



TO: Members of the Board of Directors

FROM: Bruce Steadman
Secretary & Executive Director

DATE: September 19, 2012

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**
 - Appointment of Secretary and Treasurer of the Authority by Chairman James V. Gorman
 - Appointment of Audit Committee and Real Estate Committee Members by Chairman James V. Gorman
 - Review of Executive Session Minutes
7. **Treasurer’s Report:**
 - Summary of Status of Federal Grant and FMERA Financials
8. **Public Comment Regarding Agenda Items**
9. **Executive Director’s Report:**
 - Update on Meetings with Army Representatives
 - Update on Former Post Library Construction
 - Update on Proposed Plan Amendment #2
 - Update on Garden State Parkway Interchange 105
 - Update on Action Items
 - Update on Land Use Regulations – Phillips Preiss Grygiel LLC

10. **Committee Reports**

- Audit Committee – Michael Mahon, Acting Chairman
- Real Estate Committee – James V. Gorman, Acting Chairman
- Environmental Staff Advisory Committee – Kenneth J. Kloo, Chairman
- Historical Preservation Staff Advisory Committee – Robert Ades, Chairman
- Housing Staff Advisory Committee – Charles Richman, Chairman
- Veterans Staff Advisory Committee – Lillian Burry, Chairwoman

11. **Board Actions**

1. Election of Vice-Chairperson of the Authority
2. Consideration of Approval of Organizational Matters
 - Meeting Schedule for October 2012 – September 2013
 - Assistant Secretaries of the Authority
3. Consideration of Approval of Staff Advisory Committee Membership Criteria
4. Consideration of Approval of Notice of Interest (NOI) Evaluation Process (*Postponed to the October Meeting*)
5. Consideration of Approval of Sub-Lease of Motor Pool from FMERA to Monmouth County (*Postponed to the October Meeting*)
6. Consideration of Approval of Request for Qualifications (RFQ) for Appraisal Services Selections
7. Consideration of Award of RFP and Purchase-Sale Agreement with AcuteCare Health System for Clinic Parcel
8. Consideration of Approval of Planning, Engineering, Architectural and Environmental Service Contract Amendment

12. **Other Items**

13. **Public Comment**

14. **Adjournment**

Fort Monmouth Economic Revitalization Authority
Board Meeting
August 15, 2012
Tinton Falls Municipal Building, Tinton Falls, New Jersey

MINUTES OF THE MEETING

I. Members of the Authority present:

- James V. Gorman, Chairman, Fort Monmouth Economic Revitalization Authority (FMERA) - **V**
- Tim Lizura, Senior VP, New Jersey Economic Development Authority (NJEDA) - **V**
- Kerstin Sundstrum, Assistant Counsel, Authorities Unit, Office of the Governor - **V**
- Dr. Robert Lucky, Public Member – **V**
- Robert Ades, Public Member – **V**
- Lillian Burry, Monmouth County Freeholder – **V**
- Gerald Tarantolo, Mayor of Eatontown - **V**
- Michael Skudera, Mayor of Tinton Falls - **V**
- Michael Mahon, Mayor of Oceanport - **V**
- Charles Richman, Assistant Commissioner, NJ Department of Community Affairs (DCA)
- Ken Kloo, Director, Site Remediation Program, NJ Department of Environmental Protection (DEP)

Members of the Authority not present:

- 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

Also present:

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

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The meeting was called to order by Chairman James V. Gorman at 7:02pm who led the meeting in the Pledge of Allegiance.

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

The first item of business was the approval of the July 18, 2012 meeting minutes. A motion was made to approve the minutes by Lillian Burry, and seconded by Mayor Tarantolo.

Motion to Approve: LILLIAN BURRY Second: MAYOR TARANTOLO
AYes 7

Mayor Skudera abstained from voting stating that he was not present at the meeting.
Dr. Robert Lucky abstained from voting stating that he was not present at the meeting.

III. WELCOME

Chairman James V. Gorman welcomed attendees to the Board Meeting. Mr. Gorman stated that the Board package materials were available to the public at the meeting. Mr. Gorman stated that Gil Medina, Managing Director of Cushman & Wakefield, the Authority's Master Broker, would be giving a presentation and the Board was looking forward to Mr. Medina's professional commentary and perspective of the Fort property.

Mr. Gorman stated the Board would review four resolutions, the first being the transmittal to the boroughs of Eatontown, Oceanport and Tinton Falls, of the plan change amendment needed to facilitate the reuse of the former Patterson Army Health Clinic. The second resolution is for temporary office space for the FMERA staff. The third resolution regards the lease of the motor pool from the U.S. Army to FMERA. The final resolution regards an increase of credit Facility B from the New Jersey Economic Development Authority (NJEDA) for renovation of the former post library and of Amendment to the FMERA budget to reflect the renovation of the former post library.

The Chairman went on to state that there will be two comment periods at the meeting. The first comment period is for agenda items only and the Chairman asked for the public's cooperation in keeping their comments as brief as possible. The Chairman explained that the second public comment period is towards the end of the meeting agenda and is open to the full range of FMERA business. 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.

IV. SECRETARY'S REPORT

Mr. Steadman stated that the Authority's annual meeting is scheduled for September 19th at the Tinton Falls Municipal Building. Mr. Steadman stated that the agenda will include the election of officers.

Mr. Steadman stated that the FMERA Staff Advisory Committee Chairpersons have been asked to evaluate their respective committee's membership and make a determination if the membership should be altered in any way. The changes to the Committees' makeup will be announced at the Annual Board meeting on September 19, 2012, along with other organizational matters.

Mr. Steadman stated that the purpose of reviewing the Staff Advisory Committees' makeup is to ensure that FMERA has a knowledgeable and balanced advisory committee membership, capable of providing timely and good advice to the FMERA staff regarding the subject matter of the Committee.

Making changes to the membership also provides an opportunity for more members of the Community to participate in the redevelopment process.

Mr. Steadman stated that the remainder of the Secretary's report would be deferred to the Action Items on the Agenda.

V. TREASURER'S REPORT

Beverlee Akerblom, Director of Finance and Administration, stated that the Authority is preparing a grant amendment for submittal to the Office of Economic Adjustment (OEA) requesting additional funds in support of the Authority's operations. Through this amendment of the grant ending June 30, 2013, the Authority will request funding of expenses which previously were not funded through the grant, such as rent expenses related to the temporary FMERA offices under consideration by the Board at the meeting, office moving expenses, and revised library renovation costs.

Ms. Akerblom concluded her report by stating that spending continues to be strictly monitored.

VI. PUBLIC COMMENT REGARDING AGENDA ITEMS

Linda Zucaro of Tinton Falls asked if the 48 residential apartments referenced in the proposed amendment #2 are considered rental or owner occupied apartments. Mr. Steadman explained that FMERA will be asking Cushman & Wakefield to advise of the types of housing due to the current market conditions. Mr. Steadman stated that when the Request for Offer to Purchase (RFOTP) is issued, FMERA may give the proposal responders leeway within their proposal based on the market conditions, regarding rental or owner occupied.

Phil Welch of Lincroft stated that he appreciated the public having access to the Board package. Mr. Welch stated that there is an impact on housing regarding the proposed amendment #2. Mr. Welch stated that the Housing Staff Advisory Committee did not have the opportunity to discuss the plan change amendment and should have the ability to do so in the future.

Mr. Steadman stated that this is a two-step process; that FMERA receives Board approval to submit amendment #2 to the three municipalities for the required 45 day comment period and upon review, each municipality will submit their responses to FMERA. Mr. Steadman stated that there will be at least one Housing Committee meeting within the 45 days for the committee to discuss amendment #2.

Mr. Gorman stated that the public is welcome to attend the municipalities' public meetings during the 45 day comment period.

Tom Mahedy of Wall Township stated that the Patterson Army Clinic should remain a public clinic for Veterans. Mr. Mahedy stated that there is a contaminated incinerator with toxic ash on site at the clinic. Mr. Mahedy disagreed that the clinic was listed as a Category 1, and should remain a Category 2.

Mr. Mahedy stated that the former Post library should remain a library and open to the public. Mr. Mahedy stated he is concerned about public access to the new FMERA offices. Mr. Mahedy stated that there needs to be criteria regarding the reorganization of the staff advisory committees.

Mr. Steadman stated that Mr. Mahedy's questions regarding environmental issues were answered at the Environmental Staff Advisory Committee meeting at which he was in attendance. Mr. Steadman stated that the incinerator was deconstructed and removed from the sight in 1992 and a No Further Action (NFA) was issued by the Department of Environmental Protection (DEP), and a Finding of Suitability to Transfer (FOST) was sent from the Army to the DEP for consideration. Mr. Steadman further stated that the categorization of the site from a category 2 to a 1 refers to the CERCLA covenant, and to be categorized as a category 1 indicates that a property has been inspected by the Army and has had no release of hazardous substances or petroleum. This category provides the highest protection under the CERCLA covenant to FMERA and to future buyers.

Ken Kloo stated that the original categorization of the property was a category 7 unclassified. Mr. Kloo stated that the Army completed the process of classifying the parcel appropriately. Based on the work that the Army did, the parcel was classified as a category 1 by the Army and agreed to by DEP.

Mr. Steadman stated that there has been no discussion with the prospective buyer regarding drinking water wells on the site and since there is no indication of ground water contamination issues, there would be no groundwater impact related to the change in classification.

