



TO: Members of the Board of Directors

FROM: Bruce Steadman
Secretary & Executive Director

DATE: December 12, 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**
7. **Treasurer’s Report:**
 - Summary of Status of Federal Grant and Fort Monmouth Economic Revitalization Authority (FMERA) Financials
8. **Public Comment Regarding Agenda Items**
9. **Executive Director’s Report:**
 - Update on Meetings with Army Representatives
 - Update on Federal Emergency Management Agency’s (FEMA) Temporary Housing at Fort Monmouth
 - Update on FMERA Office Move Following Hurricane Sandy
 - Update on Issuance of Requests for Offers to Purchase (RFOTPs) for Housing Parcels
 - Update on Restricted Homeless Accommodation Fund
 - Update on Staff Advisory Committees
 - Update on Community Bus Tour
 - Update on Action Items

10. **Committee Reports**

- Audit Committee – Robert Ades, Chairman
- Real Estate Committee – James V. Gorman, 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. Consideration of Conceptual Approval of Land Use Regulations and Development and Design Guidelines for the Former Fort Monmouth Property
2. Consideration of Approval of Second Plan Amendment Permitting Alternative Development Scenario in Oceanport
3. Consideration of Approval of Notice of Interest (NOI) Evaluation for the Teen Center and Swimming Pool, and the Childhood Development Center
4. Consideration of Approval of Parcel E Redevelopment Agreement among CommVault Systems, Inc., Tinton Falls and FMERA and Developer Agreement among CommVault Systems, Inc., FMERA, Monmouth County and Tinton Falls
5. Consideration of Approval of Revised Proposed Sale Amount for Parcel E
6. Consideration of Approval for FMERA to Make the Officers Housing in the Historic District of the former Fort Monmouth Available through the Offer to Purchase Process
7. Consideration of Approval of FMERA's 2013 Budget and Authorization of FMERA's Executive Director to Submit Grant Requests to the Office of Economic Adjustment (OEA) as Necessary

12. **Other Items**

13. **Public Comment**

14. **Adjournment**

Fort Monmouth Economic Revitalization Authority
Board Meeting
October 17, 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**
- Robert Ades, Vice Chairman, Public Member – **V**
- Michele Brown, CEO, New Jersey Economic Development Authority (NJEDA) - **V**
- Brett Tanzman, Assistant Counsel, Authorities Unit, Office of the Governor - **V**
- Dr. Robert Lucky, 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)
- Catherine Starghill, Director of Workforce Field Services, NJ Department of Labor and Workforce Development (LWD)
- Jonathan Lowy, Regional Manager, Government and Community Relations, NJTransit

Members of the Authority not present:

- Kenneth J. Kloo, Director, Site Remediation Program, NJ Department of Environmental Protection (DEP)

V- Denotes Voting Member

Also present:

- Bruce Steadman, Executive Director, FMERA
- Timothy Lizura, President and COO, NJEDA
- Gabriel Chacon, Deputy Attorney General (DAG)
- FMERA staff

II.

The meeting was called to order by Chairman James V. Gorman at 7:04 p.m. 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 September 19, 2012 meeting minutes. A motion was made to approve the minutes by Mayor Mahon, and seconded by Mayor Tarantolo.

Motion to Approve: MAYOR MAHON Second: MAYOR TARANTOLO
AYes 8

Mayor Skudera was not yet present.

III. WELCOME

Chairman James V. Gorman welcomed attendees to the Board Meeting. Mr. Gorman gave a special welcome to Michele Brown, the new CEO of the New Jersey Economic Development Authority (NJEDA). Mr. Gorman stated that the Board would again consider for approval the sublease of the Motor Pool from FMERA to the County of Monmouth. The Motor Pool sublease was tabled at last month's meeting due to local concerns. Mr. Gorman stated that there have been recent developments which should serve to address the concerns of local residents. Mr. Gorman stated that the Board would consider the approval of Notice of Interest (NOI) Evaluation Process for certain parcels requested by public entities and lastly, the Board will consider approving the extension of the Independent Audit Services Engagement. Mr. Gorman stated that the board materials are available to the public at the meeting.

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

Bruce Steadman stated that the November Board Meeting is scheduled for November 19th at the Tinton Falls Municipal Building.

Mr. Steadman stated that based on the approval at the September Board Meeting, the Staff Advisory Committee memberships will be completed in accordance with the criteria established. Mr. Steadman stated that FMERA will be conducting Staff Advisory Committee Meetings in November.

V. TREASURER'S REPORT

Beverlee Akerblom, Director of Finance and Administration, stated that the FMERA Management Team continues the 2013 FMERA budget process and will present the draft 2013 Budget to the Audit Committee at their November meeting. The FMERA 2013 Budget is scheduled to be brought before the Board for its consideration and approval at the December Board Meeting.

Ms. Akerblom stated that the Authority is preparing its preliminary appropriation request to the New Jersey Office of Management and Budget for inclusion in the state's fiscal year 2014 budget. The request will reflect the Authority's dedication to controlling costs, and eliminating unnecessary

spending. The State appropriation is required to satisfy the 10% local match requirement of the federal grant received through the Office of Economic Adjustment.

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

Mayor Skudera arrived at 7:10 p.m.

VI. PUBLIC COMMENT REGARDING AGENDA ITEMS

Rosalie Sneath of Eatontown stated that her property is adjacent to Nicodemus Avenue and that she is disappointed and angry that Monmouth County representatives were not present at the special Eatontown Council Meeting to give a presentation regarding the Motor Pool. Ms. Sneath stated that she is concerned about trucks, diesel fuel, and pumps in the area which will lower the property value of her residence. Ms. Sneath stated that the residents of the three host municipalities are not informed about the redevelopment of the Fort.

Bruce Steadman stated that the NOI for the Motor Pool was originally submitted six years ago and was revised to include the Motor Pool in 2009. Mr. Steadman further stated that there have been meetings with Monmouth County and Eatontown for the past two years.

Ed Dlugosz of Eatontown stated he believes in the precautionary principle and that the residents of Rose Court have been surrounded by contaminated landfills for years and are unaware of the toxins and health threats. Mr. Dlugosz stated that with the advent of the Department of Public Works (DPW) at the site, the residents have encountered too much contamination and they will continue to be exposed to the M2 landfill. Mr. Dlugosz stated that, in his opinion, there is a plume of groundwater beyond the landfill and that the drinking water is not suitable which could cause long term effects to the residents.

Mr. Gorman asked Mr. Dlugosz if he has raised the issues at the U.S. Army's Restoration Advisory Board (RAB).

Mr. Dlugosz stated that the contamination from the M2 landfill, for the past six years, has been from the failure of the Army to mediate, cap or stabilize the landfills.

Mr. Steadman stated that Mr. Dlugosz is a valued member of FMERA's Environmental Staff Advisory Committee (ESAC). Mr. Steadman stated that there is an Army plan in place with the Department of Environmental Protection (DEP) which is being worked on, on a monthly basis, for the landfills to be evaluated, and the plans are being finalized through discussions between the Army and the DEP. Mr. Steadman stated that FMERA is confident that the landfills are being addressed in an appropriate manner by the DEP and the Army. Mr. Steadman stated that the Finding of Suitability to Lease (FOSL) has been completed for the Motor Pool and signed off on by the DEP and that the Finding of Suitability to Transfer (FOST) will be completed based on the completion of any work that the FOSL recommends. Mr. Steadman stated that the County has agreed to maintain the environmental integrity of the property and maintain a rigorous environmental review of all of their activities.

Mr. Steadman stated that he would review the FOSL again to confirm that there is no environmental condition that is called out in the FOSL, but that the purpose of the FOSL is to establish an environmental record for the property to be leased. If the parcel is determined to have a poor

environmental condition, a FOSL cannot be completed. Mr. Steadman stated that the Army is forever responsible for any environmental issue that the Army caused on the site. Mr. Steadman further stated that the DEP is very aggressive and the plan for oversight is strong and assertive.

Mayor Tarantolo asked if the conditions of the FOSL are not met, is the lease arrangement void. Mr. Steadman stated yes, but the conditions of the FOSL have been met by the Army. Mayor Tarantolo stated that he would like to be more involved in the FOSL process and the conditions that have to be met. Mr. Steadman explained that there are no conditions that have to be met for the the lease and the sublease other than the lessee and sublessee must abide by prevailing environmental laws. Mr. Steadman stated that in deference to the Mayor's comments, he would review the FOSL one more time to confirm that the FOSL does not call out an existing environmental condition that would preclude the lease and sublease of the parcel.

[Mr. Steadman did review the FOSL again and responded to Mayor Tarantolo stating:
As per your request at the October FMERA Board meeting, I reviewed the FOSL again, and also discussed it with the Army's environmental representative, with respect to Ed Dlugosz' comments. The FOSL does not indicate any ongoing contamination issues within the 10+-acre parcel designated for the County sublease. Mr. Dlugosz' comments appear to refer to building #1122, a former truck garage, which is located on the parcel to the north of the motor pool sublease parcel. According to the Army, groundwater in this area would be flowing to the north and away from the residences near the motor pool property. I trust this answers the question regarding the environmental condition of the motor pool sublease parcel.]

Mayor Tarantolo stated that one of the reasons the boroughs supported turning the Motor Pool into green space by the County was that the contaminated areas would become green space.

Mr. Steadman stated that the FOSL does not call out any contaminated areas that originated at the Motor Pool that are migrating towards any property lines, and that Mr. Dlugosz was incorrect in his assertion regarding the Motor Pool parcel.

Mayor Mahon asked for the distance between the Motor Pool property and the M2 landfill and it was answered that it is adjacent.

Ms. Burry stated that the County policy is to not lease or purchase any property that is contaminated and the County has done their due diligence on the property.

Sarah Breslow of Eatontown stated that the redevelopment process is unbelievable and self contained in that the Army controls the process and sets the standards which are ecological and not up to human standard. Ms. Breslow stated that while the Army is responsible forever, FMERA is responsible now.

Lynn Hanson of Eatontown asked who controls and monitors the potential contamination from the County at the Motor Pool. John Tobia, Director of Public Works & Engineering, stated that the County complies with all storm water regulations and all facilities are monitored by the State and the County Health Department.

Ms. Hanson asked how often the County monitors and Mr. Tobia stated that the storm water compliance is inspected once per year, the DEP does spot inspections and the Health Department

monitors monthly. Ms. Hanson requested transparency going forward and stated that residents need to be notified.

Tom Mahedy of Wall Township asked if there had been a health survey conducted for the residents of Rose Court as there will be an increase in contamination at the Motor Pool. Mr. Steadman stated that he is unaware under the current law of any such health survey since the FOSL does not call out any ongoing environmental issue to be addressed.

Mr. Steadman corrected Mr. Mahedy's comment regarding an increase in contamination and asked Mr. Mahedy for corroborating evidence.

Mr. Mahedy stated that there was testimony by Mr. Dlugosz regarding the contamination and Mr. Steadman clarified that Mr. Dlugosz' statements would not be considered testimony, but were Mr. Dlugosz' opinions.

Mr. Steadman stated that the DEP approved the FOSL and they will review the FOST to address the situations and data that were outlined in the FOSL. Mr. Mahedy stated that the NOI process is for corporations and non-for-profit organizations are not treated fairly.

VII. EXECUTIVE DIRECTOR'S REPORT

Dave Nuse, Director of Real Estate Development, stated that 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 will meet with U.S. Army representatives regarding Phase 2 on October 18, 2012 at the former Post. 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.

Dave Nuse stated that 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.

Rick Harrison, Director of Facilities Planning, 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 on target to finalize these regulations by the end of the month to allow the Board ample time to review them prior to considering them for approval at the November Board meeting. On October 5th, FMERA, FMERA Counsel, and PPG met with representatives and engineering and planning professionals from Monmouth County, Eatontown, Oceanport, and Tinton

Falls, to discuss and address the comments received from them. All comments were discussed and some changes were incorporated into the draft regulations to address many of the comments. We believe that all comments were satisfactorily answered if not resolved. There were some comments that could not be resolved due to provisions or requirements set forth in FMERA's forming legislation.

The regulations will serve as the zoning document that allows for implementation of the Reuse and Redevelopment 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. The public will have a 60 day review and comment period once these regulations are released and published in the New Jersey Register.

Rick Harrison stated that the FMERA real estate and marketing staff moved to temporary office space, located at 15 Christopher Way, Eatontown on September 20, 2012 and will remain there until the new office space in the former Post library building is completed. The remainder of the FMERA staff is occupying temporary 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 15 Christopher Way location.

The former Post library building is expected to be completed in early 2013, at which time the FMERA staff will move to the building. A plan for public access to the former Post library building will be in place prior to the FMERA staff locating there.

Katie Hodes, Program Officer, stated that the FMERA staff will be hosting a Community Bus Tour on Thursday, November 1, 2012. The Bus Tour will allow members of the public to tour the former Post and speak to members of the FMERA staff about the redevelopment effort. The tour will leave from the Visitor Center on Oceanport Avenue at 10:00 am on November 1. Due to the capacity of the buses, the tour will be limited to 60 members of the public. Please express your interest in participating in the tour by e-mailing FMERAINFO@njeda.com. Members of the public will be able to reserve a seat on the bus on a first come, first serve basis and will receive an e-mail from the FMERA Office confirming their attendance.

The FMERA staff intends to conduct Community Bus Tours on a routine basis.

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

Mr. Steadman thanked Eatontown's Mayor Tarantolo, and Councilmen Talerico and Gonzalez, and the County's John Tobia and Joe Ettore, and all of the attendees of the Motor Pool meetings on September 13th and October 3rd for good and productive meetings in addressing all of the difficult issues facing

Eatontown residents. Mr. Steadman stated that the Eatontown and County representatives showed leadership and resolve in establishing a plan to address the issues to allow the project to move forward

Mr. Steadman stated that in his experience with base closures around the country, many fail due to parochialism and the inability of key people to address the difficult issues, and thanked all of the attendees for coming together to create a good plan that would allow the project to move forward

Mr. Steadman thanked Mayor Skudera, Mayor Mahon, Mayor Tarantolo and Freeholder Burry for their participation at the NOI meeting, for their determination to do something that was good for the broader community.

Mr. Steadman recognized Frank Barton from the Office of Economic Adjustment (OEA) for his continued support to FMERA.

Mr. Steadman acknowledged James Briggs and Joe Martore of the U.S. Army for their help in representing the Army's issues as well as helping FMERA address community issues to find common ground.

Mr. Steadman then clarified a misstatement made earlier by Mr. Mahedy regarding homeless and affordable housing, stating that the correct information is that FMERA has committed to 20% of the residential units in the Reuse Plan to be affordable housing, and that there are four legally binding agreements with the homeless services providers, that Housing and Urban Development (HUD) has reviewed, that obligate FMERA at a monetized value estimated at \$14.5MM.

