

# NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

March 13, 2014

## MINUTES OF THE MEETING

Members of the Authority present: Al Koepp, Chairman; State Treasurer Andrew Sidamon-Eristoff; Commissioner Kenneth Kobylowski of the Department of Banking and Insurance; Assistant Commissioner Robert Marshall of the Department of Environmental Protection; Fred Zavaglia representing the Commissioner of the Department of Labor and Workforce Development; Public Members: Joseph McNamara, Vice Chairman; Marjorie Perry, Larry Downes, Charles Sarlo, Brian Nelson, Fred B. Dumont, Elliot M. Kosoffsky, Second Alternate Public Member; Harold Imperatore, Third Alternate Public Member; and Rodney Sadler, Non-Voting Member.

Present via conference call: Public Member Jerry Langer, and 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 Bette Renaud; Christopher Howard, Governor's Authorities' Unit; and staff.

Absent: Melissa Orsen representing the Executive Branch

Chairman Koepp 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 regular minutes of the February 11, 2014 meeting. A motion was made to approve the minutes by Mr. McNamara, seconded by Ms. Perry, and was approved by the 15 voting members present.

The next item of business was the approval of the February 24, 2014 special meeting minutes. A motion was made to approve the minutes by Mr. McNamara, seconded by Ms. Perry, and was approved by the 14 voting members present.

*State Treasurer Andrew Sidamon-Eristoff abstained because he was not present during the February 24, 2014 special meeting*

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

**BOND PROJECTS**

**AMENDED BOND RESOLUTIONS**

**PROJECT:** Far Hills Country Day School **APPL.#38989**  
**LOCATION:** Multi City/Somerset  
**PROCEEDS FOR:** Co-educational day school  
**FINANCING:** \$7,475,000 Tax-Exempt Bond  
**MOTION TO APPROVE:** Ms. Perry **SECOND:** Mr. McNamara **AYES:** 15  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 1**

**PRELIMINARY BOND RESOLUTIONS**

*Ms. Perry left the meeting at this time.*

**PROJECT:** Washington Street University Housing, Associates, LLC **APPL.#39001**  
**LOCATION:** Newark/Essex Cty  
**PROCEEDS FOR:** Construction of new building or addition  
**FINANCING:** \$ 94,860,000, Tax-Exempt Bond  
**MOTION TO APPROVE:** Mr. Downes **SECOND:** Commissioner Kobyłowski **AYES:** 14  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 2**

*Ms. Perry returned to the meeting at this time.*

**INCENTIVE PROGRAMS**

**GROW NEW JERSEY ASSISTANCE PROGRAM**

**PROJECT:** Procedyne Corporation **APPL.#38985**  
**LOCATION:** New Brunswick/Middlesex  
**REQUEST:** To approve the finding of jobs at risk  
**MOTION TO APPROVE:** Mr. Nelson **SECOND:** Mr. McNamara **AYES:** 15  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 3**

**PROJECT:** Procedyne Corporation **APPL.#38985**  
**LOCATION:** New Brunswick/Middlesex  
**TOTAL AWARD:** \$140,875, 10 year term  
**MOTION TO APPROVE:** Mr. Kosoffsky **SECOND:** Ms. Perry **AYES:** 15  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 4**

**PROJECT:** Sony Music Entertainment **APPL.#38997**  
**LOCATION:** Rutherford/Bergen  
**TOTAL AWARD:** \$162,500, 10-year term  
**MOTION TO APPROVE:** Ms. Perry **SECOND:** Mr. Dumont **AYES:** 15  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 5

**PROJECT:** Association Headquarters, Inc **APPL.#38900**  
**LOCATION:** Rutherford/Bergen  
**REQUEST:** To approve the finding of jobs at risk  
**MOTION TO APPROVE:** Mr. Langer **SECOND:** Ms. Perry **AYES:** 15  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 6

**PROJECT:** Association Headquarters, Inc **APPL.#38900**  
**LOCATION:** Rutherford/Bergen  
**ANNUAL GRANT AWARD:** \$336,814, 10-year term  
**MOTION TO APPROVE:** Ms. Perry **SECOND:** Mr. McNamara **AYES:** 15  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 7

### **FILM TAX CREDIT TRANSFER PROGRAM**

**ITEM:** New Jersey Film Tax Credit Transfer Program  
**REQUEST:** To approve the following Film Tax Credit Projects for allocations in State FY 2014 and FY 2015.  
**MOTION TO APPROVE:** Ms. Perry **SECOND:** Mr. Nelson **AYES:** 15  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 8

