

TO: Members of the Board

FROM: Bruce Steadman
Executive Director and Secretary

DATE: July 21, 2021

SUBJECT: Agenda for Board Meeting of the Authority

1. **Call to Order – Dr. Robert Lucky, Vice-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 – Dr. Robert Lucky, Vice-Chairman**
6. **Secretary’s Report**
7. **Treasurer’s Report**
8. **Public Comment Regarding Board Action Items**
9. **Executive Session: OPMA EXEMPTION N.J.S.A. 10:4-12b(7).**
 - Discussion regarding litigation risk
10. **Executive Director’s Report:**
 - Update on Utilities and Infrastructure
 - Update on Fort Monmouth Redevelopment & Marketing
 - Action Items for Next Month
11. **Committee Reports**
 - Audit Committee – Robert Lucky, Chairman
 - Real Estate Committee – Robert Lucky, Interim Chairman
 - Environmental Staff Advisory Committee – Kenneth J. Kloo, Chairman
 - Historical Preservation Staff Advisory Committee – Jay Coffey, Chairman
 - Housing Staff Advisory Committee – Sean Thompson, Chairman
 - Veterans Staff Advisory Committee – Lillian Burry, Chairwoman

12. **Board Actions**

1. Consideration of Approval of the Third Direct Loan from the New Jersey Economic Development Authority.
2. Consideration of Approval of the Fourth Amendment to the Purchase and Sale & Redevelopment Agreement with Parker Creek Partners, LLC for the Bowling Center in Eatontown.
3. Consideration of Approval of the Fourth Amendment to the Purchase and Sale & Redevelopment Agreement with Barker Circle Partnership, LLC for Barker Circle in Oceanport.
4. Consideration of Approval of the Sixth Amendment to the Purchase and Sale & Redevelopment Agreement with the Borough of Eatontown for a Department of Public Works Complex on the 1123 Parcel in Eatontown.
5. Consideration of Approval of the Authorization to Terminate the Purchase and Sale & Redevelopment Agreement with Kenneth Schwartz for an Arts/Culture Project in Eatontown and Issue a Return of the Associated PSARA Deposit.
6. Consideration of Approval of Authorization to Terminate the Offer to Purchase Process with regard to Parcel B in Eatontown.
7. Consideration of Approval of Request for Authorization for the Issuance of a Request for Offers to Purchase for the Mega Parcel in the Boroughs of Eatontown & Oceanport.

13. **Other Items**

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

- Responses to questions submitted online or in writing

15. **Adjournment**

**Fort Monmouth Economic Revitalization Authority
Board Meeting
June 16, 2021
Via Teleconference**

MINUTES OF THE MEETING

Members of the Authority present via teleconference via a roll call vote:

- Robert W. Lucky – Vice-Chairman, Fort Monmouth Economic Revitalization Authority (FMERA) – V
- Stephen Gallo – Public Member – V
- Lillian Burry – Monmouth County Freeholder – V
- Jay Coffey – Mayor of Oceanport – V
- Anthony Talerico – Mayor of Eatontown – V
- Tracy Buckley – Tinton Falls Borough Council President – V
- Jamera Sirmans – Associate Counsel, Governor’s Authorities Unit – V
- Juan Burgos – Director, Real Estate Development & Finance, NJ Economic Development Authority – V
- Baden Almonor – Central Regional Chief, NJ Department of Labor & Workforce Development
- Sean Thompson – Director, Division of Local Planning Services, NJ Department of Community Affairs
- William Riviere – Principal Planner, NJ Department of Transportation

V – Denotes Voting Member

Members of the Authority not present:

- Kenneth J. Kloo – Director, Site Remediation Program, NJ Department of Environmental Protection

Also present:

- Bruce Steadman, FMERA Executive Director and Secretary
- Laura Draushak, Deputy Attorney General (DAG)
- David Nuse, Executive VP, Real Estate & Community Development, NJ Economic Development Authority
- FMERA staff:
 - Regina McGrade – Administrative Manager
 - Kara Kopach – Deputy Executive Director/Director of Real Estate Development
 - Sarah Giberson – Manager of Marketing & Development
 - Upendra Sapkota – Senior Project Officer – Planning & Development
 - Kristy Dantes – Director of Facilities & Infrastructure
 - Joe Fallon – Senior Environmental Officer
 - Jennifer Lepore – Accounting Manager

The meeting was called to order by Vice-Chairman Robert Lucky at 5:00p.m. who asked for a moment of silence for unity and safety in lieu of the Pledge of Allegiance to the Flag of the United States of America, given that the meeting was being held remotely by telephone.

Bruce Steadman explained the teleconference meeting protocol with regards to the Board and public’s participation. He stated that due to the current worldwide health situation, and the need to curtail or eliminate in-person meetings, the FMERA Board meeting for June was being held remotely, with Board, staff, and the public participating via telephone. He stated that all Board votes would be roll-call votes, for the purpose of verifying the Board members’ votes, including acceptance of the Minutes from the previous meeting. He noted that at the beginning of the Public Comment periods, he would ask members of the public who wished to make a comment or ask a question to state their name, and that he would call on each of them to make their comment or ask their question.

Mr. Steadman thanked the staff, Board members, and the public for their cooperation in accepting and following these modifications to the normal public meeting routine and noted that otherwise it was FMERA’s intention to adhere to a normal meeting agenda.

challenge, they respectfully disagree with the conclusion and rather than discuss the challenge at the meeting, they will continue to follow the scouting process.

EXECUTIVE DIRECTOR'S REPORT

1. Kristy Dantes, Director of Facilities & Infrastructure gave the following update:

With the onset of summer, the facilities and site-maintenance teams have turned their focus to grounds clean-up and related activities and projects.

FMERA is currently working on completing the following Deeds with the Army:

- The Group 5 Deed is in draft form at the Army level. FMERA is expecting a copy for review in early August.
- The Army BRAC Office shared with FMERA a draft copy of the Finding of Suitability to Lease (FOSL) for carve-out parcel 16 at the Myer Center. FMERA staff completed its review and returned written comments to the Army. The FOSL is out for public comment ending June 21st. We have requested a copy of the draft lease.

Other projects in process include:

- The 5,600-foot 24" water main extension project by New Jersey American Water along Avenue of Memories is underway. Installation will begin on Monday, June 21st at Irwin Avenue and head west toward Route 35. Traffic on Avenue of Memories will be detoured along Malterer, Sherrill, and Wilson Avenues. Completion of the project is expected in October of this year.
- The installation of the 2100-foot Phase 3A 8" water main from Avenue of Memoires to Main Street is 50% complete and will primarily serve the OPort Partners parcel.
- Work associated with the Army's landfill capping project resumed June 1st after a temporary suspension due to some migratory bird issues. Work will resume June 1st. Landfills 3, 18 and 25 are complete. The Army Corp. still anticipates field-work completion by year-end 2021.
- The DCA Bureau of Fire Code Enforcement is currently performing inspections of all FMERA owned buildings on Fort Monmouth. Over fifty-eight buildings have been inspected thus far. FMERA staff is preparing a management plan that addresses identified fire safety concerns. FMERA staff will share the management plan with DCA upon its completion.

The team continues to maintain buildings slated for sale or reuse. Sanitary lift stations and generators are inspected weekly, and we closely monitor the fort's electrical power system. The facilities team continues to assist our developers and support the real estate development team.

2. Sarah Giberson, Marketing and Development Manager gave an overview on property sales and RFOTPs:

FMERA continues to make good progress on the Fort's redevelopment, with about 80% of the Fort's 1,126 acres sold, under contract, in negotiations, or entering the request for proposals process. To date, FMERA has sold 29 parcels, and another 9 parcels are under contract or have Board-approved contracts. FMERA's 2021 closings include the Marina in Oceanport, and the Bowling Center and NJAW Tank parcel in Eatontown. FMERA has various contracts under review at this time and anticipates presenting these PSARAs to the Board over the course of the next several meetings. These properties include the Tinton Falls Commercial parcel, the Myer Center, and the Howard Commons parcel.

FMERA's projects are in various stages of development, many of which are still in the due diligence, design, and approvals phases. Our team is working toward summer closings for several properties on the Main Post and looks forward to the integration of additional businesses and amenities into the Fort community.

FMERA is focused on the continued movement and progress of on-going projects at this time, while evaluating the real estate and redevelopment landscape in a post-COVID environment as the pandemic begins to wind down. With the highest and best use of the property and job creation in mind, FMERA continues to make plans for future RFOTPs that will further our redevelopment initiatives and support the economic vitality of the region. Although, the pandemic has caused several unanticipated delays, all of FMERA's projects continue to make excellent progress and our team

encourages the public and our many stakeholders to take a look at our Annual Report to review some exciting project highlights.

As we continue to work remotely, our team remains available during normal business hours via email and cell phone. Please visit our website, www.fortmonmouthnj.com and follow us on Instagram at @fortmonmouthnj for our latest updates.

3. Additional Comments by the Executive Director:

Mr. Steadman thanked the Boroughs of Eatontown, Tinton Falls, and Oceanport, and the County of Monmouth for their continued support and help on various day-to-day operating issues while FMERA continues working remotely; and noted the outstanding support and help received from our key state stakeholders: the Governor's Authorities Unit, Attorney General Office, NJEDA, DEP, the DOT, the DOL, the DCA, and many others.

Bruce Steadman gave an update on FMERA action items:

Action Items for Next Month.

- a) Continued work with the N.J. Department of Environmental Protection and U.S. Army to identify and resolve environmental issues of concern
- b) Continued meetings with interested prospective employers and investors
- c) Continued outreach to our stakeholders in the 3 host municipalities, the County and others
- d) Continued collaboration with the NJEDA Trenton Office on marketing and business development opportunities
- e) Continued work on the water, sewer, and electric system improvements.
- f) Continued drafting and revisions of documents for the 30+ projects underway.

COMMITTEE REPORTS

1. AUDIT COMMITTEE (ROBERT LUCKY, CHAIRMAN)

Robert Lucky stated that the Committee did not meet this month but will be meeting in July.

2. REAL ESTATE COMMITTEE (ROBERT LUCKY)

Robert Lucky stated that the Committee met on June 8th and discussed the following:

- Discussion regarding the 8th Amendment to the PSA for the Chapel to provide an extension of the construction timeline until December 31, 2021 to complete a 115-space paved parking lot on the Property. The Committee reached a consensus and agreed to recommend it to the Board for approval.
- Discussion regarding the 5th Amendment to the PSARA for the Fitness Center. Fort Partners anticipates a grand opening by September 1, 2021 but has requested an extension of the Project Completion Date until October 30, 2021. The Committee reached a consensus and agreed to recommend it to the Board for approval.
- Discussion regarding the 1st Amendment to the PSARA with the Borough of Eatontown for a Parks & Recreation Complex. The Borough would like an additional 0.9 acres of land to expand the usable recreation area. The Amendment would now allow for the transfer of approximately 4.72 acres for an amended purchase price of \$157,895.34, consisting of one cash payment of \$119,139 and services in-kind of \$38,756.34. The Committee reached a consensus and agreed to recommend it to the Board for approval. On June 16th, the Committee received an amended Amendment and agreed to recommend it to the Board for approval.
- Discussion regarding the 3rd Amendment to the PSARA for the Allison Hall Parcel. The Amendment would allow for an extension to the Approval Period due to delays in planning board approval and final site plan approval. The approvals should be completed mid-August, but the developer is seeking additional time in case all Approvals are not received. The Committee reached a consensus and agreed to recommend it to the Board for approval.
- Discussion regarding the Hearing Officer's Bid Challenge to the Expo Theater RFOTP. The Hearing Officer upheld the Board's March 24, 2021 approval of the execution of a PSARA with Academy Sports Fields stating that the Challenge submitted by Sand Pit Volleyball is without merit. The Committee reached a consensus and agree to

recommend to it to the Board for approval.

- Other Issues

1. Closings:
 - a. Lodging (Somerset)
 - b. Barker Circle
 - c. Artist Barracks
2. Eatontown DPW
3. Liquor Licenses
4. NJAW Route 35 Crossing
5. Howard Commons
6. Eatontown / Oceanport Municipal Boundaries
7. Myer Center Redevelopment Agreement

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

Bruce Steadman, on behalf of Kenneth J. Kloo stated that the Committee met on June 7th and discussed the following:

Committee members were reminded that per FMERA's statute, the Authority's Environmental Staff Advisory Committee shall be the exclusive environmental commission for all land use matters and approvals within the Fort Monmouth Project Area, therefore, a public meeting is required for all Mandatory Conceptual Reviews, or MCRs.

The Public portion of the meeting was called to order at 4:35 to discuss the Mandatory Conceptual Review for the Eatontown Parks Parcel.

The following environmental requirements were identified in the MCR for the Eatontown Parks Parcel:

- A Soil Erosion and Sediment Control Plan is required due to the disturbance of more than 5,000 square feet of soil. Work may not commence until such time as the Freehold Soil Conservation District certifies the Soil Erosion and Sediment Control Plan as approved.
- An Authorization to Discharge 5G3 Construction Activity Stormwater General permit will need to be obtained from the DEP after the Soil Erosion and Sediment Control Plan is approved.
- The project is considered a major development project and therefore the developer will need to submit a stormwater maintenance plan to FMERA for review. The developer must also maintain the existing stormwater infrastructure found on the subject parcel so that it continues to drain as it currently does through the property. Due to the flow of the stormwater, and easement needs to be established.
- There is an active bald eagle nest located on a radio tower near the proposed demolition zone. Because the active nest is located within 1,000 feet of the site, the timing restriction of performing work within the osprey nesting season may be triggered. FMERA staff recommends the Borough work with their consultant as to any potential timing restrictions concerning any proposed demolition work.
- There is an active osprey nest located less than 300 meters from the proposed demolition zone. FMERA staff recommends that the Borough work with their consultant as to any potential timing restrictions concerning any proposed demolition work.
- Carve-out Parcel 98 is found at the parcel. The NJDEP issued an unrestricted use, NFA determination for carve-out parcel 98 in a letter dated May 21, 2018. The U.S. Army published a Final Finding of Suitability to Transfer (FOST) report, that included carve-out parcel 98, on May 4, 2020. Parcel 98 was transferred to FMERA ownership as part of the Group 3 deed on December 22, 2020.

The public portion of the meeting was closed at 4:51 PM.

- FMERA staff reported that the Group 5 Deed is in draft form at the Army level. FMERA is expecting a copy for review in early August.
- FMERA staff provided an update on the Osprey & Bald Eagles:
 - There are currently 42 active nesting sites / 3 out of service osprey nesting platforms / 1 inactive osprey nesting sites.

- FMERA is currently working with the NJDEP regarding the impact of the osprey and eagle nests located on the redevelopment parcels.
- FMERA staff provided an update on Riparian (i.e., Tidelands) Grant Application Update:
 - The Tidelands Grant Application for the Lodging and Allison Hall Parcels was resolved in July 2020.
 - FMERA staff submitted a Tidelands Grant Application for the Fitness Center and is working with the NJDEP to resolve the claim.
 - FMERA staff is completing a Tidelands Grant Application for the Officers Housing Parcel to submit to the NJDEP.
- FMERA staff provided an update on the Carve-Out Parcels:
 - Former AAFES Gas Station – The Army submitted a proposed plan to the NJDEP to pursue Monitored Natural Attenuation with a Classification Exception Area (CEA) and a Deed Restriction. The Army will be required to complete 8 rounds of ground water monitoring which demonstrate a reduction in contamination before submitting a final plan to the NJDEP.
 - Former Dry-Cleaning Facility – The Army has completed two rounds of chemical injections and has submitted a Remedial Investigation / Feasibility Study Report to the NJDEP. The Army is proposing Monitored Natural Attenuation with a CEA component for the site. The NJDEP is recommending alternative uses including the use of electrical heating resistance, electrical heating resistance with advanced anaerobic remediation, the installation of a permeable active barrier or combining source area removal on the site. The new Army contractor has reviewed and agrees to the NJDEP's recommendations.
 - Former Myers Center, Neutralization Pit – The Army submitted a pilot test report of the chemical injections to the NJDEP. The Army is proposing to install additional monitoring wells and pursuing Monitored Natural Attenuation with a Classification Exception Area as the final remedy.
 - Landfill Capping Project – The NJDEP issued a permit equivalent for the 9 Army-owned landfills. The vegetative clearing at 8 landfills has been completed. The work at Landfills M3, M18 and M25 is complete. The capping at M4 and M5 has started. The M8 landfill has been removed subject to ongoing discussion between the NJDEP, FMERA, and the Army.
- FMERA staff gave an RFOTP update.

4. HISTORICAL PRESERVATION STAFF ADVISORY COMMITTEE (JAY COFFEY, CHAIRMAN)

Jay Coffey stated that the Committee did not meet this month.

5. HOUSING STAFF ADVISORY COMMITTEE (SEAN THOMPSON, CHAIRPERSON)

Sean Thompson stated that the Committee did not meet this month.

6. VETERANS STAFF ADVISORY COMMITTEE (FREEHOLDER DIRECTOR LILLIAN BURRY, CHAIRPERSON)

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

BOARD ACTIONS

1. The first item before the Board was the Eighth Amendment to the Purchase and Sale Agreement with Triumphant Life for the Chapel in Oceanport.

