

NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

March 14, 2013

MINUTES OF THE MEETING

Members of the Authority present: Al Koepe, Chairman; Melissa Orsen representing the Executive Branch; Jim Kelly representing the State Treasurer; Fred Zavaglia representing the Commissioner of the Department of Labor and Workforce Development; Christopher Hughes representing the Commissioner of the Department of Banking and Insurance; Public Members: Joseph McNamara, Vice Chairman; Marjorie Perry, Harold Imperatore, Charles Sarlo, Larry Downes, Elliot M. Kosoffsky, Second Alternate Public Member; and Brian Nelson, Third Alternate Public Member; and Rodney Sadler, Non-Voting Member.

Present via conference call: Ray Burke, First Alternate Public Member.

Also present: Michele Brown, Chief Executive Officer of the Authority; Timothy Lizura, President and Chief Operating Officer; Deputy Attorney General Sudi Solomon; Brett Tanzman, Governor's Authorities' Unit; and staff.

Absent: Colleen Kokas representing the Commissioner of the Department of Environmental Protection, and Richard Tolson, Public Member.

Chairman Koepe called the meeting to order at 10 a.m.

Pursuant to the Internal Revenue Code of 1986, Ms. Brown announced that this was a public hearing and comments are invited on any Private Activity bond projects presented today.

In accordance with the Open Public Meetings Act, Ms. Brown announced that notice of this meeting has been sent to the *Star Ledger* and the *Trenton Times* at least 48 hours prior to the meeting, and that a meeting notice has been duly posted on the Secretary of State's bulletin board at the State House.

MINUTES OF AUTHORITY MEETING

The next item of business was the approval of the February 12, 2013 regular and executive session meeting minutes. A motion was made to approve the minutes by Ms. Perry, seconded by Mr. McNamara, and was approved by the 13 voting members present.

FOR INFORMATION ONLY: The next item was the presentation of the Chief Executive Officer's Monthly Report to the Board.

AMENDED BOND RESOLUTIONS

PROJECT: AZ Holdings, LLC **APPL.#37820**
LOCATION: South Amboy/Middlesex
PROCEEDS FOR: Acquisition, Renovation
FINANCING: \$1,350,000, Tax-Exempt
MOTION TO APPROVE: Mr. Downes **SECOND:** Mr. Imperatore **AYES:** 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 1

LOANS/GRANTS/GUARANTEES

PETROLEUM UNDERGROUND STORAGE TANK PROGRAM

INFORMATION ONLY: The next item was a summary of Funding Status for the Petroleum Underground Storage Tank and Hazardous Discharge Site Remediation Fund Programs.

The following projects were presented under the Petroleum Underground Storage Tank Program.

PROJECT: Susan Castano **APPL.# 38013**
LOCATION: Nutley/Essex
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: \$145,259 Petroleum UST remediation, Upgrade and Closure Fund Grant
MOTION TO APPROVE: Ms. Perry **SECOND:** Mr. McNamara **AYES:** 13
RESOLUTION ATTACHED AND MARKED EXHIBIT:2

PROJECT: Robert Savary & Karin Savary **APPL.# 37865**
LOCATION: Pennsauken/Camden
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: \$132,244 Petroleum UST remediation, Upgrade and Closure Fund Grant
MOTION TO APPROVE: Ms. Perry **SECOND:** Mr. Downes **AYES:** 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 2

INFORMATION ONLY: The next item was is a summary of the Petroleum Underground Storage Tank Program projects approved by the Delegated Authority.

HAZARDOUS DISCHARGE SITE REMEDIATION FUND PROGRAM

The following municipal projects were presented under the Hazardous Discharge Site Remediation Fund Program

PROJECT: Borough of Glassboro (Lew's Auto) **APPL.#37799**
LOCATION: Glassboro/Gloucester
PROCEEDS FOR: Remedial Investigation
FINANCING: \$156,853 Hazardous Discharge Site Remediation Fund loan
MOTION TO APPROVE: Mr. Nelson **SECOND:** Mr. McNamara **AYES: 13**
RESOLUTION ATTACHED AND MARKED EXHIBIT: 3

INCENTIVE PROGRAMS

BUSINESS EMPLOYMENT INCENTIVE PROGRAM

PROJECT: American Stock Transfer and Trust Co., LLC. **APPL.#38100**
LOCATION: Clifton/Passaic **BUSINESS:** financial services
GRANT AWARD: 55 % **Business Employment Incentive grant**, 10 years
MOTION TO APPROVE: Ms. Perry **SECOND:** Mr. McNamara **AYES: 13**
RESOLUTION ATTACHED AND MARKED EXHIBIT: 4

GROW NEW JERSEY ASSISTANCE PROGRAM

ITEM: Honeywell International, Inc.
LOCATION: Morris Plains/Morris
REQUEST: To approve the at risk jobs finding.
MOTION TO APPROVE: Mr. McNamara **SECOND:** Mr. Kosoffsky **AYES: 13**
RESOLUTION ATTACHED AND MARKED EXHIBIT: 5

PROJECT: Honeywell International, Inc.

LOCATION: Morris Plains/Morris

REQUEST: To approve the \$40,000,000 Grow New Jersey award

MOTION TO APPROVE: Ms. Perry **SECOND:** Ms. Orsen **AYES:** 13

RESOLUTION ATTACHED AND MARKED EXHIBIT: 6

TECHNOLOGY BUSINESS TAX CERTIFICATE TRANSFER PROGRAM

ITEM: Technology Business Tax Certificate Transfer Program

REQUEST: To approve revised regulations for the Technology Business Tax Certificate Transfer program. Rule amendments will be submitted for publication in the New Jersey Register, subject to the review and approval of the Attorney General's Office and the Office of Administrative Law.