**PROJECT:** Northern Entertainment, Inc.  
**MAX AMOUNT OF TAX CREDITS:** \$806,328

**PROJECT:** Briefcase Films, LLC  
**MAX AMOUNT OF TAX CREDITS:** \$60,091

**PROJECT:** Open 4 Business, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$4,150,645

**PROJECT:** Bartlett Films, LLC (supp.)  
**MAX AMOUNT OF TAX CREDITS:** \$179,760

**PROJECT:** Junction The Movie, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$136,580

**PROJECT:** The MLB Network, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$33,389

**PROJECT:** The MLB Network, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$25,163

**PROJECT:** The MLB Network, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$6,494

**PROJECT:** The MLB Network, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$91,003

**PROJECT:** The MLB Network, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$684,734

**PROJECT:** The MLB Network, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$20,000

**PROJECT:** Purgatory, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$530,922

**PROJECT:** Split Endz Productions, LLC (supp.)  
**MAX AMOUNT OF TAX CREDITS:** \$19,473

**PROJECT:** The Perfect Age, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$227,098

**PROJECT:** Day Twenty Eight Films Apple, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$630,000

**PROJECT:** HOAV, LLC.  
**MAX AMOUNT OF TAX CREDITS:** \$318,649

### **BOARD MEMORANDUMS**

**ITEM:** DG3 North America, Inc (“DG3”)  
\$94,000 UEZ energy Sales Tax Exemption (“U-STX”)  
**REQUEST:** To approve consent of DG3’s application to participate in the U-STX program.  
**MOTION TO APPROVE:** Mr. Nelson **SECOND:** Mr. Imperatore **AYES:** 15  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 9**

**ITEM:** Citigroup Global Markets, Inc , Citigroup Technology, Inc., Citicorp North America, Inc., Citigroup management Corp., and Citibank, N. A. (collectively “Citigroup Warren”) – P15955  
**REQUEST:** To approve consent to shortening the BEIP grant term for Citigroup Warren by 3 months (from (October to July 2016) to align the maturity of the commitment duration (year 15 of the grant) with the expiry of the lease. In exchange for the modification, the applicant will agree to a reduction in the amount of the final payment of the grant award (approximately \$1.24 million of the payment due).  
**MOTION TO APPROVE:** Ms. Perry **SECOND:** Mr. Nelson **AYES:** 15  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 10**

**FOR INFORMATION ONLY:** Summary of the projects approved under Delegated Authority in February 2014:

**New Jersey Business Growth Fund:** LC Ventures LLC (P38987)

**Small Business Fund Program:** Imagine Audio, LLC (P38974); R & R Investments LLC (P38837)

**Stronger NJ Loan Program:** Berkeley Island Marine, Inc. (P38667)

**New Jersey Business Growth Fund – Modification:** SPE Labrusciano LLC (P39013)

**FOR INFORMATION ONLY:** Retail Fuel Station-Energy Resiliency Program Deadline Extension.

**FOR INFORMATION ONLY:** Technical Assistance for Small Businesses.

### REAL ESTATE

**ITEM:** Site License Agreements between NJEDA and Parking Authority of the City of Camden Waterfront Technology Center Parking Lot and West Lot

**REQUEST:** To approve two separate Site License Agreements between the Authority and the Parking Authority of the City of Camden to allow PACC to use the Authority's lots for patron parking for events at the Susquehanna Bank Center, Campbell's Field, as well as, the Camden Waterfront and a delegation of authority to the President/COO to enter into similar agreements in 2015, 2016, 2017, and 2018.

**MOTION TO APPROVE:** Mr. Downes **SECOND:** Ms. Perry **AYES:** 14

**RESOLUTION ATTACHED AND MARKED EXHIBIT: 11**

*Mr. Nelson recused himself because of a prior relationship with some of the parties.*

**ITEM:** Interim Parking Improvements and Increase to Langan Engineering Contract Former Riverfront State Prison Rehabilitation Project Camden, NJ

**REQUEST:** To approve the following: (i) amending the existing Memorandum of Understanding between NJEDA and the Department of Treasury, Division of Property Management and Construction to allow for interim parking improvements to be constructed on the former Riverfront Prison site; (ii) entering into a standard Site License Agreement with the Camden Parking Authority to allow its maintenance and operation of the Site; (iii) establishing a construction budget for the parking improvements in the amount of \$502,000; and (iv) increasing Langan Engineering's existing contract in the amount of \$35,000.

