



TO: Members of the Board of Directors

FROM: Bruce Steadman
Secretary & Executive Director

DATE: January 16, 2013

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 the former Fort Monmouth
 - Update on Issuance of Requests for Offers to Purchase (RFOTPs) and Request for Proposals (RFP)
 - Update on Staff Advisory Committees
 - Rescheduled 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 Approval of Rules containing the Land Use Regulations and Development and Design Guidelines to be published in the New Jersey Register
2. Consideration of Approval for FMERA to make Parcel B on the Main Post of the former Fort Monmouth available through the Offer to Purchase Process
3. Consideration of Approval to revise terms of the Proposed Purchase and Sale Agreement with AcuteCare for the Clinic Parcel
4. Consideration of Approval of Utility Easement from FMERA for Service to Parcel E

12. **Other Items**

13. **Public Comment**

14. **Adjournment**

Fort Monmouth Economic Revitalization Authority
Board Meeting
December 12, 2012
Eatontown Municipal Building, Eatontown, 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
- Tim Lizura, President and COO, 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
- Gerald Turning, Borough Administrator, Tinton Falls - V
- Michael Mahon, Mayor of Oceanport - V
- Charles Richman, Deputy Commissioner, NJ Department of Community Affairs (DCA)
- Jonathan Lowy, Regional Manager, Government and Community Relations, NJTransit (NJT)
- Kenneth J. Kloo, Director, Site Remediation Program, NJ Department of Environmental Protection (DEP)

V- Denotes Voting Member

Members of the Authority not present:

- Mary Ellen Clark, Assistant Commissioner, NJ Department of Labor & Workforce Development

Also present:

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

II.

The meeting was called to order by Chairman James V. Gorman at 7:03p.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 October 17th meeting minutes. A motion was made to approve the minutes by Mayor Tarantolo and seconded by Freeholder Burry.

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

III. WELCOME

Chairman James V. Gorman welcomed attendees to the Board Meeting. Mr. Gorman stated that the meeting comes in the wake of Hurricane Sandy and the devastation caused to all of the local communities. Mr. Gorman thanked the FMERA staff for their tireless work in assisting federal and state agencies in their recovery efforts, especially in the manner of providing shelter for storm victims.

Mr. Gorman stated that the Board would consider for approval seven Board actions, the draft of the Land Use Regulations and Development and Design Guidelines which the Authority is required to create by state law; the Second Plan Amendment permitting alternative development scenario in Oceanport; the conveyance of the Teen Center and Swimming Pool to Monmouth County, and the Childhood Development Center to Tinton Falls; the Parcel E redevelopment agreement among CommVault Systems, Inc., Tinton Falls and FMERA and the developer agreement among CommVault, FMERA, Monmouth County and Tinton Falls; the revised proposed sale amount for Parcel E; ability to make the Officers Housing in the Historic District of the former Fort Monmouth available through the Offer to Purchase Process and; the 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. 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 and due to the lengthy agenda, the comment period per commenter is limited to three minutes. 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 installation of the Staff Advisory Committees (SAC) and the November 19th Board meeting were delayed due to FMERA's involvement in several activities related to Hurricane Sandy, most notably FMERA's temporary offices being flooded, and FMERA's move to new temporary office space on the Fort..

V. TREASURER'S REPORT

Beverlee Akerblom, Director of Finance and Administration, stated that the Authority is submitting a Grant Amendment for the grant scheduled to end December 31, 2012. The extension of this grant is to allow for completion of the approved contractual items funded through the grant. Ms. Akerblom further stated that 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, 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.

VI. PUBLIC COMMENT REGARDING AGENDA ITEMS

Linda Zucaro of Tinton Falls asked if the housing in the Historic District carries an onsite affordable housing obligation. Mr. Gorman stated that the question would be addressed in the Executive Director's report.

J.J. Mastretta of Freehold asked if the housing in the Historic District would be rentals or owner occupied. Mr. Steadman stated that the housing will be owner occupied. Ms. Mastretta stated that space needs to be made available for trailers.

Tom Mahedy of Wall Township stated that the board package should be made available to the public a few days prior to the meeting and not at the meeting. Mr. Mahedy asked the board to vote no to all of the board actions due to the public not having access to the board documents prior to the meeting. Mr. Mahedy stated his concerns regarding environmental issues on the Fort property.

VII. EXECUTIVE DIRECTOR'S REPORT

Bruce Steadman stated that FMERA has collaborated with a number of federal, state and local agencies regarding hurricane response initiatives. Mr. Steadman stated that many different projects have been identified, looked at and worked on and many of the projects have been moved to other facilities due to better access and lower startup costs. Mr. Steadman stated that FMERA has developed an outstanding working relationship with the Monmouth County Office of Emergency Management (OEM), Federal Emergency Management Agency (FEMA), and the Army Corps. of Engineers. Mr. Steadman acknowledged Army Site Manager, John Occhipinti and the entire Army Caretaker Force for their outstanding work and support.

David Nuse, Director of Real Estate Development, stated that 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, including the Lodging Area located in Oceanport and the Megill Housing in Eatontown, to assist displaced citizens. The interim housing on the former Fort Monmouth is an 18-month FEMA initiative, and FEMA will be responsible for selecting occupants and managing the project. FMERA is supporting the effort in any way it is able.

Mr. Nuse stated that 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 and plan to have a follow-up meeting in January. These discussions are helping to further a positive working relationship that will result in a revitalized former Fort Monmouth.

Mr. Nuse went on to state that 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, and to answer long-term housing needs.

Mr. Steadman added that FEMA interim housing projects are between FEMA and the U.S. Army direct, and FMERA is only involved to broker meetings and facilitate the transfer of the properties. Mr. Steadman stated that sections of the Fort property are not suitable for FEMA trailers due to the ingress/egress for trailers not being acceptable. Mr. Steadman also stated that with regard to renting vs. purchasing of the units, the FEMA projects are short term in duration to alleviate the immediate need for housing. FMERA's role, in compliance with the Reuse Plan, is to make available permanent housing based on the needs of the market place. Mr. Steadman stated that FMERA is looking for a master developer to acquire the properties.

Rick Harrison, Director of Facilities Planning, stated that the temporary FMERA office in the Department of Public Works Building on the former Fort Monmouth property was severely damaged due to flooding, and over 30 inches of water in the area, caused by Hurricane Sandy. As a result, members of the FMERA staff have moved to the 2nd Floor of Russel Hall on the Main Post. Mr. Harrison thanked John Occhipinti and his Army Caretaker staff for helping FMERA establish themselves at Russel Hall.

Mr. Harrison stated that 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.

Mr. Harrison stated that FMERA will be issuing an Request For Offer To Purchase (RFOTP) for the Howard Commons Area of the former Post by week's end. The Board approved the issuance of this RFOTP on October 19, 2011. This RFOTP is being issued because parties have approached FMERA with credible specific interest for the property and the Army is close to issuing the FOST. In light of Hurricane Sandy, this will accelerate introduction of additional 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 in Oceanport this month. The issuance of this RFOTP for the Officers Housing is being considered by the Board at this meeting. RFOTPs for Parcels C, C1 and the Marina are expected to be issued in January. All residential RFOTPs will carry an obligation and commitment to provide affordable housing in accordance with the Reuse and Redevelopment Plan, and any legally required affordable housing

Mr. Harrison then gave an update on the restricted Homeless Accommodation Fund which relates only to FMERA's obligations in the form of Legally Binding Agreements (LBAs) under the HUD approval of the Reuse Plan and Homeless Assistance Submission. FMERA's obligations 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 Eatontown's portion of the Fort and 20 units in Tinton Falls' portion of the Fort. 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 at the time of closing.

Mayor Tarantolo asked if the existing homeless shelter was damaged and if the occupants were moved to other areas in Monmouth County, and was answered yes. Mayor Tarantolo also asked if the building would be reopened, and was answered no.

Rick Harrison stated that there are two buildings that are being made available in the Oceanport area on the former Fort property on an interim basis, and FMERA is working with the Army on the Finding of Suitability to Lease (FOSL).

Mayor Tarantolo asked where the new building would be located. Mr. Harrison stated that the future permanent location will be west of the flooded shelter in the Oceanport area, agreed to by the parties involved, as per the terms of the Legally Binding Agreements of the homeless assistance submission. Mayor Tarantolo asked that he be involved in the homeless project.

Mr. Steadman stated that the FMERA staff continues to work with Staff Advisory Committees (SAC) Chairpersons to fill the membership of the Committees. Due to delays caused by Hurricane Sandy, no staff 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 on the FMERA website as soon as it is determined.

Mr. Steadman stated that 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.

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.

Mr. Steadman clarified statements that were made earlier in the Meeting. The Land Use Regulations are subject to a 60 day public comment period which will commence after the January Board meeting. Mr. Steadman stated that the Plan Change Amendment #2 was subject to a 45 day public comment period where the public had opportunity to submit their comments to one of the three host boroughs. The comments that were submitted from the three boroughs and the County will be addressed at tonight's meeting. Mr. Steadman stated that to the best of his knowledge, there are no environmental concerns on the Teen Center or the School properties, and the Findings of Suitability to Lease (FOSLs) have been released and reviewed by the Department of Environmental Protection (DEP). Mr.

Steadman stated that he is not aware of any so-called tax breaks for CommVault, but the state does have incentives for job retention and job creation, which CommVault has been approved for.