Mr. Steadman introduced Gil Medina, Executive Managing Director, Cushman & Wakefield, who gave an update of the Master Broker's activities, which is attached hereto.

VIII. COMMITTEE REPORTS

a) AUDIT COMMITTEE (ROBERT ADES, CHAIRMAN):

Robert Ades stated that the Committee met on October 10, 2012 at the FMERA office.

Mr. Ades stated that in addition to administrative matters, approval of prior audit committee meeting minutes and scheduling of future committee meetings, the committee reviewed the financial and operation assessment for the six-months ended June 30, 2012. The highlights included:

- Major funding sources continue to be federal grants and state appropriations.
- During the period the Authority received \$52,000 in operating fees from the Suneagles Golf Course and facilities which were used to fund economic development conveyance expenses.
- Operating expenses for the period are under plan and continue to be monitored.
- The Economic Development Conveyance Agreement was approved later in the year than projected in the plan, accordingly property transfers and sales have been delayed.
- Issuance of Requests For Offers To Purchase for Parcels C, C1, the Suneagles Golf Course and Howard Commons are planned prior to the end of the year.

The Audit Committee also reviewed the one-year extension of the independent auditor's engagement, and recommended it be forwarded to the Board for their consideration and approval.

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

Chairman Gorman noted that the Committee met on October 9th at the FMERA Office. Mr. Gorman stated that the Committee received an update on the following:

- The meeting on October 5th with the planners of the three host municipalities, the County, FMERA, DAG Chacon, the Authority's outside counsel and representatives from PPG to discuss the land use regulations and the updated comments received from the host municipalities and the County.
- The revisions to the NOI Evaluation Process. The Committee reached a consensus and agreed to recommend approval of the NOI Evaluation Process to the full Board of Directors.
- The proposed one-year sublease of the Motor Pool from FMERA to the County and the various meetings and discussions. The Committee reached a consensus and agreed to recommend approval to the full Board of Directors.
- Cushman & Wakefield's marketing efforts. Cushman & Wakefield have put in quantitative measures for potential investors to allow FMERA to track Cushman & Wakefield's marketing campaign.
- The Small Business meetings which were held and the Committee learned that the results are encouraging with numerous inquiries from small business groups from varied industry areas.
- The proposed University Applied Science Project with the hope that the project will come to fruition in the near term.
- General Services Administration (GSA) bidding process for Building 2525, and FMERA is in contention for the lease. It is expected that FMERA will be asked for a best and final offer this month.

Mr. Gorman stated that since the criteria and the composition of the Committees is still being evaluated there were no Staff Advisory Committee meetings in October.

IX. Board Actions

The next item before the Board was the consideration of approval of Sublease of Motor Pool from FMERA to the County of Monmouth.

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

Bruce Steadman read Exhibit B of the Motor Pool sublease which is attached hereto.

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

A motion was made to approve by Robert Ades and was seconded by Lillian Burry.

Lillian Burry stated that the comments regarding the lack of transparency bother her and having served on the Fort Monmouth Economic Revitalization Planning Authority (FMERPA) and FMERA Boards, nothing has been done behind closed doors, and over the last four years, she has reported on the Motor Pool. Ms. Burry stated that the Motor Pool will serve as a mutually beneficial use to assist the municipalities. Ms. Burry stated that the County and the municipalities have met in order to satisfy

their needs. Ms. Burry further stated that the Motor Pool is not a new use, but a better use to the municipalities.

Mayor Tarantolo stated that the Motor Pool issues between the County and Eatontown were addressed and Eatontown was accommodated by the County. Mayor Tarantolo stated that the changes reflect a better arrangement than the one that currently exists. Mayor Tarantolo stated that the redevelopment plan stated that the area would be used for green space. Mayor Tarantolo stated that he was not aware of the environmental issues that were addressed earlier in the meeting and will need a better understanding on behalf of the residents. [Please see Mr. Steadman's subsequent response above.]

Dr. Lucky asked for clarification if the environmental issues are addressed in the sublease and was answered that they are addressed in the FOSL, and will be addressed again when the FOST is issued.

Mayor Mahon stated that as a member of the Real Estate Committee, the County submitted a letter in 2009 modifying the NOI from green space to the Motor Pool. Mayor Mahon stated that he supports the County and the importance of the location of the property. Mayor Mahon stated that the issues will be worked out during the Plan Amendment Process, which is necessary if the County intends to purchase the property. Mayor Mahon stated that the Board should accommodate the lease for the term, which is one year with a possible renewal of an additional six months, and get insight into the concerns and issues during that time.

Bruce Steadman conducted a roll call vote.

Name	Yes	No	Abstain
James V. Gorman	X		
Robert Ades	X		
Michele Brown	X		
Brett Tanzman	X		
Dr. Robert Lucky	X		
Lillian Burry	X		
Gerald Tarantolo			X
Michael Skudera	X		
Michael Mahon	X		

Motion to Approve: ROBERT ADES Second: LILLIAN BURRY
AYes: 8

Mayor Tarantolo abstained from voting pending Mr. Steadman's review of the FOSL.

The next item before the Board was the consideration of approval of Notice of Interest (NOI) Evaluation Process

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 Lillian Burry.

Mayor Skudera stated that Mr. Steadman was very instrumental in explaining the NOI Evaluation Process in detail and that he was pleased with the changes that were made to the process.

Name	Yes	No	Abstain
James V. Gorman	X		
Robert Ades	X		
Michele Brown	X		
Brett Tanzman	X		
Dr. Robert Lucky	X		
Lillian Burry	X		
Gerald Tarantolo	X		
Michael Skudera	X		
Michael Mahon	X		

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

The next item before the Board was the consideration of approval of the one-year Extension of Independent Audit Services Engagement and the additional cost not to exceed \$14,900 for the additional work to certify FMERA’s Economic Development Conveyance (EDC) Reports.

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 Robert Ades, and was seconded by Mayor Mahon.

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

X. Public Comment

Anthony Talerico of Eatontown concurred that the meetings between the County, Eatontown and FMERA were very beneficial. Mr. Talerico thanked Freeholder Burry for allowing the County to make a presentation at the Eatontown Council Meeting. Mr. Talerico expressed his disappointment that the County was not allowed to make a presentation at the FMERA Board Meeting. Mr. Talerico asked if the April 2007 memorandum between the County and the host boroughs included the Motor Pool area as green space and as a public benefit conveyance and was answered yes.

Linda Zucaro of Tinton Falls stated that as a member of the Housing Staff Advisory Committee, would the members be notified of their renewed membership, and if so, did FMERA anticipate having a Housing Staff Advisory Committee Meeting in November due to the Board actions that are anticipated at the November Board Meeting.

Bruce Steadman stated that the members would be notified within a few weeks and all of the Staff Advisory Committee’s would be conducting meetings in November.

Sarah Breslow of Eatontown stated that the County should take over some of the recreational areas. Ms. Breslow stated that when the Motor Pool was occupied by the Army, it was contained on the Fort property. Ms. Breslow stated that the property was designated as green space and residents who purchased property were adhering to the redevelopment plan. Ms. Breslow stated that the Board has vested interest in burying the facts in order to sell the property. Ms. Breslow stated that she has no confidence that the redevelopment plan has any meaning due to the two plan change amendments.

Beatrice Prisetly commented on the amount of animals, such as deer, that are now living on the Fort property.

Phil Welch of Lincroft stated that Gil Medina commented on commercial and residential developers and did not reference planned community developers. Mr. Welch stated that planned community developers have a better understanding and interest in mixed use development.

Mr. Steadman stated that FMERA has met with several planned community developers who have expressed interest and that it is our hope that these types of firms will bid on the residential parcel RFOTPs.

Harry Haarup of Fair Haven stated that there are a numerous amount of retired military and veterans in the area, but there is no representation on the FMERA Board. DAG Gabriel Chacon explained that the method of selection of the Board Members was determined by the Legislature and is in FMERA's enabling statute.

Mr. Steadman stated that there is a high degree of interest in serving the veterans in the area and to establish good programs that will be beneficial to them.

Patrick O'Flaherty of Middletown stated that portions of the Fort, especially housing, should be returned to the Morale Welfare and Recreation (MWR) Department. Mr. O'Flaherty stated that the MWR could run a tourist program at the Fort for veterans.

Jennifer Piazza of Eatontown stated that she was concerned about the two plan amendments within one year of the closing of the Fort. Ms. Piazza stated that the amendments will change the footprint of the residential housing which was originally planned. Ms. Piazza stated that she is concerned about the quality of the projects and the Board is concerned about the profit. Ms. Piazza stated that the Eatontown portion of the property will be turned into high density housing with commercial property.

Tom Mahedy of Wall Township asked if the members of the Staff Advisory Committees would have to sign a loyalty oath, and asserted that a gag order was imposed on him at an Environmental Staff Advisory Committee meeting

Mr. Steadman stated that Mr. Mahedy has on several occasions at previous FMERA Board Meetings erroneously claimed that there was a gag order imposed on the Environmental Staff Advisory Committee. Mr. Steadman stated that at each Committee meeting, at the end of the meeting, the Committee Chairman will note which items, if any, were discussed that were of a confidential matter. Mr. Steadman stated that the confidentiality has never been related to environmental issues, but would relate to information about a business or sale opportunity which should remain confidential as not to impede or lose the opportunity.

Mr. Steadman stated that at the specific meeting Mr. Mahedy was referring to, the Committee members were asked beforehand if they would agree to keep the information being discussed confidential. Mr. Steadman further stated that Mr. Mahedy was the only committee member who refused to keep the information confidential and elected to leave the meeting and that there was no gag order imposed. Mr. Steadman noted that there was a very good discussion among the remaining committee members at this particular meeting, and that at the end of that committee meeting all participants had agreed that they were pleased to have been part of the discussion. Mr. Steadman stated that the new committees will continue to adhere to the verbal agreement as it has been successful. Mr. Steadman reiterated that such confidentiality is related to business terms and information on potential redevelopment projects, not to environmental information.

Mr. Mahedy asked if the resumes of the committee members will be made public. Mr. Steadman stated that if committee members have resumes, that they may be made public.


Mr. Mahedy stated that the Real Estate Committee has no public oversight and asked why there no public members allowed to attend the meetings.

Mr. Gorman explained that the Real Estate Committee and the Audit Committee are standing Board Committees comprised of Board Members and the other Committees are Staff Advisory Committees.

Ed Dlugosz of Eatontown stated that members of the Environmental Staff Advisory Committee were asked to consider signing a nondisclosure agreement at the first Environmental Staff Advisory Committee, but at the second meeting, the Committee members agreed to adhere to the verbal agreement as noted above instead.

There being no further business, on a motion by Robert Ades seconded by Mayor Tarantolo and unanimously approved by all voting members the meeting was adjourned at 10:00 p.m.

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



Bruce Steadman, Secretary

ADOPTED
October 17, 2012

Resolution Regarding
**Consideration of Approval of Sublease of the
Motor Pool from the
FMERA to the County of Monmouth**

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, the Motor Pool, also known as the Maintenance Facility, is comprised of six buildings (Buildings 750, 753, 754, 756, 760 and 761) and their associated parking areas on approximately 10.5 acres in the Eatontown area of the Main Post; 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 property is not located within the areas covered by the Phase I Economic Development Conveyance Agreement with the Army, FMERA requested that the Army lease the Motor Pool to the Authority on an interim basis, allowing FMERA to sublease the property simultaneously to the County; and

WHEREAS, at the August 15, 2012 meeting, the Members approved the execution of a lease with the Army for the Motor Pool to allow for the Authority's sublease of the property to the County on the same terms, contingent on obtaining written confirmation from the County of its acceptance of all terms and conditions associated with FMERA's lease with the Army; and

WHEREAS, the County wishes to occupy the Motor Pool prior to winter so that it can serve as a base for snow plowing operations; and

WHEREAS, the sublease to the County has the same terms and conditions as the lease from the Army, including the term of one (1) year, with an option for an additional six (6) month extension at the discretion of FMERA, or until either: (i) FMERA conveys title to the property to the County; or (ii) the Army terminates FMERA's lease; and

WHEREAS, the Real Estate Committee has reviewed the sublease 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 sublease between FMERA and the County of Monmouth for the Motor Pool property on the terms contained in the sublease attached to the memorandum, subject to an additional review of the Finding Of Suitability to Lease by the Executive Director for issues raised at the October Meeting of the Authority, and 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 on the condition that the lease to the Army and the sublease to the County be executed simultaneously.

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.

ATTACHMENTS

DATED: October 17, 2012

EXHIBIT 1

ADOPTED
October 17, 2012

Resolution Regarding
**Consideration of Approval of Notice of Interest (NOI)
Evaluation Process**

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, the Army has authority to convey land as a no cost conveyance within an Economic Development Conveyance (“EDC”) agreement, where the Army conveys to FMERA and FMERA conveys to the end user without revenue-sharing with the Army (i.e., No-Cost EDC transaction), or as a Public Benefits Conveyance (“PBC”), where the Army or another federal agency conveys directly to the end user, with the approval of FMERA; and

WHEREAS, given the significant anticipated cost associated with redevelopment of Fort Monmouth (e.g., utility and road repairs/replacements, demolition of obsolete buildings, maintenance/repair of existing buildings, construction of new infrastructure and buildings), estimated to be \$100MM, it is the FMERA staff’s recommendation that no such properties be transferred to an end-user without compensation being paid to FMERA, subject to any restriction the federal agency sponsoring a PBC might impose; and

WHEREAS, although the Fort Monmouth Economic Revitalization Planning Authority (FMERPA) sought notices of interest (NOIs) for PBCs of surplus real property (buildings and land) at the former Fort Monmouth, the inclusion of NOI requested facilities and uses in the Reuse Plan were not promised or committed to any NOI submitter; it was also stipulated that the ultimate conveyance would not necessarily be in the form of a PBC as other conveyance mechanisms might be used; and

WHEREAS, the proposed NOI Evaluation Process will apply to No-Cost EDC transactions for Phase 1 and Phase 2, PBC transactions that may be included in Phase 2 and other transactions for which the Army agrees not to receive a share of sale proceeds; and

WHEREAS, the NOI Evaluation Process will apply seven (7) weighted criteria to the proposed NOI use in determining what, if any, discount would be applied to a fair-market appraisal of the NOI property’s value, in establishing the compensation to be paid to FMERA; and

WHEREAS, the steps for the NOI Evaluation Process would include: (1) creating a parcel map for the NOI property, based on its proposed use and its relationship to neighboring parcels; (2) obtaining a fair-market appraisal for the property from FMERA’s approved list of appraisers; (3) developing an NOI score for the property, using the attached worksheet (scoring to be provided with the FMERA Executive Director’s oversight and by the three Directors); (4) establishing the discounted NOI Value for which amount FMERA would be compensated.

through cash, in-kind services, physical improvements, or a combination thereof; and (5) negotiating transactional details with the NOI entity; and

WHEREAS, all proposed NOI evaluations will be presented to the Board for approval, whether in conjunction with a conveyance from FMERA or as part of FMERA's evaluation of a PBC or other conveyance; and

WHEREAS, the FMERA Real Estate Committee reviewed the proposed evaluation process 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 Notice of Interest Evaluation Process.

