in Parcel E because their profits will be reduced. Bruce Steadman agreed with Dr. Lucky and stated that should K. Hovnanian be awarded Parcel E they indicated they would not be able to close on the property for three years.

Caren Franzini noted that should Parcel E be awarded to CommVault, the award would be subject to the Board's approval of a change to the Plan to allow for commercial development on that parcel.

Chairman James V. Gorman asked when the Authority would be able to issue an RFP for a parcel for residential development. Bruce Steadman stated the Army will not allow RFPs for parcels, where housing could be built, to be issued until a Master Broker/Real Estate Consultant is in place.

Dr. Lucky suggested that if a plan change is needed to allow for commercial development on Parcel E then another plan change could be done at the same time to allow for residential development on an area where there is a commercial development designation in the Plan.

Mayor Mahon stated that adjustments to the Plan should be completely transparent.

Chairman James V. Gorman asked about the status of the appraisals for Parcel E. Bruce Steadman noted that the first appraisal has been received; and the second appraisal is due in a few days. Caren Franzini suggested that going forward, an appraisal should be done at the same time that an RFP is issued for a parcel, to avoid a delay in the process due to waiting for an appraisal.

Mayor Tarantolo then asked for the status of the zoning map and if the zoning map corresponds to the Plan.

Bruce Steadman then provided an update on FMERA's planner, Phillips Preiss Grygiel's (PPG), progress. Mr. Steadman noted that the zoning plan for the former Fort Monmouth property is

being developed by PPG to allow for the greatest flexibility, combining the Reuse Plan and the municipalities' zoning requirements to meet future economic development opportunities.

Caren Franzini suggested that FMERA's outside counsel prepare an opinion addressing the issue of a possible plan change for Parcel E and analyze the plan amendment's compliance with New Jersey zoning laws and the FMERA Act.

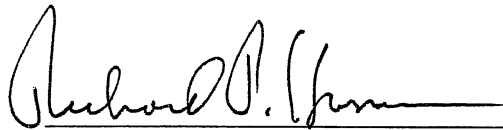
DAG Chacon noted that a plan amendment must be submitted to each of the three host municipalities and a 45 day notice given.

Chuck Richman asked if a 20% set aside for affordable housing is being considered. It was noted that a 20% set aside is being contemplated and FMERA will comply with the prevailing state affordable housing law.

Bruce Steadman thanked the Board Members for their time, and continued by stating that he hopes to move Parcel E and the Clinic Parcel forward at the February meeting of the Authority.

On a motion by Caren Franzini, seconded by Dr. Robert Lucky, and unanimously approved by all voting members present, the Board adjourned the Executive Session and opened the Public Session.

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

A handwritten signature in black ink, appearing to read "Richard P. Harrison", written over a horizontal line.

Richard Harrison, Assistant Secretary

Fort Monmouth Economic Revitalization Authority  
Board Meeting  
March 21, 2012  
Eatontown Municipal Building, Eatontown, New Jersey

**EXECUTIVE SESSION MINUTES**

**Members of the Authority present:**

- James V. Gorman, Chairman, Fort Monmouth Economic Revitalization Authority (FMERA) -V
- Tim Lizura, Senior Vice President, New Jersey Economic Development Authority (NJEDA) – V
- Brandon Minde, Assistant Counsel, Office of the Governor, Authorities Unit – V
- Dr. Robert Lucky, Public Member - V
- Gerald Tarantolo, Mayor of Eatontown - V
- Michael Mahon, Mayor of Oceanport - V
- Gerald Turning, Business Administrator, Tinton Falls – V
- Lillian Burry, Monmouth County Freeholder - V
- Charles Richman, Assistant Commissioner, NJ Department of Community Affairs
- Mary Ellen Clark, Assistant Commissioner, NJ Department of Labor & Workforce Development
- David Sweeney, Assistant Commissioner, NJ Department of Environmental Protection
- Jonathan Lowy, Director of Community and Constituent Relations, NJ Department of Transportation