VIII. COMMITTEE REPORTS

a) AUDIT COMMITTEE (ROBERT ADES, CHAIRMAN):

Robert Ades stated that the Committee met on November 27, 2012. Mr. Ades stated that in addition to administrative matters, the approval of prior audit committee meeting minutes and the proposed 2012 Audit Committee meeting schedule, the other Committee highlights included:

- Discussion of the Audit Plan presented by Schneider & Company including the approval of the Economic Development Conveyance (EDC) agreement, the required reporting, confirmation of bookkeeping, certifications of adherence to guidelines and the technical deadlines were discussed.
- Review and discussion of FMERA's 2013 Draft Consolidated Fiscal Plan and the supporting memorandum; the 2013 draft Operating Plan and draft 2013 Economic Development Conveyance Plan.
- Discussion of the steps required to issue a Request for Proposal (RFP) for the selection of an audit firm to conduct the 2013 audit.
- Update on the negotiations with Parcel E & the Clinic.
- Approval to refer the 2013 Fiscal Plan to the full Board for final review and approval at tonight's meeting.

The meeting included a private session between the Committee members and the Auditors, without staff present. The next meeting of the Audit Committee is scheduled for Tuesday, April 30, 2013.

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

Chairman Gorman stated that the Committee met on Wednesday, December 5th. The Committee Meeting had a robust agenda which included:

- Review of Land Use Regulations
- Review of Proposed Plan Change Amendment #2 in Oceanport
- Review of Notice of Interest (NOI) Evaluation
 - Teen Center and Swimming Pool
 - Childhood Education Center
- Review of Redevelopment and Developer Agreement for Parcel E
- Review of Sale Price Adjustment for Parcel E
- Update on Howard Commons Request for Offer to Purchase (RFOTP)
- Discussion regarding the RFOTP for Officers Housing
- Update on FEMA Temporary Housing

The Committee engaged in a comprehensive discussion on all of the above matters and recommends the items to the full Board of Directors for approval.

- The Committee also received an update on the following ongoing items:
 - Suneagles Golf Course
 - AcuteCare Health Systems
 - Marketing Efforts
 - Small Business Initiative

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

Kenneth J. Kloo stated that the Committee did not meet this month.

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

Robert Ades stated that the Committee did not meet this month.

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

Mr. Steadman on behalf of Mr. Richman stated that the Committee met on December 6th at 4:30 p.m. The Committee had lengthy discussions and favorably reviewed the Land Use Regulations and Development and Design Guidelines, and the Second Plan Amendment permitting alternative development scenario in Oceanport. The Committee also discussed Hurricane Sandy housing.

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

Freeholder Burry stated that the Committee did not meet this month.

IX. Board Actions

The next item before the Board was the consideration of conceptual approval of Land Use Regulations and Development and Design Guidelines for the Former Fort Monmouth Property.

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

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

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

Tim Lizura gave recognition to the FMERA staff, outside counsel, DAG Chacon, and Phillips Priess Grygiel (PPG) for all their monumental work on the Regulations.

Mayor Tarantolo asked what happens if a developer comes before the municipalities planning board and legal expertise is required to review the Regulations, who pays the borough's legal fees. Mr. Steadman stated that the developer is responsible.

Mr. Steadman thanked PPG, John Pellecchia, Esq. of Riker Danzig, Joe Baumann, Esq. and Steve Mariella, Esq. of McManimon, Scotland & Baumann, and DAGs Ed Pillsbury and Gabriel Chacon.

Bruce Steadman conducted a roll call vote.

Name	Yes	No	Abstain
James V. Gorman	X		
Robert Ades	X		
Tim Lizura	X		
Brett Tanzman	X		
Dr. Robert Lucky	X		
Lillian Burry	X		
Gerald Tarantolo	X		
Gerald Turning	X		
Michael Mahon	X		

Motion to Approve: TIM LIZURA Second: DR. ROBERT LUCKY
 AYes: 9

The next item before the Board was the consideration of approval of Second Plan Amendment Permitting Alternative Development Scenario in Oceanport

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 Freeholder Burry.

Mayor Mahon stated that the Oceanport comments were favorable to the Plan Amendment with the exception to the increase in density elsewhere in the Reuse Plan. Mayor Mahon stated that with regard to the original resolution authorizing transmittal of the amendment to the host municipalities, he abstained on one condition of the sale of the property, which was the tax abatement.

Mayor Mahon went on to state that S2319, was introduced in the State Senate by Senator Jennifer Beck. S2319 would allow host municipalities to offer property tax abatements on former Fort Monmouth property under terms and conditions established by those municipalities.

Bruce Steadman conducted a roll call vote.

Name	Yes	No	Abstain
James V. Gorman	X		
Robert Ades	X		
Tim Lizura	X		
Brett Tanzman	X		
Dr. Robert Lucky	X		
Lillian Burry	X		
Gerald Tarantolo	X		
Gerald Turning	X		
Michael Mahon	X		

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

The next item before the Board was the consideration of approval of Notice of Interest (NOI) Evaluation for the Teen Center and Swimming Pool (Teen Center), and the Childhood Development Center (School).

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 Freeholder Burry and was seconded by Mayor Mahon.

Mayor Tarantolo asked how the \$2MM assessment was completed on the properties and was answered that a certified appraiser was hired through the Request for Qualification (RFQ) process.

Bruce Steadman conducted a roll call vote.

Name	Yes	No	Abstain
James V. Gorman	X		
Robert Ades	X		
Tim Lizura	X		
Brett Tanzman	X		
Dr. Robert Lucky	X		
Lillian Burry	X		
Gerald Tarantolo	X		
Gerald Turning	X		
Michael Mahon	X		

Motion to Approve: FREEHOLDER BURRY Second: MAYOR MAHON
AYes: 9

The next item before the Board was the 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.

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

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

A motion was made to approve by Tim Lizura, and was seconded by Dr. Robert Lucky.

Mayor Mahon stated that the Oceanport Governing Body has adopted a resolution objecting to the transaction of Parcel E; however as a member of the Real Estate Committee, he reviewed the redevelopment agreement and concurred with the findings and recommendation of the Committee. Mayor Mahon stated that on behalf of Oceanport, he would be abstaining from the vote.

Robert Ades abstained from the vote stating that he was not in agreement with the prevailing wage provision in the Agreement, believing that FMERA was not empowered or required to impose FMERA purchasers/lessees to using prevailing wages.

Bruce Steadman conducted a roll call vote.

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

Motion to Approve: TIM LIZURA Second: DR. ROBERT LUCKY
AYes: 7

The next item before the Board was the consideration of approval of Revised Proposed Sale Amount for Parcel E.

Bruce Steadman read the resolution which is attached hereto and marked Exhibit 5.

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 Dr. Robert Lucky.

Mayor Tarantolo asked for an example of the unexpected expenditures. Mr. Steadman stated that as part of CommVault's due diligence, determining the location of the building, the ingress/egress, and the expansion of the initial phasing to the second and third phasing, CommVault has asked for a \$200,000 reduction in the price of the sale. The reduction is part of a cost sharing with FMERA and CommVault and no other reductions will be given on the sale price.

Mayor Mahon said that for reasons that he previously stated, he would be abstaining from the vote.

Bruce Steadman conducted a roll call vote.

Name	Yes	No	Abstain
James V. Gorman	X		
Robert Ades	X		
Tim Lizura	X		
Brett Tanzman	X		
Dr. Robert Lucky	X		
Lillian Burry	X		
Gerald Tarantolo	X		
Gerald Turning	X		
Michael Mahon			X

Motion to Approve: MAYOR TARANTOLO Second: DR. ROBERT LUCKY
AYes: 8

The next item before the Board was the 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.

Bruce Steadman read the resolution which is attached hereto and marked Exhibit 6.

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

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

Mayor Taratolo asked who would provide services upon the transfer of the property to the municipalities. Mr. Steadman stated that over the coming weeks, FMERA is committed to working with the municipalities, in this instance, Oceanport, to create a plan for services.

Mayor Mahon stated that the situation is unique in that the Lodging Area that is being used by FEMA for temporary housing assistance is for an 18-month period, and the occupants may eventually need to purchase units in the Officers Housing which is located in Oceanport. Mayor Mahon stated that Oceanport has begun discussions with FEMA as to what level of services Oceanport will assume when the Lodging Area is opened.

Chuck Richman stated that there are two separate housing initiatives underway. Mr. Richman stated that the first initiative is the Officers Housing resolution which will create permanent housing. The second is an initiative by FEMA to provide interim housing for 18 months. Mr. Richman stated that FEMA is committed to keeping school children in close proximity to their home district schools by working with the State Department of Education. Mr. Richman stated that FEMA conducts a rigorous analysis regarding who is in need of direct housing support.

Bruce Steadman conducted a roll call vote.

Name	Yes	No	Abstain
James V. Gorman	X		
Robert Ades	X		
Tim Lizura	X		
Brett Tanzman	X		
Dr. Robert Lucky	X		
Lillian Burry	X		
Gerald Taratolo	X		
Gerald Turning	X		
Michael Mahon	X		

Motion to Approve: MAYOR MAHON

Second: FREEHOLDER BURRY

AYes: 9

The next item before the Board was the 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.

Bruce Steadman read the resolution which is attached hereto and marked Exhibit 7.

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

A motion was made to approve by Mayor Mahon and was seconded by Tim Lizura.

Motion to Approve: MAYOR MAHON Second: TIM LIZURA
AYes: 9

X. Public Comment

J.J. Mastretta of Freehold asked who is permitted to attend the bus tour and was answered that reservations are on a first come, first serve basis. Ms. Mastretta stated that there is an immediate need for rentals in the area. Ms. Mastretta stated that FEMA needs to find a way to provide trailers to those affected by the storm.

Linda Zucaro of Tinton Falls asked what the total number of houses would be made available by FEMA. Mr. Steadman stated that the number has yet to be determined by FEMA and he would defer to them. Mr. Steadman stated that the current buildings are single family occupancy and it is FEMA's plan to construct two and three bedroom units. Ms. Zucaro asked if the Officers Housing will include 20% of affordable housing. Rick Harrison stated that the 20% will be a requirement within the RFOTP for the Officers Housing.

Ms. Zucaro asked if the RFOTP for Howard Commons will be available to interested parties and was told yes, it will be posted to the FMERA website and notice will be published in the Asbury Park Press and the Star Ledger.

