

**Fort Monmouth Economic Revitalization Authority
Board Meeting
November 2, 2022
Public Meeting and Teleconference**

MINUTES OF THE MEETING

Members of the Authority and/or Designees present:

- Anthony Talerico, Jr. – Mayor of Eatontown – **V (Serving as Vice-Chairperson)**
- Lillian Burry – Monmouth County Commissioner – **V**
- Stephen Gallo – Public Member – **V**
- Jay Coffey – Mayor of Oceanport – **V**
- Tracy Buckley – Tinton Falls Borough Council President – **V - Designee**
- Jamera Sirmans – Associate Counsel, Governor’s Authorities Unit – **V – Designee**
- Jorge Santos – Chief Real Estate Development Officer, NJEDA – **V - Designee**
- Robert Long – Deputy Commissioner, NJ Department of Community Affairs – **Designee**
- William Riviere – Principal Planner, NJ Department of Transportation – **Designee**
- Wayne Smith – State Veterans Program Coordinator, NJ Department of Labor & Workforce Development – **Designee**

V – Denotes Voting Member

Members of the Authority and/or Designees not present:

- Elizabeth Dragon – Assistant Commissioner Community Investment and Economic Revitalization - **Designee**

Also present:

- Kara Kopach, Executive Director
- FMERA staff:
 - Regina McGrade – Administrative Manager
 - Jennifer Lepore, Accounting Manager
 - Sarah Giberson – Senior Project Officer Marketing & RE Development
 - Upendra Sapkota – Senior Project Office, Planning & Development
 - Kristy Dantes – Director of Facilities & Infrastructure
 - Joe Fallon – Senior Environmental Officer
 - Laura Drahushak – Director of Legal Affairs
- Matt Reagan, Deputy Attorney General (DAG)

The meeting was called to order by Mayor Anthony Talerico, Jr. at 5:00p.m. and followed by the Pledge of Allegiance.

Kara Kopach announced that in accordance with the Open Public Meetings Act, notice of the meeting was sent to the Asbury Park Press and the Star Ledger at least 48 hours prior to the meeting, and that the meeting notice has been duly posted on the Secretary of State’s bulletin board at the State House, and the FMERA website.

WELCOME

Anthony Talerico, Jr. welcomed attendees to the Authority’s meeting. Mr. Talerico stated that a copy of the Board package was posted to the FMERA website to give the public the opportunity to review the information in advance of the meeting. Mr. Talerico stated that there are 2 public comments, the first being public comment regarding any of the Board actions and the second being any FMERA business.

The first item of business was the approval of the September 26th regular meeting minutes. A motion as made to approve the minutes by Jamera Sirmans and seconded by Lillian Burry.

Kara Kopach conducted a roll call vote.

NAME	YES	NO	ABSTAIN
Anthony Talerico	X		
Lillian Burry	X		

Steve Gallo	X		
Jay Coffey	X		
Tracy Buckley	X		
Jamera Sirmans	X		
Jorge Santos			X

Motion to Approve: JAMERA SIRMANS Second: LILLIAN BURRY
 Ayes: 6

Jorge Santos abstained from voting stating that he was not at the September meeting.

PUBLIC COMMENT REGARDING BOARD AGENDA ITEMS (3 minutes re: Agenda Items)

There was no public comment.

EXECUTIVE DIRECTOR/SECRETARY’S REPORT & UPDATE

Kara Kopach stated that the Board would be entering into Executive Session after the second public comment period.

COMMITTEE REPORTS

1. AUDIT COMMITTEE

Kara Kopach stated that the Committee did not meet this month.

2. REAL ESTATE COMMITTEE

The Real Estate Committee met on September 13th and discussed and approved the following Board Actions:

- Second Amendment to the Reinstated, Amended & Merged PSARA with OPort Partners, LLC for properties in Oceanport. OPort Partners has requested a modification to the Project description to include additional Research & Development uses and additional food, recreational and flex/warehouse space. The Committee reviewed the request and recommended it to the Board for approval.
- Third Amendment to the PSARA with RPM Development, LLC for the Nurses Quarters in Oceanport. RPM requested a 6-month extension to the Approval Period while awaiting confirmation that changes to the Project would be acceptable to FMERA and the Borough of Oceanport. Due to the uncertainty of obtaining all approvals through year-end RPM requested an extension until July 14, 2023. The Committee reviewed the request and recommended it to the Board for approval.
- Consent to adoption of Redevelopment Plan Amendment #15 to the Reuse and Redevelopment Plan by the Borough of Oceanport. FMERA received an application from the Borough of Oceanport for the Authority’s consent to the adoption of Amendment #15 to the Reuse Plan as a redevelopment plan for the Commissary & PX Parcel, the Post Office Area and Warehouse District. The Committee reviewed the request and recommended it to the Board for approval.