Mr. Steadman stated that FMERA is borrowing funds for the construction of the library from the EDA, and there is a grant from the Office of Economic Adjustment (OEA), and the EDA loan will be repaid from FMERA's share of sales and leases proceeds of fort properties. Mr. Steadman stated that in the future, the library will become first class office space and will be a very good investment in the future for FMERA. FMERA intends to sell the library building to an interested buyer, once FMERA begins to wind its activities down to put itself out of business.

Mayor Mahon clarified that the authorization of funds had been previously approved by the Board and the action is not for additional funds.

Carol Gay of Brick stated that there should be public members on the committees and they should not be removed.

VII. EXECUTIVE DIRECTOR'S REPORT

Bruce Steadman stated that FMERA and Cushman & Wakefield, have created a meeting schedule to prepare and develop a marketing, sale and lease strategy. These regular meetings help to establish a collaborative working relationship that will result in sale and lease of the former Fort Monmouth property and in the creation of jobs.

Mr. Steadman introduced Gil Medina, Executive Managing Director of Cushman & Wakefield of New Jersey.

Mr. Medina gave an overview of Cushman & Wakefield and its objective for its FMERA engagement, which is attached hereto.

Mayor Tarantolo stated that when Cushman & Wakefield was considered for the Master Broker, the Board was informed that the firm dealt locally, national and internationally. Mayor Tarantolo asked for the plan by the firm to market and provide information to the three outlets.

Mr. Medina stated that Cushman & Wakefield has 14,000 employees within 60 countries with many specialty groups, and will be creating marketing materials, a database and a website to promote the former Fort to employers, investors, and developers to participate in the redevelopment. Cushman & Wakefield will utilize its New Jersey offices, as well as other offices nationally and internationally to maximize exposure of the former Fort property.

Mr. Steadman stated that the Authority was impressed by Cushman & Wakefield for their high enthusiasm, outstanding professionalism and experience with successful projects.

Tim Lizura welcomed Cushman & Wakefield and stated that colleagues at the Governor's office, the Business Action Center and ChooseNJ are ready to assist Cushman & Wakefield and FMERA.

Rick Harrison, Director of Facilities Planning stated that FMERA and the Army have begun preliminary discussions on the future transfer of the balance of the Main Post, under a Phase 2 Memorandum of Agreement (MOA). Routine meetings and communications, including weekly conference calls with the U.S. Army continue to occur and further a positive working relationship that will result in a revitalized Fort Monmouth.

Mr. Harrison stated that FMERA executed the former fort library lease from the Army on August 7, 2012. Construction to retrofit the Library into professional administrative space for use by the FMERA staff has begun. FMERA anticipates occupying the space in the winter of 2013. There will be a plan to ensure public access to the FMERA office. This plan will be made available to the public soon.

Mr. Harrison stated that at the meeting, the Board will be considering approval of a lease for temporary office space on Christopher Way, Eatontown for a term of 5 months, with a 1 month extension option. Should the Board of Directors approve, FMERA real estate and marketing staff will occupy the temporary office beginning in September and remain there until the new office space is completed. The remainder of the FMERA staff will temporarily occupy office space on the former Fort property in the Army's Caretaker Office at no cost. A plan will be set up to ensure that public access is available and will be announced at the September Meeting of the Authority.

Mr. Harrison stated that the lease for Suneagles Golf Course will expire next month; however, the Army has agreed to extend the lease for a minimum of 6 months, or until such time the property can be conveyed to FMERA. The operator's agreement with Atlantic Golf Management will also be extended, and activities and events on the premises will continue to be scheduled.

Mr. Harrison stated that on Friday, August 3, 2012 FMERA issued a publically advertised Request for Qualifications (RFQ) for Appraisal Services. FMERA is soliciting qualifications and supporting data, from qualified firms interested in performing real estate appraisal services. Appraisals will be required, on an as needed basis to facilitate the conveyance of Fort Monmouth property from the U.S. Army to the Authority as well as property transfer from the Authority to interested purchasers. Responses to the RFQ are due by noon on August 24, 2012.

Mr. Steadman stated that should the transmittal to the host municipalities of proposed amendment #2 be approved by the Board of Directors at the August 15, 2012 meeting, the 45 day review period will begin following the receipt of the proposed amendment #2 by the municipalities and after the Governor's 10 day veto period. The FMERA staff anticipates the 45 day review period will begin on or about August 28, 2012, and end on or near October 12, 2012.

The proposed plan amendment #2 to the Fort Monmouth Reuse and Redevelopment Plan (Reuse Plan) would allow, as an alternative, the incorporation of the 80,000 sf wellness campus envisioned in the Reuse Plan into the reused former Patterson Army Health Clinic parcel while maintaining the same housing units and types elsewhere within Oceanport. The Clinic was slated to be demolished in the Reuse Plan. In accordance with the FMERA Act, each host municipality may provide a report with comments on the proposed plan amendment within the 45 day review period. Each municipality will determine how to gather any such comments, and members of the public should provide their comments directly to the host municipalities.

Mr. Steadman stated that the Authority staff has been working with the New Jersey Attorney General's Office, the Authority's Outside Counsel, and Phillips Preiss Grygiel (PPG), the Authority's Planning Consultant to draft the land use regulations for the former Fort Monmouth property. PPG is finalizing the land use regulations, with input from FMERA and these parties, and drafts continue to be circulated. Interim guidelines for review of redevelopment plans and interim guidelines for the Authority's mandatory conceptual review were approved by the Board of Directors at the June 20, 2012 meeting, and completed land use regulations are expected to go before the Board of Directors in October. In addition, it is expected that PPG will make a presentation on the Land Use Regulations at the September meetings of the Real Estate Committee and the Housing Staff Advisory Committee, and the Annual Meeting of the Authority in September. The regulations will serve as the zoning document that implements the Reuse Plan for the Fort, and will be used by the planning boards of the three Host Municipalities, and by the Authority, in evaluating proposed development projects.

Mayor Tarantolo asked for the process on the Land Use regulations for review by each municipality.

Mr. Steadman stated that PPG would interface if / as needed with each municipality's planning board to review the regulations and discuss any proposed revisions to them.

Mayor Mahon stated that Oceanport has assembled a subcommittee with a member of the borough council to review the regulations and provide comment to the borough administrator who will then provide the comments to FMERA.

Mr. Steadman stated that David Nuse, FMERA's Director of Real Estate Development and Katie Hodes, FMERA's Project Officer, attended the Association of Defense Communities Conference in Monterey, California. The Conference provided an opportunity to hear the challenges and successes that other base closure communities around the Country are experiencing. Secretary of Defense Leon Panetta was the keynote speaker for the Conference. Workshops at the Conference covered a wide array of topics including budgeting and environmental issues. Mr. Steadman stated that FMERA is at a point of achieving success that has not yet been seen with other BRAC 2005 closures.

Mr. Steadman concluded by stating FMERA's action items for the coming months:

- Continued work with Matrix Design Group and the N.J. Department of Environmental Protection to identify and resolve environmental issues of concern

- Continued work on the Notice of Interest (NOI) evaluation process
- FMERA anticipates issuing Requests for Offer to Purchase (RFOTP) for Parcel C (mixed use), C-1 (housing), Golf Course (golf course and related uses), Howard Commons (housing) and Parcel B (retail and housing)
- Continued meetings and tours with interested prospective employers and investors
- Continued outreach to our stakeholders
- Continued collaboration with our Trenton office on marketing and business development opportunities
- Process for quarterly public tours of the Fort being developed with the first tour taking place by late fall, 2012

COMMITTEE REPORTS

a) AUDIT COMMITTEE (MICHAEL MAHON, ACTING CHAIRMAN):

Mayor Mahon stated that the Committee did not meet this month and the Committee will most likely meet when quarterly information becomes available.

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

Chairman Gorman noted that the Committee met on August 6th at the FMERA office. Mr. Gorman stated that the Committee received a presentation by PPG on the proposed draft Land Use Regulations and the Committee approved the draft land use regulations to be submitted to the Board for full approval within the next few months, subject to input from the planning boards of the 3 boroughs

Mr. Gorman stated that the Committee reviewed and approved the proposed plan amendment #2 to effectuate the development to the former Clinic parcel.

Mr. Gorman stated the Committee reviewed and approved the need for temporary office space for the FMERA staff due to the expiration of the current lease and the delay in renovation of the new office space at the former library building. The Committee also discussed FMERA's need for marketing space with public access.

Mr. Gorman stated that the Committee reviewed and approved the lease of the Motor Pool from the U.S. Army to FMERA for the future use by Monmouth County.

Mr. Gorman stated that the Committee received an update on the proposed University Park project on the Fort property and an update on the NOI process.

Mayor Tarantolo stated that the County's use of the Motor Pool is a deviation of the Reuse Plan as the property was destined to be open space and is within a residential area. Mayor Tarantolo asked why there is not a plan change amendment #3 for the lease of the Motor Pool.

Mr. Steadman stated that the Board Action is solely for the lease from the Army to FMERA for the Motor Pool and does not pertain to subleasing the property from FMERA to the County. Mr. Steadman stated there is time for discussions with the County and the host municipalities regarding

future use. Mr. Steadman stated that there does not need to be a plan change amendment for the lease of the property.