**MOTION TO APPROVE:** Ms. Perry **SECOND:** Mr. Dumont **AYES:** 14

**RESOLUTION ATTACHED AND MARKED EXHIBIT: 12**

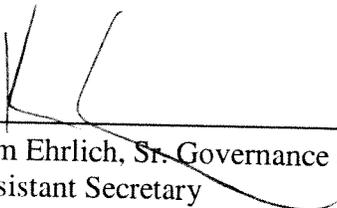
*Mr. Nelson recused himself because of a prior relationship with some of the parties.*

**PUBLIC COMMENT**

There was no comment from the public.

There being no further business, on a motion Mr. Kobylowski, and seconded by Ms. Perry, the meeting was adjourned at 10:45 am.

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, Sr. Governance & Outreach Officer  
Assistant Secretary



## **MEMORANDUM**

**TO:** Members of the Authority  
**FROM:** Michele Brown  
Chief Executive Officer  
**DATE:** March 13, 2014  
**SUBJECT:** Agenda for Board Meeting of the Authority March 13, 2014

### **Notice of Public Meeting**

### **Roll Call**

### **Approval of Previous Month's Minutes**

### **Chief Executive Officer's Monthly Report to the Board**

### **Bond Projects**

### **Incentive Programs**

### **Board Memorandums**

### **Real Estate**

### **Public Comment**

### **Adjournment**

**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY**

**February 11, 2014**

**MINUTES OF THE MEETING**

Members of the Authority present: Al Koepp, Chairman; Melissa Orsen representing the Executive Branch; State Treasurer Andrew Sidamon-Eristoff; Commissioner Kenneth Kobylowski of the Department of Banking and Insurance; Colleen Kokas representing the Commissioner of the Department of Environmental Protection; Fred Zavaglia representing the Commissioner of the Department of Labor and Workforce Development; Public Members: Brian Nelson, Fred B. Dumont, Ray Burke, First Alternate Public Member; and Harold Imperatore, Third Alternate Public Member.

Present via conference call: Public Member Marjorie Perry, Charles Sarlo, and Elliot M. Kosoffsky, Second Alternate Public Member.

Also present: Michele Brown, Chief Executive Officer of the Authority; Timothy Lizura, President and Chief Operating Officer; Deputy Attorney General Bette Renaud; and staff.

Absent: Public Members Joseph McNamara, Vice Chairman; Larry Downes, Jerry Langer, and Rodney Sadler, Non-Voting Member.

Chairman Koepp 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 January 14, 2014 meeting minutes. A motion was made to approve the minutes by Mr. Dumont, seconded by Mr. Nelson, and was approved by the 12 voting members present.

***Ms. Orsen entered the meeting at this time.***

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

**BOND PROJECTS**

**ITEM:** NJEDA/School Facilities Construction Notes  
**REQUEST:** To approve the issuance of one or more series of the 2014 School Facilities Construction Refunding Notes and various related actions.  
**MOTION TO APPROVE:** Mr. Zavaglia **SECOND:** Commissioner Kobyłowski **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 1

**OFFICE OF RECOVERY**

**STRONGER NJ BUSINESS LOAN PROGRAM**

**PROJECT:** Stronger NJ Neighborhood & Community Revitalization Program (NCR) – Streetscape Revitalization Program Delegated Authority – Round One

*The above project was withheld from consideration*

**PROJECT:** Formica Brothers LLC **APPL.#38858**  
**LOCATION:** Atlantic City/Atlantic  
**PROCEEDS FOR:** Working capital  
**FINANCING:** \$2,239,459 Stronger NJ Business Loan  
**MOTION TO APPROVE:** Ms. Orsen **SECOND:** Mr. Dumont **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 2

**PROJECT:** Susan Wagner Designs Limited Liability Company **APPL.#38777**  
**LOCATION:** Point Pleasant Beach/Ocean  
**PROCEEDS FOR:** Working capital  
**FINANCING:** \$48,602 Stronger NJ Business Loan  
**MOTION TO APPROVE:** Mr. Zavaglia **SECOND:** Mr. Imperatore **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 2