Other Items:

1. Mega RFOTP
2. Demolition MOU with Oceanport
3. Marketing and roadway signage

After Mayor Talerico recused himself from the last item, the Committee discussed the Myer Center Closing.

ENVIRONMENTAL STAFF ADVISORY COMMITTEE (DIANE DOW, CHAIRWOMAN)

Kara Kopach, on behalf of Elizabeth Dragon stated that the Committee met on October 3rd and discussed the following.

- Howard Commons Parcel: Plan Amendment # 19 & recent Environmental Due Diligence Work

The resolution is attached hereto and marked Exhibit 2.

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

Kara Kopach conducted a roll call vote.

NAME	YES	NO
Anthony Talerico	X	
Lillian Burry	X	
Steve Gallo	X	
Jay Coffey	X	
Tracy Buckley	X	
Jamera Sirmans	X	
Jorge Santos	X	

Motion to Approve: JAY COFFEY Second: LILLIAN BURRY

Ayes: 7

- 3. Consideration of Approval of a Consent to the adoption of Redevelopment Plan Amendment #15 to the Fort Monmouth Reuse and Redevelopment Plans by the Borough of Oceanport.

Laura Draushak read a summary of the Board memo.

The resolution is attached hereto and marked Exhibit 3.

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

Kara Kopach conducted a roll call vote.

NAME	YES	NO
Anthony Talerico	X	
Lillian Burry	X	
Steve Gallo	X	
Jay Coffey	X	
Tracy Buckley	X	
Jamera Sirmans	X	
Jorge Santos	X	

Motion to Approve: LILLIAN BURRY Second: JAY COFFEY

Ayes: 7

OTHER ITEMS

There were no other items before the Board.

PUBLIC COMMENT REGARDING ANY FMERA BUSINESS (5 minutes re: any FMERA business)

There was no public comment.

Mayor Talerico announced that the Board was to adjourn the Public Session of the meeting and enter into Executive Session – OPMA Exemption N.J.S.A. 10:4-12(b)(7) for a discussion regarding pending or anticipated contract negotiations.

Mayor Talerico stated that after Executive Session, the Board would enter back into the public meeting and adjourn.

Kara Kopach stated that the minutes would become available when the need for confidentiality no longer exists and that no action will be taken after the Executive Session which was anticipated to last 20 minutes.

Mayor Talerico asked for a motion to go into executive session to discuss pending or anticipated contract negotiations.

A motion was made by Jamera Sirmans and seconded by Tracy Buckley.

Kara Kopach conducted a roll call vote.

NAME	YES	NO
Anthony Talerico	X	
Lillian Burry	X	
Steve Gallo	X	
Jay Coffey	X	
Tracy Buckley	X	
Jamera Sirmans	X	
Jorge Santos	X	
Robert Long	X	
William Riviere	X	
Wayne Smith	X	

The Board adjourned the Public Session of the meeting at 5:22 and entered into Executive Session – OPMA Exemption N.J.S.A. 10:4-12(b)(7) – Discussion regarding pending or anticipated contract negotiations.

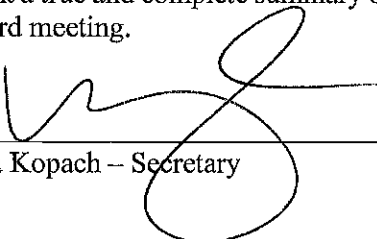
On a motion by Lillian Burry, seconded by Jay Coffey and unanimously approved by all voting members present, the Board adjourned the Executive Session at 5:44 and opened the Public Session.

Kara Kopach conducted a roll call vote.

NAME	YES	NO
Anthony Talerico	X	
Lillian Burry	X	
Steve Gallo	X	
Jay Coffey	X	
Tracy Buckley	X	
Jamera Sirmans	X	
Jorge Santos	X	
Robert Long	X	
William Riviere	X	
Wayne Smith	X	

There being no further business, on a motion by Lillian Burry and seconded by Jay Coffey and unanimously approved by all voting members present, the meeting was adjourned at 5:46p.m.