Lillian Burry stated that the County had discussions with Eatontown and the access road to the Motor Pool could be closed to the public. Ms. Burry stated that the motor pool's use by the County is a benefit to all municipalities within Monmouth County.

c) ENVIRONMENTAL STAFF ADVISORY COMMITTEE (KEN KLOO, NJDEP):

Ken Kloo stated that the Committee met on August 9th at the FMERA offices. Mr. Kloo stated the Committee reviewed the DEP's comments on the Army's 2008 Site Investigation Report. The Committee discussed several parcels in greater depth: Parcel 28 (Building 2525) - septic issues; Parcel 38 (Pistol Range) - lead; and Parcel 49 (Former Squire Lab) - PAHs, PCBs and potential USTs. Mr. Steadman stated that FMERA staff would prepare a map of overlaying areas of environmental concern (AOCs), along with a list of the AOCs, for the next meeting.

The Committee also inquired about the former Watson Lab site and its impact, if any, on Parcel C1. The DEP will extract relevant pages from the Army's (SI) Report. Additionally, Mr. Steadman will send the Committee a link to the Army's website where the SI Report and other key documents are stored.

The Committee also discussed an area to the north of the historical housing units on the Main Post that reportedly formerly contained up to 60 underground storage tanks for heating oil. It was agreed that verification of this, and its status, must be confirmed. The Committee also requested a status update on the M-8 and M-18 landfills.

The Committee received a copy of the draft Finding of Suitability to Lease (FOSL) for the Teen Center and the Swimming Pool. The FOSL will be discussed at the Committee's next meeting. A FOSL for the adjacent school will be distributed at a future meeting.

d) HISTORICAL PRESERVATION STAFF ADVISORY COMMITTEE (ROBERT ADES):

Mr. Ades noted that the Committee did not meet this month. Mr. Ades stated that the Committee will meet during the Phase 2 negotiations with the Army.

e) HOUSING STAFF ADVISORY COMMITTEE (CHARLES RICHMAN, DCA):

Mr. Richman stated the Committee did not meet this month, but that the Committee is scheduled to meet on September 13th to discuss the draft of the Land Use Regulations.

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

Lillian Burry stated that the Committee did not meet this month. Ms. Burry stated that she has received inquiries regarding housing for homeless Veterans on the Fort property. Ms. Burry extended an invitation to the County's September 11th ceremonies on Mount Mitchell at 7:00p.m.

VIII. Board Actions

The next item before the Board was the consideration of approval of transmittal to host municipalities of Proposed Plan Amendment #2 Permitting Alternative Development Scenario in Oceanport

Bruce Steadman read the resolution which is attached hereto and marked Exhibit 1.

Bruce Steadman stated that the Board Memo mirrored the resolution and provided additional backup information.

A motion was made to approve by Lillian Burry, and was seconded by Dr. Robert Lucky.

Bruce Steadman conducted a Roll Call Vote:

NAME	YES	NO
James V. Gorman	X	
Tim Lizura	X	
Kerstin Sundstrum	X	
Dr. Robert Lucky	X	
Robert Ades	X	
Lillian Burry	X	
Gerald Tarantolo	X	
Michael Skudera	X	
Michael Mahon	X	

Motion to Approve: LILLIAN BURRY Second: DR. ROBERT LUCKY
AYes: 9

The next item before the Board was the consideration of approval of lease of temporary office space.

Bruce Steadman read the resolution which is attached hereto and marked Exhibit 2.

Bruce Steadman stated that the Board Memo mirrored the resolution and provided additional backup information.

A motion was made to approve by Mayor Tarantolo and was seconded by Robert Ades.

Motion to Approve: MAYOR TARANTOLO Second: ROBERT ADES
AYes: 9

The next item before the Board was the consideration of approval of lease of the motor pool from the U.S. Army to FMERA

Bruce Steadman read the resolution which is attached hereto and marked Exhibit 3.

Bruce Steadman stated that the Board Memo mirrored the resolution and provided additional backup information.

A motion was made to approve by Mayor Mahon, and was seconded by Mayor Skudera.

Motion to Approve: MAYOR MAHON Second: MAYOR SKUDERA
AYes: 8 No: 1

Mayor Tarantolo voted No.

The next item before the Board was the consideration of approval of increase of credit facility B from NJEDA for renovation of the former post library and of Amendment to the FMERA budget to reflect the renovation of the former post library.

Bruce Steadman read the resolution which is attached hereto and marked Exhibit 4.

Bruce Steadman stated that the Board Memo mirrored the resolution and provided additional backup information.

A motion was made to approve by Mayor Tarantolo, and was seconded by Lillian Burry.

Motion to Approve: MAYOR TARANTOLO Second: LILLIAN BURRY
AYes: 9

IX. Other Items

Mayor Mahon stated that Oceanport's planning board meeting is scheduled for September 19th and the consideration of the plan change amendment will be on the agenda.

X. Public Comment

Anthony Talerico of Eatontown thanked Mayor Tarantolo for voting no to the Motor Pool lease. Mr. Talerico stated that the lease should be considered a plan change amendment and a sublease could continue for several years and may have a negative effect on the residents of Eatontown.

Phil Welsh of Lincroft asked for clarification on the Land Use regulations and when the 45 day public comment period will begin. Mr. Steadman stated that there will be a presentation by PPG at the September Board meeting and the regulations will be presented at the October Board meeting for approval. Mr. Steadman stated that the 45 day comment period will start the day after the Governor's veto period has expired.

Mr. Welch asked if the Board will be taking recommendations to determine membership on the Staff Advisory Committees. Mr. Steadman stated that the Chairpersons will be making recommendations to the Executive Director and the Authority, and he will come to the Board with recommendations. Mr. Welch asked if there is a set of criteria. Mr. Steadman stated that the criteria are being developed and will be given to the Chairpersons.

Jerry Spumberg of Tinton Falls gave praise to the Board for their exceptional selection of Cushman & Wakefield, and that the Cushman & Wakefield team showed exceptional leadership when working on NJ's Greater Economic Development and will succeed in attracting the right employers at the Fort.

Mr. Spumberg stated that Gil Medina has great knowledge about economic development in New Jersey.

Linda Zucaro stated that Cushman & Wakefield needs to be concerned about housing and perhaps Mr. Medina can make a presentation at a Housing Staff Advisory Committee meeting.

Beatrice Priestly of Eatontown asked if Eatontown is still part of the Reuse plan and was assured yes. Mr. Gorman stated that Phase 1 contained most of Tinton Falls and that Phase 2 will contain properties in Eatontown.

Mayor Skudera stated that the development of Parcel E in Tinton Falls is an important phase and will benefit Eatontown and the surrounding towns.

John Yaecker of Freehold asked what the plan was for the Motor Pool in the Reuse Plan and was answered open space. Mr. Yaecker stated that the first two plan change amendments have moved housing to another location on the Fort property. Mr. Yaecker stated that there needs to be a commitment to the Reuse Plan.

Mr. Steadman stated that the Reuse Plan is 6-7 years old and due to market changes, there will be changes to the plan in order to be able to attract investors, developers, and employers, and to facilitate the creation of jobs.

Tom Mahedy of Wall Township asked for the cost for the participation at the ADC conference. Mr. Steadman stated that he did not have the costs with him, but that he will provide them at the next meeting. Mr. Steadman also noted that 90% of the conference costs are reimbursed by the federal government.

Mr. Mahedy stated that there is contamination at Watson labs which is located near housing. Mr. Mahedy asked if the liquor license for Gibbs Hall will be held over for the next owner and was told that he would have to address the Alcohol Beverage Commission.

Mr. Mahedy asked for the committee membership criteria and was told that the Committee Chairperson would make recommendations to the Executive Director. Mr. Mahedy stated that it is a devious plan by the Authority and Mr. Mahedy called upon elected officials to stop the process.

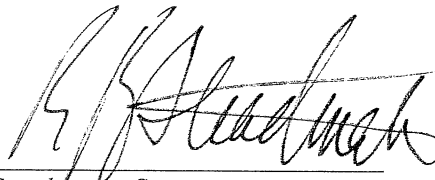
Mr. Steadman stated that there is no intention to put housing in any contaminated area.

Mr. Steadman stated that there are no deals being made with regards to the Gibbs Hall liquor license.

Mr. Steadman stated that there is no devious plan regarding Committee memberships. Mr. Steadman expressed the importance of having subject matter experts on the committees to evaluate issues going forward and to provide FMERA staff with the best possible counsel on important issues

There being no further business, on a motion by Mayor Tarantolo seconded by Mayor Mahon and unanimously approved by all voting members the meeting was adjourned at 9:10p.m.

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

A handwritten signature in cursive script, appearing to read "Bruce Steadman", written in black ink. The signature is fluid and somewhat stylized, with a large initial "B".