Kara Kopach read a summary of the Board memo.

The resolution is attached hereto and marked Exhibit 1.

A motion was made by Lillian Burry and was seconded by Jay Coffey.

Bruce Steadman conducted a roll call vote.

NAME	Yes	No	Abstain
Robert Lucky	X		
Steve Gallo	X		
Lillian Burry	X		
Jay Coffey	X		
Anthony Talerico	X		
Tracy Buckley	X		
Jamera Sirmans	X		
Juan Burgos	X		

Motion to Approve: LILLIAN BURRY Second: JAY COFFEY
 Ayes: 8

2. The second item before the Board was the Fifth Amendment to the Purchase and Sale & Redevelopment Agreement with Fort Partners Group for the Fitness Center in Oceanport.

Kara Kopach read a summary of the Board memo.

The resolution is attached hereto and marked Exhibit 2.

A motion was made by Steve Gallo and was seconded by Jay Coffey.

Bruce Steadman conducted a roll call vote.

NAME	Yes	No	Abstain
Robert Lucky	X		
Steve Gallo	X		
Lillian Burry	X		
Jay Coffey	X		
Anthony Talerico	X		
Tracy Buckley	X		
Jamera Sirmans	X		
Juan Burgos	X		

Motion to Approve: STEVE GALLO Second: JAY COFFEY
 Ayes: 8

3. The third item before the Board was the First Amendment to the Purchase and Sale & Redevelopment Agreement with the Borough of Eatontown for a Parks & Recreation Complex on Nicodemus Avenue Park Parcel.

Kara Kopach read a summary of the Board memo.

The resolution is attached hereto and marked Exhibit 3:

A motion was made by Anthony Talerico and was seconded by Lillian Burry.

Bruce Steadman conducted a roll call vote.

NAME	Yes	No	Abstain
Robert Lucky	X		
Steve Gallo	X		
Lillian Burry	X		

Jay Coffey	X		
Anthony Talerico	X		
Tracy Buckley	X		
Jamera Sirmans	X		
Juan Burgos	X		

Motion to Approve: ANTHONY TALERICO Second: LILLIAN BURRY
 Ayes: 8

4. The fourth item before the Board was the Third Amendment to the Purchase and Sale & Redevelopment Agreement with Fort Monmouth Business Center, LLC for the Allison Hall Parcel in Oceanport.

Kara Kopach read a summary of the Board memo.

The resolution is attached hereto and marked Exhibit 4.

A motion was made by Lillian Burry and was seconded by Jay Coffey.

Bruce Steadman conducted a roll call vote.

NAME	Yes	No	Abstain
Robert Lucky	X		
Steve Gallo	X		
Lillian Burry	X		
Jay Coffey	X		
Anthony Talerico	X		
Tracy Buckley	X		
Jamera Sirmans	X		
Juan Burgos	X		

Motion to Approve: LILLIAN BURRY Second: JAY COFFEY
 Ayes: 8

5. The fifth item before the Board was the Hearing Officer's Bid Challenge to the June 17, 2019 Request for Offers to Purchase for the Expo Theater – 7.8 Acre Commercial Arts, Entertainment & Recreation Site and 26.9 Acres of Open Space in Eatontown.

Kara Kopach read a summary of the Board memo.

The resolution is attached hereto and marked Exhibit 5.

A motion was made by Lillian Burry and was seconded by Jay Coffey.

Bruce Steadman conducted a roll call vote.

NAME	Yes	No	Recuse/Abstain
Robert Lucky	X		
Steve Gallo	X		
Lillian Burry	X		
Jay Coffey	X		
Anthony Talerico	X		
Tracy Buckley	X		

**Resolution Regarding
Eighth Amendment to Purchase and Sale Agreement with Triumphant Life Church Assembly of God for the Chapel Parcel in
Oceanport**

WHEREAS, on December 14, 2016, the Board authorized the execution of the PSA between FMERA and Triumphant Life for the Chapel Parcel, an approximately 5.0-acre parcel that contains Building 500 and is located on Malterer Avenue in the Main Post Area of Fort Monmouth ("Property"); the building was used as a general house of worship for the Fort and the Property is in the Oceanport Horseneck Center land use district and the Fort's Historic District although the structure itself is non-contributing and not considered historic; and

WHEREAS, Triumphant Life is a registered 501c3 non-profit corporation that has acquired the Property and utilizes this location for its house of worship and community outreach center; and

WHEREAS, FMERA and Triumphant Life entered into a Purchase and Sale Agreement dated as of January 6, 2017 ("PSA") whereby FMERA agreed to sell and Purchaser agreed to purchase the Property; and

WHEREAS, closing occurred on February 27, 2017; pursuant to the terms of the PSA, Triumphant Life paid \$1,000,000.00 for the Property, reflecting its proposal; and

WHEREAS, FMERA conveyed the property to Triumphant Life in as-is condition, but with clear title and subject to the Army's on-going obligations under CERCLA to address any pre-existing contamination that may exist on the property; and

WHEREAS, the Project consisted of the renovation of the existing structure as a house of worship and community outreach center and Triumphant Life obtained its Certificate of Occupancy within the required twelve months of closing and has used and occupied the existing structure as a Chapel since receipt of that certificate; and

WHEREAS, under the terms of the Project, the Purchaser had the option to construct a 115-space parking lot on the Property within twelve months of Closing, subject to review by the State Historic Preservation Officer ("SHPO") and in complement to the architecture and design styles of the adjacent National Register Historic District; and

WHEREAS, under the Executive Director's discretion to administer the Board-approved PSA and under section 6 of the PSA which provides for an additional six months to complete the Project, the time period for construction of the parking lot was extended until August 27, 2018; and

WHEREAS, Purchaser engaged in the design process for the parking lot and indicated to FMERA that it would require an additional seventy-five days to complete construction of the parking lot; and

WHEREAS, on August 15, 2018, the FMERA Board approved the First Amendment to the PSA to allow for Triumphant Life to have 1) a seventy-five day extension of the construction timeline to complete a 115-space paved parking lot on the Property, whereby Triumphant Life would provide a promissory note to guarantee completion of the parking lot within that timeline and FMERA would provide a short-term license to park 115 vehicles off-site during that timeline; and 2) a twelve month extension of the job creation timeline, as referenced in Section 6(c) of the PSA; and

WHEREAS, on October 17, 2018, the FMERA Board approved the Second Amendment to the PSA to allow for: 1) an extension of the construction timeline until May 15, 2019 to complete a 115-space paved parking lot on the Property; and 2) a promissory note to guarantee completion of the parking lot within the May 15, 2019 completion date; and

WHEREAS, on May 23, 2019, the FMERA Board approved the Third Amendment to the PSA to allow for 1) an extension of the construction timeline until September 12, 2019 to complete a 115-space paved parking lot on the Property, as referenced in Section 54(c) of the PSA; and 2) an amended promissory note to guarantee completion of the parking lot within the September 12, 2019 completion date; and 3) an extension of the short-term license to park 115 vehicles off-site until September 12, 2019; and

WHEREAS, on September 18, 2019 the FMERA Board approved the Fourth Amendment to the PSARA to allow for: 1) an extension of the construction timeline until April 30, 2020 to complete a 115-space paved parking lot on the Property, as referenced in Section 54(c) of the PSA; 2) an amended promissory note to guarantee completion of the parking lot within the April 30, 2020 completion date; and 3) an extension of the short-term license to park 115 vehicles off-site until April 30, 2020; and

WHEREAS, on April 15, 2020, the FMERA Board approved the Fifth Amendment to the PSARA to allow for: 1) an extension of the construction timeline until July 31, 2020 to complete a 115-space paved parking lot on the Property, as referenced in Section 54(c) of the PSA; 2) an amended promissory note to guarantee completion of the parking lot within the July 31, 2020 completion date; and 3) an extension of the short-term license to park 115 vehicles off-site until July 31, 2020; and

WHEREAS, on August 5, 2020, Triumphant Life requested via letter correspondence and FMERA approved under the Executive Directors delegated authority an extension to the Project Completion to December 31, 2020. The Sixth Amendment was executed on August 31, 2020; and

WHEREAS, on November 10, 2020, Triumphant Life received the Oceanport Planning Board's approval, however notified FMERA that they would not be able to complete the parking lot by December 31, 2020 and requested an additional six months or until June 30, 2021 to complete the project; and

WHEREAS, on December 15, 2020, the FMERA Board approved the Seventh Amendment to the PSA to allow for: 1) an extension of the construction timeline until June 30, 2021 to complete a 115-space paved parking lot on the Property, as referenced in Section 54(c) of the PSA; 2) an amended promissory note to guarantee completion of the parking lot within the June 30, 2021 completion date; and 3) an extension of the short-term license to park 115 vehicles off-site until June 30, 2021. The Seventh Amendment was executed on January 21, 2021; and

WHEREAS, on May 27, 2021, Triumphant Life requested via email correspondence an extension to the Project Completion to December 31, 2021, citing the need to use financial reserves as contributions from the members have decreased during the pandemic and the temporary suspension of partnerships that had been aiding in the completion of the parking lot due to Covid-19; Triumphant Life stated that these partners' offices are just now reopening and it expects attendance and contributions to normalize in the upcoming months; and

WHEREAS, FMERA reviewed the request and agreed to extend the Project Completion date to December 31, 2021; and

WHEREAS, these continued efforts have led to the attached Eighth Amendment to the PSA with the following revisions to material terms: 1) an extension of the construction timeline until December 31, 2021 to complete a 115-space paved parking lot on the Property, as referenced in Section 54(c) of the PSA; and 2) an amended promissory note to guarantee completion of the parking lot within the December 31, 2021 completion date; and 3) an extension of the short-term license to park 115 vehicles off-site until December 31, 2021; and

WHEREAS, all other material terms of the PSA as presented to the Board will remain unchanged. The attached Eighth Amendment to the PSA is in substantially final form. The final terms of the Eighth Amendment will be subject to the approval of FMERA's Executive Director and the Attorney General's Office; and

WHEREAS, the Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the Eighth Amendment with Triumphant Life Church Assembly of God for the Chapel Parcel in Oceanport, on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the Attorney General's Office and authorizes the Executive Director to execute the Agreement.
2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days, Saturdays, Sundays, and public holidays excepted, after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor of the State of New Jersey for his approval, unless during such 10-day period the Governor of the State of New Jersey shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

Attachment

Dated: June 16, 2021

EXHIBIT 1

**ADOPTED
June 16, 2021**

**Resolution Regarding
Fifth Amendment to Purchase and Sale and Redevelopment Agreement ("PSARA") with Fort Partners
Group, LLC for the Fitness Center Parcel**

WHEREAS, the Fitness Center parcel consists of 7.174 acres of land and Building 114, the 32,250 sf Fitness Center (the "Property"); and

WHEREAS, at the Authority's June 17, 2015 meeting, the Board authorized FMERA staff to enter into a PSARA with FM Partners, LLC and the PSARA was executed on August 11, 2015; and

WHEREAS, at the Authority's April 20, 2016 meeting, the Board approved the First Amendment to the PSARA with the following revisions to material terms in the PSARA: (1) termination of the due diligence period and acceptance of the property in as-is condition; (2) reduction of the purchase price to \$2,300,000; and (3) agreement by FMERA to clear or cause to be cleared the State's Tidelands claim on the property, which may occur before or after closing. All other material terms of the PSARA remained unchanged; and

WHEREAS, on September 19, 2017, FM Partners, LLC assigned all rights, title and interest in the Agreement, as amended, to Fort Partners, LLC by way of the Agreement to Assign between FM Partners, LLC and Fort Partners Group, LLC ("Fort Partners"); and

WHEREAS, on September 21, 2017, Fort Partners Group, LLC closed on the Property; and

WHEREAS, on November 13, 2019, the Board approved the Second Amendment to the PSARA permitting the retention of the water tower to display Fort Partner's logo, and to clarify that project would be completed by June 31, 2020; the Second Amendment was executed on December 19, 2019; and

WHEREAS, under the Delegated Authority granted per the Board's action on April 15, 2020, the Executive Director agreed to retroactively extend the Project Completion Date under his Delegated Authority via the Third Amendment to the PSARA for five months or until December 31, 2020 for delays caused by COVID-19 restrictions; the Third Amendment was executed on October 27, 2020; and

WHEREAS, on December 20, 2020, the Board approved the Fourth Amendment to the PSARA to extend the Project Completion date until June 30, 2021; the Fourth Amendment was executed on January 21, 2021; and

WHEREAS, on May 24, 2021, via email correspondence, Fort Partners Group requested an extension to the Project Completion date citing delays in the commencement of site work and with the delivery of construction materials for the interior of the facility; further, Fort Partners represented that it anticipates a grand opening by September 1, 2021; and

WHEREAS, FMERA staff reviewed Fort Partners Group request and agrees to recommend the extension of the Project Completion Date for an additional four months until October 30, 2021; in addition, should Fort Partners' request additional extensions beyond October 30, 2021 it agrees to pay for any and all administrative costs associated with the request; and

WHEREAS, all other material terms of the PSARA as presented to the Committee will remain unchanged. The attached Fifth Amendment to the PSARA is in substantially final form. The final terms of the amendment will be subject to the approval of Fort Partners, FMERA's Executive Director and the Attorney General's Office; and

WHEREAS, the Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the Fifth Amendment with Fort Partners Group, LLC for the Fitness Center parcel on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the Attorney General's Office and authorizes the Executive Director to execute the Agreement.

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

Attachment

Dated: June 16, 2021

EXHIBIT 2

ADOPTED
June 16, 2021

**Resolution Regarding
First Amendment to the Purchase and Sale & Redevelopment Agreement with the Borough of Eatontown for
a Parks & Recreation Complex on the Nicodemus Avenue Park Parcel**

WHEREAS, at its September 2020 meeting the Board approved a Purchase and Sale Agreement and Redevelopment Agreement ("PSARA"), executed November 30, 2020, between FMERA and the Borough of Eatontown ("Borough") for the purchase an approximately 3.82-acre property (the "Parks Parcel") for recreation uses associated with Eatontown's Recreation Department; the Board approved the conveyance of this property using its approved Evaluation Scoring for Local Beneficial Use Requests and the Borough's score of 807 entitled it to receive the maximum discount of 40% for a purchase price of \$119,139.00; and

WHEREAS, as part of its redevelopment efforts, FMERA collaborates with the local municipalities & County to reactivate or remove existing roadways that were previously established by the Army, and although many of these roadways are slated to be dedicated as public rights of way, several serve individual properties and the highest and best use of these roadways is to either a) transfer the roadway to the property owner for private use/direct access to the site or b) to remove the roadway and reintegrate the existing lands into the larger parcel; and

WHEREAS, the Park Parcel is situated immediately to the south of a roadway known as Van Guard Avenue, along with significant green space that abuts the Park Parcel boundary, and Van Guard Avenue is currently closed to the public and does not serve as an access point for any other properties; and

WHEREAS, after further discussion with the Borough of Eatontown, FMERA and the Borough agreed that incorporating the additional 0.79 acres of land ("Van Guard Parcel") into the larger Parks Parcel would expand the usable recreation area and provide convenient access to the Property, further increasing its benefit to the public; and

WHEREAS, using the same seven (7) LBU scoring criteria outlined above, the FMERA staff evaluators determined that each of their LBU scores remained unchanged, and therefore determined the value of the additional acreage with the maximum discount of 40% to be equal to \$33,991.01 and proposes to collect services in-kind of an equal value from the Borough of Eatontown in exchange for the additional 0.79 +/- acres; the services in-kind, which may include but are not limited to, landscaping, engineering services, maintenance, etc., will be utilized for the betterment and furtherance of the Fort's redevelopment; and

WHEREAS, the parties will facilitate a secondary closing for the additional acreage after the completion of one sixty (60) day Due Diligence Period, with an option to extend Due Diligence for one (1) additional thirty (30) day period, subject to FMERA's approval; however, the Approval Period has not been extended and is set to expire on January 29, 2022, with the Additional Approval Extension Period that may be granted at FMERA's discretion; and

WHEREAS, pursuant to the terms of the First Amendment, the transfer of approximately 4.61 acres of land om total to the Borough of Eatontown will be for \$119,139 and services in-kind of 3\$3,991.01; and

WHEREAS, all other terms of the PSARA will remain unchanged. The attached First Amendment to the PSARA is in substantially final form. The final terms of the amendment will be subject to the approval of FMERA's Executive Director, the Borough of Eatontown, and the Attorney General's Office. The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the First Amendment to the Purchase and Sale & Redevelopment Agreement with the Borough of Eatontown for the Nicodemus Avenue Park Parcel in Eatontown on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the

Attorney General's Office and authorizes the Executive Director to execute the Agreement.