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: October 17, 2012

EXHIBIT 2

ADOPTED
October 17, 2012

Resolution Regarding
**Consideration of Approval of
Extension of the Independent Audit Services Engagement,
and the Additional Cost for Additional Work
to Certify FMERA's Economic Development Conveyance Reports**

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, on August 31, 2010, the Fort Monmouth Economic Redevelopment Planning Authority (FMERPA), FMERA's predecessor authority, approved the engagement of Schneider & Company Certified Public Accountants, P.C., Parsippany, NJ as the Independent Auditor to perform the scope of services set forth in the Request for Proposal (RFP) issued August 13, 2010; and

WHEREAS, the terms of the engagement allows two (2) one (1) year extension options to be exercised at the sole discretion of FMERA for the fiscal years ending December 31, 2012 and December 31, 2013; and

WHEREAS, the Independent Audit Services engagement requires the auditors to perform in accordance with generally accepted government auditing standard ("GAGAS") and Government Accounting Standard Boards ("GASB"). In addition, a schedule of expenditures of federal awards is presented, as required by U.S. Office of Management and Budget Circular A-133. The independent auditor also attests to the fairness of the Authority's financial statements, evaluating the effectiveness of internal controls and through the issuance of management letters, if applicable, makes comments and recommendations which, when implemented, may improve the design or operations of internal control systems; and

WHEREAS, FMERA's 2012 audit will require procedures and supplemental reports in accordance with the requirements of the Economic Development Conveyance (EDC) Agreement for Phase 1 which has been approved during 2012; and

WHEREAS, the Department of the Army requires that FMERA submit annual financial statements, certified by an independent Certified Public Accountant (CPA). The audit report is to express an opinion on FMERA's financial position, results in operations, and whether the financial statements were presented fairly in all material respects, in conformity with generally accepted accounting principles (GAAP); and

WHEREAS, the work required by a CPA for the EDC Agreement is in addition to the work required under the Independent Auditor RFP; however, the RFP provided that FMERA could solicit a written cost estimate and schedule from the selected auditor for additional required work and activities; and

WHEREAS, Schneider and Company has submitted a proposed engagement letter in which they confirm their understanding of the services to be provided for FMERA for the year ended December 31, 2012 inclusive of performance of procedures and provision of a supplemental report in accordance with the Authority's requirements for compliance with the Economic Development Conveyance. The additional not to exceed fee, for the EDC Agreement compliance review, is not to exceed \$14,900. As required by the RFP, all billable time will be based on the all-inclusive hourly rates contained in the auditor's cost proposal; and

WHEREAS, an RFP will be prepared and issued for all required audits commencing with the fiscal year ending December 31, 2013; and

WHEREAS, the Audit Committee has reviewed the extension of the independent audit services engagement, and the additional cost for additional work to certify FMERA's Economic Development Conveyance Reports 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 the exercise of a one-year extension option for independent audit services for the fiscal year ending December 31, 2012 and the additional cost not to exceed \$14,900 for the additional work to certify FMERA's Economic Development Conveyance Reports.

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: October 17, 2012

EXHIBIT 3



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

DATE: December 12, 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 Federal Emergency Management Agency's (FEMA) Temporary Housing at Fort Monmouth; Update on FMERA Office Move Following Hurricane Sandy; Update on Issuance of Requests for Offer to Purchase (RFOTP) for Housing Parcels; Update on Restricted Homeless Accommodation Fund; Update on Staff Advisory Committees; Update on Community Bus Tour; and Action Items for Next Month.

Treasurer's Report.

The FMERA Management Team presented the 2013 FMERA budget to the Audit Committee at their November meeting. Based on their review, the Audit Committee recommended that the 2013 Consolidated Fiscal Plan be submitted to the Board at its December 12, 2012 meeting.

Budget Highlights

A favorable budget variance is projected for the Authority's fiscal year 2012.

Grant revenue is lower than plan as operating expenses were under plan, and grant revenue is a product of the expenses incurred.

Direct Office Support costs are under budget due to a reduction in staffing levels and hiring of additional staff occurring later in the year than projected.

Environmental Consulting Services is under budget due to the management of the work being performed in a task order manner.

The Economic Development Conveyance expenses are under plan due to the approval of the Phase 1 Economic Development Conveyance Agreement later in the 2012 than projected in the 2012 Plan.

2014 State Appropriation Request

The Authority submitted a preliminary appropriation request to the New Jersey Office of Management and Budget for inclusion in the state's fiscal year 2014 budget. The request is under the Authority's 2013 appropriation of \$263,000, and reflects the Authority's dedication to controlling costs, and eliminating unnecessary spending. The State appropriation is required to satisfy the 10% local match requirement of the federal grant received through the Office of Economic Adjustment.

As FMERA advances the land transfer and redevelopment strategy, and opportunities for revenue through sales and leasing develop, future state appropriation requirements will be reduced further.

Executive Director's Report.

1. Update on Meetings with Army Representatives.

FMERA and the Army continue to have regular 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 met with U.S. Army representatives regarding Phase 2 on October 18, 2012 at the former Post. These discussions are helping to further a positive working relationship that will result in a revitalized former Fort Monmouth.

Meetings and communications with the U.S. Army have increased in the wake of Hurricane Sandy. FMERA and the U.S. Army are working closely, and in coordination with state and federal agencies, to help determine how to best utilize the former Fort Monmouth's assets to assist storm recovery efforts.

2. Update on FEMA's Temporary Housing at Fort Monmouth.

FEMA is currently retrofitting Building #365 in the Lodging Area of the former Post in order to house approximately 45 families who have been displaced by Hurricane Sandy. In addition, it was announced on Monday, December 10, 2012 by the Christie Administration that FEMA will renovate additional housing units on the former Post to assist displaced citizens.

The interim housing on the former Fort Monmouth is a FEMA initiative. FMERA is supporting the effort in any way we are able.

3. Update on FMERA Office Move Following Hurricane Sandy.

The FMERA Office in the Department of Public Works Building on the former Fort Monmouth property was severely damaged due to flooding caused by Hurricane Sandy. Therefore, members of the FMERA staff have moved to the 2nd Floor of Russel Hall on the Main Post.

The FMERA real estate and marketing staff continue to occupy temporary office space at 15 Christopher Way, Eatontown and will remain there until the new office space in the former Post library building is completed. 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 15 Christopher Way location.

4. Update on Issuance of Requests for Offer to Purchase (RFOTPs) for Housing Parcels.

FMERA plans to issue an RFOTP for the Howard Commons Area of the former Post in the next week. The approximately 64 acre parcel is intended to be developed into housing, as shown in the Fort Monmouth Reuse and Redevelopment Plan. The Board had approved, on October 19, 2011, soliciting offers for the Howard Commons Area through the RFOTP process because of specific interest in the area and because of the importance of this parcel as a key milestone in the redevelopment of Fort Monmouth. The RFOTP could not be issued in late 2011 because the U.S. Army required the involvement of a master broker to offer strategic advice regarding the marketing and sale of property and FMERA had not received a Finding of Suitability to Transfer (FOST) from the U.S. Army. The Board approved Cushman Wakefield/Continental Realty as the master broker on June 20, 2012 and expects to receive a FOST for Phase 1 parcels, which includes the Howard Commons Area, shortly. This RFOTP is being issued now because parties have approached FMERA with credible specific interest for the property and it will provide permanent housing stock in the region.

In addition to the issuance of the Howard Commons RFOTP, FMERA staff hopes to issue an RFOTP for the Officers Housing in the Historic District this month. The ability to issue the RFOTP for the Officers Housing is being considered by the FMERA Board at the December 12, 2012 Meeting. RFOTPs for Parcels C, C1 and the Marina are expected to be issued in January.

5. Update on Restricted Homeless Accommodation Fund.

The homeless obligations at the former Fort Monmouth include the reuse of two existing facilities (Buildings 270 and 501), an off-site cash contribution, construction of a new emergency shelter to replace the existing shelter on Fort Monmouth, and 40 units of permanent supportive single family housing to be built, 20 units in what will be Eatontown and 20 units in what will be Tinton Falls. A restricted Homeless Accommodation Fund is being established to fund the cash contributions, the land and construction costs of a new Emergency Shelter, and the 40 units of permanent supportive single family units of varying bedroom size. A per acre contribution on property sold will fund the above obligations. This contribution will be deducted from the purchase price before the revenue split between the U.S. Army and FMERA. We estimate that the total fund may be several million dollars, and \$20,000 is being set aside for each acre of land sold.

6. Update on Staff Advisory Committees (SAC).

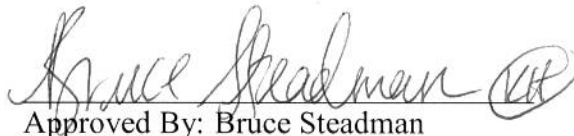
The FMERA staff continues to work with SAC Chairpersons to fill the membership of the Committees. Due to delays caused by Hurricane Sandy, no advisory committees met in November and December except for the Housing Staff Advisory Committee. FMERA staff expects to have fully reconstituted Committees shortly and will post each committee's membership to the FMERA site as soon as it is determined.

7. Update on Community Bus Tour.

As a result of Hurricane Sandy the November 1, 2012 Community Bus Tour was canceled. To date the tour has been not been rescheduled due to the FMERA Office move, and efforts to support post Hurricane Sandy initiatives. The FMERA staff is working to reschedule the tour for after the first of the New Year. Please continue to check the FMERA site and the FMERA Newsletter for additional information.

8. 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
- 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
- FMERA has collaborated with several Federal, State and Local agencies regarding storm response initiatives.


Approved By: Bruce Steadman

Prepared by: Katie Hodes

ADOPTED
December 12, 2012

Resolution Regarding the
**Conceptual Approval of Draft Fort Monmouth
Land Use Regulations and Development and
Design Guidelines Prepared by Phillips Preiss Grygiel LLC (PPG)**

WHEREAS, in order to implement the *Fort Monmouth Reuse and Redevelopment Plan* (the *Reuse Plan*), the State legislature, pursuant to the *Fort Monmouth Economic Revitalization Authority Act*, P.L. 2010, c. 51(N.J.S.A. 52:27I-18 et seq.) (the “Act”), created the Fort Monmouth Economic Revitalization Authority (FMERA) to supersede the Fort Monmouth Economic Revitalization Planning Authority (FMERPA); and

WHEREAS, the FMERA Act, in N.J.S.A. 52:27I-26(c), authorizes FMERA “to adopt development and design guidelines and land use regulations consistent with and in furtherance of the [*Reuse*] plan;” and

WHEREAS, the land use regulations and development and design guidelines (together, the “Regulations”) are intended to further the vision described in the *Reuse Plan*; and

WHEREAS, the Regulations shall also provide procedures to be followed for amending or supplementing the *Reuse Plan*, as determined by FMERA to be necessary or appropriate according to criteria in the Regulations; and

WHEREAS, pursuant to the Act, in N.J.S.A. 52:27I-34(b), these Regulations shall apply to all applications for development and redevelopment within the Fort Monmouth Project Area; and

WHEREAS, the Act, in N.J.S.A. 52:27I-20 and in N.J.S.A. 52:27I-34(a), provide that these Regulations shall supersede the master plans, the zoning ordinances and land use regulations of the host municipalities and the county, except for the procedures for submitting and processing subdivision and site plan applications; and

WHEREAS, although these Regulations govern the substance of the applications, the applications are to be submitted for review and approval to the planning board of the host municipality in which the project parcel is located and, if required by law, to the county planning board; and

WHEREAS, this document represents PPG’s draft of the Regulations for use as the source document for the preparation of regulations for publication for public comment in the NJ Register, subject to Board approval prior to such publication; and

WHEREAS, this document has undergone review by outside counsel, planning

professionals representing Monmouth County and the Boroughs of Eatontown, Oceanport and Tinton Falls, FMERA staff, and FMERA's Planning Consultant, PPG; and

WHEREAS, the Housing Staff Advisory Committee has favorably reviewed this document and the Real Estate Committee recommends it to the Board for conceptual approval .

THEREFORE, BE IT RESOLVED THAT:

1. As expressed in the attached board memorandum, the Authority approves the substance of the draft "Fort Monmouth Land Use Regulations and Development and Design Guidelines" prepared by Phillips Preiss Grygiel LLC for use as the source document for the preparation of regulations for publication for public comment in the NJ Register, subject to Board review and approval of that text.

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

Dated: December 12, 2012
ATTACHMENT

EXHIBIT 1



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Conceptual Approval of Draft Fort Monmouth Land Use Regulations and Development and Design Guidelines Prepared by Phillips Preiss Grygiel LLC (PPG)

DATE: December 12, 2012

Request

I am requesting that the Board of Directors approve the draft “Fort Monmouth Land Use Regulations and Development and Design Guidelines” prepared by Phillips Preiss Grygiel LLC, which will be the source document for the preparation of Land Use Regulations for publication in the NJ Register, Board approval of that text, formal public comment, responses to public comments, and Board approval of responses to comments and the final regulations. It is expected that the approval of the draft regulations in their final format for publication will be on the January 2013 board meeting agenda.

Background

To implement the *Fort Monmouth Reuse and Redevelopment Plan* (the *Reuse Plan*), the State legislature, pursuant to the *Fort Monmouth Economic Revitalization Authority Act*, P.L. 2010, c. 51(N.J.S.A. 52:27I-18 et seq.) (the “Act”), empowered an Authority to replace FMERPA known as the Fort Monmouth Economic Revitalization Authority (FMERA). FMERA’s charge is to adopt any modifications or amendments to the *Reuse Plan* and adopt land use regulations and development and design guidelines that will result in redevelopment consistent with and in furtherance of the *Reuse Plan*.

This document constitutes the land use regulations and development and design guidelines intended to further the vision described in the *Reuse Plan*. Throughout this memorandum the term “Regulations” shall refer to both the Land Use Regulations and the Development and Design Guidelines. The Regulations also provide procedures to be followed for amending or supplementing the *Reuse Plan*, as determined by FMERA to be necessary or appropriate according to criteria in the Regulations.