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


Kara Kopach – Secretary

ADOPTED
November 2, 2022

Resolution Regarding
Second Amendment to the Reinstated Amended and Merged Purchase and Sale & Redevelopment
Agreement with OPort Partners, LLC for the Warehouse, Post Office, Commissary/PX & the Parking Lot in
Oceanport

WHEREAS, at the December 2017 meeting, staff recommended, and the Board approved the issuance of three separate Request for Offers to Purchase (“RFOTPs”) for the Commissary and PX, the Warehouse District, and the Post Office Area with the option to propose individual or interrelated projects on one or more parcels; and

WHEREAS, since all of these parcels were in close proximity to one another and to facilitate proposals of the highest and best use, the RFOTP scoring provided additional consideration to parties who proposed to purchase multiple parcels. Additionally, parties bidding on the Commissary & PX and/or the Warehouse District had the option of also bidding on the Parking Area and received additional scoring consideration over bidders on those parcels who elected not to bid on the Parking Area; and

WHEREAS, the PSARA for the Post Office and Warehouse Parcels between FMERA and OPort Partners, LLC (“OPort” or “Purchaser”) was approved by the Board at its July 17, 2019 (“Warehouse PSARA”) meeting and executed by FMERA and OPort on September 16, 2019; and

WHEREAS, the PSARA for the Commissary/PX and Parking Lot (“Commissary PSARA”) was approved by the Board at its November 13, 2019 meeting and executed by FMERA and OPort on February 5, 2020; and

WHEREAS at the June Board meeting, the Board approved the merger of the Post Office, Parking Lot and Commissary/PX parcels for one cohesive parcel to encompass Class A office space which can support both general and food related research uses and flex space as ancillary related product storage and distribution in support of other primary uses. The merger also serves as a support to the Commissary space, which shall serve as an enrichment center incorporating a provision for food services, a culinary school, crafts production, arts adaptation (including music and art facilities for enrichment learning for all ages) as well as the display of art. The complex may also potentially include retail, office, entertainment, research and development. This merger simplifies land use planning and land use compliance. In order to facilitate the merger, timelines including Due Diligence, Approval Period, Reuse Plan Amendment, and Closing between the Warehouse and Commissary Parcels were aligned within this amendment; and

WHEREAS, the Purchase Price was reduced in exchange for an expedited closing by September 30, 2020 in which OPort agreed to close without receiving All Approvals to allow FMERA to meet its financial obligations for 2020. If Purchaser did not close by September 30, 2020, OPort must pay the original Purchase Price of Four Million Nine Hundred and Fifty Thousand dollars. The reduced purchase price remains above the required minimum bids threshold as required under the RFOTP; and

WHEREAS, the PSARA was also Reinstated as Purchaser had conditionally terminated the Warehouse PSARA by letter dated April 22, 2020 and the Commissary PSARA by letter dated June 5, 2020 with the hope that FMERA would provide an extension to the Due Diligence Period to completed additional environmental testing and building inspection. FMERA agreed to both extensions as OPort was working in good faith during the Due Diligence Period and was entitled to additional time to investigate the site; and

WHEREAS, subject to Section 8(c)(i) of the Reinstated, Amended and Merged Purchase and Sale and Redevelopment Agreement, the Purchase Price for the Property was to be reduced to a total of Four Million three Hundred Fifty Thousand Dollars in the event OPort exercised its option to waive All Approvals and close early on the Property, by September 30, 2020. Due to unforeseen items in the closing process, OPort requested and the FMERA Board granted an extension to the Closing timeline of October 20, 2020. OPort closed on the Property on October 16, 2020, and received a reduction of the Purchase Price, as defined under the Agreement; and

WHEREAS, citing changes to various market conditions brought about by Covid-19, in particular the decline of traditional office occupancy, Purchaser requested via phone call and email dated August 19, 2022, a modification to the Project description to include additional Research and Development uses, as permitted within District A under Plan Amendment #15, to attract a larger potential pool of tenants given market conditions. OPort has been proceeding with the Project in good faith and the requested expansion of uses is in alignment with the Reuse Plan. As such, FMERA recommends the following revisions to the material terms as described in the attached memorandum; and

WHEREAS, all other material terms of the Reinstated, Amended and Merged PSARA will remain unchanged. The attached Second Amendment to Reinstated, Amended and Merged PSARA is not in substantially final form. The final terms of the Second Amendment will be subject to the approval of FMERA's Executive Director and as to form by the Attorney General's Office. The Real Estate Committee has approved the request and recommends it to the Board for approval.