Phil Welch of Lincroft quoted an article stating that FMERA is looking to purchase 375 units on the Fort property and that there needs to be clarification on the statement. Mr. Steadman stated that FMERA will first have to acquire title from the Army and then convey title to the developer. Mr. Welch asked if the process will be accelerated and was answered yes.

Mr. Gorman stated that this FEMA housing situation is a dynamic situation and changes day-to-day.

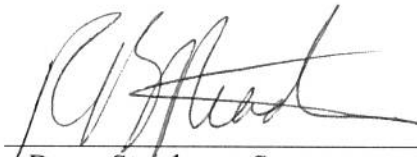
John Yaecker of Freehold asked if the \$20,000 set aside for each acre of land sold for the Restricted Homeless Accommodation Fund can be waived for an affordable housing developer. Mr. Steadman stated that there is a several million dollar homeless obligation, and in order to fulfill it, FMERA developed a per-acre set aside for every transaction so that every purchase contributes to that obligation.

Brian Voetsch of Lincroft stated that he owns an electrical company and would like to be included in the redevelopment. Mr. Gorman asked Mr. Voetsch to contact Mr. Steadman after the meeting regarding RFP's for contractors.

Tom Mahedy of Wall Township asked what issues were discovered to reduce the price of the CommVault purchase by \$200,000. Mr. Steadman stated that the list of issues will be made public at the appropriate time once the documents have been executed. Mr. Mahedy asked who made the decision to reduce the available interim housing at the Fort. Mr. Gorman stated that it is a FEMA project, not a FMERA project.

There being no further business, on a motion by Dr. Robert Lucky seconded by Mayor Tarantolo and unanimously approved by all voting members the meeting was adjourned at 8:55 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

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

**ADOPTED
December 12, 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

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

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

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

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

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: January 16, 2013

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 the former Fort Monmouth; Update on Issuance of Requests for Offers to Purchase (RFOTPs) and Request for Proposals (RFP); Update on Staff Advisory Committees; Rescheduled Community Bus Tour; and Action Items for Next Month.

Treasurer's Report.

1. Federal Grants Status.
The Authority's Grant Extension request for the grant scheduled to end December 31, 2012 request has been reviewed and approved by the Office of Economic adjustment and extended through June 30, 2013 to allow for completion of previously approved contracts, including planning consulting services.

2. 2014 State Appropriation Request.
The Authority has submitted an appropriation request to the New Jersey Office of Management and Budget (OMB) for their review and inclusion in the state's fiscal year 2014 budget. The Authority's 2014 funding request of \$249,000 is a reduction from 2013's state 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.

3. Fiscal Year 2012 Audit.
Field work has begun on the audit of the Authority's 2012 operations.

4. Budget.
Spending continues to be strictly monitored.

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 plan to travel to Washington D.C. to meet with Army Representatives later this month. These discussions are helping to further a positive working relationship that will result in a revitalized former Fort Monmouth.
2. Update on FEMA's Temporary Housing at the former Fort Monmouth.
Families displaced by Hurricane Sandy moved into Building #365 on the former Fort Monmouth before Christmas. In addition, FEMA has begun to retrofit the balance of the Lodging Area on the Main Post, and the Megill Housing in the middle of the Suneagles Golf Course for use by victims of the Storm.

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 Issuance of Requests for Offers to Purchase (RFOTPs) and Request for Proposals (RFP).
FMERA issued an RFOTP for the Howard Commons Area of the former Post on December 14, 2012. The approximately 64 acre parcel is intended to be developed into housing, as shown in the Fort Monmouth Reuse and Redevelopment Plan. Proposals are due by noon on January 28, 2013. In addition to the issuance of the Howard Commons RFOTP, FMERA staff issued a RFP for an operator for Suneagles Golf Course on Friday, January 11, 2013, with a mandatory pre-proposal conference being held on Friday, January 18, 2013 at Gibbs Hall and proposals due by noon on February 11, 2013. Lastly, a RFOTP for the Officers Housing in the Historic District was issued today, January 16, 2013. The Officers Housing is intended for residential reuse consistent with the Fort Monmouth Reuse and Redevelopment Plan. Proposals for the Officers Housing are due by 3:00 pm on March 1, 2013.
4. Update on Staff Advisory Committees (SAC).
Each of the Staff Advisory Committees met earlier this month. The Environmental, Historical Preservation, Housing and Veterans Committees each convened a meeting with their new membership. The membership of the SACs will be posted on the FMERA website shortly. Each of the SAC seats is for one year, expiring and being renewable as of the FMERA September Annual Meeting each year.
5. Rescheduled Community Bus Tour.
As a result of Hurricane Sandy the November 1, 2012 Community Bus Tour was postponed. The bus tour is being rescheduled for Wednesday, January 30, 2013. 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 January 30. Due to the capacity of the buses, the tour will be limited to 60 members of the public. 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. Reservations made for the November 1 tour will not transfer to the January 30 bus tour. Please express your interest in participating in the tour by e-mailing FMERAINFO@njeda.com.

6. Action Items for Next Month.

- Continued work with Matrix Design Group and the N.J. Department of Environmental Protection to identify and resolve environmental issues of concern
- 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
January 16, 2013

Resolution Regarding the
**Approval of Proposed New Rules containing
Land Use Regulations and Development and Design Guidelines**

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 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 [*Fort Monmouth Reuse and Redevelopment*] plan;” and

WHEREAS, the FMERA Act, in N.J.S.A. 52:27-26(kk), authorizes FMERA to adopt, pursuant to the “Administrative Procedure Act,” P.L.1968, c.410, rules and regulations necessary to implement the Act; and

WHEREAS, the Authority conceptually approved the draft Land Use Regulations and Development and Design Guidelines at the December 12, 2012 Meeting of the Authority; and

WHEREAS, the rules, containing the Land Use Regulations and Development and Design Guidelines, are intended to further the vision described in the *Reuse Plan*; and

WHEREAS, the rules shall apply to all applications for development and redevelopment within the Fort Monmouth Project Area; and

WHEREAS, the rules 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 the rules 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, the Real Estate Committee has reviewed the proposed new rules and recommends them to the full Board of Directors for approval to submit for publication in the New Jersey Register.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the new rules containing Land Use Regulations and Development and Design Guidelines substantially as set forth in the attached memorandum and proposed rules.

2. The Authority authorizes staff to submit the rules for publication in the New Jersey Register, subject to final review and approval by the office of the Attorney General and the Office of Administrative Law (OAL).

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: January 16, 2013
ATTACHMENT

EXHIBIT 1



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman, Executive Director

RE: Proposed New Rules containing Land Use Regulations and Development and Design Guidelines

DATE: January 16, 2013

Request:

I am requesting that the Board of Directors approve the proposed Land Use Rules (the Rules) containing the Land Use Regulations and Development and Design Guidelines for the former Fort Monmouth property, and authorize the Fort Monmouth Economic Revitalization Authority (FMERA) staff to submit the Rules for publication in the New Jersey Register, subject to final review and approval by the office of the Attorney General and the Office of Administrative Law (OAL).

Background:

At the December 12, 2012 Meeting of the Authority the Board of Directors conceptually approved the draft "Fort Monmouth Land Use Regulations and Development and Design Guidelines" prepared by the Authority's Planning Consultant, Phillips Preiss Gryiel LLC (PPG). The December 12, 2012 board memo is attached hereto.

The Rules attached hereto do not have any material changes from the draft that the Board of Directors conceptually approved in December. However, the text prepared by PPG has been modified to conform to the format and style of rules; the formerly-designated chapters are transferred into sections or subsections and, generally, references to "Land Use Regulations" and "Development and Design Guidelines" have been revised to refer to "land use rules" or "rules." In addition, all citations have been updated to reflect the new style and formatting. A summary for each section has been added as well and impact statements regarding the proposed new rules, particularly regarding Economic Impact, Jobs Impact, Regulatory Flexibility Analysis (Impact on Small Businesses), Housing Affordability and Smart Growth Development Impact have been added. Lastly, black and white maps have replaced the colored maps in the draft version.

The proposed new rules have been reviewed by the Authority's Real Estate Committee and are being recommended to the full Board of Director for approval to submit for publication in the New Jersey Register.

Summary:

The Fort Monmouth Economic Revitalization Authority (“FMERA” or “Authority”), pursuant to the Fort Monmouth Economic Revitalization Act (“the Act”), P.L. 2010, c. 51 (N.J.S.A. 52:27I-18 et seq.), is proposing these rules consistent with, and in furtherance of, the Fort Monmouth Reuse and Redevelopment Plan (“Reuse Plan”) – the comprehensive conversion and revitalization plan for Fort Monmouth developed by the former Fort Monmouth Economic Revitalization Planning Authority (“FMERPA”) “...to encourage enlightened land use and create employment and other business opportunities for the benefit of the three host municipalities.”

Accordingly, the proposed new land use rules are intended to further the vision described in the Reuse Plan and, as proposed, are designed to 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 rules also provide procedures to be followed for amending or supplementing the Reuse Plan, when determined by FMERA to be necessary or appropriate, and as permitted pursuant to the Act.