Pursuant to the Act, these Regulations shall apply to all applications for development and redevelopment within the Fort Monmouth Project Area. The Act states that these Regulations supersede the zoning ordinances and land use regulations of the host municipalities and the county, except for the procedures for submitting and processing subdivision and site plan applications. Although these Regulations govern the substance of the applications, the applications are to be submitted for review and approval to the planning board of the host

municipality in which the project parcel is located and, if required by law, to the county planning board. Prior to or at the same time, the applicant must submit a copy of the application to FMERA for its mandatory conceptual review. Additionally, the Act requires FMERA's consent to both a host municipality's designation of a project parcel as an "area in need" under the Local Redevelopment and Housing Law (LRHL) and its adoption of a redevelopment plan. As for permitting departures from the Reuse Plan and these Regulations, the host municipality may approve "bulk and area"-type departures; however, any "use"-type departure may only be approved by FMERA as either a variance or in a *Reuse Plan* amendment. The Act also requires that all redevelopment be implemented under a redevelopment agreement between FMERA and the redeveloper, or between FMERA and the Economic Development Authority (EDA) as a designated redeveloper, or between EDA as a designated redeveloper and the redeveloper, as the case may be.

Consistent with the edicts of the *Reuse Plan*, the use and bulk regulations and development and design guidelines contained in these Regulations promote flexibility in implementation of the *Reuse Plan*, where appropriate, so as to focus on the creation and replacement of new jobs and return the region to economic vitality as expeditiously as possible.

The Development and Design Guidelines are intended to foster development that is consistent with the overall vision spelled out in the *Fort Monmouth Reuse and Redevelopment Plan*, and also blend with the fabric of the host municipalities while also respecting existing neighborhood character. In order to promote flexibility, the guidelines contained herein are not deemed mandatory, but rather are intended to reflect the preferred form of development and design.

Consistent with the vision embodied in the *Reuse Plan*, the Land Use Regulations and Development and Design Guidelines divide the Fort Monmouth Project Area into a series of Development Districts, as shown on the attached Official Zoning Map (consisting of Figures 3a and 3b of the Regulations). There are three types of Development Districts at Fort Monmouth: Neighborhoods, Centers and Campuses. Each of the three Boroughs includes one of each of the three types of Districts:

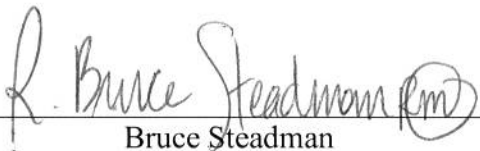
- **Centers** consist of a highly connected network of blocks. Buildings are intended to be placed close to the street to create an intimate, comfortable walking environment and formal open spaces are intended to serve as central gathering spaces. The widest variety of land uses is permitted in Centers, including residential and mixed-use development.
- **Neighborhoods** are residentially-focused, with the smallest block sizes as may be appropriate for low- and medium-density residential development. Where allowable, non-residential development within Neighborhoods is intended as a complementary use.
- **Campuses** have a very different physical form than Centers or Neighborhoods. Campuses are characterized by large block sizes, low lot coverage limits and a focus on office/research facilities, hotels and institutional uses.

Permitted uses within these districts include: Residential; mixed-use; retail; hospitality/lodging; office/research; institutional/civic; and open space/recreation as well as associated accessory uses.

The Regulations have undergone review by outside counsel, planning professionals representing Monmouth County and the Boroughs of Eatontown, Oceanport and Tinton Falls, FMERA Staff, our Planning Consultant, PPG and the FMERA Housing Staff Advisory Committee. The Real Estate Committee also reviewed the Regulations and recommends them to the full Board of Directors for approval.

Recommendation

In summary, I am requesting that the Board of Directors approve the draft “Fort Monmouth Land Use Regulations and Development and Design Guidelines” prepared by Phillips Preiss Grygiel LLC, which will be the source document for the preparation of Land Use Regulations for publication in the NJ Register, Board approval of that text, formal public comment, responses to public comments, and Board approval of responses to comments and the final regulations. It is expected that the approval of the draft regulations in their final format for publication will be on the January 2013 board meeting agenda.


Bruce Steadman

ATTACHMENT

Prepared by: Rick Harrison

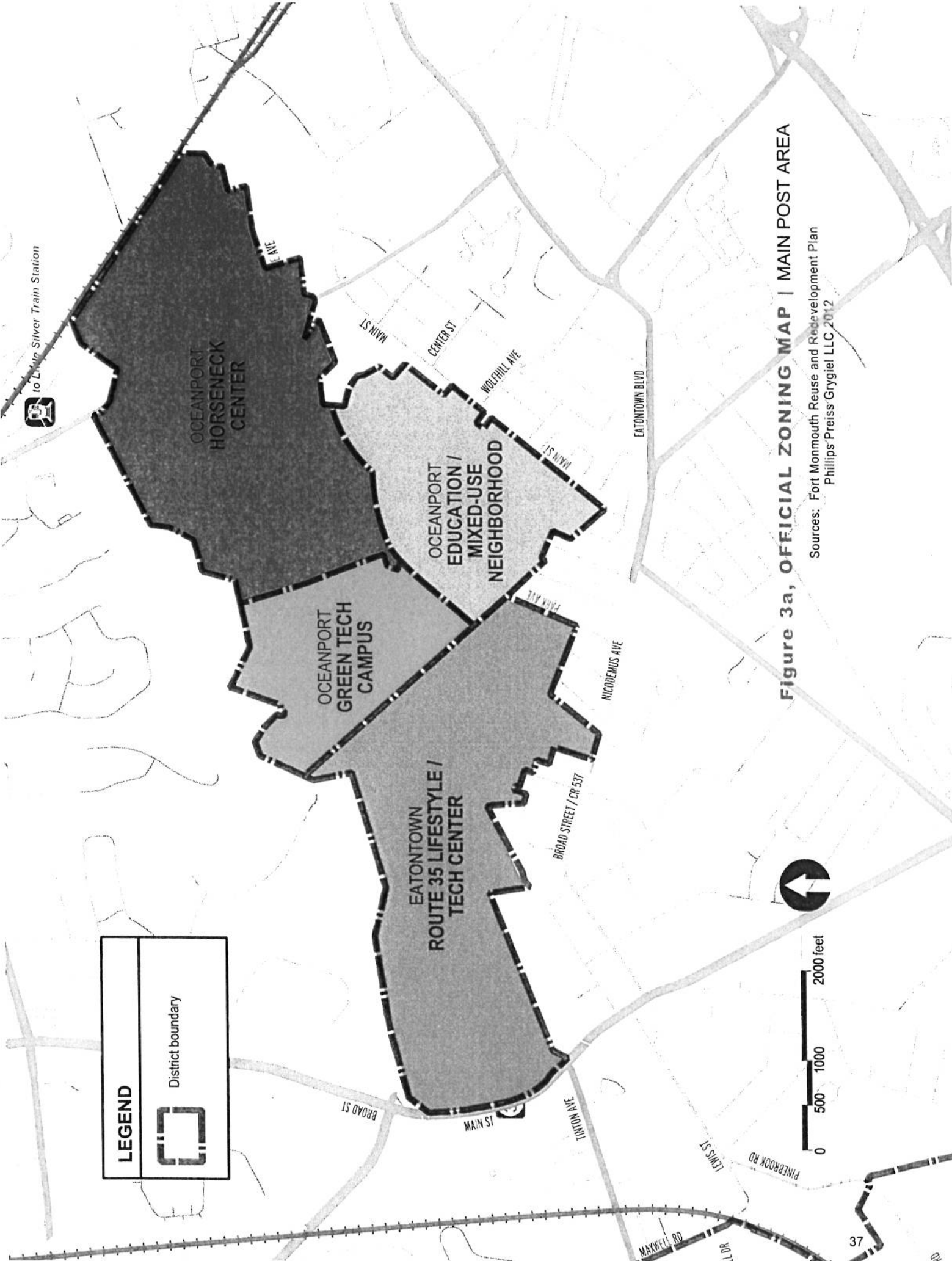
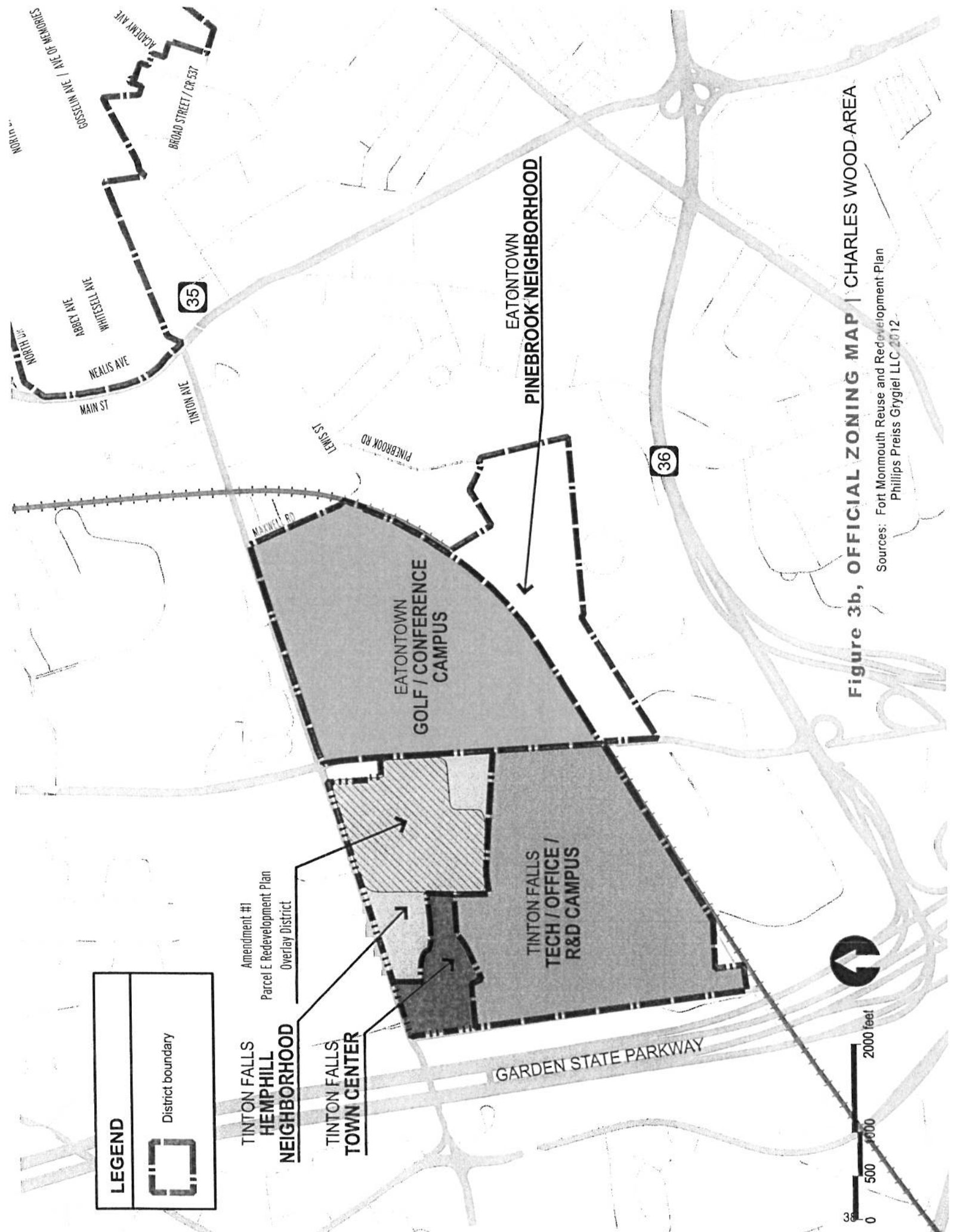



Figure 3a, OFFICIAL ZONING MAP | MAIN POST AREA

Sources: Fort Monmouth Reuse and Redevelopment Plan
Phillips-Preiss Grygiel LLC 2012



LEGEND	
	District boundary

TINTON FALLS
HEMPHILL
 NEIGHBORHOOD

Amendment #1
 Parcel E Redevelopment Plan
 Overlay District

TINTON FALLS
 TOWN CENTER

EATONTOWN
 GOLF / CONFERENCE
 CAMPUS

TINTON FALLS
 TECH / OFFICE /
 R&D CAMPUS

EATONTOWN
 PINEBROOK NEIGHBORHOOD

GARDEN STATE PARKWAY



Figure 3b, OFFICIAL ZONING MAP | CHARLES WOOD AREA

Sources: Fort Monmouth Reuse and Redevelopment Plan
 Phillips Preiss Grygiel LLC 2012

Resolution Regarding the
**Approval of Second Reuse 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 U.S. Army closed Fort Monmouth on September 15, 2011; 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, in accordance with the FMERA Act the FMERA Board approved transmitting the proposed Reuse Plan amendment #2 to the host municipalities at its August 15, 2012 meeting; and

WHEREAS, on September 6, 2012 the host municipalities received the proposed Reuse Plan amendment, starting the 45-day comment period; and

WHEREAS, the 45-day comment period expired on October 22, 2012 and reports were received from Oceanport and Eatontown; and

WHEREAS, the Reuse Plan amendment and Oceanport’s and Eatontown’s reports were reviewed by the Real Estate Committee, the Housing Staff Advisory Committee and FMERA staff; and

WHEREAS, the Housing Staff Advisory Committee favorably reviewed the Reuse Plan amendment and the Real Estate Committee recommends its approval; and

WHEREAS, the Board Members have reviewed the reports from Oceanport and Eatontown, staff’s proposed responses to those reports, and heard from the Real Estate and Housing Staff Advisory Committees; and

WHEREAS, the Board Members wish to adopt proposed plan amendment #2 to

the Fort Monmouth Reuse and Redevelopment Plan, that would permit an alternative development scenario in Oceanport, which, would result in the reuse of the former Patterson Army Health Clinic as a medical clinic while maintaining the total number of residential units within Oceanport.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority adopts the responses, and the reasons for the responses, contained in the attached board memorandum, to the comments from the Borough of Oceanport.
2. As expressed in the attached board memorandum, the Authority approves Reuse Plan amendment #2 permitting alternative development scenario in Oceanport.
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.

Dated: December 12, 2012
ATTACHMENT

EXHIBIT 2



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Recommendation to Approve Proposed Second Plan Amendment Permitting
Alternative Development Scenario in Oceanport

DATE: December 12, 2012

Request

I am requesting that the Board of Directors approve proposed Amendment #2 to the Fort Monmouth Reuse and Revitalization Plan (the Reuse Plan) that would permit an alternative development scenario in Oceanport, which, if pursued, would result in the reuse of the former Patterson Army Health Clinic as a medical clinic while maintaining the total number of residential units within Oceanport.

Background

The Process for Amending the Reuse Plan

FMERA's predecessor authority, the Fort Monmouth Economic Revitalization Planning Authority created and developed the Reuse Plan. The Reuse Plan was completed in 2008 after years of careful consideration but under economic conditions that were different from today.