**V- Denotes Voting Member**

**Also present:**

- Bruce Steadman, Executive Director, FMERA
- Edward Pillsbury, Deputy Attorney General (DAG)
- NJEDA Staff: Eatontown Office

**Executive Session – OPMA EXEMPTION N.J.S.A 10:4-12b (5) and (7): Pending Real Estate Negotiations and Attorney-Client Privileged Matters**

Bruce Steadman, FMERA Executive Director, began the Executive Session at 8:45 pm. Mr. Steadman then provided the Board of Directors with an update on the Memorandum of Agreement (MOA) with the U.S. Army. Mr. Steadman indicated that FMERA staff received a working draft of the MOA on Friday and that David Knisely, FMERA's Base Realignment and Closure (BRAC) attorney, will be sitting down with the U.S. Army's General Counsel to finalize the MOA. Mr. Steadman stated that he expects the final MOA to go before the Board of Directors at the April meeting of the Authority.

Bruce Steadman stated that one of the changes in the MOA will be a two appraisal approach.

[REDACTED]

The two appraisal approach would require both the U.S. Army and FMERA to obtain an appraisal for each parcel for sale. An average would be taken of the two appraisals and that would be the lowest acceptable sale price. Mr. Steadman further explained that there will be a 30 day time limit to obtain the appraisals to ensure that the pace of the sale process is not impeded.

Bruce Steadman then indicated that the FMERA staff received a draft Finding Of Suitability to Transfer (FOST) for Parcel E on Friday, and that FMERA staff will be reviewing the document, along with the New Jersey Department of Environmental Protection (NJDEP).

Mayor Mahon inquired about the process for releasing FOSTs. Bruce Steadman indicated that a procedure has been recently established that will allow FMERA staff and the NJDEP to review the document, in its draft form, 7 days prior to the document's public release.

Bruce Steadman also informed the Board of Directors that the U.S. Army has taken a different position than it has had in the past on Notices of Interest (NOIs).

[REDACTED]

[REDACTED] The PBC process would involve a federal sponsor. FMERA has been conducting a different NOI process and has been evaluating requests for low [REDACTED] cost transfers of property to public entities. The current process would have the U.S. Army transfer title to FMERA and then from FMERA to the public entity. This issue is currently being addressed in the MOA discussions with the U.S. Army.

[REDACTED]

Chairman Gorman asked what FMERA's BRAC attorney advises regarding the NOIs. Bruce Steadman indicated that he would follow up with BRAC Counsel and report back to the Board of Directors.

Odis Jones, FMERA Director of Real Estate, then provided an update on the exclusive negotiations with CommVault for Parcel E. Mr. Jones stated that FMERA and CommVault have agreed to include a reversionary clause in the purchase/sale agreement, should CommVault fail to meet their targets for ground breaking and completion of construction. This would allow FMERA to re-acquire the property for the purchase price less a portion of the deposit.

Mayor Mahon asked if the reversionary clause was for job creation. Mayor Mahon was told that this clause is for the timing of the project, but there also is a penalty clause regarding the number of NEW jobs created.

Chuck Richman asked what the trigger is for the clause, and was told it is 5 years from closing.

Odis Jones indicated that FMERA's outside counsel, Riker Danzig, advised that a mortgage lien would be the best way to implement the reversionary clause.

[REDACTED]

[REDACTED]

Mr. Jones also stated that he anticipates the purchase/sale agreement with CommVault for Parcel E being provided to the Real Estate Committee for review in April as well.


Chairman Gorman asked when the CommVault deal is expected to close. Bruce Steadman indicated that the deal could close as soon as June, and no later than September 1, 2012.

Gerry Turning indicated that Tinton Falls' talks with CommVault have been going well.

Mayor Mahon stated that CommVault has been a pleasure to work with while in Oceanport.

On a motion by Michael Mahon, seconded by Tim Lizura, and unanimously approved by all voting members, the Board adjourned the Executive Session and opened the Public Session.

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

  
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Bruce Steadman, Secretary