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

Attachment

Dated: June 16, 2021

EXHIBIT 3

ADOPTED
June 16, 2021

**Resolution Regarding
Third Amendment to Purchase and Sale & Redevelopment Agreement Fort Monmouth Business Center for
the Allison Hall Parcel in Oceanport**

WHEREAS, at the June 2015 meeting, the Board authorized staff to offer the Allison Hall Complex for sale through the Offer to Purchase process; and TetherView's proposal called for the renovation of Allison Hall and Building 210 for office, retail and/or commercial uses and the reuse of Building 210's ground floor as a restaurant and the second floor as office or retail use; the demolition of Building 196, Building 359 and Building 210's annex; the development of either 100,000± sf of office space in one building to accommodate one user, or up to 60,000± sf of business lofts and up to 30,000± sf of retail space along Oceanport Avenue; the reuse of Building 199 for office, retail and/or commercial uses; and the construction of a 12-foot wide promenade along Parkers Creek linking the development to the west with Oceanport Avenue; and

WHEREAS, the Purchase and Sale Agreement and Redevelopment Agreement ("PSARA") for Allison Hall was approved by the Board at its October 2018 meeting and executed by FMERA and TetherView Property Management, LLC on November 26, 2018; and

WHEREAS, the PSARA was amended on July 26, 2019 in the First Amendment to the PSARA to allow Purchaser an additional sixty days to complete due diligence for the limited purpose of assessing its site once the sewer design plan was received from FMERA; and

WHEREAS, on January 26, 2021, by way of written correspondence, FMBC requested FMERA grant the final six-month extension of its Approval Period until June 7, 2021, which FMERA approved; FMBC cited additional delays based on COVID and demonstrated that it was moving through approvals on a good faith basis; and

WHEREAS, TetherView Property Management, LLC assigned the rights to the Project to an affiliate on April 8, 2020, Fort Monmouth Business Center, LLC of which Michael Abboud remains in majority control; and

WHEREAS, on July 15, 2020, the Board approved in the Second Amendment to the PSARA FMBC's request for the release of its 10% deposit, citing economic hardships attributable to the COVID-19 pandemic and governmental delays that have impeded FMBC's ability to acquire necessary approvals for the Project; and

WHEREAS, on June 4, 2021, FMBC submitted a request to FMERA via letter, requesting an extension to the Developer's Approval Period citing delays in planning board approval and final site plan approval; and

WHEREAS, FMERA staff is requesting a 120-day extension to the PSARA Approval Period based on the good faith efforts that the Purchaser has shown regarding its pursuit of approvals. As the Approval Period expired on June 7, 2021, this Amendment would retroactively grant Purchaser an extension to the Approval Period until October 8, 2021; and

WHEREAS, the attached amendment to the PSARA includes the following revisions to material terms: the Redevelopment Project, Project Schedule; Approvals; Capital Investment. Subsection 4(b) is hereby modified and amended to permit a third Approval Extension Period of 120 days that shall expire on October 8, 2021.

WHEREAS, all other material terms of the PSARA as presented to the Board will remain unchanged. The attached Third Amendment to PSARA is in substantially final form. The final terms of the amendment will be subject to the approval of FMERA's Executive Director and the Attorney General's Office. The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the Third Amendment to the Purchase and Sale & Redevelopment Agreement ("PSARA") with Fort Monmouth Business Center ("FMBC" or "Purchaser"), for the Allison Hall Parcel in the Oceanport section of Fort Monmouth, on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the Attorney General's Office and authorizes the Executive Director to execute the Agreement.

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

Attachment

Dated: June 16, 2021

EXHIBIT 4

**ADOPTED
June 16, 2021**

**Resolution Regarding the
Consideration of the Bid Challenge to the June 17, 2019 Request for Offers to Purchase for the Sale of
Real Property for the Expo Theater – 7.8 Acre Commercial Arts, Entertainment & Recreation Site and
26.9 Acres of Open Space, Eatontown, N.J.**

WHEREAS, in June 2019, FMERA issued an Request for Offers to Purchase (“RFOTP”) calling for the reuse or demolition of the Expo Theater, an 18,883-sf entertainment facility, and additional optional properties consisting of Dean Field & Carve-out M4 and portions of the M3, M5 and M8 landfills; and

WHEREAS, the minimum bid for the Expo Theater parcel was One Million One Hundred Thirty-Five Thousand (\$1,135,000) Dollars and the minimum bid for the Optional Property was Two Hundred Fifty Thousand (\$250,000) Dollars. The Optional Carve-out Parcel did not have a minimum bid requirement; and

WHEREAS, FMERA issued three addendums to the RFOTP; on July 15, 2019, July 23, 2019, and August 12, 2019, respectively, answering questions on the status of existing surveys, the availability of parking spaces, the requirement to include Chapter 51 submission as part of the bid package, clarification on the requirement for the winning bidder obligation to fund a 1, 250 linear foot water main, and the acceptability of supplemental materials in the form of videos; responses to the RFOTP were due on August 16, 2019 and were publicly opened on August 16, 2019; and

WHEREAS, FMERA received bids from: River Development Equities, LLC; Academy Sports Fields – Eatontown LLC; Fort Monmouth American History Corporation; and Sand Pit Volleyball, LLC; of the bids received, Fort Monmouth American History Corporation bid was deemed non-compliant as an Offer Deposit, pursuant to Section 5.1(e), was not included with its bid; Sand Pit Volleyball, LLC was deemed non-compliant and non-responsive as the bid was solely for the Optional Property and did not include a bid for the Expo Theater; and

WHEREAS, the remaining two bids were independently reviewed and by an Evaluation Committee comprised of three (3) FMERA staff members, who scored as follows: River Development Equities, LLC (2930) and Academy Sports Fields – Eatontown LLC (2075). River Development was the highest scoring proposer; however, after negotiations commenced, River Development ultimately opted to terminate negotiations and withdraw its proposal; and

WHEREAS, the evaluation committee recommended proceeding with negotiations for a PSARA with the second highest scoring bidder, ASF; and

WHEREAS, on March 24, 2021, the FMERA Board authorized the execution of a Purchase and Sale & Redevelopment Agreement with ASF for the Expo Theater and the Optional Property in Eatontown; and

WHEREAS, a Bid Challenge was timely received by letter dated April 28, 2021 from Bradly Latino, Esq. attorney for Sand Pit Volleyball, LLC and assigned to a Hearing Officer for review; and

WHEREAS, the Hearing Officer’s Report found the Bid challenge had no merit and that the award to ASF should be upheld. In response to the three arguments raised by the Bid challenge, the Hearing Officer’s Report found that: (1) “FMERA was justified in rejecting San Pit’s Offer as non-compliant and non-responsive.” (2) “[T]hat FMERA was within its discretion to award the contract to ASF, and [3] “Because the RFOTP expressed the goal of arts, cultural or entertainment uses as a preference rather than a requirement and provided appropriate weighting for that preference . . . FMERA’s decision to award a contract to ASF did not violate the RFOTP’s stated preference for those land uses; and

WHEREAS, FMERA staff recommends accepting the Hearing Officer's report and further recommends that the Board direct the Executive Director to execute a Purchase and Sale & Redevelopment Agreement with Academy Sports Fields – Eatontown, LLC; and

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the Hearing Officers recommendation to uphold the award to Academy Sports Fields regarding the Bid Challenge to the June 17, 2019 Request for Offers to Purchase for the Sale of Real Property for the Expo Theater – 7.8 Acre Commercial Arts, Entertainment & Recreation Site and 26.9 Acres of Open Space, Eatontown, N.J and directs the Executive Director to execute a Purchase and Sale & Redevelopment Agreement with Academy Sports Fields – Eatontown, LLC.

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: June 16, 2021

EXHIBIT 5

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

DATE: July 21, 2021

SUBJECT: Monthly Status Report

Summary

The following are brief descriptions of the Fort Monmouth Economic Revitalization Authority (FMERA) staff's monthly activities which include Treasurer's Report, Update on Utilities and Infrastructure; Update on the Fort Monmouth Redevelopment; Update on Marketing; and Action Items for Next Month.

Treasurer's Report

At tonight's meeting, FMERA is requesting that the Board authorize a loan for up to \$21,782,000 from the New Jersey Economic Development Authority (EDA). The requested loan will be utilized to pay the subsequent notes issued by the Monmouth County Improvement Authority (MCIA) that mature on November 9, 2021. In 2016, FMERA received financing from the MCIA through the issuance of notes for the purchase of the Phase 2 EDC properties from the Army. In addition, the Monmouth County Board of Chosen Freeholders authorized a payment guaranty on the notes for 5 years. This is the fifth and final year under the agreement. The EDA Board has approved this loan which will allow FMERA to pay the notes at maturity and fulfill its obligation to the MCIA and Monmouth County.

Executive Director's Report

- Update on Utilities and Infrastructure

The facilities, environmental, and site-maintenance team continues to operate in full summer mode. Approximately 75% of our time is spent maintaining the utility infrastructure to serve our developers, residences, and businesses. The remaining time is spent maintaining buildings and grounds. The team continues to repair and update our fragile electrical infrastructure, which has been stressed by recent storms, extreme heat, and humidity. In the last month our power grid has taken four lightning strikes that caused black outs and damage to utility poles and high-voltage breakers in our substation. The lightning strikes ignited 2 utility pole fires resulting in the destruction of the poles, overhead electric lines, and two osprey nesting locations. On the Main Post there are now 40 osprey nests and one eagle nest. Also, on the Main Post FMERA still maintains 4 miles of active roadway, 24 buildings slated for sale or reuse, 10 miles of sanitary sewer pipes, 6 sanitary pump stations, and 7 emergency generators. We expect, by year end, to have completely abandoned the former Army water system.

FMERA is currently working on completing the following Deeds with the Army:

- The Group 5 Deed is in draft form at the Army level. FMERA is expecting a copy for review in early August.
- The Army BRAC Office has finalized the Finding of Suitability to Lease (FOSL) for carve-out parcel 16 at the Myer Center. The Army Corp has sent FMERA a draft lease, which is under review by the team.

Other projects in process include:

- The 5,600-foot 24" water main extension project by New Jersey American Water along Avenue of Memories is continues and is now approximately 20% complete.
- The installation of the 2100-foot Phase 3A 8" water main from Avenue of Memoires to Main Street is complete and will primarily serve the OPort Partners parcel.
- Work associated with the Army's landfill capping project continues. Landfills 3, 18 and 25 are complete. Landfills 4 and 5 progress toward completion. And work is underway on landfills 12 and 14. The Army Corp. still anticipates field-work completion by year-end 2021.
- The DCA Bureau of Fire Code Enforcement has now inspected 64 buildings on the main post. The team continues to address identified fire safety concerns and prepare a management plan.
- This month, the NJDEP approved a Treatment Works Agreement, or TWA, for the Somerset on-site sanitary system design on the Lodging parcel. The DEP also approved the TWA for the \$5.2M Two Rivers Water Reclamation Authority project to install the east interceptor, pump station and Oceanport Avenue force main.

The team continues to maintain buildings slated for sale or reuse. Sanitary lift stations and generators are inspected weekly, and we closely monitor the fort's electrical power system. The facilities team continues to assist our developers and support the real estate development team.

2. Update on the Fort's Redevelopment

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

In **Oceanport**, FMERA has closed on the following fourteen properties:

- Former Patterson Army Hospital on December 13, 2013 with AcuteCare Systems.
- Officer Housing Parcels on January 13, 2017 with RPM Development, LLC. The company renovated the 116 historic housing units, creating 68 market-rate for sale units, and 48 rental units; twenty percent of the total units are available to low- and moderate-income households.
- Main Post Chapel on February 27, 2017 with Triumphant Life Assembly of God Church who purchased the approximately 16,372 sq. ft. building for use as a house of worship.
- Russel Hall on June 23, 2017 with TetherView Property Management, LLC, a private cloud computing services company who occupies the 40,000 sq. ft. building. Russel Hall currently houses a variety of businesses including tech companies, medical offices, and an architecture firm.
- 13-acre parcel on Murphy Drive on August 16, 2017, where the Borough of Oceanport purchased the property for their new municipal complex.
- Fitness Center on September 26, 2017 enabling Fort Partners Group, LLC, to renovate and expand the facility to emphasize basketball and medically based fitness and wellness programs, and individualized group training and classes.
- Dance Hall parcel on April 4, 2018 to The Loft Partnership, LLC. The developer plans to renovate the Dance Hall as a microbrewery, coffee house, and banquet facility.
- Building 501, on April 24, 2019 with Family Promise of Monmouth County, an approximately 1.7-acre site, via a Legally Binding Agreement (LBA).
- Telecommunications Tower and Land on October 25, 2019 with Global Signal Acquisitions, LLC for an approximately 0.58 parcel of land containing the Telecommunications Tower and adjacent land.
- Squier Hall Complex, on December 18, 2019 with KKF University Enterprises, LLC, an approximately 31-acre site. The developer has secured a commitment from New Jersey City University for use of the site as a satellite campus and anticipates opening in Fall 2020.
- Commissary, Post Exchange (PX) complex, Warehouse District and a 1000 Area Parking parcel, on October 16, 2020 with OPort Partners, LLC. The Commissary/PX parcel shall permit, Food Service, Flex space, Office, R&D and Instructional Schools and Studios. The Warehouse District will permit Flex Space, Medical Office, Office, and Research & Development.
- Marina, on March 22, 2021, with AP Development Partners, LLC, which will continue to operate as a marina/public boat ramp and restaurant.

Also in **Oceanport**, FMERA has executed or approved contracts on the following four properties:

- Allison Hall, with Fort Monmouth Business Center, LLC, a 13-acre parcel which includes the reuse of the historic building, as well as retail, office/research & development and open space/recreation uses.
- Barker Circle, with Barker Circle Partnership, LLC, an approximately 19.5-acre parcel in the historic district which includes the repurposing of buildings 205-208, and 287, as well as the Main Post Firehouse and Kaplan Hall, for residential, office and other commercial uses.
- Lodging Area, with Somerset Development, LLC, a 15-acre site located on Parkers Creek, to be developed with up to 185 new and renovated housing units.
- Nurses Quarters, with RPM Development, LLC for the 24-unit residential complex on Main Street adjacent to the former Patterson Army Hospital.

FMERA intends to issue RFOTPs for the following Oceanport properties:

- McAfee Center, a 90,000± sf R&D building with several related support buildings on a 47-acre site
- 400 Area, an 80± acre site east of Oceanport Avenue, zoned for housing and commercial uses.

In **Eatontown**, FMERA has closed on the following three properties:

- Suneagles Golf Course, on December 18, 2020 with Martelli Development, LLC, to maintain and upgrade the existing Golf Course, renovate historic Gibbs Hall, and construct 75 new housing units. Martelli continues to operate the course and restaurant in the interim so it remains open to the public as the redevelopment progresses.
- Bowling Center, on March 31, 2021 with Parker Creek Partners, LLC for the renovation and expansion of the existing Bowling Center and upgrades to the kitchen, including the addition of a bar, bocce courts, pool tables, shuffleboard tables and a stage.
- New Jersey American Water Tank Parcel, located on a 3.945-acre tract on the Howard Commons parcel to install a water tank to serve NJAW's needs by providing approximately four acres of land surrounded on two sides by undeveloped preserved forest, a municipal road on another and a fourth side that encompasses soon to be built residential units which will be buffered by trees.

Also in **Eatontown**, FMERA has executed or approved contracts on the following four parcels:

- Building 1123, a former general office building at Avenue of Memories and Wilson Avenue with an executed PSARA with the Borough of Eatontown for the reuse by the Borough's Department of Public Works.
- Eatontown Parks Parcel, a 3.82-acre tract known as the Nicodemus Avenue Park Parcel located on Nicodemus Avenue with the Borough of Eatontown for active recreation uses.
- Expo Theater, with Academy Sports Fields, - Eatontown, LLC, for use as an active recreation space, featuring indoor sports facilities, locker rooms, and associated administrative and storage space that will support sports & recreation and Dean Field to include a minimum of three (3) lighted multi-purpose fields, coaching areas, and the addition of up to two (2) temporary, seasonal air supported sports bubbles.

In **Tinton Falls**, FMERA has closed on the following eight properties:

- Parcel E, on January 13, 2013 with Commvault for the headquarters.
- Building 2525, on February 5, 2016 with Aaski Technologies who leases the building to other tenants for technology and office uses.
- Child Development Center, on March 18, 2016 with Trinity Hall, for the all-girl high school.
- Fort Monmouth Recreation Center and Swimming Pool, on January 6, 2017 with the Monmouth County Park System and being used for programs which include arts & crafts, sports, exercise classes and a variety of amenities including classrooms, gymnasium and a game room.
- Parcel F-3 on February 23, 2017 with the Monmouth County Park System in conjunction with the adjacent Recreation Center and Swimming Pool. Located along Hope Road, the County has expanded its services and public open space amenities currently offered at the Recreation Center.
- Charles Wood Fire Station, on May 22, 2018 transferring the property to Commvault Systems, Inc. for use as corporate office and training space.
- Parcel C1 with Lennar Corporation, on August 2, 2018 planned for 45 new single-family homes.
- Parcel C with Lennar Corporation, on August 2, 2018 approved for 243 residential units and up to 58,000 sq. ft. of retail development.

FMERA has approved or executed a contract on two properties in Tinton Falls:

- Fabrications Shops (Pinebrook Road Commerce Center), 45,000 sq. ft. of light industrial and flex office space buildings along Pinebrook Road for sale to Pinebrook Commerce Center, LLC, which is slated to close imminently.
- Parcel F-1 – Myer Center and Building 2705, an approximately 36-acre parcel in Tinton Falls where RWJ Barnabas Health (RWJBH) plans to create a health campus. On September 20, 2017, the Board approved a Purchase and Sale Agreement (PSA) with EDA for the parcel. On June 12, 2018, the EDA Board authorized the execution of an Agreement to Assign of the PSA among EDA, FMERA and RWJBH. At the Authority's June 2018 meeting, the Board approved the execution of an Agreement to Assign among FMERA, EDA and RWJBH providing for the assignment of a PSA between FMERA and EDA for the property.