The FMERA Act, and the Reuse Plan itself, contemplate that amendments to the Reuse Plan would be required from time to time. Specifically, the FMERA Act authorizes FMERA "to adopt, revise, adjust, and implement . . . any aspect of the plan. . ." Moreover, the Reuse Plan states that it is intended to "continue to evolve." Reuse Plan amendments will allow FMERA to respond to opportunities that may arise once parcels are publicly advertised for sale. The Reuse Plan amendment process set forth in the FMERA Act requires transmitting the proposed Reuse Plan amendment to the governing body of each host municipality for a 45 day comment period and considering any comments received from the host municipalities prior to approving or disapproving the amendment.

In accordance with the relevant FMERA Act, the Reuse Plan is required to be "a report or statement and land use and development proposals" that includes:

- (1) A statement of objectives, assumptions, and standards on which the plan is based;
- (2) The relationship to statewide, county and municipal planning objectives;
- (3) Proposed land uses; and

- (4) Any significant relationship to municipal and county plans as well as the State Development and Redevelopment Plan.

In addition to these statutory considerations, the Board approved the following due diligence guidelines at the February 2012 meeting to assist the Authority in making an informed decision about any proposed Reuse Plan amendment, revision, or supplement. Pursuant to that policy, the Authority will seek the following information from its professional consultants for its consideration:

- (1) A statement that the resulting Reuse Plan is a rational and coordinated plan, to be provided from the planner. This will ensure that any change does not have unintended effects such as creating roads that do not meet.
- (2) A statement that the resulting Reuse Plan does not significantly impact the areas within Fort Monmouth of the other host municipalities, to be provided by the planner. This will ensure that any change in one municipality does not have effects such as shifting significant traffic to an adjacent municipality.
- (3) An opinion of counsel that the resulting Reuse Plan does not negatively impact FMERA's obligations under federal Base Realignment and Closure (BRAC) law or under any Agreement with the Army, to be provided by BRAC counsel. Staff has been advised that, as a general matter, very few amendments will require federal approval.
- (4) An opinion of counsel that the resulting Reuse Plan does not negatively impact FMERA's obligations under fair housing laws, to be provided by outside counsel with expertise in this area.

As approved by the Board, failure to receive affirmative statements or opinions with respect to the above will not preclude the implementation of a Reuse Plan amendment, as the above information is intended to serve as due diligence to guide the Board in its decision making.

Development Contemplated under the Reuse Plan

In the Reuse Plan, the Oceanport Reuse Area totals approximately 419 acres. The Reuse Plan envisions redevelopment of this area for approximately 1.75 million square feet of non-residential space and 720 residential units. Such development would include a high-tech/green industry cluster, education/medical campus, a neighborhood center, a boutique hotel and spa, and expansive green space including the historic Parade Ground.

The former Patterson Army Health Clinic (the Clinic) is a 118,000 sf medical facility situated on a 16 acre parcel on Main Street in the Main Post area of the Fort. 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 medical and dental clinic. 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. This area would include construction of a new 60,000 sf joint veterans and community health care clinic supported by a 20,000 sf professional medical office building with the potential addition of professional medical offices to create a

“wellness campus” totaling at least 80,000 sf. Although the Clinic was planned for demolition, the Reuse Plan acknowledges that additional analysis of the Clinic’s reuse feasibility should be explored.

The Proposed Reuse Plan Amendment

The attached proposed Amendment #2 prepared by the Authority’s planning consultant, Phillips Preiss Grygiel, LLC (PPG), encompasses certain Fort Monmouth properties in the Oceanport Reuse Area. This proposed amendment maintains the Reuse Plan’s land use concepts and plans while permitting an alternative development scenario that, if pursued, would result in the reuse of the Clinic as a medical clinic while maintaining the total number of residential units within the Oceanport Reuse Area.

Under this alternative scenario, the 80,000 sf wellness campus envisioned in the Reuse Plan would be incorporated into the reused Clinic. The total number of residential units within the Oceanport Reuse Area would remain at 720. However, the 85 residential units the Reuse Plan slated for the 16 acre Clinic parcel would be redistributed 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. Specifically, 48 mixed-income apartments and 22 townhouses would be redistributed to the wellness campus, and 15 small lot detached houses would be planned for the townhouse area north of Anson Avenue and south of Oceanport Creek.

In accordance with the FMERA Act, on August 15, 2012 the FMERA Board approved the transmittal of Amendment #2 to the governing body of each host municipality for a 45-day comment period. The municipalities received Amendment #2 on September 6, 2012; the comment period ended October 22, 2012. Tinton Falls did not provide any comments; the correspondence received from Eatontown and Oceanport is attached. The letter from Eatontown’s Borough Administrator states that the Eatontown Borough Council and Planning Board passed resolutions recommending the approval of Amendment #2. Oceanport’s comment stated that Amendment #2 was reviewed by the Mayor and Council, Planning Board, Citizens Advisory Committee, Fire Department, First Aid squad, Police Department, Office of Emergency Management, Borough Planner, and Borough Engineer and indicated that there were concerns expressed regarding environmental conditions and abatement, and the lack of a traffic study on how this could affect local roads and traffic patterns. Additionally, Oceanport indicated that a common concern, especially of the Planning Board and Governing Body, was that of density. As lands that were to be used residentially in the original plan are changed to commercial use through plan amendments, Oceanport expressed concern on how the density will be affected in other areas if the housing number required is not reduced in conjunction with a plan amendment.

In accordance with the Due Diligence Guidelines listed above, staff obtained written statements and opinions from its professionals consultants with respect to Reuse Plan Amendment #2, as follows:

- PPG, the Authority’s planner, affirmed by memorandum dated August 3, 2012 that with Amendment #2 in place the Reuse Plan will remain a rational and coordinated plan and that it would not significantly impact the other Host Municipalities.

- Garrity & Knisely, the Authority's special BRAC counsel, confirmed by letter dated August 15, 2012 that there is not a requirement under BRAC law for the U.S. Department of Housing & Urban Development to approve Amendment #2.
- McManimon, Scotland & Baumann, LLC, the Authority's special land use counsel, advised by memorandum dated August 13, 2012 that proposed Amendment #2 is consistent with generally accepted principles of land use and development, and is not inconsistent with the requirements of the Fair Housing Act.

The FMERA Housing Staff Advisory Committee met with PPG to discuss Amendment #2 and the Host Municipalities' comments on December 6, 2012. We anticipate that the Housing Committee will present an oral report to the Board Members at the December 12, 2012 meeting of the Authority.

Staff reviewed the concerns expressed by the Borough of Oceanport and offers the following responses:

- Environmental conditions and abatement: In connection with accepting title from the Army, FMERA will receive a No Further Action Letter from the N.J. Department of Environmental Protection and a Finding of Suitability to Transfer from the Army, confirming that any contamination identified on the property has been properly remediated. The deeds from the Army to FMERA and from FMERA to AcuteCare will reference the Army's post-closing obligations under CERCLA.
- Traffic study: The need for AcuteCare to obtain a traffic study, and any actions required to address traffic impacts, will be determined in connection with the county and municipal site plan approval processes.
- Density: The Reuse Plan specifies that the maximum number of housing units that can be developed in the Oceanport Reuse Area is 740. The Reuse Plan does not specify a units per acre metric. The same number of housing units will be developed in the Oceanport Reuse Area if Amendment #2 is approved, and the distribution of those units by housing type would be the same as envisioned in the Reuse Plan. Further, there is a sufficient amount of open space and other land for which no development is contemplated within the Oceanport Reuse Area to allow for development of the 740 housing units while maintaining appropriate densities.

Having reviewed and considered the comments from the Host Municipalities, and the statements and opinions of its professional consultants, the Real Estate Committee recommends that the Board approve Amendment #2. In addition, the FMERA Housing Staff Advisory Committee favorably reviewed the proposed Plan Change Amendment #2.

Recommendation

In summary, I request that the Board of Directors approve proposed Amendment #2 to the Fort Monmouth Reuse and Revitalization Plan that would permit an alternative development scenario in Oceanport.

A handwritten signature in black ink, appearing to read 'B. Steadman', is positioned above a horizontal line.

Bruce Steadman

ATTACHMENTS

Prepared by: David E. Nuse



ATTACHMENT

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

**ADOPTED
December 12, 2012**

Resolution Regarding
**Consideration of Approval of
Notice of Interest (NOI) Evaluation and Transfer
of the Teen Center and Swimming Pool
and the Childhood Development Center**

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, the Army has authority to convey land as a no cost conveyance within an Economic Development Conveyance (“EDC”) agreement, where the Army conveys to FMERA and FMERA conveys to the end user without revenue-sharing with the Army (i.e., No-Cost EDC transaction), or as a Public Benefits Conveyance (“PBC”), where the Army or another federal agency conveys directly to the end user, with the approval of FMERA; and

WHEREAS, given the significant anticipated cost associated with redevelopment of Fort Monmouth (e.g., utility and road repairs/replacements, demolition of obsolete buildings, maintenance/repair of existing buildings, construction of new infrastructure and buildings), estimated to be \$100MM, the Board of Directors approved an NOI Evaluation Process at its October Meeting to determine the compensation to be paid to FMERA for the transfer of such properties, subject to any restriction the federal agency sponsoring a PBC might impose; and

WHEREAS, the approved NOI Evaluation Process applies seven (7) weighted criteria to the proposed NOI use in determining what, if any, discount would be applied to a fair-market appraisal of the NOI property’s value, in establishing the compensation to be paid to FMERA; and

WHEREAS, Monmouth County submitted a timely NOI for the Teen Center and Swimming Pool and the Borough of Tinton Falls submitted a timely NOI for the Childhood Development Center; and

WHEREAS, the Phase 1 EDC Agreement allows FMERA to pursue the transfer of these 2 parcels to Tinton Falls and Monmouth County without sharing sales proceeds with the Army; and

WHEREAS, FMERA’s three Directors utilized the NOI Evaluation Process and scored each NOI independently. The scores for each parcel were tabulated and the composite score sheets developed. Net NOI values for each were then created, using the formula set forth in the approved NOI Evaluation Process; and

WHEREAS, FMERA then met with representatives from Tinton Falls and Monmouth County, respectively, to review and discuss the scoring and NOI values. The Tinton Falls and Monmouth County representatives were satisfied with the scoring and the NOI values; and

WHEREAS, the FMERA Real Estate Committee reviewed the evaluation process and the proposed transfer of the Teen Center and Swimming to Monmouth County and of the Childhood Development Center to Tinton Falls, and recommends it to the full Board of Directors for approval.

NOW, THEREFORE BE IT RESOLVED THAT:

1. For the reasons expressed in the attached memorandum, the Board of Directors approves the Notice of Interest (NOI) evaluation scoring for the subject parcels as per the NOI Evaluation Process approved by the Board at its October meeting and authorizes, subject to FMERA obtaining title from the Army, the Executive Director to execute and deliver Quit Claim Deeds, and all other necessary actions, to transfer ownership of the CDC Building to the Borough of Tinton Falls and the Teen Center and Pool to Monmouth County as per the terms and conditions set forth in the attached memorandum.

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: December 12, 2012

EXHIBIT 3



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

DATE: December 12, 2012

SUBJECT: Notice of Interest (NOI) Evaluation Scoring for:
-Tinton Falls School (“CDC Building”)
-Monmouth County Teen Center and Swimming Pool (“Teen Center and Pool”)

Request

I am requesting that the Board of Directors approve the Notice of Interest (NOI) evaluation scoring for the subject parcels as per the NOI Evaluation Process approved by the Board at its October meeting, and authorization to transfer ownership of the subject parcels for the compensation determined by the NOI evaluations as described herein.

Background

As required by the Federal Base Closure Community Redevelopment and Homeless Assistance Act of 1994, as amended (the Redevelopment Act) and its implementing regulations, the Fort Monmouth Economic Revitalization Planning Authority (FMERPA) sought notices of interest (NOIs) for surplus real property (buildings and land) at the former Fort Monmouth as part of the state and local screening process. The process was advertised and certified notices went to all non-profits identified by the Monmouth County Human Services Department.

State, county and local governments, homeless service providers and other qualified interested parties had an opportunity to submit NOIs for Homeless Accommodations or for Public Benefit Conveyances (PBCs). PBCs require a Federal Agency’s sponsorship. The original published deadline for NOIs for the Fort Monmouth Property was March 8, 2007. The deadline for PBCs and NOIs was later changed to November 30, 2007. Both the Borough of Tinton Falls and Monmouth County submitted timely NOIs for the subject parcels.

Generally the Army either conveys land as a no cost conveyance, where the Army conveys to FMERPA and FMERPA conveys to the end user without revenue-sharing with the Army, i.e., No-Cost Economic Development Conveyance (EDC) transaction; or as a Public Benefit Conveyance (PBC), where the Army or another federal agency conveys directly to the end user, with the approval of FMERPA, at a reduced discount that can be as great as 100%. The Phase 1 EDC Agreement identifies two (2) of the NOI projects as No-Cost EDC transactions: the Tinton Falls School (“CDC Building”), and the Monmouth County Teen Center and Swimming Pool (“Teen Center and Pool”). Therefore, the Phase 1 EDC Agreement allows FMERPA to pursue the

transfer of these 2 parcels to Tinton Falls and Monmouth County without sharing sales proceeds with the Army.

Given the significant anticipated cost associated with redevelopment of Fort Monmouth (e.g., utility and road repairs/replacements, demolition of obsolete buildings, maintenance/repair of existing buildings, construction of new infrastructure and buildings), estimated to be \$100MM, it is the FMERA staff's recommendation that no NOI properties be transferred to an end-user without compensation being paid to FMERA, subject to any restriction the federal agency sponsoring a PBC might impose. Such compensation is integral to successful redevelopment of the former Fort property. Whether the property is transferred by a No-Cost EDC or a PBC, it is recommended that FMERA be paid the amount that is derived by the calculations provided in the attached worksheet.

The steps for the NOI Evaluation Process include: (1) creating a parcel map for the NOI property, based on its proposed use and its relationship to neighboring parcels; (2) obtaining a fair-market appraisal for the property from FMERA's approved list of appraisers; (3) developing an NOI score for the property, using a Board approved process and worksheet (scoring to be provided by FMERA's three Directors); (4) establishing the discounted NOI Value for which amount FMERA would be compensated, through cash, in-kind services, physical improvements, or a combination thereof; and (5) negotiating transactional details with the NOI entity.

Attached hereto are the following: (a) parcel maps for each of the subject parcels; and (b) NOI score sheets for each parcel, showing the appraised values, composite scoring for each, and the netted NOI values. Three (3) individuals from the FMERA staff scored each NOI independently. The scores for each parcel were tabulated and the composite score sheets developed. Net NOI values for each were then created, using the formula set forth in the approved NOI Evaluation Process. We then met with representatives from Tinton Falls and Monmouth County, respectively, to review and discuss the scoring and NOI values. The Tinton Falls and Monmouth County representatives were satisfied with the scoring and the NOI values.