THEREFORE, BE IT RESOLVED THAT:

1. The Authority approves the Second Amendment to the Reinstated Amended and Merged Purchase and Sale & Redevelopment Agreement with OPort Partners, LLC for the Warehouse, Post Office, Commissary/PX & the Parking Lot 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: November 2, 2022

EXHIBIT 1

**Resolution Regarding
Third Amendment to the Purchase and Sale & Redevelopment Agreement with RPM Development, LLC for
the Nurses Quarters in Oceanport**

WHEREAS, on November 13, 2019, the Board authorized the execution of the PSARA between FMERA and RPM Development Group for the Nurses Quarters Property, an approximately 3.75± acre parcel of land containing two buildings (Buildings 1077 and 1078) totaling approximately 18,655 gsf located on Main Street and Stephenson Avenue in the Main Post Area of Fort Monmouth; the PSARA was executed on January 14, 2020; and

WHEREAS, RPM's proposal for the Nurses Quarters calls for residential uses consisting of thirty-four residential units broken down into a mix of ten three to four-bedroom owner-occupied townhomes and the reuse of twenty-four one- and two-bedroom apartments as rentals, and seven of the apartments will be designated affordable housing flats and the seven affordable housing flats are subject to confirmation that they satisfy Purchaser's obligation to set aside twenty (20%) percent of the total residential units on this Parcel as housing that is affordable to low- and moderate-income households; and

WHEREAS, RPM will pay Two Million One Hundred and Fifty Thousand Dollars for the property and shall have a total Capital Investment, net of the Purchase price, of Six Million Six Hundred Ninety Thousand Dollars; and

WHEREAS, under the terms of the PSARA, Seller was to deliver to Purchaser a survey to be used during Due Diligence for Title review, but due to a delay in the delivery of the survey for the site, RPM requested a Due Diligence extension of sixty days to complete its investigation of the suitability of the Property for redevelopment therefore FMERA staff requested and the Board approved a Due Diligence extension until May 14, 2020; the First Amendment was executed on March 12, 2020; and

WHEREAS, on September 25, 2020, the FMERA Board approved transmittal to the host municipalities Reuse Plan Amendment #16, which included an alternative development scenario for the Borough of Oceanport for both the Nurses Quarters Property and the Barker Circle parcel. After the 45-day comment period, FMERA decided to move forward with only an alternative development scenario for the Barker Circle parcel and to address the Nurses Quarters Property in a separate Reuse Plan Amendment; and

WHEREAS, since that time, the Purchaser has been in discussions with the Borough of Oceanport regarding the configuration of the site, and in particular the location of the driveway servicing the parcel along with the setbacks from Main Street; and

WHEREAS, a special development committee formed by the Oceanport Planning Board indicated a willingness to accommodate the project if the ingress and egress were modified and if the setback was held at the proposed depth; the Planning Board will have an additional opportunity to provide comment during the 45-day public comment period; and

WHEREAS, the Approval Period expired on May 14, 2021 and an Amendment to the Reuse Plan to accommodate the Project is a condition precedent to closing; and

WHEREAS, on March 16, 2022, the FMERA Board approved the transmittal to the host municipalities of Reuse Plan Amendment #18 which included an alternative development scenario for the Nurses Quarters Property. Reuse Plan Amendment #18 was transmitted on April 4, 2022, and the 45-day comment period ended on May 18, 2022; and

WHEREAS, at its April 2022 meeting, the FMERA Board approved the Second Amendment to the Agreement, which retroactively extended the Approval Period for six months until January 14, 2023; and

WHEREAS, following the adoption of Reuse Plan Amendment #18 in July 2022, RPM notified FMERA via email on August 15, 2022, that it wished to modify the Project as defined, citing a change in market conditions that indicate that demand for a small for-sale community would not be economically profitable given the site constrictions requiring a shared driveway for the townhouses. As such, RPM requested that the ten owner-occupied townhouses targeted in the Project be converted to rental units with a reduced footprint of 1850 square feet with no Homeowners Association; and