Bruce Steadman - Secretary

ADOPTED
August 15, 2012

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

WHEREAS, the Legislature enacted the Fort Monmouth Economic Revitalization Authority Act (“Act”), P.L. 2010, c. 51, to create the Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”); and

WHEREAS, the FMERA Act, in N.J.S.A. 52:27I-26(c), authorizes FMERA “to adopt, revise, adjust, and implement . . . any aspect of the [Reuse] plan” and the Reuse Plan states that it is intended to “continue to evolve”; and

WHEREAS, the process set forth in the FMERA Act, in N.J.S.A. 52:27I-35, requires transmitting any proposed Reuse Plan amendment to the governing body of each of the three municipalities for a 45-day comment period and then to consider any comments prior to the Board approving or disapproving the amendment; and

WHEREAS, FMERA issued a public advertised Request for Proposals (RFP) for the lease, with obligation to purchase, of a 16-acre parcel containing the former Patterson Army Health Clinic (“the Clinic Parcel”); and

WHEREAS, The Reuse Plan envisions that the Clinic would be demolished and the property redeveloped for a mix of residential uses, to include mixed-income apartments, small lot detached housing, and townhouses totaling 85 units. Abutting the existing Clinic parcel to the north, the Reuse Plan envisions a medical center and medical offices that would provide services to area veterans and residents; and

WHEREAS, the proposed Amendment #2 presents an alternative scenario for the Oceanport Reuse Area in which the former Clinic building would be reused and would incorporate the medical center and medical offices envisioned in the Reuse Plan, and the types and number of housing units would remain the same but be redistributed to adjacent parcels within the Oceanport Reuse Area; and

WHEREAS, the Real Estate Committee has reviewed the proposed plan change amendment #2, and recommends to the full Board of Directors 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 Board memorandum, the Authority approves the transmittal to the governing body of each of the three host municipalities of the proposed attached Amendment #2 to the Fort Monmouth Reuse and Revitalization Plan Amendment that would permit an alternative development scenario in 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: August 15, 2012

EXHIBIT 1

ADOPTED
August 15, 2012

Resolution Regarding the
Agreement of Lease
of the Fort Monmouth Economic Revitalization Authority

WHEREAS, the Legislature enacted the Fort Monmouth Economic Revitalization Authority Act (“Act”), P.L. 2010, c. 51, to create the Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”); and

WHEREAS, FMERA’s current office space lease at 2-12 Corbett Way in Eatontown will expire on August 31, 2012; and

WHEREAS, The Authority’s planned offices in the former Library building are projected to be ready for occupancy on or about February 1, 2013; and

WHEREAS, in the interim, the Army has offered FMERA temporary administrative offices in the Department of Public Works building in the 400 Area of the Fort; and

WHEREAS, this office space does not include a conference room or facilities suitable for our marketing activities; and

WHEREAS, FMERA staff has conducted a search, including contacting three local real estate firms in addition to the current landlord, for suitable space for the Authority’s Real Estate Department for the interim period, September 1, 2012 through January 31, 2013;

WHEREAS, FMERA staff has identified an 1,800 square feet office, located at 15 Christopher Way, Eatontown, as the recommended site for the Real Estate Department’s interim office. Under the terms of the new Agreement of Lease, the rent will be \$16.00 per square foot; and

WHEREAS, while the standard minimum rental term on most leases is three to five years, the Landlord has agreed to allow a shorter term of only 5 months with a one month extension to be exercised at the sole discretion of the Authority, so that this lease will end in concert with the completion of the library renovation; and

WHEREAS, the Real Estate Committee has reviewed the matter, and recommends approval of the lease to the full Board of Directors.

THEREFORE, BE IT RESOLVED THAT:

1. As expressed in the attached memorandum, the Authority approves the Agreement of Lease between the Authority and 550 Realty Corp., for 1,800 square feet of office space at 15 Christopher Way in Eatontown on terms acceptable to the Executive Director and the Attorney General's Office and generally consistent with those outlined on the term sheet attached to the board memorandum.

2. As expressed in the attached memorandum, the Authority approves amending the 2011 Operating Budget to reflect the lease of the temporary office space.

3. The Executive Director or any individual authorized to execute documents pursuant to delegated authority is hereby authorized to execute the Agreement of Lease and do and perform all acts necessary to effectuate the above.

4. 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.

ATTACHMENT

Dated: August 15, 2012

EXHIBIT 2

ADOPTED
August 15, 2012

Resolution Regarding
**Consideration of Approval of Lease of the
Motor Pool from the
U.S. Army to FMERA**

WHEREAS, Governor Christie signed the Fort Monmouth Economic Revitalization Authority Act (“Act”), P.L. 2010, c. 51, to create the Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”); and

WHEREAS, Monmouth County is seeking to acquire the Motor Pool as a permanent location for a Highway Division regional facility to serve eastern Monmouth County. and

WHEREAS, because the Motor Pool property is not located within the areas covered by our Phase 1 Economic Development Conveyance Agreement with the Army, FMERA has requested that the Army lease the Motor Pool to the Authority on an interim basis, and

WHEREAS, upon submission and approval of our EDC application for Phase 2 of the Fort’s redevelopment, and execution of a Phase 2 EDC agreement, FMERA will be in position to request title from the Army; and

WHEREAS, the lease from the Army to the Authority will run for a term of one (1) year, with an option for an additional six (6) month extension at the Army’s discretion, or until the Army conveys the property; and

WHEREAS, the Real Estate Committee has reviewed the Lease for the Motor Pool and recommends it to the full Board of Directors for approval.

NOW, THEREFORE BE IT RESOLVED THAT:

1. As expressed in the attached memorandum, the Board of Directors approves the lease between the Army and the Authority for the Motor Pool property on the terms contained in the lease attached to the memorandum, subject to final terms acceptable to the Executive Director and the Attorney General’s Office,

2. The Executive Director is authorized to execute documents and perform all acts necessary to effectuate the above. Authority to execute the lease between the Army and FMERA is contingent upon obtaining written acceptance from the County of Monmouth of all terms and conditions associated with the lease with the Army.

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: August 15, 2012

EXHIBIT 3

ADOPTED
August 15, 2012

Resolution Regarding
**Increase of Credit Facility B from NJEDA for Renovation
of the former Post Library and
Amendment to the FMERA Budget to
Reflect the Renovation of the former Post Library**

WHEREAS, Governor Christie signed the Fort Monmouth Economic Revitalization Authority Act (“Act”), P.L. 2010, c. 51, to create the Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”); and

WHEREAS, under the FMERA Act, N.J.S.A. 52:27I-26.jj, the New Jersey Economic Development Authority (NJEDA) may assist the Authority by providing loans to fund approved budgets; and

WHEREAS, on May 16, 2012 the FMERA Board of Directors approved obtaining Credit Facility B from the NJEDA to partially fund the conversion of a 10,650 square-foot building that formerly served as the Post Library (Building 502) to a professional office building that will be occupied by the Authority; and

WHEREAS, the Credit Facility B as approved was a \$300,000 term loan at prime plus 100 basis points (floor of 3%) with a 12-month draw period where interest will be accrued and capitalized followed by a 5-year term and 10-year amortization; and

WHEREAS, on June 20, 2012 the FMERA Board of Directors approved the request to apply for additional funds from NJEDA and/or the Office of Economic Adjustment (OEA) to support Phase 2 of the renovation costs associated with conversion of the former Post Library; and

WHEREAS, on July 12, 2012 the NJEDA Board approved FMERA’s request to increase Credit Facility B to \$502,000, under the same terms and conditions as originally approved.

NOW, THEREFORE BE IT RESOLVED THAT:

1. As expressed in the attached memorandum, the Board approves the additional \$202,000 amount of Credit Facility B.
2. As expressed in the attached Board memorandum, the Members of the Authority approve the amended FMERA budget to reflect the renovation of the former Post Library.
3. The Executive Director is authorized to execute documents and perform all acts necessary to effectuate the above.

4. 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: August 15, 2012

EXHIBIT 4



MEMORANDUM

To: Members of the Board of Directors

From: Bruce Steadman

Date: September 19, 2012


Subject: Executive Session Items
For Informational Purposes Only

As the Members are aware, the Open Public Meetings Act provides exceptions to public session for certain matters, such as ongoing real estate negotiations, litigation strategy, attorney-client confidential information, or personnel matters. For this reason, from time to time, the Board goes into Executive Session for these matters.

In compliance with New Jersey's Open Public Meetings Act, the Board first adopts a resolution at its public meeting indicating what matters will be discussed in Executive Session and when the minutes of the Executive Session will be disclosed to the public.

Many items remain sensitive or unresolved and therefore cannot be made public at this time; however, after a review by staff, several items have been resolved and are no longer considered confidential. Attached, for the Board's information, is a chart outlining the resolved items from the past two years.

Staff will continue to review executive session items on an annual basis and present an update to the Board at its annual meeting each September, which will include a list of matters no longer deemed confidential. As is the current practice, if a request is made for information on an Executive Session item in the interim, staff, in consultation with the Attorney General's Office, will review the request to determine if the item can be made public at that time.


Bruce Steadman

Attachment

Prepared by: Katie Hodes

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 & 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 & EDC)</p>	<p><i>Released with possible 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 possible 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 possible 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 with possible 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 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 possible minor redactions for information pertaining to ongoing real estate contract negotiations with the U.S. Army.</i>



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

DATE: September 19, 2012

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 Status of the Federal Grant and FMERA Financials; Update on Meetings with Army Representatives; Update on Former Post Library Construction; Update on Proposed Plan Amendment #2; Update on Land Use Regulations; and Action Items for Next Month.

Treasurer's Report

1. **Federal Grants Status**

The Authority's Grant Request for Additional Funds for the grant scheduled to end June 30, 2013 has been approved by the Technical Review Committee of the Office of Economic Adjustment. Through this amendment the Authority will receive funding of administrative expenses which previously had not been funded through June 30, 2013.