Further, FMERA staff met with the Tinton Falls and Monmouth County representatives to discuss the FMERA compensation for each parcel. Due to the significant off-site improvements required to support the CommVault development of Parcel E, both parties agreed to provide in-kind services related to the CommVault project as compensation to FMERA. The nature and extent of these in-kind services is outlined in the Redevelopment Agreement among FMERA, CommVault, and Tinton Falls, and the Developer Agreement among FMERA, CommVault, Tinton Falls, and Monmouth County. These two (2) agreements are included in this month's Board agenda.

The authority to convey the Teen Center and Pool to Monmouth County and the CDC Building to Tinton Falls is subject to FMERA obtaining title from the Army. Upon FMERA acquiring title from the Army, FMERA will convey the subject parcels to the County and Borough of Tinton Falls by Quit Claim Deed for the discounted purchase price, which will be paid through services in-kind, infrastructure improvements and/or cash. FMERA's transfer of title will be subject to: (i) environmental restrictions as per the Army's Deed to FMERA; (ii) other deed restrictions in the Army's Deed to FMERA; (iii) FMERA's Land Use Regulations and Development and Design

Guidelines; (iv) the as-is, where-is condition of the premises; and (v) a covenant to continue using the parcel for its respective public benefit purpose.

The Real Estate Committee has reviewed the NOI evaluation scoring for the Teen Center and Swimming Pool and CDC Building. The Committee recommends approval to the full Board of Directors.

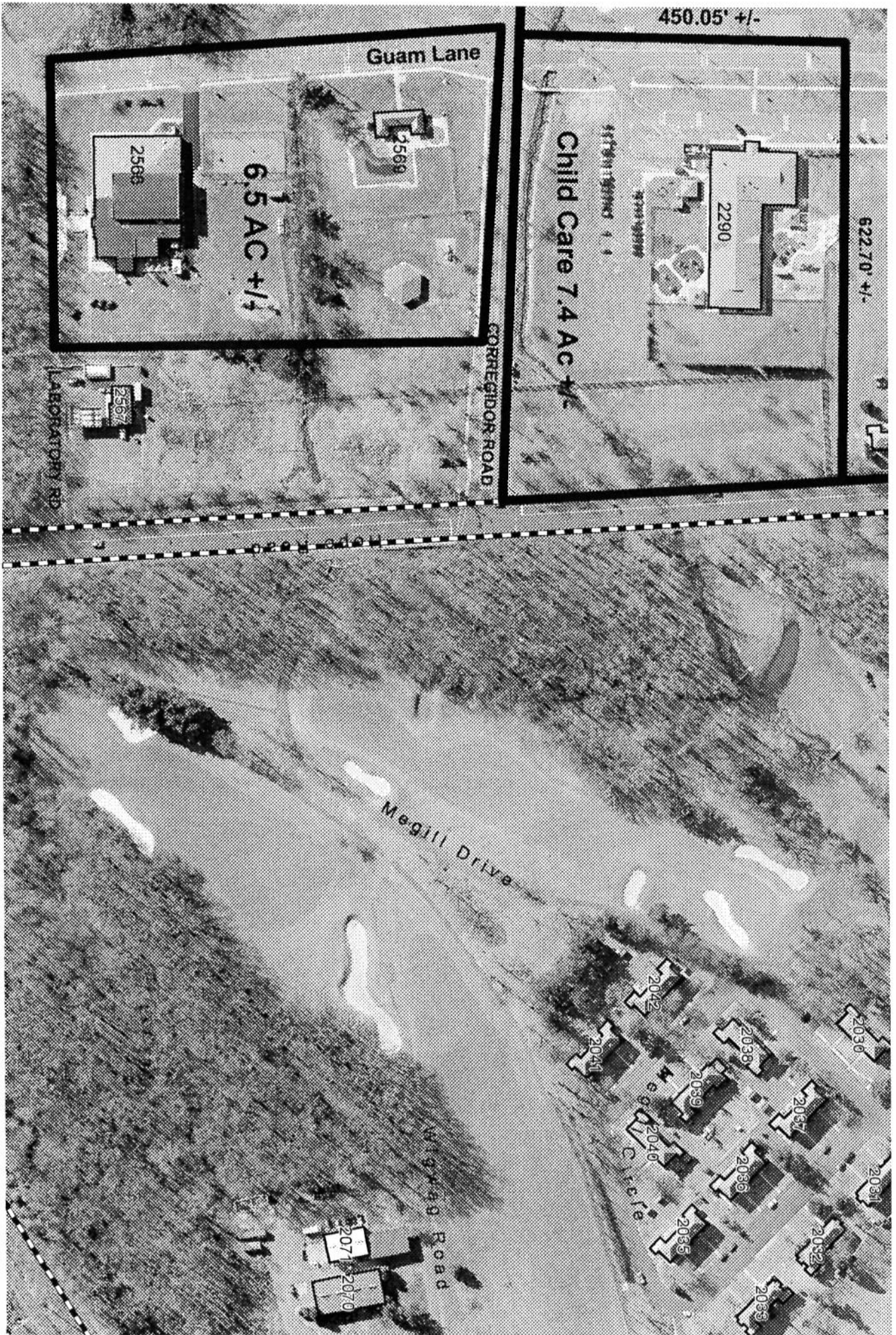
Recommendation

In summary, I am requesting that the Board of Directors approve the Notice of Interest (NOI) evaluation scoring for the subject parcels as per the NOI Evaluation Process approved by the Board at its October meeting and authorize the Executive Director to execute and deliver Quit Claim Deeds to transfer ownership of the CDC Building to the Borough of Tinton Falls and the Teen Center and Pool to Monmouth County as per the terms and conditions set forth herein.



Bruce Steadman

ATTACHMENTS
Prepared by: Bruce Steadman



Guam Lane

6.5 AC +/-

2566

2569

LABORATORY RD

CORREGIDOR ROAD

Child Care 7.4 Ac +/-

2290

450.05' +/-

622.70' +/-

Megill Drive

Wigwag Road

2042

2041

2040

2039

2038

2037

2036

2035

2034

2033

2032

2031

2030

2029

2028

2027

2026



ATTACHMENT

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

**ADOPTED
December 12, 2012**

**Resolution Regarding the
Approval of Parcel E Redevelopment Agreement among CommVault
Systems, Inc., Tinton Falls and FMERA and Developer Agreement
among CommVault Systems, Inc., FMERA,
Monmouth County and Tinton Falls**

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, at the February 15, 2012 Meeting of the Authority, the Board of Directors authorized FMERA staff to enter into exclusive negotiations, in accordance with the Authority’s Sales Rules, with CommVault for Parcel E in the Tinton Falls Section of the former Fort Monmouth property; and

WHEREAS, the negotiated purchase-sale agreement (PSA) for Parcel E was approved by the Board on April 24, 2012, and executed on July 18, 2012; and

WHEREAS, under the PSA, a condition precedent to FMERA’s sale of Parcel E to CommVault is the execution of a redevelopment agreement that will implement the objectives of the Borough’s redevelopment plan for Parcel E; and

WHEREAS, the FMERA Act, in N.J.S.A. 52:27I-38, requires that redevelopment within Fort Monmouth be implemented pursuant to a redevelopment agreement, and, for this project, the redevelopment agreement must be with FMERA; and

WHEREAS, the Redevelopment Agreement provides CommVault, as designated Redeveloper, assurances regarding the Borough’s role in facilitating development of the property, issuing a certificate of occupancy, and qualifying the project for property tax abatement. The Redevelopment Agreement also defines CommVault’s obligations with respect to improvements, and reiterates its covenant to build the project. Finally, it affirms FMERA’s rights embodied in the PSA to reacquire the property in the event of default; and

WHEREAS, as a condition of its county and municipal site plan approvals, CommVault’s project will necessitate certain off-site improvements, including upgrades to Hope and Corregidor Roads, Pearl Harbor Avenue and Municipal Drive, and construction of a sewer main connecting Parcel E with the Two Rivers Water Reclamation Authority collector; and

WHEREAS, the FMERA Act, in N.J.S.A. 52:27I-26(f), authorizes FMERA “to arrange or contract with other public agencies or public or private redevelopers . . . for the planning, replanning, construction, or undertaking of any project or redevelopment work, or any part thereof” and “to arrange or contract with public agencies or redevelopers for the opening, grading or closing of streets, roads, alleys, or other places” and

WHEREAS, the FMERA Act, in N.J.S.A. 52:27I-26(h), authorizes FMERA to “arrange . . . for the installation, construction or reconstruction of streets, facilities, and utilities, and site improvements essential to the preparation of sites for use in accordance with the [Reuse] plan”; and

WHEREAS, the FMERA Act, in N.J.S.A. 52:27I-26(u), authorizes FMERA to use revenues in furtherance of any of the purposes of the FMERA Act; and

WHEREAS, in a separate action on this same day, the Board is considering approval of two Notice of Interest transfers, one to the County of Monmouth and one to the Borough of Tinton Falls, with the option for FMERA to receive payment from the County and the Borough as in-kind services; and

WHEREAS, as the first developer to proceed to construction in the Charles Wood Area, CommVault will require a higher amount of off-site improvements than subsequent developers; to address this disparity, and facilitate redevelopment of Parcel E and the balance of the Charles Wood Area, a Developer Agreement between FMERA, the Borough, the County, and CommVault is proposed to divide the responsibility for the required off-site improvements among CommVault, the County, and the Borough and in which FMERA would credit the cost of the County’s and the Borough’s improvements to the proposed discounted value of the Notice of Interest transfers; and

WHEREAS, the Real Estate Committee has reviewed the Redevelopment Agreement and the Developer Agreement and recommends approval of the documents to the full Board of Directors.

THEREFORE, BE IT RESOLVED THAT:

1. As expressed in the attached board memorandum, the Board of Directors approves the attached, substantially final Redevelopment Agreement among CommVault Systems, Inc., Tinton Falls and FMERA, subject to final terms consistent with the current form and acceptable to the Executive Director and the Attorney General’s Office.

2. As expressed in the attached board memorandum, the Board of Directors approves the Developer Agreement among CommVault Systems, Inc., Tinton Falls, FMERA, and the County of Monmouth subject to the addition of prudent reimbursement procedures for overages, no FMERA exposure for Phase 2 and 3 improvements, and standard political campaign contribution provisions, and subject to final terms consistent with the basic terms and conditions of the current form and the board memorandum and acceptable to the Executive Director and the Attorney General’s Office.

3. The Executive Director is authorized to execute the Redevelopment Agreement and the Developer Agreement and perform all acts necessary to effectuate them; however, the Developer Agreement is not to be executed and delivered until the Army conveys to FMERA rights to enter and improve the Army-owned areas needed for the County and the

Borough to complete their off-site improvement work.

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.

Dated: December 12, 2012
ATTACHMENT

EXHIBIT 4



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Redevelopment Agreement among CommVault, Tinton Falls and FMERA
Developer Agreement among Monmouth County, CommVault, Tinton Falls
and FMERA

DATE: December 12, 2012

Request

I am requesting that the Board of Directors approve a Redevelopment Agreement among CommVault Systems, Inc. (CommVault), Tinton Falls and FMERA and a Developer Agreement among those parties and the County of Monmouth with respect to CommVault's development of Parcel E in Tinton Falls.

Background

At the February 15, 2012 Meeting of the Authority, the Board of Directors authorized FMERA staff to enter into exclusive negotiations, in accordance with the Authority's Sales Rules, with CommVault for Parcel E in the Tinton Falls Section of the former Fort Monmouth property. In accordance with the Board of Directors' action, FMERA staff entered into negotiations with CommVault, a software company, for a purchase and sale agreement (PSA) for the 55 acre Parcel E. CommVault executed the Exclusive Negotiations Agreement on March 20, 2012 and provided an additional 10% deposit in accordance with the Authority's Sales Rules. At the April 24, 2012 meeting, the Board authorized the execution of a PSA with CommVault. FMERA and CommVault executed the PSA as of July 18, 2012.

CommVault is publicly traded on the NASDAQ (CVLT), and currently employs approximately 1,370 worldwide with approximately 500 employed in Oceanport, New Jersey. If the Company is successful in acquiring the Property, CommVault proposes to construct on the Property its worldwide headquarters consisting of up to 650,000 square feet of new high-tech office/research technology space in one or more buildings with associated site improvements, which will include a parking garage. The positive impact of a project of this magnitude on Fort Monmouth, and the surrounding area which lost 5,000 jobs at the Fort and thousands of other supporting jobs when the Army closed the base, will be significant.

As required by the FMERA Act, the PSA also included redevelopment obligations and recourse whereby CommVault agreed to develop the first phase of its project, consisting of a Class A office/research facility of approximately 250,000 sf. In the event CommVault fails to commence or complete construction in a timely manner (i.e. construction completed within 60 months of title closing) for reasons other than force-majeure, FMERA shall have the right to terminate the PSA and re-purchase Parcel E at a cost of 97.5% of CommVault's purchase price. CommVault also agrees to create 225 new jobs on Parcel E within 3 years of the first phase building being completed. If these jobs do not materialize, CommVault has agreed to remit \$3,000 per job. The company's obligation will be secured by a \$675,000 mortgage.

The Redevelopment Agreement among CommVault, Tinton Falls and FMERA

Under the PSA, a condition precedent to FMERA's sale of Parcel E to CommVault is the execution of a redevelopment agreement that will implement the objectives of the Borough's redevelopment plan for Parcel E. Tinton Falls adopted the redevelopment plan by ordinance on May 15, 2012, and the FMERA Board consented to the Borough's adoption of the redevelopment plan at its June 20, 2012 meeting. In addition to execution of a redevelopment agreement, and a developer agreement for off-site road and utility improvements, the closing of title for Parcel E is also contingent upon CommVault and Tinton Falls entering into a payment in lieu of tax agreement. The redevelopment and developer agreements are scheduled for FMERA Board consideration at the December 2012 meeting, and the tax agreement cannot occur prior to execution of the redevelopment agreement.

Tinton Falls designated CommVault Tinton Falls Urban Renewal, LLC (CVTFUR), a wholly owned and controlled subsidiary of CommVault, as Redeveloper of Parcel E on November 20, 2012. CommVault will assign the Redevelopment Agreement and its interest in the project to CVTFUR, which will implement the project in accordance with the provisions of the PSA and the Redevelopment Agreement. The Redevelopment Agreement provides CommVault, as designated Redeveloper, assurances regarding the Borough's role in facilitating development of the property, issuing a certificate of occupancy, and qualifying the project for property tax abatement. The Redevelopment Agreement also defines CommVault's obligations with respect to improvements, and reiterates its covenant to build the project. Finally, it affirms FMERA's rights embodied in the PSA to reacquire the property in the event of default.