Also in **Tinton Falls**, FMERA is in negotiations for the sale and redevelopment of the Tinton Falls Commercial Parcel, which includes the following.

- Pulse Power, a special purpose facility consisting of 15,690 sf of administrative offices and 10,786 sf of dry lab and testing space.
- Building 2719, consisting of 6,574 sf of administrative space and a 2,448 high-bay garage constructed in 2006.
- Pistol Range, consisting of Building 2627, situated on approximately 1 acre; the Fire and Police Training Area, including Building 2628, situated on approximately 2.3 acres; and the Satellite Road Parcel, an approximately 1.5-acre tract of land.

3. Marketing Update

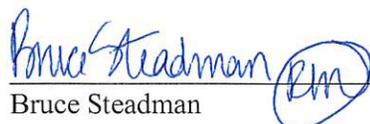
FMERA is focused on the continued movement and progress of on-going projects at this time, while evaluating the real estate and redevelopment landscape in a post-COVID environment as the pandemic begins to wind down. With the highest and best use of the property and job creation in mind, FMERA continues to make plans for future RFOTPs that will further our redevelopment initiatives and support the economic vitality of the region. In front of the Board this evening, is a request to authorize the issuance of a new Request for Offers to Purchase for a large parcel of land spanning the Boroughs of Eatontown and Oceanport. It is staff's belief that this parcel presents a unique, one-of-a-kind development opportunity with the potential for a large, campus-like redevelopment project that could bring significant economic activity to the region and state.

As we continue to market the Fort for new projects, we're also excited to highlight the excellent progress made on on-going projects, such as the former Dance Hall, known as The Loft, Squier Hall, the home of NJCU's satellite campus, the former fitness center, known as the Fort Athletic Club, and the former Commissary, known as the Baseline, to name a few. You can see significant activity underway as you pass through the Main Post.

As we continue to work remotely, our team remains available during normal business hours via email and cell phone. Please visit our website, www.fortmonmouthnj.com and follow us on Instagram at @fortmonmouthnj for our latest updates.

4. Action Items for Next Month.

- Continued work with the N.J. Department of Environmental Protection and U.S. Army to identify and resolve environmental issues of concern
- Continued meetings and tours with interested prospective employers and investors
- Continued outreach to our stakeholders in the 3 host municipalities, the County and others
- Continued collaboration with the NJEDA Trenton Office on marketing and business development opportunities
- Continued work on the water, sewer, and electric system improvements
- Continued drafting and revisions of documents for the 30+ projects underway


Bruce Steadman

**ADOPTED
July 21, 2021**

**Resolution Regarding
Third Loan from New Jersey Economic Development Authority**

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

WHEREAS, the New Jersey Economic Development Authority (“EDA”) is an independent State authority that serves as the State’s “bank for business” by financing small and mid-sized businesses, administering tax incentives to retain and grow jobs, revitalizing communities through redevelopment initiatives, and supporting entrepreneurial development by providing access to training and mentoring programs, and

WHEREAS, because FMERA is a governmental entity that undertakes and promotes development and redevelopment that will create jobs and increase the tax base of the three host boroughs and the County of Monmouth, EDA is authorized to make loans to FMERA; additionally, under the FMERA Act, FMERA is staffed with EDA employees, and FMERA has the power to receive State loans, specifically to obtain a loan from EDA for costs of the FMERA office based on an approved budget; and

WHEREAS, the EDA Board voted to approve the \$21,782,000 loan at its July 14, 2021 meeting, subject to FMERA’s Board’s approval; and

WHEREAS, the requested loan will be utilized to repay the current principal balance owed on notes issued by the MCIA; MCIA originally provided \$33.5 million in five-year financing that closed on November 9, 2016, in conjunction with the closing with the Army on the Phase 2 properties; and

WHEREAS, EDA has made two \$5 million working capital loans to FMERA (referred to as Loan 1 and Loan 2, respectively or collectively as Loans); and

WHEREAS, on December 6, 2017 the Board approved the first loan from EDA of \$5 million, which was for general working capital purposes, with a 60-month term with a 12-month draw period, at an interest rate of 2.23%; the EDA security is a first mortgage on Phase 1 properties and a second mortgage on Phase 2 properties (behind MCIA); and

WHEREAS, with the proposed loan fully retiring the MCIA loan, the EDA would have a first mortgage position on Phase 2 properties to secure Loan 1; and

WHEREAS, on August 21, 2019, the Board approved the second loan from EDA for \$5 million, which was also for general working capital purposes, with a 60-month term with a 12-month draw period, at an interest rate of 2%; the EDA security is a second mortgage on Phase 1 properties (behind EDA on Loan 1). The entire \$5 million was drawn down and the current balance is \$4,213,390; and

WHEREAS, the proposed loan will be secured by a second mortgage on Phase 2 properties (behind EDA on Loan 1) that are not subject to sale agreements plus an assignment of net proceeds on other Phase 2 parcels that are under contract or out for signature; FMERA proposes to pay EDA 25% of net Phase 2 sales proceeds after deducting amounts due to the Homeless Trust and Loan 1, estimated at \$5.4 million in 2021 and \$16.4 million in 2024 to fully repay the loan. That is assuming the entire \$21,782,000 is drawn; and

WHEREAS, due to three parcels currently under sales agreements, should any or all of these parcels close prior to the closing of this proposed loan and retirement of MCIA’s loan, then up to \$5.4 million in payments would be made to MCIA reducing the remaining amount outstanding to as low as \$16.4 million; and

WHEREAS, because projections are based on past appraisals, should updated appraisals be obtained, the projections may be modified, in which case, staff would be authorized to increase the 25% proposed payment of 25% of Phase 2 net sales proceeds to up to 40% of net sales proceeds; and

WHEREAS, there is a 0.875% commitment fee due to EDA upon execution of the commitment letter and 0.875% closing fee due from FMERA to the EDA based on the amount of the proposed loan that is disbursed at closing; and

WHEREAS, FMERA's long-term financial outlook is strong; some 81% of the Fort property is engaged in one stage or another in some 40+ projects. As of 2021 and through the balance of FMERA's mission, the pro-forma shows that the Authority will remain cash flow positive, will have adequate resources available to complete the Fort's redevelopment, including repayment of this proposed EDA loan and the first and second EDA loans; and

WHEREAS, the Audit Committee has reviewed the terms of the credit facility for up to \$21,782,000 and recommends it to the Authority for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves a third credit facility for up to a \$21,782,000 loan from the New Jersey Economic Development Authority to FMERA to repay the current principal balance on notes issued by the Monmouth County Improvement Authority and delegate to the Executive Director authority to execute any related financing documents required by EDA in connection with the loan.

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: July 21, 2021

EXHIBIT 1

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Direct Loan from New Jersey Economic Development Authority

DATE: July 21, 2021

Request

I am requesting that the Board authorize a direct loan for up to \$21,782,000 (“loan”) from the New Jersey Economic Development Authority (“EDA”) to FMERA to repay the current principal balance owed on notes issued by the Monmouth County Improvement Authority (“MCIA”). The proposed loan will have an interest rate equal to the greater of the five-year US Treasury or 2% fixed at closing. The term of the loan is 60 months. Monthly payments of interest will be due on the loan with all outstanding principal and interest due upon maturity. The security for the proposed loan will be Phase 2 properties. I am also requesting that the Members delegate to the Executive Director authority to execute any related financing documents required by EDA in connection with the loan.

Background

The EDA is an independent State authority that serves as the State’s “bank for business” by financing small and mid-sized businesses, administering tax incentives to retain and grow jobs, revitalizing communities through redevelopment initiatives, and supporting entrepreneurial development by providing access to training and mentoring programs. Because FMERA is a governmental entity that undertakes and promotes development and redevelopment that will create jobs and increase the tax base of the three host boroughs and the County of Monmouth, EDA is authorized to make loans to FMERA. Additionally, under the FMERA Act, FMERA is staffed with EDA employees, and FMERA has the power to receive State loans, specifically to obtain a loan from EDA for costs of the FMERA office based on an approved budget. The EDA Board approved the \$21,782,000 loan at its July 14, 2021 meeting, subject to FMERA’s Board’s approval.

The requested loan will be utilized to repay the current principal balance owed on notes issued by the MCIA. MCIA originally provided \$33.5 million in five-year financing that closed on November 9, 2016, in conjunction with the closing with the Army on the Phase 2 properties. MCIA debt is secured by the Phase 2 properties owned by FMERA and contains a five-year guarantee provided by the Monmouth County Board of County Commissioners. The MCIA debt matures on November 9, 2021 and loan documents require funds be placed into escrow on October 9, 2021 to repay the entire balance and interest at maturity.

EDA has made two \$5 million working capital loans to FMERA as highlighted below (referred to as Loan 1 and Loan 2, respectively or collectively as Loans).

Loan 1

Loan 1 from EDA of \$5 million, approved by the Board on December 6, 2017 was for general working capital purposes, with a 60-month term with a 12-month draw period, at an interest rate of 2.23%. This loan closed on December 28, 2017 and matures on January 1, 2023. The EDA security is a first mortgage on Phase 1 properties



and a second mortgage on Phase 2 properties (behind MCIA). With the proposed loan fully retiring MCIA, the EDA would have a first mortgage position on Phase 2 properties to secure Loan 1. The entire \$5 million was drawn down and the current balance is \$3,129,020. In addition to the monthly interest payments, there have been seven principal payments to EDA generated from the net sales proceeds of Phase 1 and Phase 2 parcels aggregating \$1,870,980. This loan is anticipated to be fully repaid from Phase 2 net sales proceeds of parcel payments of \$3,129,020 in 2022.

Loan 2

Loan 2 from EDA of \$5 million, approved by the Board on August 21, 2019 was also for general working capital purposes, with a 60-month term with a 12-month draw period, at an interest rate of 2%. This loan closed on September 26, 2019 and matures on October 1, 2024. The EDA security is a second mortgage on Phase 1 properties (behind EDA on Loan 1). The entire \$5 million was drawn down and the current balance is \$4,213,390. In addition to the monthly interest payments, there have been three principal payments to EDA generated from the net sales proceeds of Phase 1 parcels aggregating \$786,610. This loan is anticipated to be fully repaid from net sales proceeds of \$867,440 in 2022, \$110,390 in 2023 and \$3,235,560 in 2024.

Proposed Loan

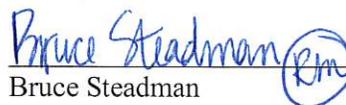
The proposed loan will be secured by a second mortgage on Phase 2 properties (behind EDA on Loan 1) that are not subject to sale agreements plus an assignment of net proceeds on other Phase 2 parcels that are under contract or out for signature. FMERA proposes to pay EDA 25% of net Phase 2 sales proceeds after deducting amounts due to the Homeless Trust and Loan 1, estimated at \$5.4 million in 2021 and \$16.4 million in 2024 to fully repay the loan. That is assuming the entire \$21,782,000 is drawn. Due to three parcels currently under sales agreements, should any or all of these parcels close prior to the closing of this proposed loan and retirement of MCIA's loan, then up to \$5.4 million in payments would be made to MCIA reducing the remaining amount outstanding to as low as \$16.4 million. Projections are based on past appraisals. Should updated appraisals be obtained, the projections may be modified, in which case, staff would be authorized to increase the proposed payment of 25% of Phase 2 net sales proceeds to up to 40% of net sales proceeds. There is a 0.875% commitment fee due to EDA upon execution of the commitment letter and 0.875% closing fee due from FMERA to the EDA based on the amount of the proposed loan that is disbursed at closing.

FMERA's long-term financial outlook is strong. Some 81% of the Fort property is engaged in one stage or another in some 40+ projects. As of 2021 and through the balance of FMERA's mission, our pro-forma shows that the Authority will remain cash flow positive, we will have adequate resources available to complete the Fort's redevelopment, including repayment of this proposed EDA loan and the first and second EDA loans.

The NJEDA Board approved the loan on July 14, 2021. FMERA's Audit Committee has reviewed the terms of the loan for up to \$21,782,000 and recommends it to the Board for approval.

Recommendation

In summary, I am requesting that the Board authorize a loan for up to \$21,782,000 from the New Jersey Economic Development Authority to repay the current principal balance on notes issued by the Monmouth County Improvement Authority and delegate to the Executive Director authority to execute any related financing documents required by EDA in connection with the loan.


Bruce Steadman

Prepared by: Jennifer Lepore

ADOPTED
July 21, 2021

Resolution Regarding
Fourth Amendment to the Purchase and Sale & Redevelopment Agreement and Ground Lease with Parker
Creek Partners, LLC ("PCP") for the Bowling Center Parcel in Eatontown

WHEREAS, FMERA issued a Request for Offers to Purchase ("RFOTP") on June 22, 2018 in connection with the sale of the 2.8-acre Bowling Center Parcel in Eatontown (the "Property"). The Bowling Center, also known as Building 689, is an approximately 17,599 sf structure located at the corner of Saltzman and Wilson Avenues. The 2.8-acre parcel also includes Building 682, a 4,720-sf wood frame building constructed in 1941, which must be demolished; and

WHEREAS, FMERA and PCP executed the Purchase and Sale Agreement and Redevelopment Agreement ("PSARA") on July 2, 2019 in which PCP committed to develop the Property in one or more phases for commercial, recreational, entertainment and retail uses, and the Project will consist of the renovation and expansion of the existing Bowling Center and upgrades to the kitchen, and additions of a bar, bocce courts, pool tables, shuffleboard tables and a stage; the demolition of Building 682 and the installation of necessary site improvements at PCP's sole cost and expense; and

WHEREAS, pursuant to the terms of the PSARA, PCP was obligated to pay \$1,350,000 for the Property, which exceeds the \$1,000,000 minimum bid specified in the RFOTP; and

WHEREAS, pursuant to the terms of the First Amendment to the PSARA, FMERA Executive Director granted an additional five (5) month Approval Period extension, executed July 15, 2020, which retroactively extended the Approval Extension Period until from May 1, 2020; and

WHEREAS, in the Second Amendment to the PSARA executed on March 31, 2021, the FMERA Board approved PCP's extension request to close no later than March 30, 2021; and

WHEREAS, in the Third Amendment to the PSARA, executed on March 31, 2021, FMERA administratively modified Section 47(c) of the PSARA to clarify that half of the outstanding balance of PCP's water main contribution shall be due within six months of the closing date and the other half shall be due within twelve months of the closing date, so long as Purchaser's members agree to provide a personal guaranty for both payments; and

WHEREAS, PCP closed on the property on March 31, 2021 and commenced its interior demolition of the site; on June 28, 2021, by way of written correspondence, PCP requested FMERA grant a ninety-day extension to the Project completion timeline for Phase I. Under the terms of the PSARA, PCP's Phase I Project completion timeline expires on January 1, 2022. Phase I includes the demolition of Building 682, which must be completed by October 1, 2021, and the renovation of the existing Bowling Center and upgrading the kitchen, adding a bar, bocce courts, pool tables and shuffleboard tables, etc.; and

WHEREAS, in addition to an extension to complete the project, PCP requested a ninety-day extension to complete the demolition of Building 682; PCP cited difficulties in ordering and planning for construction materials due to supply chain issues which were impacting PCP's ability to demolish Building 682 and to construct the Project. While PCP still has time to complete the Phase I Project, PCP recognizes that it will not be able to meet the Project Completion timeline under the PSARA; and

WHEREAS, FMERA staff is requesting that the Board grant a 90-day extension to the PSARA for both the demolition of Building 682, as well as the Phase I Project Completion based on the good faith efforts the Purchaser has shown regarding its pursuit of constructing the Project; this would permit an extension to complete the demolition of Building 682 by January 1, 2022 and of the Phase I Project Completion date by April 1, 2022; and

WHEREAS, the Fourth Amendment to the PSARA includes the following revisions to material terms: Redevelopment Project. Subsections 7(b)(ii)(1)&(2) of the Agreement are hereby modified and amended to say that Completion of the demolition of Building 682 shall occur by January 1, 2022 and Phase I of the Project shall be Completed by April 1, 2022. It is understood by the Parties that the timeline for Phase Two of the Project, which shall Commence March 2023 and be Completed by March 2024 shall not be amended by the above changes; and

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

WHEREAS, the Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the Fourth Amendment to the Purchase and Sale & Redevelopment Agreement and Ground Lease with Parker Creek Partners, LLC for the Bowling Center Parcel in Eatontown for an extension of the demolition of Building 682 and the Phase I Project Completion on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the Attorney General's Office and authorizes the Executive Director to execute the Agreement.

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

Attachment
Dated: July 21, 2021

EXHIBIT 2

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Fourth Amendment to the Purchase and Sale Agreement & Redevelopment Agreement with Parker Creek Partners, LLC for the Bowling Center Parcel in Eatontown

DATE: July 21, 2021

Request

I am requesting that the Board approve the Fourth Amendment to the Purchase and Sale Agreement & Redevelopment Agreement (“PSARA”) with Parker Creek Partners, LLC (“PCP”) for the sale, renovation and expansion of the Bowling Center (the “Project”) in the Eatontown Reuse Area.