2. **Planning, Engineering Architectural & Environmental Consulting Contract and Business, Operations Plan and Economic Development Conveyance Contract Updates**

Update on payment of Matrix fixed fee contractual engagements

Planning, Engineering & Architectural Consulting:

Contract Amount	\$ 906,230.00
Payments to date	<u>811,548.20</u>
Balance Remaining on Contract	\$ 94,681.80

The Planning, Engineering & Architectural Consulting tasks are complete, subject to final review of the contract's deliverables and submission of final invoice of \$54,351.80.

The FMERA staff, with the assistance of the Fort Monmouth Caretaker Force, supplied Matrix with sufficient digitally formatted files to allow for completion of the Planning, Engineering & Architectural Consulting contract at its original contracted price of

\$865,900. Accordingly the \$40,330 in additional fees approved at the March 21, 2012 Board Meeting, will not be expended.

Due to the status of the Authority's ongoing projects and the need to maintain continuity in the provision of environmental consulting services, the extension of the contract's Environmental Consultant Services component (Task E), for a period of up to 12 months while a request for proposal is prepared, is an action item on this month's board meeting agenda.

Business, Operations Plan and Economic Development Conveyance

Application:

Contract Amount	\$ 438,149.00
Payments to date	<u>438,149.00</u>
Contract Completed	- 0 -

Spending continues to be strictly monitored.

3. 2013 Budget Overview

The budget process for 2013 is underway. In the coming weeks, the FMERA Management Team will hold budget sessions and the 2013 FMERA budget will be drafted. The draft 2013 FMERA budget will then be forwarded to the Audit Committee for its review. The FMERA Management Team will present the draft 2013 FMERA Budget to the Audit Committee at their November 2012.

The 2013 FMERA Budget is scheduled to be brought before the Board for its consideration and approval at the December Authority Meeting.

Executive Director's Report.

1. Update on Meetings with Army Representatives.

FMERA and the Army have begun preliminary discussions on the future transfer of the balance of the Main Post, under the Phase 2 Memorandum of Agreement (MOA). In furtherance of this effort members of the FMERA staff expect to meet with U.S. Army representatives in October on Phase 2. Routine meetings and communications with the U.S. Army continue to occur and further a positive working relationship that will result in a revitalized Fort Monmouth.

2. Update on Former Post Library Construction.

The Board of Directors approved a lease with the U.S. Army for the former Post Library building at the July meeting of the Authority. FMERA executed the lease on August 7, 2012. Construction to retrofit the Library into professional administrative space for use by the FMERA staff has begun. FMERA anticipates occupying the space in the winter of 2013. There will be a plan to ensure public access to the FMERA office.

At the August 15, 2012 meeting of the Authority the Board of Directors approved a lease for temporary office space at 15 Christopher Way, Eatontown for a term of 5 months,

with a 1 month extension option. The FMERA real estate and marketing staff will occupy the temporary office space beginning on September 20, 2012 and remain there until the new office space in the former Post Library building is completed. The remainder of the FMERA staff will temporarily occupy office space on the former Fort property in the Army's Caretaker Office at no cost. For the next several months, members of the public should feel free to contact FMERA staff using the same telephone numbers and e-mail addresses as always, and face-to-face at the Christopher Way location.

3. Update on Proposed Plan Amendment #2.

The Board of Directors approved the transmittal of proposed plan amendment #2 to the host municipalities at the August 15, 2012 meeting of the Authority. The 45 day review period began on Thursday, September 6, 2012 and will end on Monday, October 22, 2012.

The proposed plan amendment #2 to the Fort Monmouth Reuse and Redevelopment Plan would allow, as an alternative, the incorporation of the 80,000 sf wellness campus envisioned in the Reuse Plan into the reused former Patterson Army Health Clinic while maintaining the same housing units and types within Oceanport. The Clinic was slated to be demolished in the Reuse and Redevelopment Plan. In accordance with the FMERA Act, each host municipality may provide a report with comments on the proposed plan amendment within the 45 day review period. Each municipality will determine how to gather any such comments, and members of the public should provide their comments directly to the host municipalities.

4. Update on Land Use Regulations.

Authority staff has been working with the New Jersey Attorney General's Office, the Authority's Outside Counsel, and Phillips Preiss Grygiel (PPG), the Authority's Planning Consultant to draft the land use regulations for the former Fort Monmouth property. PPG is finalizing the land use regulations, with input from these parties, and drafts have been shared with the planners of the three host municipalities, the County and the FMERA Board of Directors. The planners have been asked for their feedback on the draft. It is anticipated that the Board of Directors will be asked to approve PPG's draft of the land use regulations at the October meeting of the Authority and approve for publication for public comments at the November meeting.

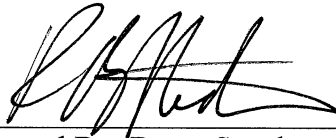
The regulations will serve as the zoning document that implements the Reuse Plan for the Fort, and will be used by the planning boards of the three host municipalities, and by the Authority, in evaluating proposed development projects.

5. Update on Garden State Parkway Interchange 105.

The Contract for construction of the Hope Road intersection improvement is expected to be awarded in January with construction to start in February 2013. Construction of the Southbound ramps is expected to be awarded this spring with construction to start in May 2013.

6. Action Items for Next Month.

- Continued work with Matrix Design Group and the N.J. Department of Environmental Protection to identify and resolve environmental issues of concern
- FMERA anticipates issuing Requests for Offer to Purchase (RFOTP) for Parcel C (mixed use), C-1 (housing), Golf Course (golf course and related uses), Howard Commons (housing) and Parcel B (retail and other uses) in the fall
- Continued meetings and tours with interested prospective employers and investors
- Continued outreach to our stakeholders
- Continued collaboration with our Trenton office on marketing and business development opportunities



Approved By: Bruce Steadman

Prepared by: Katie Hodes

ADOPTED
September 19, 2012

Resolution Regarding the
Approval of 2012 Meeting Dates and
Appointment of Three Directors of the Fort Monmouth Office to be Assistant Secretaries

WHEREAS, the Legislature enacted the Fort Monmouth Economic Revitalization Authority Act (“Act”), P.L. 2010, c. 51, to create the Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”); and

WHEREAS, the Authority’s By-Laws provide that an annual reorganization meeting be held in September of each year;

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the 2012 Meetings Dates, attached hereto.
2. The Authority approves the designation of the three Directors of the Fort Monmouth Office as Assistant Secretaries.
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: September 19, 2012

EXHIBIT 1



MEMORANDUM

TO: Members of the Board of Directors

FROM: James V. Gorman
Chairman

DATE: September 19, 2012

SUBJECT: Annual Meeting

The Fort Monmouth Economic Revitalization Authority's By-Laws provide that an annual reorganization meeting be held in September of each year. One purpose of this meeting is to elect a Vice-Chairperson of the Authority for the coming year. The position of Vice-Chairperson is currently vacant, as the position was held by Michael Pane, Esq., who resigned from the Authority. I am nominating Robert Ades for the position of Vice-Chairperson, to be voted on by the Members.

The By-Laws of the Authority also provide for the appointment of one or more Assistant Secretaries. Specifically, the By-Laws state that the Authority may by resolution appoint one or more Assistant Secretaries and provides them with the power to perform any and all duties as Secretary, by request of the Secretary or if he is absent or disabled. To provide for efficient operation of the Authority, the Directors of the Fort Monmouth Office are recommended to continue serving in the role of Assistant Secretaries and be re-appointed: Director of Real Estate Development, Director of Facilities Planning and the Director of Finance and Administration.

In addition, attached is a proposed schedule of the monthly Board meetings for October 2012 – September 2013.

Therefore, I am seeking your approval for the following actions: 1) Appointment of Assistant Secretaries and 2) monthly Board meeting schedule.

Prepared by: Katie Hodes
Attachment

James V. Gorman, Chairman

Robert Ades, Esq./Sec.

FORT MONMOUTH ECONOMIC REVITALIZATION AUTHORITY

2012-2013 Board Meeting Calendar

DATE	TIME	LOCATION
Wednesday, Oct. 17, 2012	7:00 PM	Tinton Falls Municipal Building 556 Tinton Avenue Tinton Falls, NJ 07757
Wednesday, Nov. 14, 2012	7:00 PM	Tinton Falls Municipal Building 556 Tinton Avenue Tinton Falls, NJ 07724
Wednesday, Dec. 19, 2012	7:00 PM	Tinton Falls Municipal Building 556 Tinton Avenue Tinton Falls, NJ 07724
Wednesday, Jan. 16, 2013	7:00 PM	Maple Place School 2 Maple Place Oceanport, NJ 07757
Wednesday, Feb. 20, 2013	7:00 PM	Tinton Falls Municipal Building 556 Tinton Avenue Tinton Falls, NJ 07724
Wednesday, Mar. 20 2013	7:00 PM	Eatontown Municipal Building 47 Broad Street Eatontown, NJ 07724
Wednesday, Apr. 17, 2013	7:00 PM	FMERA Office Avenue of Memories Fort Monmouth, NJ
Wednesday, May 15, 2013	7:00 PM	FMERA Office Avenue of Memories Fort Monmouth, NJ
Wednesday, Jun. 19, 2013	7:00 PM	FMERA Office Avenue of Memories Fort Monmouth, NJ
Wednesday, July 17, 2013	7:00 PM	FMERA Office Avenue of Memories Fort Monmouth, NJ
Wednesday, Aug. 21, 2013	7:00 PM	FMERA Office Avenue of Memories Fort Monmouth, NJ
Wednesday, Sept. 18, 2013	7:00 PM	FMERA Office Avenue of Memories Fort Monmouth, NJ

Please note that all meeting dates, times and locations are subject to change.