MOTION TO APPROVE: Ms. Orsen **SECOND:** Mr. Imperatore **AYES:** 13

RESOLUTION ATTACHED AND MARKED EXHIBIT: 7

BOARD MEMORANDUMS

ITEM: Axcan Pharma US, Inc. (APUI) P23062

REQUEST: To approve consent of (i) the acquisition of Eurand, Inc. by Axcan Pharma, Inc., the parent company of APUI, and the subsequent name changes of APUI and Eurand to Aptalis Pharma US, Inc. and Aptalis Pharmatech, Inc respectively; and (ii) the addition of Eurand as a participating entity on the grant.

MOTION TO APPROVE: Ms. Perry **SECOND:** Mr. Imperatore **AYES:** 13

RESOLUTION ATTACHED AND MARKED EXHIBIT: 8

ITEM: PAETEC Communications, Inc. P16459

REQUEST: To approve consent to the acquisition of PAETEC Holding Corporation and its subsidiaries by Windstream Communications, Inc., including our BEIP recipient PAETEC Communications, Inc. No name change has occurred, only a change in control at the parent level as a result of the acquisition.

MOTION TO APPROVE: Mr. McNamara **SECOND:** Mr. Kosoffsky **AYES:** 13

RESOLUTION ATTACHED AND MARKED EXHIBIT: 9

ITEM: Princeton Montessori Society

REQUEST: To approve consent to modify existing Bonds to add a new interest rate mode of 30-day LIBOR + 1.3975% (tax free equivalent of LIBOR + 2.15%) subject to an existing interest rate hedge which fixes the rate at 4.4225%. This change will allow the bank to directly purchase the bonds and terminate its Letter of Credit supporting this financing.

MOTION TO APPROVE: Ms. Perry **SECOND:** Mr. Nelson **AYES:** 13

RESOLUTION ATTACHED AND MARKED EXHIBIT: 10

ITEM: SWP Real Estate, LLC and East Coast Panelboard, Inc.

REQUEST: To approve consent to various amendments to Bond Financing Agreement, the terms of an IRS closing Agreement, Mortgage Modification Agreement, Subordination Agreement and Amendment to Intercreditor Agreement regarding the \$6,550,000 EDA guaranteed bond and the \$2,220,486 stand alone bond to remedy a tax compliance issue with the bonds.

MOTION TO APPROVE: Mr. Kosoffsky **SECOND:** Ms. Orsen **AYES:** 13

RESOLUTION ATTACHED AND MARKED EXHIBIT: 11

ITEM: Visual Arts Center of New Jersey, a NJ Non-profit Corporation

REQUEST: To approve consent to: (i) modify the existing bond to reduce the interest rate from 5.24% to 4.18%, and (ii) provide a new principal and interest payment schedule; and (iii) modify the prepayment fee calculation.

MOTION TO APPROVE: Ms. Perry **SECOND:** Mr. Kosoffsky **AYES:** 13

RESOLUTION ATTACHED AND MARKED EXHIBIT: 12

PUBLIC HEARING: Yes

PUBLIC COMMENT: None

ITEM: Woodrose Properties Golden Swan, LLC - P21755

REQUEST: To approve consent to: (i) substitution of senior lenders from First Colonial Bank to Fulton Bank; and (ii) consent to the release of the Northeast regional Council of Carpenters as co-borrower on our loan in exchange for a pledge of additional real estate collateral from Robert Torricelli who will continue to personally guarantee this loan.

MOTION TO APPROVE: Mr. Downes **SECOND:** Mr. Imperatore **AYES:** 11

RESOLUTION ATTACHED AND MARKED EXHIBIT: 13

Vice Chairman McNamara recused himself because his firm has a relationship with Woodrose Properties.

Mr. Kosoffsky recused himself because his firm has a real estate transaction with Fulton Bank.

FOR INFORMATION ONLY: Summary of the projects approved under Delegated Authority in February 2013:

New Jersey Business Growth Fund: Baker Boy Properties, LLC - P38098

Premier Lender Program: Akcorp, LLC. – P37887; Diamond Family Partners, LLC – P37889; Logistic Solutions, Inc. – P37958 & P37959

Small Business Fund Program: 330 Fairfield Road, LLC – P37981

Camden ERB: Camden Coalition of Healthcare Providers – P37990

Community Economic Development Program – Modification: Millville Urban Redevelopment Corp. P37784

CEO Brown welcomed new board member Melissa Orsen, who is Chief of Staff, Lt. Governor's office.

Ms. Brown announced that new board member Jerry Langer will join the board in April.

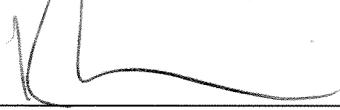
Ms. Brown introduced Terry Boylan, new Director of Governance & Communications to the board members.

PUBLIC COMMENT

There was no comment from the public.

There being no further business, on a motion Ms. Perry, and seconded by Mr. McNamara, the meeting was adjourned at 11 a.m.

Certification: The foregoing and attachments represent a true and complete summary of the actions taken by the New Jersey Economic Development Authority at its meeting.



Kim Ehrlich, Assistant Secretary