The attached Redevelopment 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 Redevelopment Agreement will be subject to the approval of the Executive Director and the Attorney General's Office.

The Developer Agreement among CommVault, Tinton Falls, FMERA and Monmouth County

CommVault received site plan approval from the Tinton Falls Planning Board by resolution dated November 7, 2012. Because Parcel E abuts two County roads, Tinton Avenue and Hope Road, CommVault was also required to apply for site plan approval from the Monmouth County Planning Board, which it received on November 26, 2012. As a condition of its county and municipal site plan approvals, CommVault's project will necessitate certain off-site

improvements, including upgrades to Hope and Corregidor Roads, Pearl Harbor Avenue and Municipal Drive, and construction of a sewer main connecting Parcel E with the Two Rivers Water Reclamation Authority collector.

FMERA is authorized to enter into agreements for the purpose of aiding and cooperating in the planning, undertaking, construction or operation of housing or redevelopment projects located within Fort Monmouth. Further, it may invest its assets, including sale proceeds, in infrastructure upgrades and transportation improvements that promote redevelopment. As the first developer to proceed to construction in the Charles Wood Area, CommVault will require a higher amount of off-site improvements than subsequent developers. To address this disparity, and facilitate redevelopment of Parcel E and the balance of the Charles Wood Area, FMERA, Tinton Falls and the County have agreed to the following division of responsibilities:

CommVault will be responsible for, at its sole cost and expense, the following improvements: (i) Hope Road along Parcel E's frontage and as required by its Monmouth County site plan approval, (ii) Corregidor Road along Parcel E's frontage as required by the Tinton Falls Planning Board approval and as otherwise directed by the Borough to match the improvements the Borough installs along the balance of Corregidor Road, and (iii) installation of a new sewer line from Parcel E, through an easement to be provided by FMERA to CommVault at the closing on Parcel E, to the Two Rivers Sewer Authority collector.

Monmouth County will install, at the County's cost and expense, the road and traffic light improvements at the intersection of Hope Road and Corregidor Road including improvements to Corregidor Road. The County will be responsible for the cost and expense of all aspects of the intersection improvements including but not limited to the design, permitting and installation of the required improvements. The County will complete the improvements as soon as reasonably practical but in any event no later than twenty three (23) months from the date of the Developer Agreement.

Tinton Falls will install, at the Borough's cost and expense, road improvements to Corregidor Road, Municipal Drive and Pearl Harbor Avenue. The Borough will be responsible for the cost and expense of all aspects of the improvements including but not limited to the design, permitting and installation of the required improvements. The Parties agree that the proposed improvements may be completed in phases by the Borough with the initial work completed as required to permit CommVault construction access to Parcel E from Pearl Harbor Avenue completed no later than March 1, 2013 and all other improvements to Pearl Harbor Avenue, Municipal Drive and Corregidor Road completed as soon as reasonably practical but in no event later than twenty three (23) months from the date of the Developer Agreement.

In connection with the Notice of Interest (NOI) process approved by the Board of Directors at its October 2012 meeting, FMERA has obtained appraisals of the Teen Center and Pool (Buildings 2566, 2568 & 2569) and the Child Development Center (Building 2290), and discounted their appraised values through the NOI evaluation process. Monmouth County and Tinton Falls have agreed to carry out the above improvements at their own expense as in-kind compensation for

obtaining title to the Teen Center and Pool and the Child Development Center, respectively. FMERA will convey the Teen Center and Pool to the County and the Child Development Center to Tinton Falls in consideration of the work to be performed and completed by the County and Borough. Tinton Falls and FMERA staff agree that the NOI value for the Child Development Center is \$486,920. Upon the transfer of the Child Development Center from FMERA to the Borough, Tinton Falls will be entitled to a credit up to that value for the cost of the work it performs. The Borough and FMERA agree that FMERA shall be under no obligation to transfer the Child Development Parcel until the Army conveys title to FMERA and the Borough has completed the improvements described above. The County and FMERA staff agree that the NOI value for the Teen Center and Pool is \$502,645. Upon the transfer of the Teen Center and Pool from FMERA to the County, the County will be entitled to a credit up to that value for the cost of the work performed by the County as described above. The County and FMERA agree that FMERA shall be under no obligation to transfer the above property until the Army conveys title to FMERA and the County has completed the improvements described above.

Based on preliminary estimates provided by the County and Borough engineers, we believe that the cost of the work to be performed by the County and the Borough is equivalent to the value of the real estate that FMERA will convey to each party. Should the cost of the work be less, the County and/or the Borough may provide additional in-kind services or pay the difference in cash. In the event that the final cost of the improvements exceed the value of the real estate, then, in the case of the Borough, FMERA will reimburse the difference from FMERA's share of sale proceeds from the sale of Parcel E and other future sales, and in the case of the County, FMERA will reimburse the difference from sale proceeds or apply the credit toward the County's purchase of the Motor Pool.

If CommVault proceeds with development of the Project beyond Phase I, Monmouth County has indicated that certain other improvements may be warranted to Hope Road, and the Hope Road/Tinton Avenue and Pinebrook Road/Wayside Road intersections. CommVault will be responsible for a fair share contribution toward the cost of those improvements in an aggregate amount not to exceed \$1,000,000.

FMERA staff has reviewed the attached Developer Agreement. Subject to provisions being added to establish prudent reimbursement procedures for overages; no FMERA exposure for Phase 2 and 3 improvements; and political campaign contributions, staff requests that the Real Estate Committee recommend it to the full Board of Directors for approval. The basic terms and conditions will remain consistent with this memorandum. The final terms of the Developer Agreement will be subject to the approval of the Executive Director and the Attorney General's Office. FMERA will not execute and deliver the Developer Agreement until the Army conveys to FMERA rights to enter and improve the Army-owned areas needed for the County and the Borough to complete their off-site improvement work.

The Real Estate Committee has reviewed the Redevelopment Agreement and the Developer Agreement and recommends approval of the documents to the full Board of Directors.

Recommendation

I am requesting that the Board of Directors approve a Redevelopment Agreement among CommVault Systems, Inc., Tinton Falls and FMERA and a Developer Agreement among those parties and the County of Monmouth with respect to CommVault's development of Parcel E in Tinton Falls, and any related documents necessary to implement the above, on final terms acceptable to the Executive Director and the Attorney General's Office.



Bruce Steadman

ATTACHMENTS: Redevelopment and Developer Agreements
Prepared by: David E. Nuse



ATTACHMENT

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

ADOPTED
December 12, 2012

Resolution Regarding the
Amendment to Purchase-Sale Agreement with CommVault Systems, Inc.
(CommVault) for Parcel E

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, At the February 15, 2012 Meeting of the Authority, the Board of Directors authorized FMERA staff to enter into exclusive negotiations, in accordance with the Authority’s Sales Rules, with CommVault for Parcel E in the Tinton Falls Section of the former Fort Monmouth property; and

WHEREAS, the negotiated purchase-sale agreement for Parcel E was approved by the Board on April 24, 2012, and executed on July 18, 2012; and

WHEREAS, the purchase-sale agreement allowed CommVault to perform due diligence prior to closing on Parcel E; and

WHEREAS, as a result of unexpected expenditures arising from its due diligence, CommVault has requested FMERA’s agreement to a reduction in the purchase price from \$6.1 million to \$5.9 million. All other terms and conditions of the purchase-sale agreement for Parcel E would remain unchanged; and

WHEREAS, FMERA and CommVault hope to close on the sale of Parcel E in January 2013, with site work to begin soon thereafter; and

WHEREAS, when fully built out, CommVault has indicated that it will house up to 2,500 employees at the site, up to 225 of which will be hired within three years after occupancy. The positive impact of a project of this magnitude on Fort Monmouth, and the surrounding area which lost 5,000 jobs at the Fort and thousands of other supporting jobs when the Army closed the base, will be significant; and

WHEREAS, the Real Estate Committee has reviewed the proposed reduction in sale price and recommends it to the full Board of Directors for approval.

THEREFORE, BE IT RESOLVED THAT:

1. As expressed in the attached board memorandum, the Board of Directors approves the attached amendment to purchase-sale agreement with CommVault for Parcel E in the Tinton Falls Section of the former Fort Monmouth property, subject to final terms acceptable to the Executive Director and the Attorney Generals' Office.

2. The Board of Directors authorizes the Executive Director to execute the amendment and perform all acts necessary to effectuate it.

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.

Dated: December 12, 2012
ATTACHMENT

EXHIBIT 5



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Amendment to Purchase-Sale Agreement with CommVault Systems, Inc.
(CommVault) for Parcel E

DATE: December 12, 2012

Request

I am requesting that the Board of Directors approve the attached amendment to the purchase-sale agreement with CommVault for Parcel E in the Tinton Falls Section of the former Fort Monmouth property. In addition, the Board of Directors is requested to recommend authorization for the Executive Director to execute the amendment.

Background

At the February 15, 2012 Meeting of the Authority, the Board of Directors authorized FMERA staff to enter into exclusive negotiations, in accordance with the Authority's Sales Rules, with CommVault for Parcel E in the Tinton Falls Section of the former Fort Monmouth property. As a result of those negotiations, a purchase-sale agreement for Parcel E was approved by the Board on April 24, 2012, and executed on July 18, 2012.

The purchase-sale agreement called out the opportunity for CommVault to perform due diligence prior to closing on Parcel E. As a result of its due diligence, CommVault has requested, and FMERA is asked to agree to, a reduction in the proposed purchase price from \$6.1 million to \$5.9 million. All other terms and conditions of the purchase-sale agreement for Parcel E would remain unchanged.

FMERA and CommVault hope to close on the sale of Parcel E in January 2013, with site work to begin soon thereafter. CommVault's site plan has been approved by both Tinton Falls and Monmouth County.

CommVault is publicly traded on the NASDAQ (CVLT). If the Company is successful in acquiring the Property, CommVault proposes to construct its worldwide headquarters consisting of up to 650,000 square feet of new high-tech office/research technology space in one or more buildings in three phases over a twenty year period.

CommVault is presenting a transformative project that will provide benefits beyond the scope of its footprint. When fully built out, CommVault has indicated that it will house up to 2,500 employees at the site, up to 225 of which will be hired within three years after occupancy. The positive impact of a project of this magnitude on Fort Monmouth, and the surrounding area

which lost 5,000 jobs at the Fort and thousands of other supporting jobs when the Army closed the base, will be significant.

As required by the FMERA Act, the purchase-sale agreement also includes redevelopment obligations and recourse whereby CommVault agrees to develop the first phase of its project which consists of a Class A 200,000 to 250,000 square feet office/research facility. In the event CommVault fails to commence or complete construction in a timely manner (i.e. construction completed within 60 months of title closing) for reasons other than force-majeure, FMERA shall have the right to terminate the purchase-sale agreement and re-purchase Parcel E at a cost of 97.5% of CommVault's purchase price. CommVault also agrees to create 225 new jobs on Parcel E within three years of the first phase building being completed. If these jobs do not materialize, CommVault has agreed to remit \$3,000 per job, which obligation is secured by a \$675,000 mortgage.

The Real Estate Committee has reviewed the amendment to the purchase-sale agreement for Parcel E and recommends approval to the full Board of Directors.

Recommendation

In summary, I am requesting that the Board of Directors approve the attached amendment to purchase-sale agreement with CommVault for Parcel E in the Tinton Falls Section of the former Fort Monmouth property. In addition, the Board of Directors is requested to authorize the Executive Director to execute the amendment.



Bruce Steadman

ATTACHMENT

Prepared by: Bruce Steadman



ATTACHMENT

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

Resolution Regarding
**Making Available the Main Post Historic Housing through the
Offer to Purchase Process**

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(j) of the Act authorizes the Authority to issue Requests for Proposals and section 9(bb) “[t]o purchase at any sale, upon such terms and at such prices as it determines to be reasonable, and take title to the property, real, personal, or mixed, so acquired and similarly sell, exchange, assign, convey or otherwise dispose of any property”; and

WHEREAS, in accordance Section 19:31C-2.5(a) of FMERA’s Rules for the Sale of Real and Personal Property, “[b]efore advertising a particular parcel of real property and accompanying personal property as being available for sale through the offer to purchase process, the Board shall review and approve a recommendation of the Director and FMERA [staff] to offer the property for sale through the offer to purchase process”; and

WHEREAS, Authority staff recommends proceeding with the Request for Offer to Purchase (RFOTP) process for the Main Post Historic Housing; and

WHEREAS, this recommendation is based on several factors. First, pursuant to the Fort Monmouth Reuse and Redevelopment Plan (Reuse Plan), the Historic Housing is intended to showcase the cultural value and history of the Post. Given this importance ascribed to this property in the Reuse Plan, staff believes that negotiation with RFOTP respondents may be necessary to ensure that the objectives of the Reuse Plan are properly met. Second, historic preservation and the use of tax credits as part of a project’s funding mix are complex undertakings; the RFOTP process allows for negotiation of terms of sale that address the complexities of historic preservation while maximizing the economic value to FMERA; and

WHEREAS, the Historic Housing is located within the Fort’s Phase 2 area. FMERA staff is currently negotiating business terms for the Army’s transfer of the Phase 2 area to FMERA via an economic development conveyance (EDC) and;

WHEREAS, the issuance of an RFOTP for the Historic Housing will enable FMERA to work simultaneously on the EDC and developer selection processes, allowing our selected developer to begin renovation of the property concomitant with our execution of the EDC agreement; and

WHEREAS, the Authority staff requests the Board’s approval to make available the Main Post Historic Housing through an Offer to Purchase process, in accordance with FMERA’s sales rules.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves making the Main Post Historic Housing on the former Fort Monmouth Property available through the offer to purchase process, as set forth in the attached memorandum.

2. The Authority authorizes the Executive Director to take all necessary actions to effectuate the issuance of the Request for Offer to Purchase and the notice of availability for sale through the offer to purchase process.

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.

Dated: December 12, 2012
ATTACHMENT

EXHIBIT 6



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Making Available the Main Post Historic Housing through the
Offer to Purchase Process

DATE: December 12, 2012

Request

I am requesting that the Board of Directors authorize the Fort Monmouth Economic Revitalization Authority (FMERA) staff to make the Historic Housing on Fort Monmouth's Main Post available through the Offer to Purchase process, in accordance with FMERA's approved sales rules.

Background

Superstorm Sandy has created an acute need for housing in the Shore region. In an effort to increase local options for permanent housing, FMERA staff, with the encouragement of State, County and Host Municipality officials, and with Army support, proposes to accelerate our plans to offer existing Fort housing for redevelopment. This initiative is in addition to our plan to issue a Request for Offers to Purchase (RFOTP) for the Howard Commons housing site in Eatontown later this month.