ADOPTED
September 19, 2012

Resolution Regarding
Staff Advisory Committee Membership Criteria

WHEREAS, the Legislature enacted the Fort Monmouth Economic Revitalization Authority Act (“Act”), P.L. 2010, c. 51, to create the Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”); and

WHEREAS, the Authority has established four staff advisory committees: Environmental, Historical Preservation, Housing and Veterans; and

WHEREAS, these Committees (“Staff Advisory Committees” or “SAC”) are charged with making recommendations to staff on how best to move Fort Monmouth’s redevelopment effort forward within the context of their area of expertise, and

WHEREAS, while the SACs provide important insight and information to the staff for the benefit of the staff as it manages the issues associated with the redevelopment of the Fort property, there is no formal action taken at SAC meetings; and

WHEREAS, each SAC is chaired by a FMERA board member; and

WHEREAS, FMERA staff have worked with the SAC chairs to evaluate their respective Committee memberships to determine if the Committee composition should be altered as part of the Annual Meeting organization changes; and

WHEREAS, the objective is to ensure that FMERA has a knowledgeable and balanced SAC membership, capable of providing timely and sound advice to FMERA regarding the subject matter of the Committee; and

WHEREAS, to help satisfy this objective, FMERA staff have developed SAC membership criteria, which help to standardize and focus areas of experience and expertise requirements for prospective SAC members.

THEREFORE, BE IT RESOLVED THAT:

1. For the reasons expressed in the attached Board memorandum, the Authority approves the Staff Advisory Committee (SAC) membership criteria attached to the Board memorandum and authorizes the FMERA Executive Director and the SAC Chairs to fill the membership of each Committee accordingly.

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: September 19, 2012

EXHIBIT 2



TO: Members of the Board of Directors

FROM: Bruce Steadman

DATE: September 19, 2012

SUBJECT: Staff Advisory Committee Membership Criteria

Request

The Fort Monmouth Economic Revitalization Authority (FMERA) staff is asking that the Board of Directors approve the Staff Advisory Committee (SAC) membership criteria described herein, and authorize the FMERA Executive Director to work with the SAC Chairs to fill the membership of each committee accordingly.

Background

The Staff Advisory Committees (SAC) were established to assist FMERA, such as by providing advice to the FMERA staff. The Committees are charged with making recommendations to staff on how best to move Fort Monmouth's redevelopment effort forward within the context of their area of expertise. Each SAC is chaired by a FMERA board member and is made up of selected members of the Community impacted by the closing of Fort Monmouth. While the SACs provide important insight and information to the staff for the benefit of the staff as it manages the issues associated with the redevelopment of the Fort property, there is no formal action taken at SAC meetings. Meetings will be scheduled by the FMERA staff in consultation with the SAC Chairs, the frequency and timing of which to be determined based on specific issues confronting the staff in each of the subject areas.

FMERA staff have worked with the SAC chairs to evaluate their respective committee memberships to determine if the committee make-ups should be altered as part of any Annual Meeting organization changes. The objective is to ensure that FMERA has a knowledgeable and balanced SAC membership, capable of providing timely and sound advice to the FMERA staff regarding the subject matter of the committee. It is important that subject matter experts, and parties involved in various segments of the community and marketplace, participate on the committees, to give FMERA staff access to current and creative thinking in each of the SAC subject matter areas. Making changes to the SAC membership also provides an opportunity for more members of the community to participate in the redevelopment process.

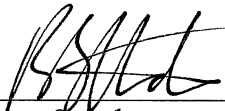
To help satisfy this objective, FMERA staff have developed SAC membership criteria, which help to standardize and focus experience and expertise requirements for prospective SAC members. The four (4) SACs are Environmental, Housing, Veterans, and Historical Preservation. Upon approval by the Board of Directors of these SAC criteria, we will ask the Mayors of Tinton Falls, Eatontown, and Oceanport, and the Monmouth County Freeholders to each appoint a representative to the four SACs. In addition, the FMERA Executive Director and the respective SAC chair would select an appropriate representative from each of the following areas: university or college educator by trade, contractor or developer by trade, real estate

professional, and national advocacy group. Each of these SAC seats would be for one year, expiring and being renewable as of the FMERA September Annual Meeting each year.

Attached hereto is a description sheet for each of the four SACs, including a mission statement, and a listing of current committee members as they comply with the membership criteria mentioned above.

Recommendation

In summary, the FMERA staff is asking that the Board of Directors approve the Staff Advisory Committee (SAC) membership criteria described herein, and authorize the FMERA Executive Director to work with the SAC Chairs to fill the membership of each committee accordingly.



Bruce Steadman

Prepared by: Bruce Steadman

Environmental Staff Advisory Committee
Mission Statement

The Environmental Staff Advisory Committee will serve in an advisory role to the FMERA staff and board. Members of the Committee will review and discuss environmental issues related to the closing of Fort Monmouth. The Environmental Staff Advisory Committee will be charged with recommending how best to move Fort Monmouth's redevelopment effort forward within the context of their area of expertise.

The Committee will be made up of at least one board member, as well as select members of the public who have knowledge and expertise in the committee's subject matter. The Staff Advisory Committee will be chaired by a member of the FMERA Board and will have at least one member of the Authority's staff assigned to it. The Committee Chair will regularly provide reports to the FMERA Board based on the Committee's findings.

Chair: Kenneth J. Kloo

Category

Representative

- representing Tinton Falls
- representing Oceanport
- representing Eatontown
- representing County
- university or college educator by trade
- contractor or developer by trade
- real estate professional
- national advocacy group

Historical Preservation Staff Advisory Committee
Mission Statement

The Historical Preservation Staff Advisory Committee will serve in an advisory role to the FMERA staff. Members of the Committee will review and discuss historical preservation issues related to the redevelopment of Fort Monmouth. The Historical Preservation Staff Advisory Committee will be charged with recommending how best to move Fort Monmouth's redevelopment effort forward within the context of their area of expertise.

The Committee will be made up of at least one board member, as well as select members of the public who have knowledge and expertise in the committee's subject matter. The Staff Advisory Committee will be chaired by a member of the FMERA Board and will have at least one member of the Authority's staff assigned to it. The Committee Chair will regularly provide reports to the FMERA Board based on the Committee's findings.

Chair: Robert Ades

Category

Representative

- representing Tinton Falls
- representing Oceanport
- representing Eatontown
- representing County
- university or college educator by trade
- contractor or developer by trade
- real estate professional
- national advocacy group

Housing Staff Advisory Committee
Mission Statement

The Housing Staff Advisory Committee will serve in an advisory role to the FMERA staff. Members of the Committee will review and discuss housing issues related to the closing of Fort Monmouth. The Housing Staff Advisory Committee will be charged with recommending how best to move Fort Monmouth's redevelopment effort forward within the context of their area of expertise and guidelines potentially imposed by state mandates.

The Committee will be made up of at least one board member, as well as select members of the public who have knowledge and expertise in the committee's subject matter. The Staff Advisory Committee will be chaired by a member of the FMERA Board and will have at least one member of the Authority's staff assigned to it. The Committee Chair will regularly provide reports to the FMERA Board based on the Committee's findings.

Chair: Charles Richman

Category

Representative

- representing Tinton Falls
- representing Oceanport
- representing Eatontown
- representing County
- university or college educator by trade
- contractor or developer by trade
- real estate professional
- national advocacy group

FMERA Veterans Staff Advisory Committee
Mission Statement

The Veterans Staff Advisory Committee will serve in an advisory role to the FMERA staff. Members of the Committee will review and discuss veterans issues related to the closing of Fort Monmouth. The Veterans Staff Advisory Committee will be charged with recommending how best to move Fort Monmouth's redevelopment effort forward within the context of their area of expertise.

The Committee will be made up of at least one board member, as well as select members of the public who have knowledge and expertise in the committee's subject matter. The Staff Advisory Committee will be chaired by a member of the FMERA Board and will have at least one member of the Authority's staff assigned to it. The Committee Chair will regularly provide reports to the FMERA Board based on the Committee's findings.

Chair: Lillian Burry

Category

Representative

- representing Tinton Falls
- representing Oceanport
- representing Eatontown
- representing County
- university or college educator by trade
- contractor or developer by trade
- real estate professional
- national advocacy group

ADOPTED
September 19, 2012

Resolution Regarding
**Consideration of Approval of Request for Qualifications (RFQ)
for Appraisal Services Selections**

WHEREAS, Governor Christie signed the Fort Monmouth Economic Revitalization Authority Act (“Act”), P.L. 2010, c. 51, to create the Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”); and

WHEREAS, section 9 of the Act authorizes the Authority to issue Requests for Proposals and to retain consultants; and

WHEREAS, the Authority issued a Request for Qualifications (the “RFQ”) for Real Estate Appraisal Services on August 3, 2012, soliciting qualifications and supporting data from qualified firms interested in providing real estate appraisal services to facilitate the conveyance of Fort Monmouth property from the U.S. Army to the Authority as well as property transfer from the Authority to interested purchasers, on an as needed basis; and

WHEREAS, through this RFQ, the Authority sought to establish a pre-qualified pool of five (5) to ten (10) most highly qualified firms; and

WHEREAS, staff will issue a Request for Proposals (“RFP”) to each and all of the firms in the pool; each RFP will identify the property to be appraised, specify the Authority’s time and other requirements for completing the appraisal report; staff will award a contract to perform the appraisal to the lowest-priced timely responsible proposal; and

WHEREAS, the proposals were due on August 24, 2012, at which time nine proposals were received; and

WHEREAS, one proposal was found to be non-responsive and was not considered in the evaluation process; and

WHEREAS, the eight remaining proposals were scored by a team of three evaluators; and

WHEREAS, the Real Estate Committee has reviewed the RFQ evaluation process and recommends the top five scoring firms: Lasser Sussman Associates; Sterling DiSanto & Associates; Value Research Group; Gagliano & Company; and Federal Appraisal Consulting as FMERA’s pre-qualified pool of appraisal firms to the full Board of Directors for approval.