The following summarizes the contents of each section of the proposal:

19:31C-3.1 Applicability and scope – Addresses the statutory authority and summarizes the scope and purpose of the subchapter;

19:31C-3.2 Definitions – Defines certain terms used in the subchapter, incorporates terms used in the Fort Monmouth Economic Revitalization Authority Act, and provides additional terms governing land use, development and design at Fort Monmouth;

19:31C-3.3 Development districts – Identifies and describes the characteristics and locations of the three types of development districts found in the host municipalities, provides the location of the current version of the Official Zoning Map, presents the rule of interpretation of development district boundaries, and includes a figure of the Official Zoning Map;

19:31C-3.4 Allowable uses – Provides descriptions and tables of permitted principal land uses by municipality and development district, permitted accessory land uses by municipality and development district, historic properties to be preserved at Fort Monmouth, and includes a figure of buildings to be preserved;

19:31C-3.5 Yield, density and bulk – Defines the maximum reuse yield and maximum residential development yield by municipality, development district and land use; maximum allowable densities for residential development by development type; maximum allowable FAR (floor area ratio) for non-residential development by development district; maximum allowable building height for adaptively reused buildings, new buildings and rooftop appurtenances; minimum lot area; number of principal uses and buildings per lot; maximum lot coverage; lot frontage requirements; and building setback requirements;

19:31C-3.6 Reuse plan amendments – Lists amendments to the Fort Monmouth Reuse and Redevelopment Plan including amendments to the allowable principal and accessory land uses

by development district tables; maximum residential yield by development district and use type table; and includes figure of alternative development scenario;

19:31C-3.7 Parking and loading – Lists required minimum parking ratios for adaptive reuse and new construction and the procedures for calculating parking requirements; provides procedures and shared parking ratios for a shared parking approach; and lists required minimum loading ratios and the procedures for calculating loading requirements;

19:31C-3.8 Supplemental standards – Includes standards for childcare centers, home occupations, and small wind and small solar energy systems;

19:31C-3.9 Signage – Outlines regulations for signage including general provisions, measurement of sign area and height, permitted types and dimensions of signs for each land use, and prohibited signs for all land uses;

19:31C-3.10 Site plan; subdivision standards – Provides standards for new streets, parking areas, utilities, fire protection, landscaping, walls and fences, storage and disposal of waste, easements and outdoor lighting;

19:31C-3.11 Performance standards – Outlines regulations for nuisance elements including smoke, air pollution, odors, liquid waste, solid waste, noise, vibration, glare, trespass lighting, temperature change, gas, liquid or solid, fire and explosive hazards and storage;

19:31C-3.12 Stormwater management and control – Establishes minimum stormwater management requirements and controls for “major development” as defined in N.J.A.C.

19:31C-3.12(b). This section requires the retrofitting of existing storm drain inlets which are in direct contact with repaving, repairing, reconstruction, or resurfacing or alterations of facilities within the Fort Monmouth Project Area; to prevent the discharge of solids and floatables (such as plastic bottles, cans, food wrappers and other litter) to sewer system(s) so as to protect public health, safety and welfare; and to prescribe penalties for the failure to comply;

19:31C-3.13 Flood damage prevention – Establishes regulations to minimize public and private losses due to flood conditions by restricting or prohibiting uses which are dangerous to health, safety, and property due to water or erosion hazards, or which result in damaging increases in erosion or in flood heights or velocities; requiring that uses vulnerable to floods, including facilities which serve such uses, be protected against flood damage at the time of initial construction; controlling the alteration of natural floodplains, stream channels, and natural protective barriers, which help accommodate or channel floodwaters; controlling filling, grading, dredging, and other development which may increase flood damage; and preventing or regulating the construction of flood barriers which will unnaturally divert floodwaters or which may increase flood hazards in other areas;

19:31C-3.14 Circulation network – Includes development and design guidelines with recommendations for the following: removal of specific gates and opening of access points into Fort Monmouth; locations and design of a roadway network; design and dimensions of intersections; block size by development district; locations and design of a bicycle and pedestrian network consisting of sidewalks, multi-use trails, and bicycle lanes; descriptions and dimensions of various street typologies; locations and plantings of street trees and other

streetscape furnishings; and a jitney bus service route; and includes figures of circulation elements and street typology sections;

19:31C-3.15 Parking design – Includes development and design guidelines with recommendations for the following: location of on-street parking; location of off-street parking; landscaping and setbacks for surface parking; location, design and screening of structured parking garages; and location of bicycle racks;

19:31C-3.16 Open space network and landscaping – Includes development and design guidelines with descriptions and recommendations for the location and dimensions of open spaces in each of the three host municipalities, as well as suggested landscaping including water conservation planting design and irrigation practices and tree preservation; and includes a figure of the open space network;

19:31C-3.17 Building placement – Includes development and design guidelines with recommendations for build-to lines ratios in certain locations, as well as for the location and dimension of buffers and other design techniques to use in the transition between different land uses;

19:31C-3.18 Building design and sustainability – Provides development and design guidelines with recommendations for building massing and articulation; building transparency; building architectural styles; building materials; screening of service, mechanical and related areas of buildings; the design of private open space; and green design and sustainability;

19:31C-3.19 Application of rules – Addresses the relationship between the subchapter and the Reuse Plan; provides criteria for the Authority to consider in determining consistency of a proposed development project, redevelopment project, or Local Redevelopment and Housing Law (LRHL) redevelopment plan with the Reuse Plan; outlines procedures for the Authority if it determines that a development project, redevelopment project or LRHL redevelopment plan is inconsistent with the Reuse Plan; delineates the application and interpretation of the subchapter; lists exemptions to the subchapter; details procedures for the provision of zoning compliance letters; and includes requirements for the issuance of building permits and certificates of occupancy;

19:31C-3.20 Site plan and subdivision applications; mandatory conceptual review – Provides the procedures for site plan and subdivision application; describes the process and requirements of the mandatory conceptual review of site plan and subdivision applications by the Authority; and the roles, responsibilities and procedures of the historic preservation advisory committee and environmental advisory committee;

19:31C-3.21 Variances and exceptions – Addresses the authority of and provides criteria for the host municipality planning board to grant bulk and area-type variances from the subchapter or applicable LRHL redevelopment in connection with subdivision and site plan applications; and includes the role of the Authority in granting bulk and area-type variances; addresses the authority of and provides criteria for the Authority to grant use-type variances, other than density variances, from the Reuse Plan or the subchapter including the procedures for an applicant to apply and for the Authority to decide such a variance; addresses the requirements applicable to use-type variances for increased density including the role of the host municipality Zoning Board and the role and the procedures of the Authority in deciding such

variances; and addresses the authority of and provides criteria for the host municipality Planning Board to grant design exceptions from N.J.A.C. 19:31C-3.10 through 3.12;

19:31C-3.22 Nonconforming uses, lots and structures; temporary uses – Provides regulations applying to nonconforming uses and nonconforming lots and structures, as well as the authority of and procedures for a host municipality planning board to permit temporary uses and structures;

19:31C-3.23 Affordable housing – Addresses the requirements for all development within the Fort Monmouth Project Area to comply with applicable provisions of the Fair Housing Act of 1985 and implementing rules and guidelines; as well as the responsibility of the Authority to identify and coordinate regional affordable housing opportunities in cooperation with the host municipalities in areas with convenient access to infrastructure, employment opportunities, and public transportation;

19:31C-3.24 Redevelopment agreements; designated redevelopment agreement – Addresses when redevelopment agreements are required; exemptions from the requirements for a redevelopment agreement; the designation of the New Jersey Economic Development Authority (EDA) as redeveloper for any property acquired by the Authority; the contents and procedures for the designated redevelopment agreement between the Authority and EDA; required contents of Redevelopment Agreements; optional contents of a redevelopment agreement; and the requirements and procedures for the issuance of certificates of completion by the Authority or EDA for all redevelopment projects within the Fort Monmouth Project Area;

19:31C-3.25 LRHL Redevelopment and redevelopment plans – Addresses the procedures for the designation of LRHL areas in need of redevelopment or rehabilitation; explains the requirement for the Authority's consent to the host municipality's adoption of a redevelopment plan pursuant to LRHL and the application procedures to obtain the Authority's consent; and the criteria the Authority must consider and the procedures the Authority must follow in granting its consent;

19:31C-3.26 Hearings – Provides requirements for the notice of public hearings; provides requirements for minimum copies of applications, plans, reports, exhibits or other data to be submitted during a public hearing; defines who or what is a party to a hearing; and provides the procedures for conducting the public hearing;

19:31C-3.27 Administrative – Includes requirement that fees or escrow deposits accompany applications submitted to the Authority; provides procedures for Reuse Plan amendments appeals from Authority actions; as well as provisions for severability; and

19:31C-3.28 Fee Schedule – Provides a fee schedule for all applications submitted to the Authority pursuant to the subchapter, unless waived.

Recommendation:

I am requesting that the Board of Directors approve the proposed Land Use Rules containing the Land Use Regulations and Development and Design Guidelines for the former Fort Monmouth property, and authorize the Fort Monmouth Economic Revitalization Authority (FMERA) staff to submit the Rules for publication in the New Jersey Register, subject to final review and approval by the office of the Attorney General and the Office of Administrative Law (OAL).