Staff has assessed the Fort's existing housing stock and recommends issuing an RFOTP for the Main Post's Historic Housing in Oceanport. The Historic Housing includes 120 historic residential units in single, duplex and four-plex configurations, surrounding and adjacent to the former Parade Ground. Specifically, it consists of Gosselin Avenue non-commissioned officer residences and officer family housing units on Russel, Carty and Allen Avenues; the latter range in size from 3,700 to over 6,000 sf. A map of the Historic Housing area is attached.

Pursuant to an October 2009 Programmatic Agreement between the Army and the New Jersey State Historic Preservation Officer, the Army agreed to nominate the Fort's Historic District for listing on the New Jersey and National Registers of Historic Places. The Army also agreed to work with the Fort's local reuse authority in establishing protective zoning and architectural covenants to avoid adverse impacts on the historic properties and enable them to qualify for rehabilitation incentives, including federal historic tax credits. As a contributing element to the Historic District, the homes' exteriors must be preserved to federal Department of the Interior standards.

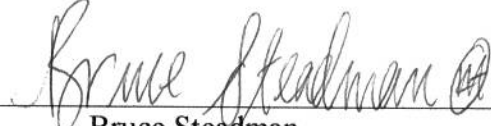
The Board of Directors approved the Rules for the Sale of Real and Personal Property (the Sale Rules) at the August 17, 2011 Meeting of the Authority. In accordance with Section 19:31C-2.5(a) of the Sale Rules, before advertising a particular parcel of real property and accompanying personal property as being available for sale through the Offer to Purchase process, the Board shall review and approve a recommendation of the Director and FMERA staff to offer the property for sale through the Offer to Purchase process. In its determination to use the Offer to Purchase process, the Board also may consider various factors including, but not limited to, purchase price, jobs to be created and timing, to determine whether the Offer to Purchase process will enhance the economic value to FMERA or Fort Monmouth. After the RFOTP is issued and offers are received and negotiated, the Director and FMERA staff shall present a recommendation to the Board to accept an offer, to terminate negotiations regarding offers, or to take other appropriate action.

Authority staff is recommending proceeding with the Offer to Purchase process for the Fort's Historic Housing rather than Sealed Bids. This recommendation is based on several factors. First, pursuant to the Fort Monmouth Reuse and Redevelopment Plan (Reuse Plan), the Historic Housing is intended to showcase the cultural value and history of the Post. Given this importance ascribed to this property in the Reuse Plan, staff believes that negotiation with RFOTP respondents may be necessary to ensure that the objectives of the Reuse Plan are properly met. Second, historic preservation and the use of tax credits as part of a project's funding mix are complex undertakings; the RFOTP process allows for negotiation of terms of sale that address the complexities of historic preservation while maximizing the economic value to FMERA.

The Historic Housing is located within the Fort's Phase 2 area. FMERA staff is currently negotiating business terms for the Army's transfer of the Phase 2 area to FMERA via an economic development conveyance (EDC). We hope to complete negotiations with the Army in the first quarter of 2013, allowing for submission of an EDC application and execution of an agreement by mid-year. Expediting the issuance of an RFOTP for the Historic Housing will enable FMERA to work simultaneously on the EDC and developer selection processes, allowing our selected developer to begin renovation of the property concomitant with our execution of the EDC agreement.

Recommendation

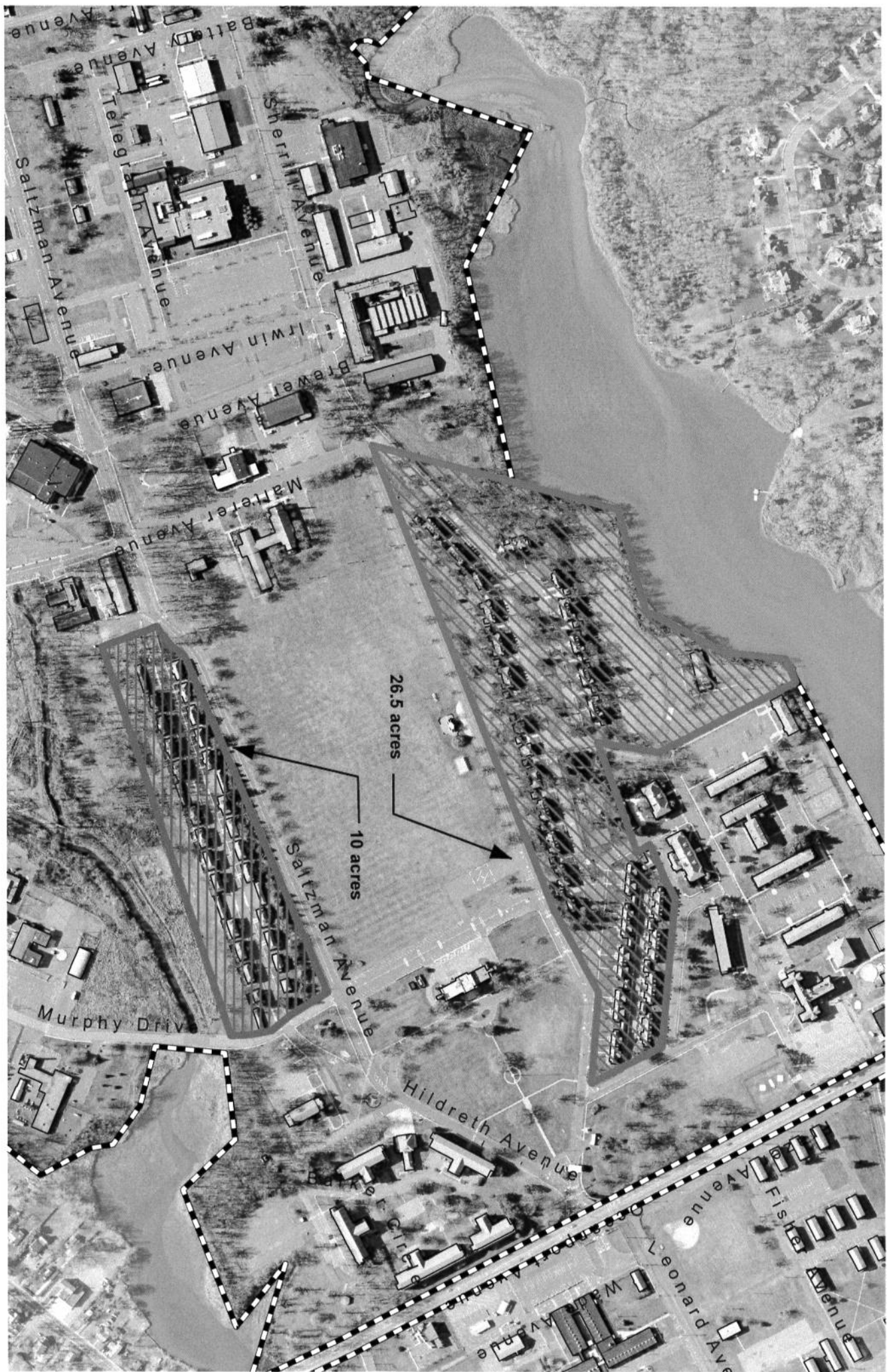
In summary, I am requesting that the Board of Directors authorize FMERA staff to make the Historic Housing on Fort Monmouth's Main Post available through the Offer to Purchase process, in accordance with FMERA's approved Rules for the Sale of Real and Personal Property.



Bruce Steadman

ATTACHMENT

Prepared by: David E. Nuse



Battery Avenue

Telegian Avenue

Saltzman Avenue

Sherrill Avenue

Irwin Avenue

Brewer Avenue

Mallett Avenue

26.5 acres

10 acres

Saltzman Avenue

Murphy Drive

Hildreth Avenue

Leonard Avenue

Fisher Avenue

Ward Avenue

Resolution Regarding the
**2013 Consolidated Calendar Year Budget, and
the Office of Economic Adjustment Grant Requests**

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 2013 Consolidated Calendar Year Budget includes an Economic Development Conveyance (EDC) Plan, representing the projected 2013 financial activity under the approved EDC Agreement with the Army, and an Operating Plan, representing the 90% funding of qualified expenses received from the U.S. Department of Defense’s Office of Economic Adjustment (OEA) and the requisite 10% local match from the State of New Jersey; and

WHEREAS, the Audit Committee reviewed the 2013 Consolidated Calendar Year Budget and recommends it to the Authority for approval; and

WHEREAS, the Authority desires to adopt its 2013 Consolidated Calendar Year Budget.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the 2013 Consolidated Calendar Year Budget, as described in the attached memorandum.

2. The Authority authorizes the Executive Director to take all necessary actions to submit grant requests to the Office of Economic Adjustment to support the Authority’s operations for the 2013 calendar year as necessary.

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.

**Dated: December 12, 2012
ATTACHMENT**

EXHIBIT 7



MEMORANDUM

TO: Members of the Board of Directors
FROM: Bruce Steadman
Executive Director
DATE: December 12, 2012
SUBJECT: Draft 2013 Consolidated Fiscal Plan

The draft 2013 Consolidated Fiscal Plan, consisting of the draft 2013 Operating Plan, and draft 2013 Economic Development Conveyance (EDC) Plan is enclosed for your review and discussion.

2013 Plan Highlights

- Consolidated Net Operating Earnings projected to exceed \$3.2 million dollars
- 2013 Operating and EDC Plan expenses lower than 2012's Plan
- Favorable Operating and EDC Plan budget variances for 2012

The 2013 Consolidated Fiscal Plan financially depicts the change in the Authority's operations as it continues the transition from the negotiation of the Phase 1 EDC to the implementation of the approved Phase 1 EDC Agreement. This year's plan includes: an EDC Plan, representing the projected 2013 financial activity under the approved EDC Agreement; and, an Operating Plan which represents the ninety percent (90%) funding of qualified expenses received through the Office of Economic Adjustment (OEA) and the requisite ten percent (10%) local match, provided by the State of New Jersey through the appropriation process. With the approval of the Phase 1 EDC Agreement certain administrative expenses not reimbursable under the terms of the federal grant are now classified under the EDC Plan, thus reducing the Authority's 2012 Operating deficit.

The Consolidated Fiscal Plan supports the FMERA Mission to *create an atmosphere in which employers will employ and investors will invest, to maximize the jobs created and the value of the property*, expanding the Authority's sources of funding while continuing controlling costs and directing spending to maximize the benefits derived.

The draft Consolidated Plan's Net Operating Earnings of \$3,253,430 results from the sale of two and the lease of one Phase 1 parcels during 2013. The Phase 1 EDC Agreement was approved later in 2012 than projected in 2012 Plan, accordingly property transfers and sales have been delayed and the actual 2012 EDC activity is well below

the 2012 Plan. The 2013 draft EDC Plan property sales of \$8,600,000 is based on the negotiated sales currently in place: Parcel E and the Clinic. While other Phase 1 parcels, such as Howard Commons, are expected to be transferred and sold in 2013, the projected sales transaction is not included in the Plan at this time as the appraisal of the parcel has yet to be completed. Accordingly, 2013 Land Costs of \$3,882,146 are significantly lower than the \$14,450,000 in the 2012 Plan.

Lease/Fee Income of \$85,000 represents amounts received under the Golf Course Operating Agreement. The 2013 Plan projects income payments received from the Golf Course Operator to be comparable to the 2012 amount of \$85,000. It is the Authority's intention to issue a Request for Offers to Purchase the Golf Course and adjacent Megill housing in the next 30 days, subject to its possible use as storm related housing.

The 2013 FMERA draft Operating Plan's total expenses and costs of \$2,410,842 will be funded by federal grants of \$2,169,758 through the Office of Economic Adjustment, and the local match requirement of \$241,084, and are under the 2012 Plan's level of \$2,845,534. This is due to lower 2013 General and Administrative Expenses in relation to the increase in the 2013 Plan's Direct Office Support (for FMERA dedicated staff), as well as lower Program Costs. The decrease in 2013 General and Administrative Expenses to \$141,110, is due to the relocation of the FMERA office to the Fort in 2012, and with the approval of the EDC Agreement the reclassification of Back Office Support Services to an expense under the 2013 EDC Plan.

The 2012 Plan called for the staff to be augmented by the staggered hiring of 3 additional staff members during the course of the fiscal year. Actual 2012 staffing level was 8 with the addition of 1 staff member during the 2nd half of the year for a total of 9 at the end of 2012. As a result, the Projected Actual Direct Office Support is under the 2012 Plan.

The 2013 Consolidated Program Costs of \$2,409,266 are under the 2012 Plan. This is due to project management of the Operating Plan's environmental consulting services contract and timing differences, as the fit-out of the Authority's offices on the Fort has been slower than projected. The 2013 increase in the Operating Plan's Program Costs to \$1,014,200 reflects the Authority's transition to implementation of the Phase 1 EDC Agreement while continuing to move forward with Phase 2 EDC negotiations with the Army. Accordingly, in 2013 legal expenses are projected to increase as are the environmental consulting costs. The 2013 EDC Plan's Program Costs amount to \$1,395,066 down from 2012's \$2,913,555 due to no broker commissions being assessed on the Parcel E and Clinic property sales, as these transactions predate the engagement of the Broker.

The Authority's Audit Committee has reviewed the 2013 consolidated financial plan and recommends it to the Board of Directors for final review and approval

Recommendation

Based on the above, the Board is asked to approve the attached draft 2013 Consolidated Plan.

The Board is also requested to approve authorizing the Executive Director to submit grant requests and any other necessary documentation, to the Office of Economic Adjustment for federal funds in an amount not to exceed \$2,169,758.



Bruce Steadman

ATTACHMENT

Prepared by: Beverlee Akerblom

Fort Monmouth Economic Revitalization Authority
2013 Consolidated Fiscal Plan

2013

	Operating Plan	EDC Plan	Consolidated Plan
Operating Revenue			
Federal Grant	2,169,758	-	2,169,758
Property Sales	-	8,600,000	8,600,000
Lease/Fee Income	-	85,000	85,000
Total Operating Revenue	2,169,758	8,685,000	10,854,758
Non Operating Revenue			
Local Match Requirement	241,084	-	241,084
Interest from Cash Investments	200	1,500	1,700
Total Non Operating Revenue	241,284	1,500	242,784
Total Revenue	2,411,042	8,686,500	11,097,542
Administrative Expenses			
Direct Office Support	1,255,532	15,068	1,270,600
General and Administrative	141,110	109,580	250,690
Total Administrative Expenses	1,396,642	124,648	1,521,290
Costs			
Interest	-	31,410	31,410
Land Costs (payments to Army and Homeless Accommodation Fund)	-	3,882,146	3,882,146
Program Costs	1,014,200	1,395,066	2,409,266
Total Costs	1,014,200	5,308,622	6,322,822
Total Expenses & Costs	2,410,842	5,433,270	7,844,112
Net Operating Earning	200	3,253,230	3,253,430