NOW, THEREFORE BE IT RESOLVED THAT:

1. As expressed in the attached memorandum, the Board of Directors approves the top five scoring firms: Lasser Sussman Associates; Sterling DiSanto & Associates; Value Research Group; Gagliano & Company; and Federal Appraisal Consulting as FMERA's pre-qualified pool of appraisal firms.

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: September 19, 2012

EXHIBIT 3



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Request for Qualifications for Real Estate Appraisal Services

DATE: September 19, 2012

Request

I am requesting Members of the Board of Directors' approval of a list of approved Real Estate Appraisers for future appraisal services as required.

Background

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


The Authority issued a Request for Qualifications (the "RFQ") for Real Estate Appraisal Services on August 3, 2012, soliciting qualifications and supporting data ("Qualifications Responses"), from qualified firms interested in performing the services described herein as an Appraiser, to provide real estate appraisal services to facilitate the conveyance of Fort Monmouth property from the U.S. Army to the Authority as well as property transfer from the Authority to interested purchasers, on an as needed basis. Pursuant to an Economic Development Agreement between the Authority and the U.S. Army, the U.S. Army will from time to time convey individual parcels and tracts of land to the Authority and the Authority will in turn convey such parcels and tracts of land to developers, municipalities and owner-users. From time to time, the Authority will need to obtain appraisal reports for individual parcels and tracts of land. Through this RFQ, the Authority sought to establish a pre-qualified pool of five (5) to ten (10) most highly qualified firms. Whenever the Authority identifies a need for an appraisal of a particular parcel or tract of land, the Authority will issue a Request for Proposals ("RFP") to each and all of the most highly qualified firms selected through this RFQ. Each RFP will identify the property to be appraised, specify the Authority's time and other requirements for completing the appraisal report and solicit fee proposals. A contract to perform the appraisal for the particular parcel or tract of land will be awarded to the lowest priced responsible proposal that timely responds to an RFP.

The proposals were due on August 24, 2012, at which time we received 9 proposals. One proposal was found to be non-responsive and was not considered in the evaluation process. The eight remaining proposals were scored by a team of three evaluators with the following results:

<u>Maximum Score</u>	<u>300</u>
Lasser Sussman Associates	274
Sterling DiSanto & Associates	274
Value Research Group	264
Gagliano & Company	261
Federal Appraisal Consulting	243
NJ Realty Advisory Group	227
ARD Appraisal Company	223
Stuart Appraisal Company	173

Recommendation

In Summary, I am requesting approval for the five highest scoring appraisal firms: Lasser Sussman Associates; Sterling DiSanto & Associates; Value Research Group; Gagliano & Company; and Federal Appraisal Consulting as our pre-qualified pool of appraisal firms. These firms will be eligible to respond to the Authority requests for quotes to perform appraisal services on an as needed basis.



Bruce Steadman

Prepared by: Rick Harrison

ADOPTED
September 19, 2012

Resolution Regarding
Consideration of Approval of Award of Request for Proposals (RFP)
and Purchase-Sale Agreement with AcuteCare Health System (AcuteCare) for Clinic
Parcel

WHEREAS, Governor Christie signed the Fort Monmouth Economic Revitalization Authority Act (“Act”), P.L. 2010, c. 51, to create the Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”); and

WHEREAS, in August 2011, FMERA issued a Request for Proposals for the early lease of the Clinic, with an obligation to purchase, and received one qualified proposal from AcuteCare; and

WHEREAS, at the February 2012 meeting, the Members authorized staff to pursue negotiations for the lease and ultimate sale of the Clinic to AcuteCare, subject to adoption of a Reuse Plan amendment; and

WHEREAS, in May of this year, the Authority entered into an Economic Development Conveyance (“EDC”) Agreement with the Army for redevelopment of Phase 1 of the Fort. The EDC Agreement designated the Clinic a Phase 1 property available for conveyance to FMERA by deed or by interim lease; and

WHEREAS, FMERA’s initial discussions with AcuteCare contemplated that FMERA would enter into an interim lease with the Army and sub-lease the Clinic to AcuteCare to expedite the company’s renovations and occupancy; and

WHEREAS, the Army completed its review of the Clinic’s environmental condition and issued a draft Finding of Suitability to Transfer (“FOST”) for public review and comment last month. FMERA anticipates that the Clinic will be available for conveyance this fall, making an interim lease unnecessary; and

WHEREAS, at the August 2012 meeting, the Members approved the transmittal of proposed Reuse Plan Amendment #2 to the three host municipalities. Amendment #2 would permit an alternative development scenario in the Oceanport Reuse Area that, if pursued, would result in the reuse of the Clinic as a medical facility; and

WHEREAS, AcuteCare will pay \$2,733,300 for the property, reflecting the mid-point between MAI appraisals obtained by FMERA and AcuteCare; and

WHEREAS, AcuteCare will renovate the building, with AcuteCare commencing renovation work within 9 months of closing and completing the work within 36 months; and

WHEREAS, the purchaser will be obligated to invest \$5 million (\$3 million in equipment and \$2 million in renovations) and create 50 new jobs on the property within 3 years of receiving a certificate of occupancy; and

WHEREAS, in addition to purchaser's satisfactory completion of due diligence and other standard contingencies, the closing of title is contingent on AcuteCare: entering into a development agreement with Oceanport, if necessary; executing a developer agreement with Monmouth County, if off-site County road improvements are necessary; and determining that the proposed assessment and resulting tax levy are acceptable; and

WHEREAS, the closing is also subject to FMERA acquiring title from the Army; adopting Reuse Plan Amendment #2; and FMERA adopting Land Use Regulations for the Fort; and

WHEREAS, the Authority will convey the property to AcuteCare in as-is condition, but subject to the Army's on-going obligations under CERCLA to address any pre-existing contamination that may exist on the property; and

WHEREAS, the Real Estate Committee has reviewed the Purchase-Sale Agreement and recommends it to the full Board of Directors for approval.

NOW, THEREFORE BE IT RESOLVED THAT:

1. The Board of Directors approves the attached purchase-sale agreement with AcuteCare for the Clinic Parcel in the Oceanport Section of the former Fort Monmouth property on terms substantially consistent to those set forth in the attached Board memorandum and in the attached agreement, and with final terms acceptable to the Executive Director and the Attorney General's Office, and authorizes the Executive Director to execute the agreement and take all actions necessary to effectuate the agreement.

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: September 19, 2012

EXHIBIT 4



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Approval of Purchase and Sale Agreement with AcuteCare
for the Clinic Parcel

DATE: September 19, 2012

Request

I am requesting the Members' approval to execute a Purchase and Sale Agreement ("PSA") with AcuteCare Management Services, LLC ("AcuteCare") of Lakewood, New Jersey for the former Patterson Army Health Clinic (the "Clinic").

Background

The Clinic, known as Building 1075, is a 98,000± sf medical facility situated on a 16± acre parcel on Main Street in the Oceanport area of the Main Post. The Clinic was constructed in 1961 and was expanded several times in the following decades. At the time of the Fort's closure, the Clinic served as an outpatient hospital and dental clinic. The Fort Monmouth Reuse and Revitalization Plan (the "Reuse Plan") envisioned that the Clinic would be demolished and the property redeveloped for a mix of residential uses totaling 85 units. The Reuse Plan, however, also acknowledged that additional analysis of the Clinic building's reuse potential should be explored.

Accordingly, in August 2011, FMERA issued a Request for Proposals for the early lease of the Clinic, with an obligation to purchase, and received one qualified proposal from AcuteCare. Its affiliate, AcuteCare Health System, LLC, operates long term acute care hospitals that provide diagnostic, medical treatment, and rehabilitation services to patients in New Jersey. The company also provides various programs and services, such as pulmonary/ventilator, medically complex, complex wound care, and low tolerance rehabilitation programs. AcuteCare Health System, LLC was founded in 2002 and is based in Lakewood, with a hospital location in Long Branch.

In its proposal, AcuteCare proposed to reuse the property as a medical facility, creating 200 new jobs. AcuteCare indicated that it intends to serve the elderly, veterans and other patients. Renovation of the facility by AcuteCare would also avoid the need to demolish this building at an approximate cost of \$1 million.

At the February 2012 meeting, the Members authorized staff to pursue negotiations for the lease and ultimate sale of the Clinic to AcuteCare, subject to adoption of a Reuse Plan amendment.