Background

FMERA issued a Request for Offers to Purchase (“RFOTP”) on June 22, 2018 in connection with the sale of the 2.8-acre Bowling Center Parcel in Eatontown (the “Property”). The Bowling Center, also known as Building 689, is an approximately 17,599 sf structure located at the corner of Saltzman and Wilson Avenues. The 2.8-acre parcel also includes Building 682, a 4,720-sf wood frame building constructed in 1941, which must be demolished by PCP.

PCP intends to develop the Property in one or more phases for commercial, recreational, entertainment and retail uses. The Project will consist of the renovation and expansion of the existing Bowling Center and upgrades to the kitchen, and adding a bar, bocce courts, pool tables, shuffleboard tables and a stage. The Purchaser will be obligated to demolish Building 682 and install necessary site improvements at its sole cost and expense.

The PSARA was executed on July 2, 2019. Pursuant to the terms of the PSARA, PCP was obligated to pay \$1,350,000 for the Property, which exceeds the \$1,000,000 minimum bid specified in the RFOTP. Closing was to occur within one-hundred twenty (120) days after satisfaction of all conditions precedent to closing, including: completion of due diligence; receipt of Mandatory Conceptual Review approval from FMERA; submission of Purchaser’s site plan application to the Borough of Eatontown; and FMERA’s receipt of title to Parcel 102D, an environmental carve-out, from the Army.

First Amendment Due Diligence Extension & Delegated Authority

Under the terms of the PSARA, Purchaser was entitled to an Approval Period of up to ninety (90) days following the completion of Due Diligence to obtain all necessary approvals (the “Approval Period”), and if proceeding in good faith, an additional ninety (90) day extension (the “Approval Extension Period”). The Approval Extension Period expired on May 1, 2020.

Due to COVID -19 related delays and shutdowns, Purchaser was not able to obtain all approvals in the designated timeframe and required additional time to obtain the necessary approvals. FMERA granted an additional five-month (5) month Approval extension to the Approval Extension Period by utilizing the Board Approved Delegated Authority provided to the Executive Director at the April 15, 2020 FMERA Board meeting. That Board Approval

provided the Executive Director delegated authority to authorize timeline extensions for projects impacted by COVID-19, without Board approval. The FMERA Executive Director granted an additional five (5) month Approval Period extension, executed July 15, 2020, which was retroactively applied from May 1, 2020 via the First Amendment to the PSARA.

Second Amendment to the PSARA: Extension to the Closing Timeline

Under the terms of the PSARA, Purchaser is obligated to close within one hundred and twenty (120) days following the satisfaction or waiver of the Conditions Precedent to Closing, which occurred on October 1, 2020. Based on this time, Purchaser was expected to close on or before February 1, 2021. Purchaser requested an extension to close by March 30, 2021 via correspondence dated January 5, 2021, citing changes in the bank underwriting process and delays with the County approvals process. At its January 2021 meeting, the FMERA Board approved PCP's extension request to close no later than March 30, 2021. The Second Amendment was executed on March 31, 2021.

Third Amendment to the PSARA: Modification of Section 47(c) of the PSARA

Pursuant to the terms of the PSARA, Purchaser was required to fund the installation of five hundred (500) linear feet of water main post-closing, however the timeline by which PCP was to fund the water main was not defined. As such, Purchaser requested that the terms of Section 47(c) be clarified to provide half of the outstanding balance of its water main contribution shall be due within six months of the closing date and the other half due within twelve months of the closing date. FMERA administratively modified Section 47(c) to permit \$43,097.50 of the water main contribution to be due within six months of the closing date and the other \$43,097.50 to be due twelve months after Closing, so long as Purchaser's members agree to provide a personal guaranty for both payments, which was provided at Closing on March 31, 2021. The Third Amendment was executed on March 31, 2021.

Fourth Amendment to the PSARA: Extension of the Phase I Project Completion Timeline

PCP closed on the property on March 31, 2021 and commenced its interior demolition of the site. On June 28, 2021, by way of written correspondence, PCP requested FMERA grant a ninety (90) day extension to the Project completion timeline for Phase I. Under the terms of the PSARA, PCP's Phase I Project completion timeline expires on January 1, 2022. Phase I includes the demolition of Building 682, which must be completed by October 1, 2021, and the renovation of the existing Bowling Center and upgrading the kitchen, adding a bar, bocce courts, pool tables and shuffleboard tables, etc. In addition to an extension to complete the project, PCP requested a ninety (90) day extension to complete the demolition of Building 682. PCP cited difficulties in ordering and planning for construction materials due to supply chain issues which were impacting PCP's ability to demolish building 682 and to construct the Project. While PCP still has time to complete the Phase I Project, PCP recognizes that it will not be able to meet the Project Completion timeline under the PSARA.

Therefore, FMERA staff is requesting that the Board grant a 90-day extension to the PSARA for both the demolition of Building 682, as well as the Phase I Project Completion based on the good faith efforts the Purchaser has shown regarding its pursuit of constructing the Project. This would permit an extension to complete the demolition of Building 682 by January 1, 2022 and of the Phase I Project Completion date by April 1, 2022.

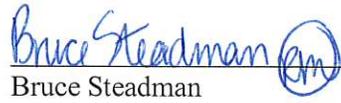
The attached Fourth Amendment to the PSARA includes the following revisions to material terms:

Redevelopment Project. Subsections 7(b)(ii)(1)&(2) of the Agreement are hereby modified and amended to say that Completion of the demolition of Building 682 shall occur by January 1, 2022 and Phase I of the Project shall be Completed by April 1, 2022. It is understood by the Parties that the timeline for Phase Two of the Project, which shall Commence March 2023 and be Completed by March 2024 shall not be amended by the above changes.

All other material terms of the PSARA as presented to the Board will remain unchanged. The attached Fourth Amendment to PSARA is in substantially final form. The final terms of the amendment will be subject to the approval of FMERA's Executive Director and the Attorney General's Office. The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

Recommendation

In summary, I am requesting that the Board approve the Fourth Amendment to the Purchase and Sale & Redevelopment Agreement with Parker Creek Partners, LLC for the Bowling Center Parcel in Eatontown.


Bruce Steadman

Attachments: Fourth Amendment to the PSARA
Prepared by: Kara Kopach

ATTACHMENT

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



ADOPTED
July 21, 2021

**Resolution Regarding
Fourth Amendment to Purchase and Sale Agreement & Redevelopment Agreement (“PSARA”) with
Regional Development Group, LLC, subsequently assigned to Barker Circle Partnership, LLC for Barker
Circle in Oceanport**

WHEREAS, FMERA issued a Request for Offers to Purchase (“RFOTP”) in connection with the planned redevelopment of the Barker Circle Complex in Oceanport on March 8, 2017 and the Barker Circle Complex consists of an approximately 19.5± acre parcel of land containing seven buildings and totaling approximately 198,598 gsf located on Oceanport Avenue in the Main Post Area of Fort Monmouth and is located in the Fort’s National Register Historic District and the buildings are therefore subject to historic preservation covenants; and

WHEREAS, the PSARA was approved by the Board at its September 2019 meeting and executed on November 7, 2019; and

WHEREAS, Regional Development Group, LLC (“RDG”) assigned the PSARA to an affiliate, Barker Circle Partnership, LLC (“BCP”), created specifically for the Project immediately following execution of the PSARA; and

WHEREAS, BCP will pay Four Million Eight Hundred and Fifty Thousand (\$4,850,000) Dollars for the property and proposes to use the Barker Circle Complex for mixed-uses consisting of seventy-five residential units broken out as sixty market rate units and fifteen affordable housing units subject to confirmation that the affordable housing units satisfy Purchaser’s obligation to set aside at least twenty percent of the total residential units as housing that is affordable to low- and moderate-income households in accordance with N.J.A.C. 19:31C-3.23, purchaser proposes to reuse the remaining buildings for commercial use; and

WHEREAS, at its April 2020 meeting, FMERA staff recommended and the Board approved the First Amendment to the PSARA reinstating the PSARA and extending the due diligence period for approximately sixty days from April 5, 2020 to allow for BCP to continue and conclude its due diligence investigations; and

WHEREAS, on May 20, 2020, the FMERA Board approved a Rule Modification under of Executive Order 103 (“EO 103”) for Purchase and Sale & Redevelopment Agreements (“PSARAs”), that allows COVID-impacted development projects with purchase prices over \$2,000,000 to request the return of its 10% deposit, as defined under N.J.A.C. 19:31C-2.7(b); and

WHEREAS, at June 16, 2020 meeting, the Board approved the release of the 10% deposit is to be used to fund remaining site-work, planning & design required for the Mandatory Conceptual Review process and the Oceanport Planning Board review; the Second Amendment was executed on July 6, 2020; and

WHEREAS, at its August meeting the Board approved expanding the allowable uses for Buildings 206, Building 275, and Building 282 to include: office, medical offices exclusive of overnight stays such as physical therapy, business lofts, and accessory childcare in Building 206; restaurant, brewpub, brewery, arts retail such as studios & gallery space, and second-floor office not to exceed fifty percent of the total square footage in Building 282; and theater, arts uses, and ancillary office use in Building 275; the Third Amendment to the PSARA was executed on September 14, 2020; and

WHEREAS, on June 15, 2021 FMERA staff received a correspondence from BCP requesting the PSARA be amended: a) to delineate the Project requirements among the four subdivisions for the Property and b) to modify the timelines set forth in the PSARA to indicate that should BCP close on the Property prior to the end of the Approval Period that it will Commence Construction of the Project by December 21, 2021; and

WHEREAS, regarding its first request, BCP's correspondence indicated that its lender has proposed a financing structure that would address the commercial and residential portions of the Property separately and requested that said financing be tied to each of the four (4) individual subdivisions of the Property. BCP will divide the Property into four subdivisions, which shall now be known as "Subparcels": Barker Residential Parcel (approximately 15 acres, including Buildings 205, 207, 208, and 287), Barker Office Parcel (approximately 1.2 acres, including Building 206), the Firehouse Parcel (approximately .8 acres including Building 282), and Kaplan Hall Parcel (approximately 3.5 acres, Building 275); and

WHEREAS, regarding Purchaser's second request, BCP has expressed to FMERA staff that it would like to waive all remaining Approvals and close on the Property in August 2021; and in the event of an early closing, BCP still be permitted to complete the Project within the same timelines set forth under the PSARA as if an early closing had not occurred. FMERA staff supports Purchaser's request to close early on the Property and proposes revising the project schedule to accommodate this request; and

WHEREAS, subject to the Board's approval, staff proposes that PSARA be amended to reflect that the Property will be subdivided into four "Subparcels:" Barker Residential Parcel, Barker Office Parcel, Firehouse Parcel, and Kaplan Hall Parcel. Further, staff proposes that Section 5 Purchase Price, Section 7(a) Capital Investment, and Section 7(e) Job Creation of the PSARA shall be amended to reflect that Purchase Price will be allocated on a cost per square footage basis, and the capital investment and permanent job creation requirements will be apportioned as described in the attached memorandum; and

WHEREAS, FMERA staff proposes that Section 7(b) of the PSARA be amended to reflect that the Project may be completed in four (4) phases that correspond with the aforementioned subdivisions. The phases shall be as follows: Phase I shall include the reuse and renovation of the Barker Residential Parcel for residential use, Phase II shall include the renovation and reuse of the Barker Office Parcel as office space, Phase III shall include the renovation and reuse of the Firehouse Parcel for a restaurant or alternate approved commercial use, and Phase IV shall include the reuse and renovation of the Kaplan Hall Parcel for theater, art, and ancillary office use, and

WHEREAS, Phase I shall be considered "residential" and Phases II-IV shall be considered "commercial." Section 7(b)(ii)(1) shall be further amended to add the following sentence, "Should the Purchaser elect to waive all approvals and close early on the Property, Purchaser shall Commence Construction of the Project by December 21, 2021." Section 7(b)(ii)(2) has been updated to reflect the Subparcels, but otherwise, the project schedule remains unchanged. Section 7(b)(iii)(3) has been added to make clear that upon Completion of each Phase, the Purchaser may apply for a Certificate of Completion, as governed by N.J.A.C. 19:31C-3.24(f) and pursuant to the terms of the Agreement; and

WHEREAS, Oceanport is no longer occupying Building 282, therefore, Subsections 7(b)(v) and 13(b)(iii) and (iv) have been deleted; and

WHEREAS, FMERA uses best efforts to expedite redevelopment to the greatest extent possible and believes that approving the requested PSARA amendments will allow the developer to secure appropriate financing, accelerate closing, and further support cashflow into the larger redevelopment project; additionally, an early closing on the Property would allow FMERA to make early payments on its existing loans through the MCIA and EDA; and

WHEREAS, all other material terms of the PSARA as will remain unchanged. The attached Fourth Amendment to the PSARA is in substantially final form. The final terms of the amendment will be subject to the approval of FMERA's Executive Director and the Attorney General's Office. The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the Fourth Amendment to the Purchase and Sale & Redevelopment Agreement with Barker Circle Partnership, LLC for Barker Circle in Oceanport on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the Attorney

General's Office and authorizes the Executive Director to execute the Agreement.

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

Attachment

Dated: July 21, 2021

EXHIBIT 3

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Fourth Amendment to Purchase and Sale & Redevelopment Agreement with Regional Development Group, LLC, subsequently assigned to Barker Circle Partnership, LLC for Barker Circle in Oceanport

DATE: July 21, 2021

Request

I am requesting that the Board approve the Fourth Amendment to the Purchase and Sale & Redevelopment Agreement (“PSARA”) with Regional Development Group, LLC (“RDG”), subsequently assigned to its affiliate, Barker Circle Partnership, LLC (“BCP” or “Purchaser”) for Barker Circle in the Oceanport section of Fort Monmouth.

Background

FMERA issued a Request for Offers to Purchase (“RFOTP”) in connection with the planned redevelopment of the Barker Circle Complex in Oceanport on March 8, 2017. The Barker Circle Complex consists of an approximately 19.5± acre parcel of land containing seven buildings (Buildings 205, 206, 207, 208, 275, 282, and 287) totaling approximately 198,598 gsf located on Oceanport Avenue in the Main Post Area of Fort Monmouth. The Barker Circle Complex is located in the Fort’s National Register Historic District and the buildings are considered contributing historic resources and are therefore subject to historic preservation covenants.

Responses to the RFOTP were due on June 2, 2017 and four responses were received from Regional Development Group, Tigger House, Winn Companies, and RPM Development, LLC. An evaluation committee scored the proposals and RDG and RPM Development, LLC were the highest ranked proposals. FMERA requested that both proposers submit a best and final offer and RDG was considered the highest ranked proposal, based on purchase price. As RDG’s proposal was also compliant with the RFOTP, the evaluation committee recommended proceeding with negotiations for a PSARA.

The PSARA was approved by the Board at its September 2019 meeting and executed by FMERA and RDG on November 7, 2019.

With staff prior approval, RDG assigned the PSARA to an affiliate, BCP, created specifically for the Project immediately following execution of the PSARA. BCP remains subject to section 27 of the PSARA and including but is not limited to Chapter 51 compliance, demonstration of financial ability to complete the project, and unqualified and unconditional acceptance of the terms and conditions of the PSARA. The PSARA approved by the Board, and subsequently assigned to BCP, included the following terms, which remain unchanged:

BCP will pay Four Million Eight Hundred and Fifty Thousand (\$4,850,000) Dollars for the property. Purchaser proposes to use the Barker Circle Complex for mixed-uses consisting of 75 residential units broken out as sixty (60) market rate units and fifteen (15) affordable housing units (for sale or for rent, solely at Purchaser’s option),

subject to confirmation that the affordable housing units satisfy Purchaser's obligation to set aside at least twenty (20%) percent of the total residential units as housing that is affordable to low- and moderate-income households in accordance with N.J.A.C. 19:31C-3.23. Purchaser will use best efforts to target a portion of the affordable housing units for occupancy by veterans. Purchaser proposes to reuse the remaining buildings for commercial use. Purchaser intends to ground lease Buildings 275 and 282 from FMERA and take title to the balance of the Property. Purchaser's site plan and subdivision will be subject to FMERA's Mandatory Conceptual Review and Oceanport's planning board review.

First Amendment

The PSARA was executed on November 7, 2019 and included a due diligence period of ninety (90) days, with the option to extend the due diligence period for an additional sixty (60) days. Based on the complexity of the site and the historic nature of the property, additional time was required to fully assess and characterize the site. Under the Executive Director's discretion to administer the Board-approved PSARA, due diligence was extended until April 5, 2020. On April 1, 2020, BCP's counsel issued a letter to FMERA that conditionally terminated the PSARA to prevent due diligence from expiring and sought FMERA staff to ask the Board to provide an additional extension to the due diligence period. At its April 2020 meeting, FMERA staff recommended and the Board approved reinstating the PSARA and extending the due diligence period for approximately sixty (60) days from April 5, 2020 to allow for BCP to continue and conclude its due diligence investigations.

Second Amendment & Rule Modification

On May 20, 2020, the FMERA Board approved a Rule Modification under of Executive Order 103 ("EO 103") for Purchase and Sale & Redevelopment Agreements ("PSARAs"), that allows COVID-impacted development projects with purchase prices over \$2,000,000 to request the return of its 10% deposit, as defined under N.J.A.C. 19:31C-2.7(b).