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

Bruce Steadman

ATTACHMENTS: December 12, 2012 Board Memo and Land Use Rules containing the Land Use Regulations and Development and Design Guidelines

Prepared by: Richard Harrison

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. 52:271-18 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

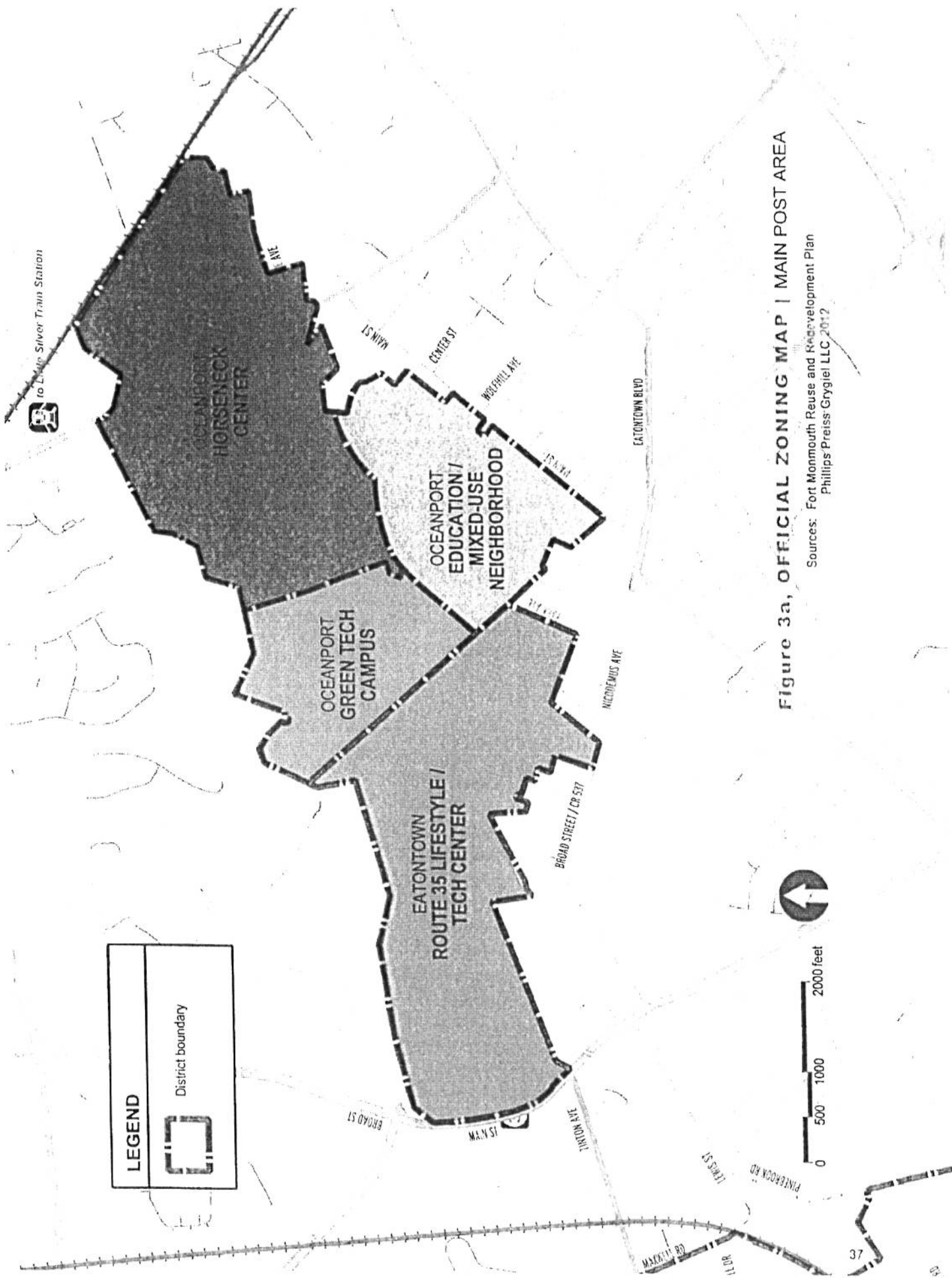


Figure 3a, OFFICIAL ZONING MAP | MAIN POST AREA

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

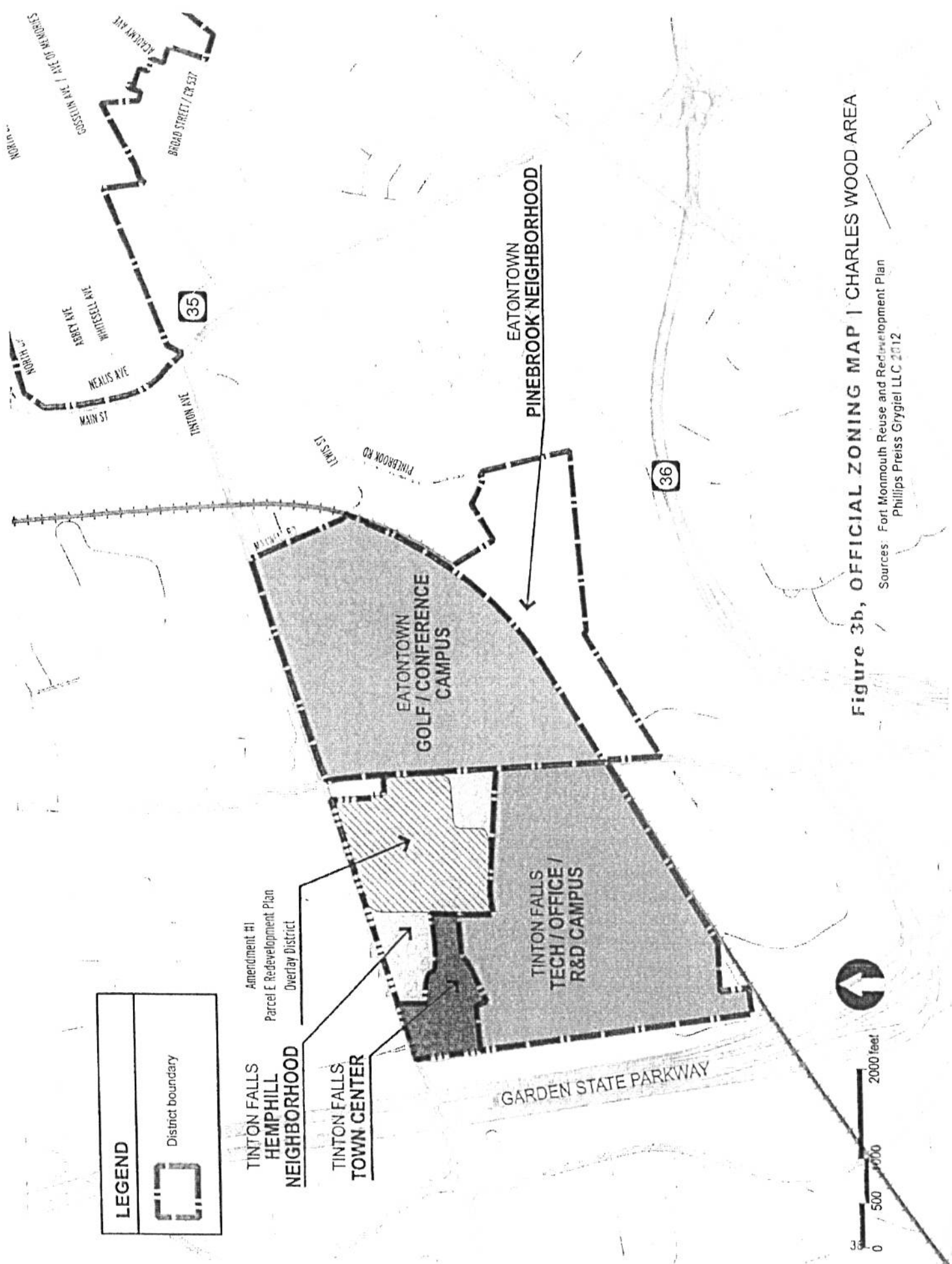


Figure 3b, OFFICIAL ZONING MAP | CHARLES WOOD AREA
 Sources: Fort Monmouth Reuse and Redevelopment Plan
 Phillips Preiss Grygiel LLC 2012

ADOPTED
January 16, 2013

Resolution Regarding
Making Available Parcel B
on the Main Post 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 Parcel B on the Main Post; and

WHEREAS, this recommendation is based on several factors. Pursuant to the Reuse Plan, Parcel B is planned as a mixed-use area, incorporating retail and residential development. This will require staff to evaluate proposals based in part on planning and design considerations, because the location, types and mix of uses developed on Parcel B will affect the property’s value and its economic impact on adjacent areas of the Fort and the Borough of Eatontown. Given its prominent location and the importance ascribed to this property in the Reuse Plan, staff believes that negotiation with respondents may be necessary to ensure that the objectives of the Reuse Plan are properly met, and that the value of the property, and adjacent tracts, is maximized; and

WHEREAS, the Real Estate Committee has reviewed and discussed making Parcel B available through the Offer to Purchase Process and recommends it to the full Board of Directors for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves making Parcel B on the Main Post of 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: January 16, 2013
ATTACHMENT

EXHIBIT 2



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Making Available Parcel B on the Main Post through the
Offer to Purchase Process

DATE: January 16, 2013

Request

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

Background

Parcel B is a 53-acre tract located along the Fort's Route 35 frontage in the Main Post's Eatontown Reuse Area. The property is currently improved with six 80,000± sf World War II era buildings last used as administrative facilities and as the home of West Point Prep. The Fort Monmouth Reuse and Redevelopment Plan (the Reuse Plan) calls for Parcel B to be developed as a lifestyle center containing approximately 150,000 sf of retail, restaurant, entertainment and other uses in a Main Street format along with 302 mixed-income apartments. The Reuse Plan envisions that this housing, located within and to the east of the lifestyle center, will take several forms, including above-retail small apartments and three-story apartment buildings. Parcel B is designated as a Phase One property in FMERA's June 25, 2012 Economic Development Conveyance Agreement with the Army.

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 recommends proceeding with the Offer to Purchase process for Parcel B rather than Sealed Bids. This recommendation is based on several factors. Pursuant to the Reuse Plan, Parcel B is planned as a mixed-use area, incorporating retail and residential development. This will require staff to evaluate proposals based in part on planning and design considerations, because the location, types and mix of uses developed on Parcel B will affect the property's value and its economic impact on adjacent areas of the Fort and the Borough of Eatontown. Given its prominent location and the importance ascribed to this property in the Reuse Plan, staff believes that negotiation with respondents may be necessary to ensure that the objectives of the Reuse Plan are properly met, and that the value of the property, and adjacent tracts, is maximized.

The Real Estate Committee has reviewed and discussed making Parcel B available through the Offer to Purchase Process and recommends approval to the full Board of Directors.