WHEREAS, on October 12, 2022, RPM requested via email, a six-month extension to the Approval Period, set to expire January 14, 2023. As RPM has been awaiting confirmation that changes to the Project would be acceptable to FMERA and the Borough of Oceanport, it has been proceeding in good faith towards obtaining all approvals to the extent possible but has been delayed in finalizing all applications. RPM further expressed concerns with obtaining all approvals through “year-end” and requested an extension until July 14, 2023. FMERA reviewed these requests and believes the modification of the Project continues to support the highest and best use of the Property and the approval of a six-month extension to the Approval Period best supports the furtherance of the Nurses Quarters redevelopment; and

WHEREAS, all other terms of the PSARA will remain unchanged. The attached Third 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 a review as to form by 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 with RPM Development, LLC for the Nurses Quarters 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: November 2, 2022

EXHIBIT 2

Resolution Regarding
Consent to adoption of Redevelopment Plan Amendment #15 to the Fort Monmouth Reuse and Redevelopment Plan” (“Redevelopment Plan”) by the Borough of Oceanport.

WHEREAS, the N.J. Local Redevelopment and Housing Law (LRHL) offers municipalities tools to encourage redevelopment in areas that meet the statutory criteria of an *area in need of redevelopment*. On December 16, 2021, the Borough of Oceanport authorized the Borough Planning Board to conduct a study of an Oceanport area of Fort Monmouth to investigate whether all or a portion of certain properties located in the Borough within the former Fort Monmouth, and identified as the “Warehouse” parcel and the “District A” parcel (which includes parcels formerly designated as the “Post Office” parcel, “Parking” parcel and “Commissary” parcel) consisting of Block 110.13, Lot 1 and Block 110.14, Lot 1 (collectively the “Study Area”) meets the statutory criteria for such designation. Per the LRHL, the designation may be made if, following the investigation by the planning board and a public hearing for which notice has been given, the area is determined to meet one or more of the statutory criteria; and

WHEREAS, on June 28, 2022, the Oceanport Planning Board held a public hearing, with notice of the hearing completed pursuant to the LRHL. The Oceanport Planning Board determined that the properties located within the study area meet the criteria set forth in the LRHL. On July 26, 2022, the Borough approved the designation as a non-condemnation area in need of redevelopment per the Planning Board’s findings, via resolution and subject to the consent of the FMERA Board; and

WHEREAS, on August 17, 2022, the FMERA Board approved the consent to the designation of the area in need of redevelopment and on October 18, 2022, FMERA received the application from the Borough of Oceanport for the Authority’s consent to the adoption of Amendment #15 to the Fort Monmouth Reuse and Redevelopment Plan as a redevelopment plan for the Warehouse and District A parcels. Amendment #15 to the Fort Monmouth Reuse and Redevelopment Plan was approved by the FMERA Board on August 19, 2020; and

WHEREAS, pursuant to N.J.A.C. 19:31C–3.25(b)(1) the Authority’s consent is required for Oceanport’s “adoption of a redevelopment plan pursuant to LRHL for a duly designated area in need of redevelopment or rehabilitation or a portion thereof.” FMERA staff has reviewed the application and the Redevelopment Plan for selected properties as designated by the Borough of Oceanport as a non-condemnation area in need of redevelopment; and

WHEREAS, the proposed Redevelopment Plan will govern the Commissary & PX Parcel, and the Post Office Area (“District A”) and the Warehouse District (collectively the “Parcels”). District A is an approximately 11-acre property and including Building 1007, the former grocery and previously contained five buildings. District A borders on Razor Avenue and Murphy Drive in the Oceanport Reuse Area of the Fort. The Warehouse District is an approximately 7.7-acre site, previously containing seven buildings (five general purpose administrative buildings constructed in 1943 and two warehouse buildings constructed in 1954 warehouse buildings). The Warehouse District is bounded by Razor Avenue, Murphy Drive and the Monmouth County Emergency Homeless Shelter; and

WHEREAS, the proposed Redevelopment Plan will maintain the development concepts and plans articulated in the Reuse Plan but further permits alternative development scenarios on the Parcels that was adopted by the FMERA Board on August 19, 2020, as Plan Amendment #15; and

WHEREAS, pursuant to N.J.A.C. 19:31C–3.25(b), FMERA staff reviewed the proposed application and proposed Redevelopment Plan based on the criteria as described in the attached memorandum; 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 consent with condition to the adoption of Redevelopment Plan Amendment #15 to the Fort Monmouth Reuse and Redevelopment Plan by the Borough of Oceanport in accordance with the N.J. Local Redevelopment and Housing Law (LRHL) and Fort Monmouth Land Use Rules.

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: November 2, 2022

EXHIBIT 3