On June 1, 2020, BCP submitted a request to FMERA via letter, requesting the release of its 10% deposit and provided justification which demonstrated COVID-driven impacts to the project. BCP's letter cited delays obtaining financing through financial institutions and the on-going development of new lending criteria in response to the pandemic, as significant hurdles to the project's development. The release of the 10% deposit was to be used to fund remaining site-work, planning & design required for the Mandatory Conceptual Review process and the Oceanport Planning Board review. BCP certified this financial hardship and use of the deposit prior to its release via a correspondence on June 9, 2020. As a result, the Deposit under the Agreement was reduced to five percent (5%) of the original Purchase Price in the sum of \$242,500 and the balance of the remaining Deposit in the sum of \$485,000 plus accrued interest was refunded to BCP on July 6, 2020. At its June 17, 2020 meeting, FMERA staff recommended and the Board approved the Second Amendment to the PSARA. The Second Amendment was executed on July 6, 2020.

Third Amendment

BCP proposed to reuse the remaining buildings Barker Circle buildings for commercial use; Building 206 as office space, Building 275 as a theater, and Building 282 as a restaurant.

On July 1, 2020, FMERA staff received a correspondence from BCP requesting an expansion of the allowable uses permitted in the buildings slated for commercial redevelopment. BCP cited current irregularities and vagaries of the real estate marketplace as cause for concern, noting that the targeted uses for Buildings 206, 275, and 282 have been subject to significant hardship in 2020 and face an unforeseeable future.

FMERA staff reviewed this request in conjunction with RFOTP issued on March 8, 2017, which permitted residential, office/research & development, institutional and/or health care related use-proposals in Buildings 205-208 and Building 287. In addition, it permitted alternate uses for the Fire House (Building 282) and Kaplan Hall (Building 275) included office/research & development, retail, or other commercial uses. Museum or arts center uses were also accepted for Kaplan Hall.

Based on the aforementioned, at its August meeting the Board approved expanding the allowable uses for Buildings 206, Building 275, and Building 282 to include: office, medical offices exclusive of overnight stays such as physical therapy, business lofts, and accessory childcare in Building 206; restaurant, brewpub, brewery, arts retail such as studios & gallery space, and second-floor office not to exceed fifty percent (50%) of the total square footage in Building 282; and theater, arts uses, and ancillary office use in Building 275. The Third Amendment to the PSARA was executed on September 14, 2020.

Fourth Amendment

On June 15, 2021, FMERA staff received a correspondence from BCP requesting the PSARA be amended: a) to delineate the Project requirements among the four (4) subdivisions for the Property and b) to modify the timelines set forth in the PSARA to indicate that should BCP close on the Property prior to the end of the Approval Period that it will Commence Construction of the Project by December 21, 2021.

Regarding its first request, BCP's correspondence indicated that its lender has proposed a financing structure that would address the commercial and residential portions of the Property separately and requested that said financing be tied to each of the four (4) individual subdivisions of the Property. BCP will divide the Property into four (4) subdivisions, which shall now be known as "Subparcels": Barker Residential Parcel (approximately 15 acres, including Buildings 205, 207, 208, and 287), Barker Office Parcel (approximately 1.2 acres, including Building 206), the Firehouse Parcel (approximately .8 acres including Building 282), and Kaplan Hall Parcel (approximately 3.5 acres, Building 275).

Regarding Purchaser's second request, BCP has expressed to FMERA staff that it would like to waive all remaining Approvals and close on the Property in August 2021. Currently, BCP's Approval Extension Period will expire on September 6th, 2021 and BCP must close on the Property within forty-five (45) days, or by October 21, 2021. Purchaser's correspondence further requested that in the event of an early closing, BCP still be permitted to complete the Project within the same timelines set forth under the PSARA as if an early closing had not occurred. FMERA staff supports Purchaser's request to close early on the Property and proposes revising the project schedule to accommodate this request.

Subject to the Board's review and approval, staff proposes that the PSARA be amended to reflect that the Property will be subdivided into four "Subparcels:" Barker Residential Parcel, Barker Office Parcel, Firehouse Parcel, and Kaplan Hall Parcel. Further, staff proposes that Section 5 Purchase Price, Section 7(a) Capital Investment, and Section 7(e) Job Creation of the PSARA shall be amended to reflect that Purchase Price will be allocated on a cost per square footage basis, and the capital investment and permanent job creation requirements will be apportioned as follows:

Barker Residential Parcel shall have a purchase price of \$3,744,430.32, a capital investment of \$19,500,000, and three permanent (3) jobs will be created on the subparcel; Barker Office Parcel shall have a purchase price of \$764,844.68, a capital investment of \$1,700,000, and four (4) permanent jobs will be created on the subparcel; Firehouse Parcel shall have a purchase price of \$153,443, a capital investment of \$500,000, and twenty-nine (29) permanent jobs will be created on the subparcel; and Kaplan Hall Parcel shall have a purchase price of \$187,282, a capital investment of \$800,000, and four permanent (4) jobs will be created on the subparcel.

FMERA staff proposes that Section 7(b) of the PSARA be amended to reflect that the Project may be completed in four (4) phases that correspond with the aforementioned subdivisions. The phases shall be as follows: Phase I shall include the reuse and renovation of the Barker Residential Parcel for residential use, Phase II shall include the renovation and reuse of the Barker Office Parcel as office space, Phase III shall include the renovation and reuse of the Firehouse Parcel for a restaurant or alternate approved commercial use, and Phase IV shall include the reuse and renovation of the Kaplan Hall Parcel for theater, art, and ancillary office use. Phase I shall be considered "residential" and Phases II-IV shall be considered "commercial." Section 7(b)(ii)(1) shall be further amended to add the following sentence, "Should the Purchaser elect to waive all approvals and close early on the Property, Purchaser shall Commence Construction of the Project by December 21, 2021." Section 7(b)(ii)(2) has

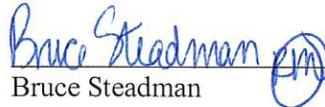
been updated to reflect the Subparcels, but otherwise, the project schedule remains unchanged. Section 7(b)(iii)(3) has been added to make clear that upon Completion of each Phase, the Purchaser may apply for a Certificate of Completion, as governed by N.J.A.C. 19:31C-3.24(f) and pursuant to the terms of the Agreement. Finally, as Oceanport is no longer occupying Building 282, Subsections 7(b)(v) and 13(b)(iii) and (iv) have been deleted.

FMERA uses best efforts to expedite redevelopment to the greatest extent possible and believes that approving the requested PSARA amendments will allow the developer to secure appropriate financing, accelerate closing, and further support cashflow into the larger redevelopment project. Additionally, an early closing on the Property would allow FMERA to make early payments on its existing loans through the MCIA and EDA.

All other material terms of the PSARA as presented to the Committee and the Board will remain unchanged. The attached Fourth Amendment to PSARA is in substantially final form. The final terms of the amendment will be subject to the approval of FMERA's Executive Director and the Attorney General's Office. The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

Recommendation

In summary, I am requesting that the Board approve the Fourth Amendment to the Purchase and Sale & Redevelopment Agreement ("PSARA") with Barker Circle Partnership, LLC, for Barker Circle in the Oceanport section of Fort Monmouth.


Bruce Steadman

Attachment: Fourth Amendment to Purchase and Sale & Redevelopment Agreement
Prepared by: Sarah Giberson

ATTACHMENT

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



**ADOPTED
July 21, 2021**

**Resolution Regarding
Sixth Amendment to the Purchase and Sale & Redevelopment Agreement with the Borough of Eatontown for
a Department of Public Works Complex on the 1123 Parcel**

WHEREAS, on May 18, 2016, the Board approved Evaluation Scoring for Local Beneficial Use Requests for the Borough's request to purchase a 7.2-acre tract known as the 1123 Parcel ("the Property") including Buildings 1123, 1124, 1108, 1109 and 1110 located on Echo Avenue, in Eatontown, New Jersey for municipal uses including the relocation of Eatontown's Department of Public Works; and accordingly, the Borough's proposed use of the Property was reviewed and scored by FMERA staff utilizing the Board approved LBU criteria, resulting in a 40% price reduction and sale price of \$886,461.00; and

WHEREAS, on January 16, 2019, the Board authorized the execution of the PSARA between FMERA and the Borough for the Property, and the PSARA was executed on May 8, 2019; and

WHEREAS, pursuant to the terms of the PSARA, the Borough was provided a ninety-day Due Diligence Period commencing on the Effective Date of the PSARA; an Initial Approval Period of twelve months commencing at the end of the Due Diligence period; and a six-month Approval Extension Period, subject to FMERA approval, with Closing to occur within thirty days of satisfaction or waiver of the Conditions Precedent to Closing; and

WHEREAS, under the terms of the First Amendment, executed September 2, 2019, Purchaser agreed to: i) amend the Approval Period to run for a total period not to exceed six months, beginning at the expiration of the Due Diligence Period; and ii) Close within thirty days of the expiration of the amended six month Approval Period, subject to receipt of an NFA from the NJDEP for the two environmental carve-out parcels located within the Property and regardless of whether other Conditions Precedent to Closing have been waived or satisfied; and

WHEREAS, under the terms of the Second Amendment to the PSARA, the Executive Director agreed to retroactively extend the Approval Period under his Delegated Authority for five months or until October 30, 2020; the Second Amendment was executed on July 30, 2020; and

WHEREAS, under the terms of the Third Amendment to the PSARA, an additional five-month extension to the Approval Period, or until April 1, 2021 was approved and the PSARA reinstated; Third Amendment was executed November 29, 2020; and

WHEREAS, under the terms of the Fourth Amendment to the PSARA, the Project as set forth in the PSARA was amended to permit the demolition of Building 1124; the Fourth Amendment was executed April 8, 2021; and

WHEREAS, on March 30, 2021, via letter correspondence, the Borough requested an additional extension to the Approval Period, set to expire on April 1, 2021, indicating that the Borough needed additional time to respond to its incomplete Mandatory Conceptual Review (MCR) letter and resubmit a revised MCR package for FMERA's review; the Borough was granted an additional four (4) month extension to the Approval Period at the FMERA Board's April 2021 meeting and the Fifth Amendment was executed June 7, 2021; and

WHEREAS, on July 8, 2021, via letter correspondence, the Borough requested a one year or twelve-month extension to the Approval Period, set to expire on August 1, 2021, citing outstanding environmental approvals from the NJDEP; the Borough indicated that any potential environmental issues that may arise and/or require additional funding to investigate or resolve would pose financial concerns for the approved 2021 budget.

WHEREAS, as a public entity, the Borough will not have an opportunity to revise its budget until the next fiscal year in 2022 and would need to seek bonding for additional funds, should they be required; and

WHEREAS, the Borough believes that incorporating additional funds into the budget and the approval needed for bonding could significantly delay progress until early next year and therefore requests additional time to receive all approvals and address any outstanding environmental concerns; FMERA staff has reviewed this request and recommends that the Board approve an extension to the Approval Period by one year or twelve months to August 1, 2022; and

WHEREAS, all other terms of the PSARA will remain unchanged. The attached Sixth Amendment to the PSARA is in substantially final form. The final terms of the amendment will be subject to the approval of FMERA's Executive Director, the Borough of Eatontown, and the Attorney General's Office. The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the Sixth Amendment to and the Reinstatement of the PSARA with the Borough of Eatontown for the 1123 Parcel for an extension of the Approval Period on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the Attorney General's Office and authorizes the Executive Director to execute the Agreement.

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

Attachment

Dated: July 21, 2021

EXHIBIT 4

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Sixth Amendment to the Purchase and Sale & Redevelopment Agreement with the Borough of Eatontown for a Department of Public Works Complex on the 1123 Parcel

DATE: July 21, 2021

Request

I am requesting that the Board approve the Sixth Amendment to the Purchase and Sale & Redevelopment Agreement (“PSARA”) with the Borough of Eatontown (“Borough”) providing for an amendment to the Redevelopment Project.

Background

On May 18, 2016, the Board approved Evaluation Scoring for Local Beneficial Use Requests for the Borough of Eatontown’s request to purchase a 7.2-acre tract known as the 1123 Parcel (“the Property”) including Buildings 1123, 1124, 1108, 1109 and 1110 located on Echo Avenue, in Eatontown, New Jersey for municipal uses including the relocation of Eatontown’s Department of Public Works. Accordingly, the Borough’s proposed use of the Property was reviewed and scored by FMERA staff utilizing the Board approved LBU criteria, resulting in a 40% price reduction and sale price of \$886,461.00.

On January 16, 2019, the Members of the Board authorized the execution of the PSARA between FMERA and the Borough of Eatontown for the Property. The PSARA was executed on May 8, 2019.

Pursuant to the terms of the PSARA, Purchaser was provided a ninety (90) day Due Diligence Period commencing on the Effective Date of the PSARA and; an Initial Approval Period of twelve (12) months commencing at the end of the Due Diligence period; and a six (6) month Approval Extension Period, subject to FMERA approval. Closing would occur within thirty (30) days of satisfaction or waiver of the Conditions Precedent to Closing.

Due Diligence & First Amendment

Due to the existing constraints of the site and a need to further investigate two (2) Army-owned environmental carve-out parcels known as ECP Parcel 41 and ECP Parcel 43, environmental contractor T&M Associates made a recommendation to the Borough of Eatontown to request an extension of the Due Diligence Period, which expired on August 8, 2019 per the terms of the PSARA. A request to extend the Due Diligence Period to November 29, 2019 was subsequently submitted to the FMERA Board and approved at the July 2019 meeting.

Under the terms of the First Amendment, executed September 2, 2019, Purchaser agreed to: i) amend the Approval Period to run for a total period not to exceed six (6) months, beginning at the expiration of the Due Diligence Period; and ii) Close within thirty (30) days of the expiration of the amended six (6) month Approval Period, subject to receipt of an NFA from the NJDEP for the two environmental carve-out parcels located within the Property and regardless of whether other Conditions Precedent to Closing have been waived or satisfied.

Delegated Authority & Second Amendment

Following the expiration of the Due Diligence Period, the Borough entered the Approval Period that was set to expire on May 30, 2020. On May 15, 2020, via email correspondence, Purchaser requested an extension to the Approval Period due to challenges navigating COVID-19 at the Borough and turnover in Borough staff.

Per the Board's action on April 15, 2020, the Executive Director was granted Delegated Authority to approve any pre-closing or post-closing extensions for up to five months for delays for COVID-19 related reasons so long as the developer has requested such an extension in writing and satisfied FMERA's request for any supporting documentation. The FMERA staff reviewed the Borough's request and the Executive Director agreed to retroactively extend the Approval Period under his Delegated Authority for five months or until October 30, 2020. The Second Amendment was executed on July 30, 2020.

Reinstatement & Third Amendment

On October 2, 2020, via letter correspondence, Purchaser requested an additional extension to the Approval Period, set to expire on October 30, 2020, citing delays in the Borough budget approval process for 2020. The budget approval was required in order for the Borough to authorize funds for the remaining environmental work to be completed by T&M Associates. The Borough requested an additional five (5) month extension to the Approval Period or until April 1, 2021. As the Approval Period was set to expire before the Third Amendment could be adopted, the Borough conditionally terminated and reinstated the PSARA under the Third Amendment, executed November 29, 2020.

Demolition of Building 1124 & Fourth Amendment

The Borough of Eatontown submitted its initial Mandatory Conceptual Review (MCR) packet to FMERA on October 28, 2020. During its review, FMERA staff identified Building 1124 as slated for demolition on the Borough's site plan. The Project as set forth in the PSARA identifies 1124 as slated for renovation. FMERA notified the Borough of this conflict and the Borough confirmed its position regarding the intended demolition of Building 1124. As amended, the Reuse Plan allows for the demolition of Building 1124 and FMERA agreed that this change supported to the highest and best use of the property. The FMERA Board reviewed and approved this request via the Fourth Amendment to the PSARA at its January 2021 meeting. The Fourth Amendment was executed April 8, 2021.

Extension of Approval Period & Fifth Amendment

On March 30, 2021, via letter correspondence, the Borough requested an additional extension to the Approval Period, set to expire on April 1, 2021, indicating that the Borough needed additional time to respond to its incomplete MCR letter and resubmit a revised MCR package for FMERA's review. Although the Borough submitted a revised MCR package on March 26, 2021, FMERA had a forty-five (45) day period after the submission was deemed complete to review, which extended the review period beyond April 1, 2021. The Borough requested and was granted an additional four (4) month extension to the Approval Period at the FMERA Board's April 2021 meeting. The Fifth Amendment was executed June 7, 2021.

Extension of Approval Period & Sixth Amendment

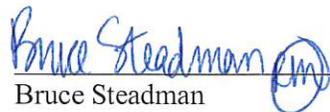
On July 8, 2021, via letter correspondence, the Borough requested a one (1) year or twelve (12) month extension to the Approval Period, set to expire on August 1, 2021, citing outstanding environmental approvals from the NJDEP. The Borough indicated that any potential environmental issues that may arise and/or require additional funding to investigate or resolve would pose financial concerns for the approved 2021 budget. As a public entity, the Borough will not have an opportunity to revise its budget until the next fiscal year in 2022 and would need to seek bonding for additional funds, should they be required. The Borough believes that incorporating additional funds into the budget and the approval needed for bonding could significantly delay progress until early next year and therefore requests additional time to receive all approvals and address any outstanding environmental concerns.