At the October 2011 meeting of the Authority, the Members approved the issuance of Requests for Offers to Purchase (RFOTP) for four other Phase One parcels: Howard Commons, the Golf Course, and Parcels C and C1. Pursuant to our discussion at the December 2012 Committee meeting, staff issued an RFOTP for Howard Commons on December 14, 2012; responses are due by January 28, 2013. With the Committee's concurrence, staff has opted to hold the Golf Course RFOTP for approximately 12 months on account of the Federal Emergency Management Agency's (FEMA) use of the Megill Housing as temporary housing for storm victims. We now plan to release RFOTPs for Parcels C and C1 simultaneously with Parcel B. Like Parcel B, the 40-acre Parcel C is planned for mixed-use development (239 apartments, townhouses and detached homes and up to 80,000 sf of retail and other commercial uses) in a town center format. FMERA staff and our master broker, Cushman & Wakefield, believe that these two parcels may appeal to the same pool of developers; if issued together, the RFOTPs might attract larger, regional developers and/or create economies of scale that could increase the value of the properties to FMERA and the Army. Parcel C1 is a 12-acre tract planned for development of 49 detached homes and townhouses. By issuing an RFOTP for Parcel C1 at the same time as the adjacent Parcel C, staff believes that it will maximize interest in this parcel.

I also wish to advise the Committee that staff intends to issue separate Requests for Proposals (RFP) to lease, with an obligation to buy, the Marina and Building 2705. We plan to issue RFPs for these two Phase One properties in the first quarter of 2013. Our goal is to identify a party to lease the 70-slip Marina, repair damage caused by Superstorm Sandy, and open the facility in time for the 2013 boating season. Located east of Oceanport Avenue in the Oceanport Reuse Area, the Marina is situated on a 4.3 acre parcel that can accommodate additional commercial development, such as a waterfront restaurant. Sandy caused the Army to re-prioritize its environmental clearance process to expedite FEMA's rehabilitation of existing Fort housing for storm victims. The RFP process will enable FMERA to lease the Marina for reuse while the Army finalizes a Finding of Suitability to Transfer. Building 2705, a 47,500 sf circa 1971 data center, is located on Pearl Harbor Avenue in the Tinton Falls Reuse Area. The master broker and FMERA staff have shown the building to several interested parties and believe that issuance of an RFP at this time could facilitate the attraction or retention of one or more information and communications technology companies.

Recommendation

In summary, I am requesting that the Board of Directors authorize FMERA staff to make Parcel B 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.

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

Bruce Steadman

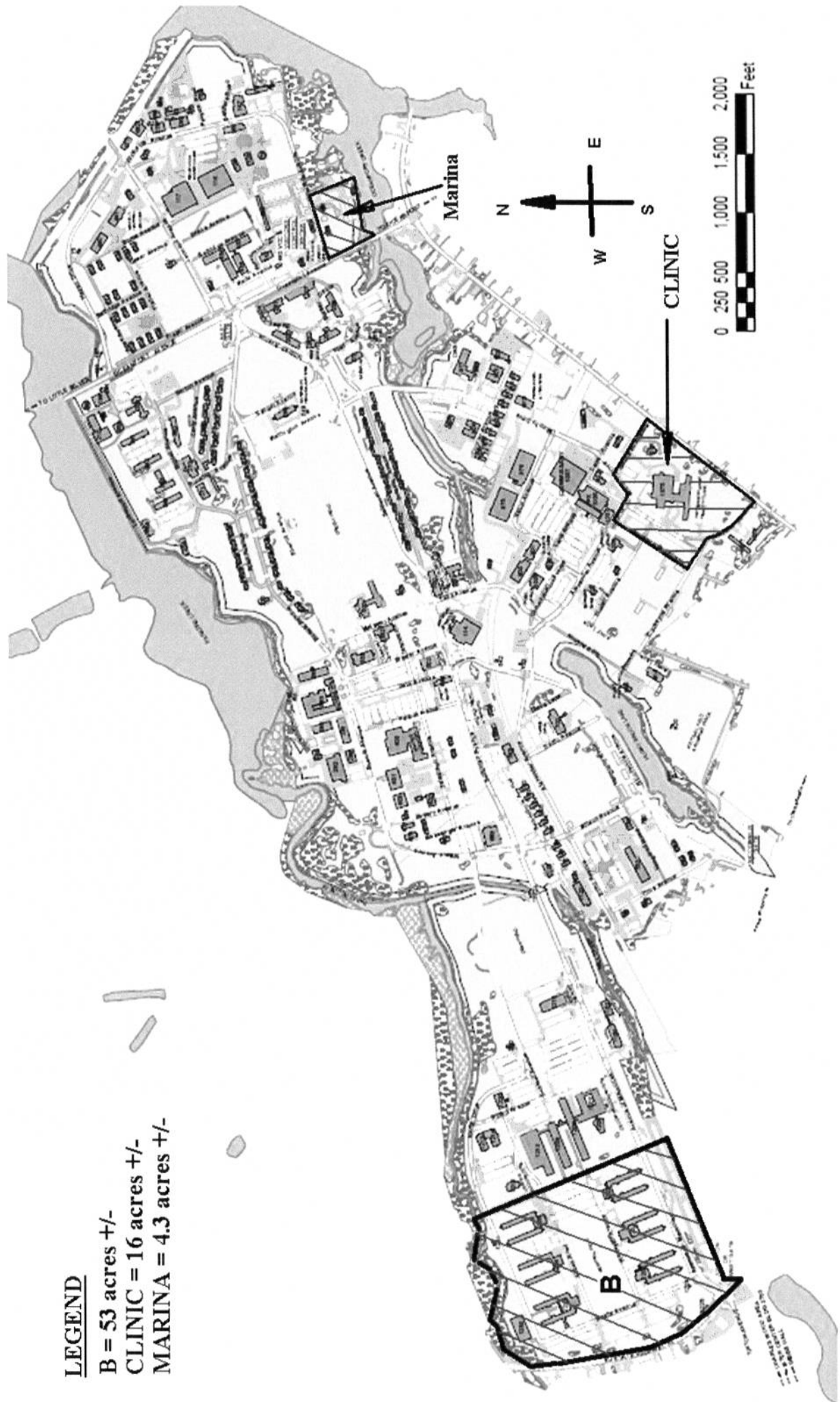
ATTACHMENT: Phase One Parcel Maps
Prepared by: David E. Nuse

LEGEND

B = 53 acres +/-

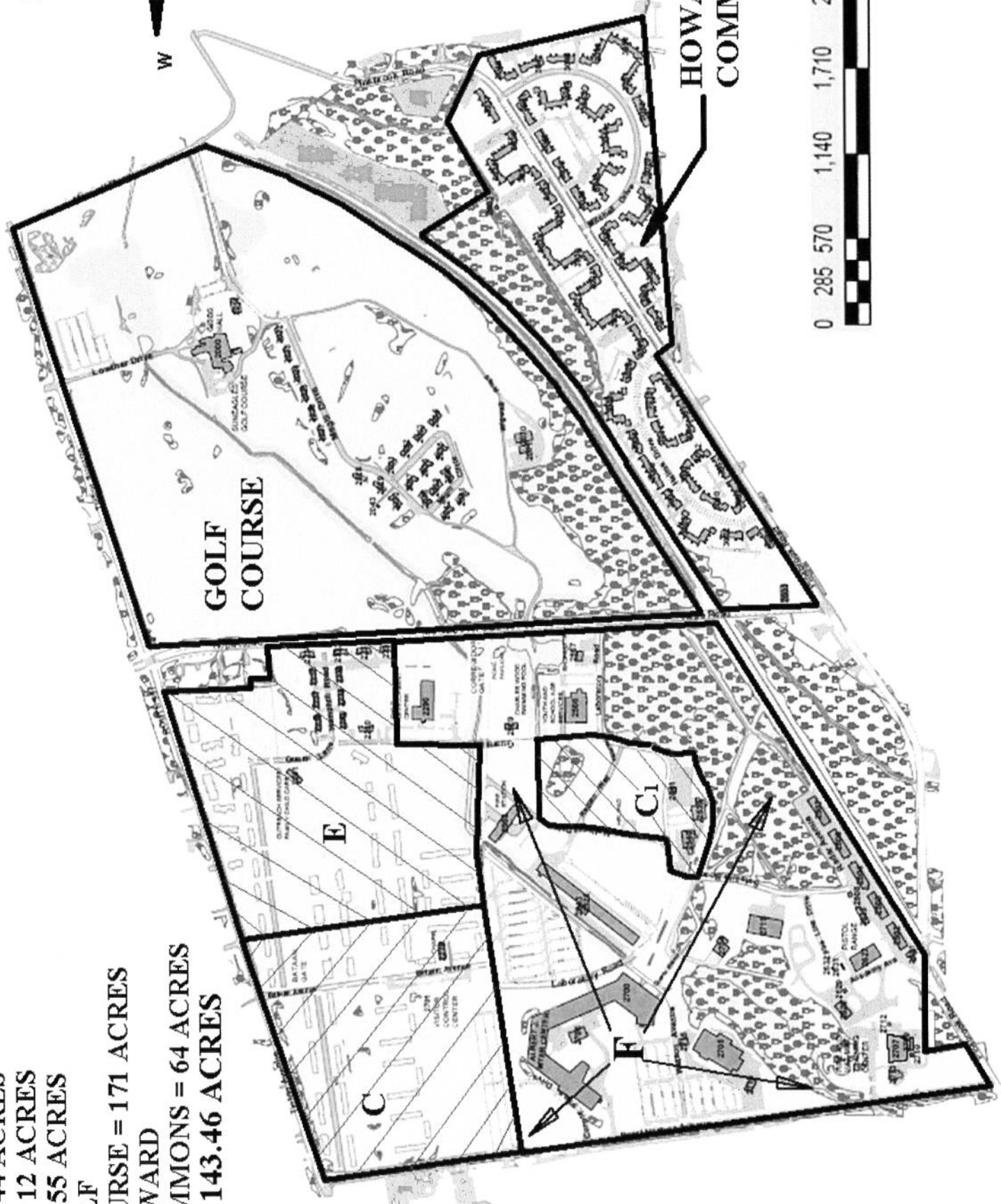
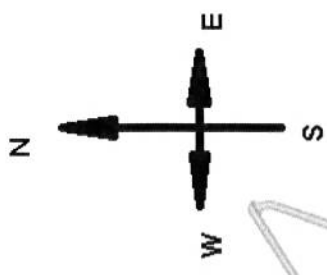
CLINIC = 16 acres +/-