In May of this year, the Authority entered into an Economic Development Conveyance (“EDC”) Agreement with the Army for redevelopment of Phase 1 of the Fort. The EDC Agreement designated the Clinic a Phase 1 property available for conveyance to FMERA by deed or by interim lease. Our initial discussions with AcuteCare contemplated that we would enter into an interim lease with the Army and sublease the Clinic to AcuteCare to expedite the company’s renovations and occupancy. The Army, however, has completed its review of the Clinic’s environmental condition and issued a draft Finding of Suitability to Transfer (“FOST”) for public review and comment last month. Consequently, we anticipate that the Clinic will be available for conveyance this fall, making an interim lease unnecessary.

At the August 2012 meeting, the Members approved the transmittal of proposed Reuse Plan Amendment #2 to the three host municipalities. Amendment #2 would permit an alternative development scenario in the Oceanport Reuse Area that, if pursued, would result in the reuse of the Clinic as a medical facility. This would be accomplished by incorporating the 80,000 sf wellness campus envisioned in the Reuse Plan into the reused Clinic, and relocating the 85 residential units that the Reuse Plan targeted for the 16-acre Clinic parcel to adjacent parcels in the Oceanport Reuse Area, with the types and densities of the redistributed units remaining the same as indicated in the Reuse Plan.

The Proposed Purchase and Sale Agreement

Authority staff, with assistance from Riker Danzig and the Attorney General’s Office, has negotiated a PSA for the sale of the Clinic parcel. AcuteCare will pay \$2,733,300 for the property, reflecting the mid-point between MAI appraisals obtained by FMERA and AcuteCare. The purchaser will renovate the building in several phases, with AcuteCare commencing renovation work for its initial phase within 9 months of closing and completing the work within 36 months. Purchaser will secure its obligation to complete this work by posting a \$2 million performance bond acceptable to FMERA. The purchaser will also be obligated to invest \$5 million (\$3 million in equipment and \$2 million in renovations) and create 50 new jobs on the property within 3 years of receiving a certificate of occupancy for its initial phase. To the extent that AcuteCare fails to achieve 50 new jobs at the property, it will pay the Authority a penalty of \$1,500 for each job not created, not to exceed \$75,000, which the purchaser shall secure with a bond or letter of credit acceptable to FMERA. In the event that AcuteCare does not complete the initial renovations in the time frame required under the PSA (together with any extensions granted by the Authority under the agreement), FMERA will have the option of repurchasing the property for its then-current appraised value.

In addition to purchaser’s satisfactory completion of due diligence and other standard contingencies, the closing of title is contingent on AcuteCare: entering into a development agreement with Oceanport, if necessary; executing an agreement with Monmouth County, if off-site County road improvements are necessary; and determining that the proposed assessment and resulting tax levy are acceptable. The closing is also subject to FMERA acquiring title from the Army; adopting Reuse Plan Amendment #2; and adopting final land use regulations. The parties

will endeavor to satisfy these contingencies within 6 months, which time period will automatically extend for one additional 6 month period, if necessary.

The Authority will convey the property to AcuteCare in as-is condition, but subject to the Army's on-going obligations under CERCLA to address any pre-existing contamination that may exist on the property. The Army released its draft FOST for public comment on August 27, 2012 covering 15.5 acres of the Clinic property. Note that there is one area of environmental concern located on a 0.5 acre portion of the Clinic property that will require additional study and/or remediation and a separate FOST. This parcel was impacted by a former off-site gasoline distribution area in the vicinity of current Building 812. Upon receipt of environmental clearance for that area, FMERA may opt to convey that 0.5 acre parcel to AcuteCare for no additional consideration. AcuteCare will be obligated to re-convey title and/or dedicate the existing roadways within their 16-acre tract for no consideration to the Borough of Oceanport for public rights of way when conditions warrant.

The attached Purchase and Sale Agreement is in substantially final form. The final form of the document may be subject to revision, although the basic terms and conditions will remain consistent with its current form. The final terms of the PSA will be subject to the approval of the Executive Director and the Attorney General's Office.

Recommendation

I am requesting that the Members authorize the Executive Director to execute a Purchase and Sale Agreement with AcuteCare Management Services, LLC for the former Patterson Army Health Clinic and any related documents as generally outlined above, on final terms acceptable to the Executive Director and the Attorney General's Office.



Bruce Steadman

Attachments: Draft PSA and parcel map
Prepared by: David E. Nuse



ATTACHMENT

[The purchase-sale agreement that the preceding memo refers to has been removed from this full agenda.]

ADOPTED
September 19, 2012

Resolution Regarding
**Consideration of Approval of Planning, Engineering, Architectural, and
Environmental Service Contract Amendment**

WHEREAS, Governor Christie signed the Fort Monmouth Economic Revitalization Authority Act (“Act”), P.L. 2010, c. 51, to create the Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”); and

WHEREAS, section 9 of the Act authorizes the Authority to issue Requests for Proposals (“RFP”) and to retain consultants; and

WHEREAS, the contract expired on August 18, 2012 after the Authority exercised its right to a one-year extension; and

WHEREAS, the contract includes provisions for providing environmental consulting services on a sole source basis; and

WHEREAS, due to the unforeseen decision to have a two phase Economic Development Conveyance (EDC) and the timing of these phases, FMERA requires the ongoing services of an environmental consultant to: identify, define, clarify and explain key environmental issues to the Authority; advise the Authority in the preparation of the Business Plan and the Economic Development Conveyance Application for Phase 2; advise the Authority in negotiations with the U.S. Army, State and local regulators, developers and others as requested; monitor implementation and progress of all remediation and mitigation activity on Fort Monmouth; review all environmental investigation and remediation work plans, technical memorandums and reports related to Fort Monmouth and provide summary observations, conclusions, and recommendations to the Authority as required; and

WHEREAS, FMERA seeks to continue the existing contract solely as to the environmental consulting services on a month to month basis until procurement of a replacement contract is completed; staff has begun development of an RFP for that purpose; and

WHEREAS, the contract amendment incorporates the total fee associated with this additional one-year extension, which is “not to exceed” \$120,000 and has been approved in the current budget, and other previously approved budgeted amounts; and

WHEREAS, the Office of Economic Adjustment has approved the funding of environmental services; and

WHEREAS, the Real Estate Committee has reviewed the contract amendment and recommends approval to the full Board of Directors.

NOW, THEREFORE BE IT RESOLVED THAT:

1. As expressed in the attached memorandum, the Board of Directors approves entering into the attached substantially final contract amendment to the Planning Engineering Architectural and Environmental Services Consultant Agreement with Matrix Design Group, dated August 18, 2010, which includes the extension of the term of the contract on a month to month basis for up to twelve (12) months effective August 18, 2012 for the environmental consulting services, with the final form subject to the approval of the Attorney General's Office and the Executive Director.

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: September 19, 2012

EXHIBIT 5



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Contract Amendment Planning Engineering Architectural and Environmental Services Consultant Agreement

DATE: September 19, 2012

Request

I am requesting Members of the Board of Directors' approval to amend the Planning Engineering Architectural and Environmental Services Consultant Agreement with Matrix Design Group, extending the contract for "Task E – Environmental Consulting" tasks for up to an additional twelve (12) months and an additional \$120,000 for that extension.

Background

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

The subject contract expired on August 18, 2012 after the Authority exercised its right to a one-year extension. The contract includes provisions for providing additional services on a sole source basis. Due to the unforeseen decision to have a two phase Economic Development Conveyance (EDC) and the timing of these phases, FMERA requires the ongoing services of an environmental consultant to: identify, define, clarify and explain key environmental issues to the Authority; advise the Authority in the preparation of the Business Plan and the Economic Development Conveyance Application for Phase 2; advise the Authority in negotiations with the U.S. Army, State and local regulators, developers and others as requested; monitor implementation and progress of all remediation and mitigation activity on Fort Monmouth; review all environmental investigation and remediation work plans, technical memorandums and reports related to Fort Monmouth and provide summary observations, conclusions, and recommendations to the Authority as required. FMERA seeks to continue the existing contract on a month to month basis until procurement of a replacement contract is completed. A full RFP process for a replacement contract from issuance to contract and possible ramp-up time for a replacement firm could take six months or longer. We are at a critical stage with the expectation of receiving FOSTs for the remaining Phase One properties and the anticipated issuance of

RFOTPs within the next four months. Authority Staff has begun development of an RFP to procure a replacement contract for environmental consulting services.

The Task E Fee schedule is on a time and materials basis and the original Matrix Fee Schedule shall remain in effect for the duration of the contract extension with no increase. Invoicing will be monthly and there will be a strict accounting for all task requests. The contract amendment incorporates the total fee associated with this additional one-year extension, which is "not to exceed" \$120,000 and has been approved in the current budget, and other previously approved budgeted amounts.

Recommendation

In summary, I am requesting the Members' approval to enter into a contract amendment to the Planning Engineering Architectural and Environmental Services Consultant Agreement with Matrix Design Group, dated August 18, 2010, which includes the extension of the term of the contract on a month to month basis for up to twelve (12) months effective August 18, 2012 for the environmental consulting services. The attached contract amendment is in substantially final form. The final form of contract amendment with Matrix Design Group will be subject to the approval of the Attorney General's Office and the Executive Director, as well as the conditions set forth above.



Bruce Steadman

ATTACHMENT: Amendment Planning Engineering Architectural and Environmental Services Consultant Agreement

Prepared by: Rick Harrison



ATTACHMENT

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