FMERA staff has reviewed this request and recommends that the Board approve an extension to the Approval Period by one (1) year or twelve (12) months to August 1, 2022.

All other terms of the PSARA will remain unchanged. The attached Sixth Amendment to the PSARA is in substantially final form. The final terms of the amendment will be subject to the approval of FMERA's Executive Director, the Borough of Eatontown, and the Attorney General's Office. The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

Recommendation

In summary, I am requesting that the Board approve the proposed Sixth Amendment to the PSARA with the Borough of Eatontown for the 1123 Parcel for an amendment to the Approval Period.


Bruce Steadman

Attachment: Sixth Amendment to the Purchase and Sale & Redevelopment Agreement
Prepared by: Sarah Giberson

ATTACHMENT

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



ADOPTED
July 21, 2021

**Resolution Regarding
Authorization to Terminate a Purchase and Sale & Redevelopment Agreement with Kenneth Schwartz for an
Arts/Culture Project in Eatontown and Issue a Return of the Associated PSARA Deposit**

WHEREAS, FMERA issued a Request for Offers to Purchase (“RFOTP”) in connection with the redevelopment of the Barracks in Eatontown (“the Barracks”) on July 1, 2016; the Barracks consist of six World War II era, two-story wood frame buildings located on the Main Post, across Semaphore Avenue from Soldiers Park and and occupy a 4.4± acre parcel of land; and

WHEREAS, the Fort Monmouth Reuse and Redevelopment Plan (“Reuse Plan”) targets the Barracks to be demolished and the land added to Soldiers Park; the Reuse Plan was subsequently amended to allow for the reuse of the Barracks under Plan Amendment #9; and

WHEREAS, the RFOTP called for the property to be redeveloped for a use consistent with the Reuse Plan, namely open space, or for an alternate use which includes reuse of Buildings 1102 through 1107 for a cultural center that promotes the arts, music, entertainment or a museum, including up to 12 units of artist short-term residential space, or for a non-residential arts-based use; and

WHEREAS, the RFOTP also stated that the potential purchaser would be required to maintain the approximately two-acre Soldiers Park as open space following transfer of title; proposals were due on August 29, 2016 and one proposal was received from Kenneth Schwartz; and

WHEREAS, an Evaluation Committee consisting of three FMERA staff members independently scored the proposal and agreed that Kenneth Schwartz was compliant with the RFOTP and recommended FMERA staff proceed to negotiations for a PSARA; and

WHEREAS, Mr. Schwartz proposed to renovate and retrofit the existing structures (Buildings 1102-1107) for commercial arts-related uses, including studio, performance and gallery space, as well as short-term residential units for artists; and

WHEREAS, under the Board approved PSARA, executed June 15, 2017 and amended by the First Amendment to the PSARA, executed January 14, 2019, the redevelopment project was to include the renovation and retrofit of the existing structures on the property for commercial arts-related uses, including studio, performance and gallery space, as well as short-term residential units for artists; and

WHEREAS, the Board approved PSARA called for a Purchase Price of \$200,000 for the approximately 4.4-acre property, the creation or relocation of a total of twelve resident artist jobs and one manager job on the property within twelve months of obtaining a certificate of occupancy, and a minimum investment of approximately five hundred thousand (\$500,000.00) dollars to complete the project. As of today’s date, FMERA holds a deposit of \$30,000 plus accrued interest; and

WHEREAS, on June 25 and June 29, 2021, Mr. Schwartz reached out to FMERA staff via email correspondence requesting the termination of the PSARA; at this time, the Approval Period has expired; however, the installation by FMERA of the utilities necessary for the project have not yet been installed; and

WHEREAS, understanding that Mr. Schwartz’s project was planned as civic-minded, philanthropic endeavor and acknowledging that the project faced numerous timing challenges, including FMERA’s installation of utilities and infrastructure required to complete the Project along with further delays caused by the global pandemic, FMERA staff believes it is appropriate to return Purchaser’s deposit of \$30,000 plus accrued interest in consideration for the termination of the PSARA and the execution of the Withdrawal of Proposal & Waiver of Standing to Challenge form (“Waiver”); and

WHEREAS, FMERA staff has continued to monitor and evaluate existing market conditions as the global pandemic begins to unwind locally and further continues to evaluate its larger redevelopment goal as it considers the highest and best use of the Fort's remaining property. In strategizing for upcoming RFOTPs, FMERA staff believes that including the Artist Parcel acreage into a larger RFOTP will further support the highest and best use of the Fort's remaining acreage and therefore, supports and recommends the termination of the PSARA with Kenneth Schwartz and issuing a refund of the associated PSARA deposit; and

WHEREAS, the Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority authorizes the FMERA staff to terminate the PSARA with Kenneth Schwartz for an Arts/Culture Project in Eatontown and refund the associated PSARA deposit on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the Attorney General's Office and authorizes the Executive Director to execute the Agreement.

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

Attachment

Dated: July 21, 2021

EXHIBIT 5

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Authorization to Terminate a Purchase and Sale & Redevelopment Agreement with Kenneth Schwartz for an Arts/Culture Project in Eatontown and Issue a Return of the Associated PSARA Deposit

DATE: July 21, 2021

Request

I am requesting that the Board authorize the Fort Monmouth Economic Revitalization Authority (“FMERA”) staff to agree to terminate a Purchase and Sale Agreement & Redevelopment Agreement (“PSARA”) with Kenneth Schwartz for six former barracks known as Buildings 1102 through 1107 (the “Barracks”) in Eatontown for an arts/culture project and issue a return of the associated PSARA Deposit.

Background

FMERA issued a Request for Offers to Purchase (“RFOTP”) in connection with the redevelopment of the Barracks in Eatontown on July 1, 2016. The Barracks consist of six World War II era, two-story wood frame buildings located on the Main Post, across Semaphore Avenue from Soldiers Park. Constructed in 1942 as semi-permanent structures, the Barracks were later converted to administrative and general-purpose space. They total approximately 24,780 sf and occupy a 4.4± acre parcel of land. The property is a Phase Two property in FMERA’s October 25, 2016 Economic Development Conveyance Agreement (“EDC Agreement”) with the Army, and title to the property was transferred to FMERA in November 2016.

The Fort Monmouth Reuse and Redevelopment Plan (“Reuse Plan”) targets the Barracks to be demolished and the land added to Soldiers Park; the Reuse Plan was subsequently amended to allow for the reuse of the Barracks under Plan Amendment #9. The RFOTP called for the property to be redeveloped for a use consistent with the Reuse Plan, namely open space, or for an alternate use which includes reuse of Buildings 1102 through 1107 for a cultural center that promotes the arts, music, entertainment or a museum, including up to 12 units of artist short-term residential space, or for a non-residential arts-based use. The RFOTP also stated that the potential purchaser would be required to maintain the approximately two-acre Soldiers Park as open space following transfer of title. The RFOTP was advertised in the Asbury Park Press and the Star Ledger, and posted to the FMERA, New Jersey Economic Development Authority (“NJEDA”) and New Jersey State Business Portal websites. Proposals were due on August 29, 2016 and one proposal was received from Kenneth Schwartz.

An Evaluation Committee consisting of three FMERA staff members independently scored the proposal. The Evaluation Committee agreed that the proposal from Kenneth Schwartz was compliant with the RFOTP and recommended FMERA staff proceed to negotiations for a PSARA.

Mr. Schwartz proposed to renovate and retrofit the existing structures (Buildings 1102-1107) for commercial arts-related uses, including studio, performance and gallery space, as well as short-term residential units for artists.



Purchase and Sale Agreement & Redevelopment Agreement

Under the Board approved PSARA, executed June 15, 2017 and amended by the First Amendment to the PSARA, executed January 14, 2019, the redevelopment project was to include the renovation and retrofit of the existing structures on the property for commercial arts-related uses, including studio, performance and gallery space, as well as short-term residential units for artists. The deed for the property would have included a restriction limiting any residential uses on the property to thirty (30) day rental terms for artists, with the option to renew monthly for a maximum of six (6) months, which meets the description of the R-1 Residential Group as defined by the New Jersey International Building Code at N.J.A.C. 5:23-3.14, for a duration of thirty (30) years. Residential units within the R-1 Residential Group are not considered permanent and therefore, would not be factored into FMERA’s anticipated residential build-out of 1585 units. The deed would also include a deed restriction limiting the use of Soldiers Park as open space.

The Board approved PSARA called for a Purchase Price of \$200,000 for the approximately 4.4-acre property, the creation or relocation of a total of twelve (12) resident artist jobs and one (1) manager job on the property within twelve (12) months of obtaining a certificate of occupancy, and a minimum investment of approximately five hundred thousand (\$500,000.00) dollars to complete the project. As of today’s date, FMERA holds a deposit of \$30,000 plus accrued interest.

Termination of PSARA & Return of Deposit

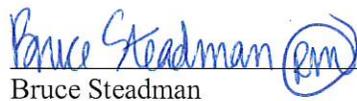
On June 25 and June 29, 2021, Mr. Schwartz reached out to FMERA staff via email correspondence requesting the termination of the PSARA. At this time, the Approval Period has expired; however, the installation by FMERA of the utilities necessary for the project have not yet been installed.

Understanding that Mr. Schwartz’s project was planned as civic-minded, philanthropic endeavor and acknowledging that the project faced numerous timing challenges, including FMERA’s installation of utilities and infrastructure required to complete the Project along with further delays caused by the global pandemic, FMERA staff believes it is appropriate to return Purchaser’s deposit of \$30,000 plus accrued interest in consideration for the termination of the PSARA and the execution of the Withdrawal of Proposal & Waiver of Standing to Challenge form (“Waiver”).

FMERA staff has continued to monitor and evaluate existing market conditions as the global pandemic begins to unwind locally and further continues to evaluate its larger redevelopment goal as it considers the highest and best use of the Fort’s remaining property. In strategizing for upcoming RFOTPs, FMERA staff believes that including the Artist Parcel acreage into a larger RFOTP will further support the highest and best use of the Fort’s remaining acreage and therefore, supports and recommends the termination of the PSARA with Kenneth Schwartz and issuing a refund of the associated PSARA deposit. The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

Recommendation

In summary, I am requesting that the members of the Board authorize the Fort Monmouth Economic Revitalization Authority (FMERA) staff to terminate the PSARA with Kenneth Schwartz for an Arts/Culture Project in Eatontown and refund the associated PSARA deposit.


Bruce Steadman

Attachment: Termination of Agreement; Withdrawal of Proposal and Waiver of Standing to Challenge
Prepared by: Sarah Giberson

ATTACHMENT

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



ADOPTED
July 21, 2021

**Resolution Regarding
Terminating the Request for Offers to Purchase for Parcel B in Eatontown**

WHEREAS, the Board approved the Rules for the Sale of Real and Personal Property (the "Sales Rules") at the August 17, 2011 Meeting of the Authority. In accordance with N.J.A.C. 19:31C-2.5(a), FMERA issued a Request for Offers to Purchase ("RFOTP") in connection with the planned redevelopment of Parcel B in Eatontown on March 26, 2013. At the time, Parcel B was a 55.327-acre tract fronting on Route 35 in the Eatontown Reuse Area of the Main Post. The Fort Monmouth Reuse and Redevelopment Plan ("Reuse Plan") calls for the 480,000± sf of existing buildings to be demolished and replaced with up to 150,000 sf of retail and commercial uses and 302 housing units, 20% of which must be affordable to low- and moderate-income households. The Reuse Plan describes a "vibrant pedestrian environment" and "exciting gateway," with connectivity and interaction between the parcel's retail and residential components; and

WHEREAS, the initial issuance of an RFOTP for Parcel B, authorized by the FMERA Board in January 2013, did not result in a Purchase and Sale Agreement and Redevelopment Agreement, due to the disqualification of the leading proposer for non-compliance with New Jersey's political contributions law, P.L. 2005, c. 51. and staff's assessment that other proposals fell short of the high standards targeted by the Reuse Plan and the FMERA Board & staff; and

WHEREAS, the Board approved a second issuance of an RFOTP for Parcel B in February 2014 and in January 2015, the Board authorized staff to add 22 acres to Parcel B RFOT and an optional component, for a total expansion of up to ±34 acres; and

WHEREAS, the leading proposer for the second, The Promenade at Fort Monmouth terminated its proposal on February 15, 2018; the second leading proposer, U.S. Home Corporation d/b/a Lennar Monmouth Developers withdrew its bid on June 29, 2020; both proposers ended negotiations with FMERA as a result of uncertainty and significant changes in the retail marketplace; and

WHEREAS, in September 2020, the Board authorized a third issuance of an RFOTP for Parcel B. The RFOTP envisioned that Parcel B would be an 80+/- acre mixed-use neighborhood village, with integrated residential, retail, commercial uses and public spaces & amenities; and

WHEREAS, the RFOTP required the construction of 302 residential units, 20% of which were to be affordable to low- and moderate-income households and consideration of a Main Street design that incorporated first floor commercial space and second story-living space included clear integration between the residential community and commercial development; in addition, proposals were to encourage sustainable and creative design that complemented the walkability, connectivity and accommodated future uses; and

WHEREAS, FMERA staff has continued to monitor and evaluate existing market conditions as the global pandemic begins to unwind locally and further continues to evaluate its larger redevelopment scheme as it considers the highest and best use of the Fort's remaining property, the overall economic impact of planned redevelopment, and potential job creation opportunities; and

WHEREAS, based on these factors, in conjunction with significant feedback from industry experts and potential purchasers, FMERA staff no longer believes the proposed redevelopment plan for the Parcel B property is this highest and best use for the property; in strategizing for upcoming RFOTPs, FMERA staff believes that including the Parcel B acreage into a larger RFOTP will further support the highest and best use of the Fort's remaining acreage. FMERA has a strong interest in bolstering the innovation economy to create more and better jobs locally, as well as throughout the state, and to further revitalize Fort Monmouth; and

WHEREAS, by supporting one or more key sectors, including but not limited to life sciences, information and high tech, clean energy, food and beverage, and film and digital media, the Fort will be positioned to serve as a regional hub for one of these dynamic industries and further attract other business within and around the Fort Monmouth area, as a result. Based on all of the above, FMERA staff supports terminating the open RFOTP and including Parcel B into a larger RFOTP; and

WHEREAS, the Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority authorizes the FMERA staff to terminate the Request for Offer to Purchase RFOTP process with regard to Parcel B on Fort Monmouth's Main Post prior to proposals being received and therefore without awarding a purchase contract on terms substantially consistent to those set forth in the attached memorandum and with final terms acceptable to the Executive Director and the Attorney General's Office and authorizes the Executive Director to execute the Agreement.