MARINA = 4.3 acres +/-



C = 44 ACRES
 C1 = 12 ACRES
 E = 55 ACRES

GOLF COURSE = 171 ACRES
 HOWARD COMMONS = 64 ACRES
 F = 143.46 ACRES



ADOPTED
January 16, 2013

Resolution Regarding
**Approval to Revise Terms of the Proposed
Purchase-Sale Agreement (PSA) with
AcuteCare for the Clinic Parcel**

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 and based on a previously issued Request for Proposals, the Members authorized staff to pursue negotiations for the lease and ultimate sale of the Clinic Parcel to AcuteCare, subject to adoption of a Reuse Plan Amendment #2; and

WHEREAS, Amendment #2 would permit an alternative development scenario in the Oceanport Reuse Area that, if pursued, would result in the reuse of the Clinic as a medical facility; and

WHEREAS, at the August 15, 2012 meeting, the Members approved the transmittal of proposed Reuse Plan Amendment #2 to the three host municipalities; and

WHEREAS, at the September 19, 2012 meeting, the Members approved the PSA with AcuteCare; and

WHEREAS, at the December 16, 2012 meeting, the Board of Directors approved Reuse Plan Amendment #2; and

WHEREAS, the PSA approved at the September 19, 2012 meeting called for the Purchaser to secure its obligation to complete the renovations by posting a \$2 million bond acceptable to FMERA. Further, in the event that AcuteCare did not complete the initial renovations in the time frame required under the PSA (together with any extensions granted by FMERA under the agreement), FMERA would have the option of repurchasing the property for its then-current appraised value; and

WHEREAS, Purchaser’s lenders have reviewed the draft PSA and advised AcuteCare that FMERA’s repurchase option will negatively impact AcuteCare’s ability to finance the purchase and renovation of the Clinic. This is because the property’s then-current fair market value might not equal the sum of the outstanding acquisition and construction mortgages on the property. Consequently, AcuteCare has proposed removing FMERA’s repurchase option from the proposed PSA; and

WHEREAS, FMERA would still have a level of assurance that the project will be completed on account of the bond that AcuteCare will post. AcuteCare has agreed to increase

the amount of the bond from \$2 million to \$2.5 million; and

WHEREAS, to further assure that AcuteCare completes the project, the deed will include a covenant restricting the further transfer of the property by AcuteCare until its project is completed to FMERA's satisfaction; and

WHEREAS, the Real Estate Committee considered these modifications and recommends approval to the full Board.

THEREFORE, BE IT RESOLVED THAT:

1. As expressed in the attached board memorandum, the Board of Directors approves the revised terms to the PSA with AcuteCare, subject to final terms acceptable to the Executive Director and the Attorney General's Office.

2. The Board of Directors authorizes the Executive Director to execute the amended PSA 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: January 16, 2013
ATTACHMENT

EXHIBIT 3



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Approval to Revise Terms of Proposed Purchase and Sale Agreement with
AcuteCare for the Clinic Parcel

DATE: January 16, 2013

Request

I am requesting the Members' approval to revise the terms of the proposed Purchase and Sale Agreement ("PSA") with AcuteCare Management Services, LLC ("AcuteCare") of Lakewood, New Jersey for the former Patterson Army Health Clinic (the "Clinic") approved at the September 2012 meeting.

Background

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

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

In its proposal, AcuteCare proposed to reuse the property as a medical facility, serving the elderly, veterans and other patients. Renovation of the facility by AcuteCare would also avoid the need to demolish this building at an approximate cost of \$1 million.

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

In May 2012, the Authority entered into an Economic Development Conveyance (“EDC”) Agreement with the Army for redevelopment of Phase 1 of the Fort. The EDC Agreement designated the Clinic a Phase 1 property available for conveyance to FMERA by deed or by interim lease. Our initial discussions with AcuteCare contemplated that we would enter into an interim lease with the Army and sublease the Clinic to AcuteCare to expedite the company’s renovations and occupancy. The Army, however, has completed its review of the Clinic’s environmental condition and issued a Finding of Suitability to Transfer (“FOST”). Consequently, the Clinic is now available for conveyance, making an interim lease unnecessary.

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

After considering the comments from the Host Municipalities, the statements and opinions of its professional consultants, and the advice of the Real Estate and Housing Committees, the Board approved Amendment #2 at the December 2012 meeting.

The Proposed Purchase and Sale Agreement

At its September 2012 meeting, the Board authorized the execution of a PSA for AcuteCare’s purchase of the property for \$2,733,300. AcuteCare will renovate the building, with the company commencing work within 9 months of closing and completing the work within 36 months. The purchaser will also be obligated to invest \$5 million (\$3 million in equipment and \$2 million in renovations) and create 50 new jobs on the property within 3 years of receiving a certificate of occupancy. To the extent that AcuteCare fails to achieve 50 new jobs at the property, it will pay FMERA a penalty of \$1,500 for each job not created, not to exceed \$75,000, which the purchaser shall secure with a bond or letter of credit acceptable to FMERA.

The PSA approved at the September 2012 meeting called for the Purchaser to secure its obligation to complete the renovations by posting a \$2 million completion bond acceptable to FMERA. Further, in the event that AcuteCare did not complete the initial renovations in the time frame required under the PSA (together with any extensions granted by FMERA under the agreement), FMERA would have the option of repurchasing the property for its then-current appraised value.

Purchaser’s lenders have reviewed the draft PSA and advised AcuteCare that FMERA’s repurchase option will negatively impact AcuteCare’s ability to finance the purchase and renovation of the Clinic. This is because the property’s then-current fair market value might not

equal the sum of the outstanding acquisition and construction mortgages on the property. Consequently, AcuteCare has proposed removing FMERA's repurchase option from the proposed PSA. In order to further assure that AcuteCare completes the project, the deed will include a covenant restricting the further transfer of the property by AcuteCare until its project is completed to FMERA's satisfaction. FMERA would still have a level of assurance that the project will be completed on account of the bond that AcuteCare will post. AcuteCare has agreed to increase the amount of the bond from \$2 million to \$2.5 million. Staff believes that these changes will facilitate the financing and development of the project. The Real Estate Committee considered these modifications and recommends them to the full Board.

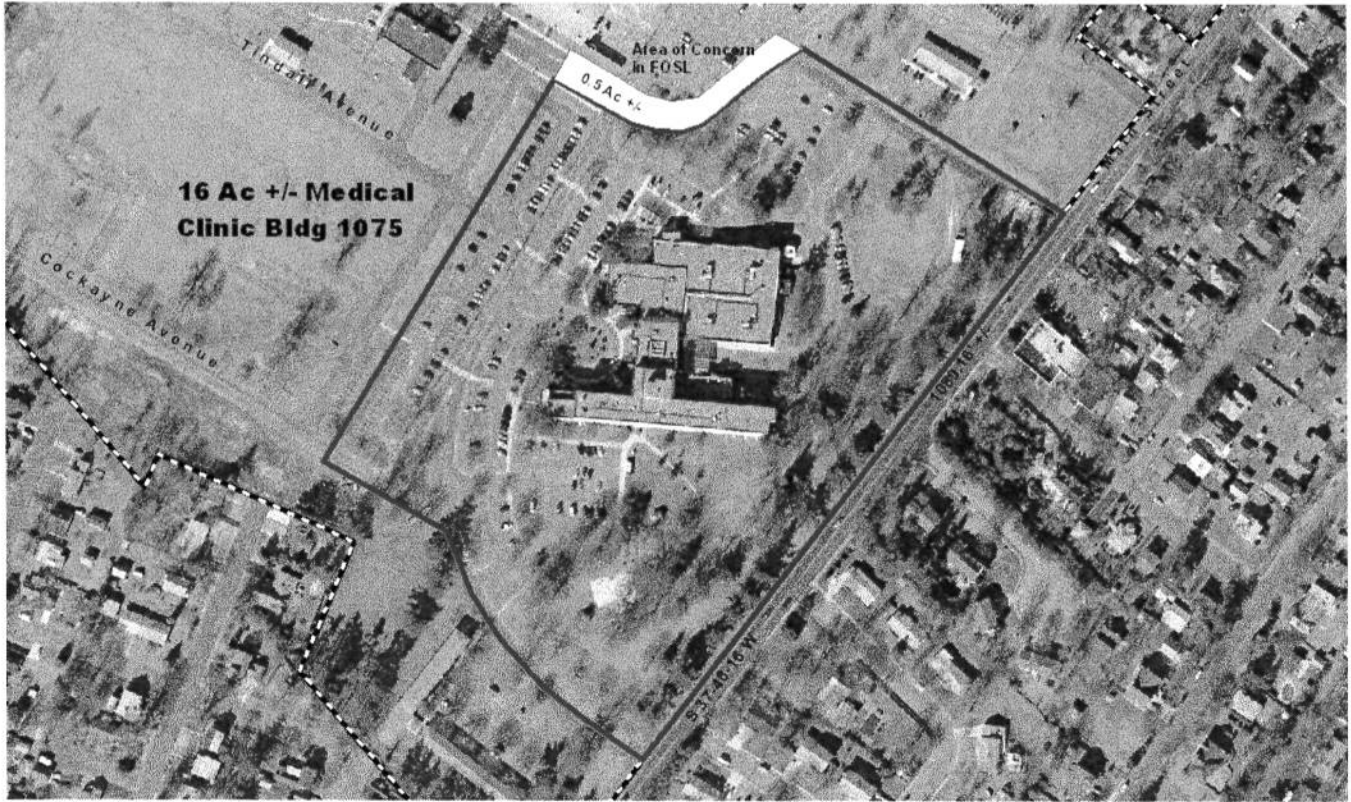
Recommendation

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



Bruce Steadman

Attachment: Parcel map
Prepared by: David E. Nuse



ADOPTED
January 16, 2013

Resolution Regarding the
Approval of Utility Easement
from FMERA for Service to Parcel E