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

Attachment

Dated: July 21, 2021

EXHIBIT 6

**Resolution Regarding
Request for Authorization for the Issuance of a Request for Offers to Purchase for the Mega Parcel
in the Boroughs of Eatontown & Oceanport**

WHEREAS, the Board approved the Rules for the Sale of Real and Personal Property (the Sales Rules) at the August 17, 2011 Meeting of the Authority. In accordance with Section 19:31C-2.5(a) of the Sales 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 to offer the property for sale through that process; and

WHEREAS, 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; and

WHEREAS, the Mega Parcel (“the Property”) is an approximately 289± acre parcel of land containing former residential, administrative and R&D buildings, warehouses, workshops and additional general-purpose facilities in the Boroughs of Eatontown and Oceanport, within the Main Post section of Fort Monmouth, as depicted in Attachment A, and the Mega Parcel is conveniently located adjacent to State Route 35, providing easy access to the Garden State Parkway, Route 18, NJ Transit Bus Lines & adjacent to County Route 11 (Oceanport Avenue), which provides direct access to the Little Silver NJ Transit Train Station; and

WHEREAS, the westernmost 51.1 acres of the Property lie within the Phase 1 area of Fort Monmouth, which requires profit sharing with the U.S. Department of the Army, and the remaining 237.9 acres of the Property lie within the Phase 2 area of Fort Monmouth; and

WHEREAS, the Fort Monmouth Reuse & Redevelopment Plan (“Reuse Plan”) contemplates the redevelopment of Fort Monmouth as a mixed-use campus that creates jobs in high growth industries and further envisions a live-work-play community complete with arts & entertainment, small businesses, cultural & civic uses, retail & restaurant uses, and outdoor amenities such as public plazas & walking trails that complement residential and additional commercial redevelopment; the Mega Parcel would incorporate several “development districts,” defined under the Land Use Rules as described in the attached memorandum; and

WHEREAS, in addition to the goals outlined in the Reuse Plan, staff proposes aligning the Mega RFOTP with the Governor’s strategic priorities to overcome the State’s largest economic challenges, as described in the Governor’s Economic Plan; FMERA has a strong interest in bolstering the innovation economy to create more and better jobs locally, as well as throughout the state, and to further revitalize Fort Monmouth. By supporting one or more key sectors, including but not limited to life sciences, information and high tech, clean energy, food and beverage, and film and digital media, the Fort will be positioned to serve as a regional hub for one of these dynamic industries and further attract other business within and around the Fort Monmouth area, as a result; and

WHEREAS, in an effort to further support these priorities, the Authority will accept alternate uses other than those within the development districts outlined above, so long as Potential Purchasers can demonstrate how the proposal achieves the highest and best use of the property in accordance with the key sectors and generates associated economic impact. Proposals including alternate uses will require an amendment to the Reuse Plan; and

WHEREAS, in addition to the evaluation score sheet with the criteria and weights, staff will describe aspects and types of projects that the RFOTP seeks to attract and will be scored more highly; and

WHEREAS, the intent of issuing the Mega Parcel RFOTP is to redevelop the Fort with a forward-looking and transformative project that aims to meet the highest standards of economic and sustainable development; to that end the Mega Parcel is envisioned as a large, cohesive redevelopment project with integrated commercial and amenity-based uses, along with public spaces that support FMERA's goal of developing a vibrant, walkable community. The proposed development may be mixed-use and consider a campus-like approach, inclusive of a variety of uses and amenities that are complementary.; and

WHEREAS, residential uses are permitted, however the maximum number of residential units in the Borough of Eatontown is 302 and the maximum number of residential units in the Borough of Oceanport is 234; should any existing agreements for residential development terminate within the Main Post, the RFOTP may be amended via addendum to include additional residential units. Unless an addendum is posted explicitly detailing a permitted increase in residential units, which would require a Reuse Plan amendment, proposals exceeding the residential caps included in this RFOTP will be deemed non-compliant. All proposed residential development requires a twenty percent (20%) set aside for affordable housing; and

WHEREAS, with regards to the existing buildings on the parcel, the Reuse Plan calls for some buildings to be reused and others to be demolished. As some of the identified reusable buildings have surpassed their useable life, the Mega Parcel permits proposals which envision the demolition of all existing improvements, at the Potential Purchaser's sole cost and expense, to achieve the highest and best use of the Property; however, permission to demolish these buildings will require a Reuse Plan amendment; and

WHEREAS, the redevelopment of land and buildings on Fort Monmouth for uses other than those currently contemplated in the Reuse Plan is subject to separate Board approval of a Reuse Plan amendment or a use variance; and

WHEREAS, because the RFOTP would allow offers with uses different than those in the Reuse Plan, the RFOTP will state that changes in use will be subject to a Reuse Plan amendment or a use variance. Further, the RFOTP also permits residential development, however, residential development is not a requirement of the RFOTP; and

WHEREAS, in the instance that the selected Potential Purchaser does not include housing in its proposal, the Reuse Plan amendment must identify alternate locations and future requirements for residential units in conjunction with the Boroughs of Oceanport and Eatontown. Additionally, the Reuse Plan amendment must identify the location of any homeless service provider facility, such as supportive housing or SRO units, required to be provided by FMERA by a legally binding agreement approved by the U.S. Department of Housing and Urban Development; and

WHEREAS, in some areas of the Mega Parcel, utilities will be available at the frontage; however, there are other areas that are still pending installation of utility infrastructure. Regardless, Potential Purchasers should anticipate additional on and offsite utility and infrastructure improvement costs as a part of proposal budgets. Infrastructure improvement contributions within the boundaries of the Fort will be specifically delineated in the RFOTP; and

WHEREAS, Authority staff recommends proceeding with the offer to purchase process for the Mega Parcel rather than sealed bids; and

WHEREAS, this recommendation is based on several factors: first, potential purchasers have expressed interest to FMERA staff in acquiring and redeveloping the property in a large, campus like format with integrated and complementary uses; second, as the reuse of several buildings may no longer represent the highest and best use, staff believes the RFOTP process may allow greater flexibility for selecting the scenario that would maximize the development potential and economic value of the Property; third, as the development community recovers from the impact of COVID-19, flexibility is critical to allow for the most successful and sustaining development options that support the redevelopment goals of the Reuse Plan, and finally, a parcel of this size will most likely entail a complex

redevelopment project, and negotiations are best suited at identifying the specific components and timeline(s) of such a project; and

WHEREAS, the Real Estate Committee has reviewed the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority authorizes the FMERA staff to make the Mega Parcel in Fort Monmouth's Eatontown & Oceanport Reuse Areas available through the offer to purchase process, in accordance with FMERA's approved Sales Rules to those set forth in the attached memorandum and with 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.

Attachment

Dated: July 21, 2021

EXHIBIT 7

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Terminating the Request for Offers to Purchase for Parcel B in Eatontown

DATE: July 21, 2021

Request

I am requesting that the Board authorize the Fort Monmouth Economic Revitalization Authority (“FMERA”) staff to terminate the Request for Offer to Purchase (“RFOTP”) process with regard to Parcel B on Fort Monmouth’s Main Post prior to proposals being received and therefore without awarding a purchase contract.

Background

The Board approved the Rules for the Sale of Real and Personal Property (the “Sales Rules”) at the August 17, 2011 Meeting of the Authority. In accordance with N.J.A.C. 19:31C-2.5(a), FMERA issued a RFOTP in connection with the planned redevelopment of Parcel B in Eatontown on March 26, 2013. At the time, Parcel B was a 55.327-acre tract fronting on Route 35 in the Eatontown Reuse Area of the Main Post. The Fort Monmouth Reuse and Redevelopment Plan (“Reuse Plan”) calls for the 480,000± sf of existing buildings to be demolished and replaced with up to 150,000 sf of retail and commercial uses and 302 housing units, 20% of which must be affordable to low- and moderate-income households. The Reuse Plan describes a “vibrant pedestrian environment” and “exciting gateway,” with connectivity and interaction between the parcel’s retail and residential components.

RFOTP #1 & RFOTP #2

The initial issuance of an RFOTP for Parcel B, authorized by the FMERA Board in January 2013, did not result in a Purchase and Sale Agreement and Redevelopment Agreement, due to the disqualification of the leading proposer for non-compliance with New Jersey’s political contributions law, P.L. 2005, c. 51. and staff’s assessment that other proposals fell short of the high standards targeted by the Reuse Plan and the FMERA Board & staff.

The Board approved a second issuance of an RFOTP for Parcel B in February 2014. This second intended RFOTP to meet the Reuse Plan’s goal of creating a lifestyle town center that blended residential use with retail use in a pedestrian friendly manner, to result in an exciting and attractive gateway to the Fort. In January 2015, the Board authorized staff to add 22 acres to Parcel B RFOT and an optional component, for a total expansion of up to ±34 acres. On February 10, 2015, FMERA issued the RFOTP for the expanded Parcel B.

The leading proposer for the second, The Promenade at Fort Monmouth terminated its proposal on February 15, 2018; the second leading proposer, U.S. Home Corporation d/b/a Lennar Monmouth Developers withdrew its bid on June 29, 2020. Both Paramount and Lennar ended negotiations with FMERA as a result of uncertainty and significant changes in the retail marketplace.

RFOTP #3

In September 2020, the Board authorized a third issuance of an RFOTP for Parcel B. The RFOTP envisioned that Parcel B would be an 80+/- acre mixed-use neighborhood village, with integrated residential, retail, commercial uses and public spaces & amenities. The new RFOTP placed greater emphasis on those qualities staff thinks necessary to achieve the type of “vibrant pedestrian environment” and “exciting gateway” into the Fort that was envisioned in the Reuse Plan. Additionally, it sought to offer greater flexibility on the commercial portion of the project, allowing the potential purchaser to better respond to existing marketplace realities pre- and post-closing.

The RFOTP required the construction of 302 residential units, 20% of which were to be affordable to low- and moderate-income households. With the exception of the affordable housing component, proposed housing was to be planned as owner-occupied, for sale units. Consideration of a Main Street design that incorporated first floor commercial space and second story-living space included clear integration between the residential community and commercial development. In addition, proposals were to encourage sustainable and creative design that complemented the walkability, connectivity and accommodated future uses.

The RFOTP was issued on March 19, 2021. Proposals were due on June 16, 2021. The timeline was extended on May 14, 2021 until July 30, 2021. At the time of this meeting, FMERA has not accepted any proposals for Parcel B.

Termination of the RFOTP

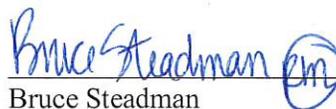
FMERA staff has continued to monitor and evaluate existing market conditions as the global pandemic begins to unwind locally and further continues to evaluate its larger redevelopment scheme as it considers the highest and best use of the Fort’s remaining property, the overall economic impact of planned redevelopment, and potential job creation opportunities.

Based on these factors, in conjunction with significant feedback from industry experts and potential purchasers, FMERA staff no longer believes the proposed redevelopment plan for the Parcel B property is this highest and best use for the property. In strategizing for upcoming RFOTPs, FMERA staff believes that including the Parcel B acreage into a larger RFOTP will further support the highest and best use of the Fort’s remaining acreage. FMERA has a strong interest in bolstering the innovation economy to create more and better jobs locally, as well as throughout the state, and to further revitalize Fort Monmouth. By supporting one or more key sectors, including but not limited to life sciences, information and high tech, clean energy, food and beverage, and film and digital media, the Fort will be positioned to serve as a regional hub for one of these dynamic industries and further attract other business within and around the Fort Monmouth area, as a result. Based on all of the above, FMERA staff supports terminating the open RFOTP and including Parcel B into a larger RFOTP.

The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

Summary

In summary, I am requesting that the Board authorize the Fort Monmouth Economic Revitalization Authority (FMERA) staff to terminate the Request for Offer to Purchase (RFOTP) process with regard to Parcel B on Fort Monmouth’s Main Post prior to proposals being received and therefore without awarding a purchase contract.


Bruce Steadman

Prepared by: Kara Kopach

MEMORANDUM

TO: Members of the Board

FROM: Bruce Steadman
Executive Director

RE: Request for Authorization for the Issuance of a Request for Offers to Purchase for the Mega Parcel in the Boroughs of Eatontown & Oceanport

DATE: July 21, 2021

Request

I am requesting that the Board authorize the Fort Monmouth Economic Revitalization Authority (FMERA) staff to Issue a Request for Offer to Purchase (RFOTP) for the Mega Parcel in the Boroughs of Eatontown & Oceanport on Fort Monmouth's Main Post, in accordance with FMERA's approved sales rules.

Background

The Board approved the Rules for the Sale of Real and Personal Property (the Sales Rules) at the August 17, 2011 Meeting of the Authority. In accordance with Section 19:31C-2.5(a) of the Sales 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 to offer the property for sale through that 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.

The Mega Parcel

The Mega Parcel ("the Property") is an approximately 289± acre parcel of land containing former residential, administrative and R&D buildings, warehouses, workshops and additional general-purpose facilities in the Boroughs of Eatontown and Oceanport, within the Main Post section of Fort Monmouth and as more clearly depicted in Attachment A. The Mega Parcel is conveniently located adjacent to State Route 35, providing easy access to the Garden State Parkway, Route 18, NJ Transit Bus Lines & adjacent to County Route 11 (Oceanport Avenue), which provides direct access to the Little Silver NJ Transit Train Station.

The westernmost 51.1 acres of the Property lie within the Phase 1 area of Fort Monmouth, which requires profit sharing with the U.S. Department of the Army. The remaining 237.9 acres of the Property lie within the Phase 2 area of Fort Monmouth.

The Fort Monmouth Reuse & Redevelopment Plan ("Reuse Plan") contemplates the redevelopment of Fort Monmouth as a mixed-use campus that creates jobs in high growth industries and further envisions a live-work-play community complete with arts & entertainment, small businesses, cultural & civic uses, retail & restaurant uses, and outdoor amenities such as public plazas & walking trails that complement residential and additional

commercial redevelopment. The Mega Parcel would incorporate several “development districts,” defined under the Land Use Rules as follows:

Eatontown Development Districts

Route 35 Lifestyle/Tech Center: This district lies just east of Route 35 and seeks to take advantage of the exceptional visibility which this roadway affords. Large-scale retail development near Route 35, together with residential, mixed-use, office, and institutional development further east, is envisioned.

Oceanport Development Districts

Horseneck Center: This district is the most diverse district within Fort Monmouth. In addition to encouraging a variety of residential housing types and mixed-use development, a substantial amount of civic/institutional use is envisioned. This district includes the Fort Monmouth Historic District, and, thus, has the largest number of historic buildings that are required to be adaptively reused. The Parade Ground (and associated World War II Memorial) & Cowan Park is required to be preserved.

Education/Mixed-use Neighborhood: This district lies apart from the Oceanport Horseneck Center south of the tributary to Oceanport Creek and west of Main Street. It is intended primarily as a residential district, with low- to medium-density housing and some supporting retail, office, and civic/institutional uses.

Green Tech Campus: This district is intended to function as a hub for office/research and development (R&D) uses, with additional civic/institutional buildings, within a campus-like setting.

In addition to the goals outlined in the Reuse Plan, staff proposes aligning the Mega RFOTP with the Governor’s strategic priorities to overcome the State’s largest economic challenges, as described in the Governor’s Economic Plan. FMERA has a strong interest in bolstering the innovation economy to create more and better jobs locally, as well as throughout the state, and to further revitalize Fort Monmouth. By supporting one or more key sectors, including but not limited to life sciences, information and high tech, clean energy, food and beverage, and film and digital media, the Fort will be positioned to serve as a regional hub for one of these dynamic industries and further attract other business within and around the Fort Monmouth area, as a result. In an effort to further support these priorities, the Authority will accept alternate uses other than those within the development districts outlined above, so long as Potential Purchasers can demonstrate how the proposal achieves the highest and best use of the property in accordance with the key sectors and generates associated economic impact. Proposals including alternate uses will require an amendment to the Reuse Plan. In addition to the evaluation score sheet with the criteria and weights, staff will describe aspects and types of projects that the RFOTP seeks to attract and will be scored more highly.

The intent of issuing the Mega Parcel RFOTP is to redevelop the Fort with a forward-looking and transformative project that aims to meet the highest standards of economic and sustainable development. The Mega Parcel is envisioned as a large, cohesive redevelopment project with integrated commercial and amenity-based uses, along with public spaces that support FMERA’s goal of developing a vibrant, walkable community. The proposed development may be mixed-use and consider a campus-like approach, inclusive of a variety of uses and amenities that are complementary. Residential uses are permitted, however the maximum number of residential units in the Borough of Eatontown is 302 and the maximum number of residential units in the Borough of Oceanport is 234. Should any existing agreements for residential development terminate within the Main Post, the RFOTP may be amended via addendum to include additional residential units. Unless an addendum is posted explicitly detailing a permitted increase in residential units, which would require a Reuse Plan amendment, proposals exceeding the residential caps included in this RFOTP will be deemed non-compliant. All proposed residential development requires a twenty percent (20%) set aside for affordable housing.

With regards to the existing buildings on the parcel, the Reuse Plan calls for some buildings to be reused and others to be demolished. As some of the identified reusable buildings have surpassed their useable life, the Mega Parcel permits proposals which envision the demolition of all existing improvements, at the Potential Purchaser’s

sole cost and expense, to achieve the highest and best use of the Property. However, permission to demolish these buildings will require a Reuse Plan amendment.

The redevelopment of land and buildings on Fort Monmouth for uses other than those currently contemplated in the Reuse Plan is subject to separate Board approval of a Reuse Plan amendment or a use variance. In this instance, because the RFOTP would allow offers with uses different than those in the Reuse Plan, the RFOTP will state that changes in use will be subject to a Reuse Plan amendment or a use variance. Further, the RFOTP also permits residential development, however, residential development is not a requirement of the RFOTP. In the instance that the selected Potential Purchaser does not include housing in its proposal, the Reuse Plan amendment must identify alternate locations and future requirements for residential units. Additionally, the Reuse Plan amendment must identify the location of any homeless service provider facility, such as supportive housing or SRO units, required to be provided by FMERA by a legally binding agreement approved by the U.S. Department of Housing and Urban Development.

In some areas of the Mega Parcel, utilities will be available at the frontage. However, there are other areas that are still pending installation of utility infrastructure. Regardless, Potential Purchasers should anticipate additional on and offsite utility and infrastructure improvement costs as a part of proposal budgets. Infrastructure improvement contributions within the boundaries of the Fort will be specifically delineated in the RFOTP.

Authority staff recommends proceeding with the offer to purchase process for the Mega Parcel rather than sealed bids. This recommendation is based on several factors. First, potential purchasers have expressed interest to FMERA staff in acquiring and redeveloping the property in a large, campus like format with integrated and complementary uses. Second, as the reuse of several buildings may no longer represent the highest and best use, staff believes the RFOTP process may allow greater flexibility for selecting the scenario that would maximize the development potential and economic value of the Property. Third, as the development community recovers from the impact of COVID-19, flexibility is critical to allow for the most successful and sustaining development options that support the redevelopment goals of the Reuse Plan. Finally, a parcel of this size will most likely entail a complex redevelopment project, and negotiations are best suited at identifying the specific components and timeline(s) of such a project.

The Real Estate Committee has reviewed the request and recommends it to the Board for approval.

Recommendation

In summary, I am requesting that the Board approve the Fort Monmouth Economic Revitalization Authority staff to make the Mega Parcel in Fort Monmouth's Eatontown & Oceanport Reuse Areas available through the offer to purchase process, in accordance with FMERA's approved Sales Rules.

Bruce Steadman

Bruce Steadman

Attachments: Parcel Map
Prepared by: Sarah Giberson