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, at the April 24, 2012 meeting of the Authority the Board of Directors approved a purchase-sale agreement with CommVault for Parcel E; and

WHEREAS, as a result of the completion by both parties of all the tasks associated with closing the sale, and with satisfaction by both parties of all the conditions of sale, it is expected that closing will occur on or before January 28, 2013; and

WHEREAS, in order for CommVault to occupy and operate the new facilities, as set forth in the April 24, 2012 Board Memorandum and in the Purchase-Sale Agreement and associated agreements, CommVault has contracted with Jersey Central Power and Light (JCP&L) for the installation and construction of new electrical transmission poles and lines through land now contained in Parcel F, which is currently owned by the Army and anticipated to be owned by FMERA in 2013, as set forth in the Economic Development Conveyance agreement executed by the Army and FMERA on June 25, 2012, and terminating on Parcel E; and

WHEREAS, the Army has granted an easement to FMERA for this electrical transmission line, and this easement needs to be granted or assigned to JCP&L in order for JCP&L to satisfy the rights and responsibilities associated with installing the transmission line for CommVault; and

WHEREAS, the installation, construction, operation and maintenance of the new electrical transmissions poles and lines will be completed at no cost to FMERA.

THEREFORE, BE IT RESOLVED THAT:

1. As expressed in the attached board memorandum, the Authority authorizes the Executive Director to take all necessary actions to effectuate the grant or assignment of a utility easement, on terms and conditions similar to the electric power easement FMERA received from the Army, to JCP&L for the installation of an electrical transmission line over lands now owned by the Army, terminating on Parcel E, on final terms acceptable to the Executive Director and the Attorney General’s Office.

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: January 16, 2013
ATTACHMENT

EXHIBIT 4



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Utility Easement for Service to Parcel E

DATE: January 16, 2013

Request

I am requesting the Board of Directors' consideration of approval, authorizing the Executive Director of the Fort Monmouth Economic Revitalization Authority (FMERA) to grant or assign a utility easement to Jersey Central Power and Light (JCP&L), upon terms and conditions similar to the electric power easement FMERA already received from the Army. This easement to JCP&L will enable the installation of electrical transmission poles and lines over lands now owned by the Army, terminating on Parcel E in order to provide electric service to CommVault's project and other, future redevelopment projects at Fort Monmouth.

Background

On April 24, 2012, the Board approved the Purchase-Sale Agreement (PSA) with CommVault for the sale of Parcel E by FMERA to CommVault. As a result of the completion by both parties of all the tasks associated with closing the sale, and with satisfaction by both parties of all the conditions of sale, it is expected that closing will occur on or before January 28, 2013.

In order for CommVault to occupy and operate the new facilities, as set forth in the attached April 24, 2012 Board Memorandum and in the Purchase-Sale Agreement and associated agreements, CommVault has contracted with JCP&L for the installation and construction of new electrical transmission poles and lines through land now contained in Parcel F in the Phase 1 EDC, currently owned by the Army and anticipated to be owned by FMERA in 2013, as set forth in the Economic Development Conveyance of Phase 1 Parcels executed by the Army and FMERA on June 25, 2012, and terminating on Parcel E. The Army has granted an easement to FMERA for this electrical transmission line, and this easement needs to be granted or assigned to JCP&L in order for JCP&L to satisfy the rights and responsibilities associated with installing the transmission line for CommVault. The installation, construction, operation and maintenance of the new electrical transmissions poles and lines will be completed at no cost to FMERA.

Recommendation

In summary, I am requesting the Board of Directors' consideration of approval, authorizing the Executive Director of the Fort Monmouth Economic Revitalization Authority (FMERA) to grant or assign a utility easement to JCP&L for the installation of an electrical transmission line over

lands now owned by the Army, terminating on Parcel E on final terms acceptable to the Executive Director and the Attorney General's Office.

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

Bruce Steadman

ATTACHMENT: April 24, 2012 Board Memorandum
Prepared by: Bruce Steadman

**ADOPTED
April 24, 2012**

Resolution Regarding the
**Authorization for
the Fort Monmouth Economic Redevelopment Authority (FMERA)
to Enter into a Purchase-Sale Agreement
with 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, the U.S. Army closed Fort Monmouth on September 15, 2011; and

WHEREAS, the U.S. Army is the owner of the Fort Monmouth Property; and

WHEREAS, in an effort to earn early proceeds, the Army has allowed for a 55 acre parcel in the Tinton Falls section of Fort Monmouth to be publically advertised for purchase; and

WHEREAS, on October 13, 2011 FMERA issued and publically advertised its first Request for Offers to Purchase (RFOTP) for Parcel E in accordance with the Authority’s Rules for the Sale of Real and Personal Property; and

WHEREAS, four proposals were received: one offer was for commercial development and three were for residential development; and

WHEREAS, all proposals were scored independently by an evaluation committee; and

WHEREAS, CommVault received the highest score; and

WHEREAS, as provided in the Authority’s Rules for the Sale of Real and Personal Property, the FMERA Staff determined during the evaluation process of the proposals received that there was a high likelihood that negotiating with CommVault will lead to an acceptable sales contract between FMERA and CommVault; and

WHEREAS, at the February Meeting of the Authority the Board of Directors authorized FMERA to enter in to exclusive negotiations with CommVault, in accordance with the Authority’s Sales Rules; and

WHEREAS, on March 20, 2012 CommVault executed the Exclusive Negotiations Agreement and provided an additional 10% deposit in accordance with the Authority’s Sales Rules; and

WHEREAS, the exclusive negotiations have resulted in the attached purchase-sale agreement; and

WHEREAS, the Real Estate Committee has reviewed the attached purchase-sale agreement and recommends it to the full Board of Directors for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the selection of CommVault as the purchaser of Parcel E in the Tinton Falls Section of the former Fort Monmouth property pursuant to the October 13, 2011 Request for Offers to Purchase, on terms substantially consistent to those set forth in the attached memorandum and the attached purchase-sale agreement and with final terms acceptable to the Executive Director and the Attorney General's Office, and authorizes the Executive Director to execute the agreement and take any necessary actions to effectuate the selection of CommVault as the purchaser of Parcel E.

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: April 24, 2012
ATTACHMENTS

EXHIBIT 2



MEMORANDUM

TO: Members of the Board of Directors

FROM: Bruce Steadman
Executive Director

RE: Purchase-Sale Agreement with CommVault for Parcel E

DATE: April 24, 2012

Request

I am requesting the Board of Directors' consideration of approval of the attached 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 asked to authorize the Executive Director to execute the purchase-sale agreement with CommVault.

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 has been exclusively negotiating with CommVault, a software company, for a purchase-sale agreement 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. The exclusive negotiations have resulted in the attached purchase-sale agreement.

On October 13, 2011 FMERA issued its first Request for Offers to Purchase (RFOTP). The RFOTP was issued for Parcel E. The RFOTP was publically advertised. It was advertised in the Asbury Park Press, the Star Ledger, posted to the FMERA and NJ Economic Development Authority (NJEDA) websites and the NJ State Business Portal. The response date for offers to purchase Parcel E was November 14, 2011, 31 days after the issuance of the RFOTP. On November 14, 2011, FMERA received four proposals from: American Properties at Monmouth, LLC; CommVault; Fieldstone Associates L.P.; and HovWest Land Acquisition LLC. The CommVault proposal was for commercial use; the three other proposals were for residential use.

An evaluation team of three NJEDA employees from the FMERA Office reviewed the proposals. The evaluation team submitted their scores for compilation and met on November 30, 2011. The team reviewed the scoring and agreed that the CommVault proposal had the highest score and that negotiations should proceed.

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.

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 have 2,500 employees at the site, up to 700 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 proposed 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 than 60 months of title closing), FMERA is obligated to re-purchase Parcel E at a cost of 95% (or 97.5% if certain conditions are not timely satisfied) 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, which obligation is secured by a \$675,000 mortgage. As a condition to closing title, CommVault and the host municipality also will enter into a redevelopment agreement that will incorporate the details of the local redevelopment plan for Parcel E. Both the redevelopment plan and the redevelopment agreement will need to be approved by FMERA.

In addition to successfully completing negotiations, if FMERA enters into a contract to sell Parcel E to CommVault it will be contingent upon satisfactorily completing the following: FMERA adopting an amendment to the Reuse and Redevelopment Plan that permits either commercial use or residential use on Parcel E; FMERA entering into a Memorandum of Agreement (MOA) with the Army; FMERA adopting land use regulations; the host municipality designating Parcel E as a redevelopment area and approving a redevelopment plan; CommVault and the host municipality entering into a redevelopment agreement; FMERA approving the local redevelopment plan and redevelopment agreement; NJEDA, in its role as statutory master redeveloper, approving the transaction; and CommVault and the host municipality entering into a P.I.L.O.T. agreement.

The FMERA Real Estate Committee has reviewed the attached purchase-sale agreement and recommends it to the full Board of Directors for approval.

Recommendation

In summary, I am requesting the Board of Directors' consideration of approval of the attached purchase-sale agreement with CommVault for Parcel E in the Tinton Falls Section of the former Fort Monmouth property on terms substantially consistent to those set forth above and in the attached agreement, and with final terms acceptable to the Executive Director and the Attorney General's Office. In addition, the Board of Directors is asked to authorize the Executive Director to execute and take other necessary action to effectuate the purchase-sale agreement with CommVault.



Bruce Steadman
Executive Director

ATTACHMENT: purchase-sale agreement
Prepared by: Bruce Steadman