**LOANS/GRANTS/GUARANTEES**

**EDISON INNOVATION VC GROWTH FUND PROGRAM**

**PROJECT:** AetherPal Inc. **APPL.#38874**  
**LOCATION:** South Plainfield/Middlesex  
**PROCEEDS FOR:** Working capital  
**FINANCING:** \$1,000,000 loan  
**MOTION TO APPROVE:** Mr. Nelson **SECOND:** Mr. Imperatore **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 3

*Mr. Sarlo left the call and entered the meeting at this time.*



**INCENTIVE PROGRAMS**

**HIGHER EDUCATION PUBLIC-PRIVATE PARTNERSHIP PROGRAM**

**FOR INFORMATION ONLY:** Higher Education Public-Private Partnership Program Update to the Program Guidelines

**ITEM:** Higher Education Public-Private Partnership Program  
The College of New Jersey  
“Campus Town” Development Amended Application

**REQUEST:** To approve the College of New Jersey’s amended application to develop 130 apartments, 82,519 SF of ground floor commercial retail on approximately 13.239 acres of land on the Applicant’s campus under the Higher Education Public-Private Partnership Program established by P.L. 2009, c. 90.

**MOTION TO APPROVE:** Ms. Orsen   **SECOND:** Mr. Imperatore   **AYES:** 11

**RESOLUTION ATTACHED AND MARKED EXHIBIT: 6**

*Mr. Nelson recused himself because he has previous experience with one of the entities.*

*Mr. Dumont recused himself because he has had negotiations with the PRC Group as part of the Mercer County building trades.*

**ECONOMIC REDEVELOPMENT AND GROWTH PROGRAM**

**ITEM:** PRC Campus Centers, LLC  
Residential Economic Redevelopment and Growth Grant Program  
P#38868

**REQUEST:** To approve the application of PRC Campus Centers, LLC for a Township of Ewing, Mercer County primarily residential project referred to as Campus Town Development for the issuance of tax credits pursuant to the Residential Economic Redevelopment and Growth Grant Program of the Authority as set forth in the New Jersey Economic Opportunity Act of 2013, P.L. 2013, c. 161 for an award not to exceed \$15,767,702.

**MOTION TO APPROVE:** Ms. Orsen   **SECOND:** Mr. Burke   **AYES:** 11

**RESOLUTION ATTACHED AND MARKED EXHIBIT: 7**

*Mr. Nelson recused himself because he has previous experience with one of the entities.*

*Mr. Dumont recused himself because he has had negotiations with the PRC Group as part of the Mercer County building trades.*

**ITEM:** Paterson Commons II Urban Renewal Associates, LLC  
Residential Economic Redevelopment and Growth Grant Program  
P#38816

**REQUEST:** To approve the application of Paterson Commons II Urban Renewal Associates, LLC for a Paterson, Passaic County primarily residential project for the issuance of tax credits pursuant to the Residential Economic Redevelopment and Growth Grant Program of the Authority as set forth in the New Jersey Economic Opportunity Act of 2013, P.L. 2013, c. 161 for an award not to exceed \$7,833,944.

**MOTION TO APPROVE:** Mr. Nelson      **SECOND:** Mr. Dumont      **AYES:** 12

**RESOLUTION ATTACHED AND MARKED EXHIBIT: 8**

*Mr. Sarlo recused himself because the Alpert Group is a current client of his firm.*

**GROW NEW JERSEY ASSISTANCE PROGRAM**

**PROJECT:** Association Headquarters      **APPL.#38900**  
**LOCATION:** Mount Laurel/Burlington

*The above project was withheld from consideration*

**PROJECT:** Liscio's Italian Bakery, Inc.      **APPL.#38834**  
**LOCATION:** Glassboro/Gloucester  
**REQUEST:** To approve the finding of jobs at risk  
**MOTION TO APPROVE:** Mr. Dumont      **SECOND:** Commissioner Kobylowski      **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 9**

**PROJECT:** Liscio's Italian Bakery, Inc.      **APPL.#38834**  
**LOCATION:** Glassboro/Gloucester  
**ANNUAL GRANT AWARD:** \$1,351,500, 10 year term  
**MOTION TO APPROVE:** Mr. Dumont      **SECOND:** Ms. Orsen      **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 10**

*State Treasurer Sidamon-Eristoff left the meeting at this time.*

**PROJECT:** Sandoz Inc.      **APPL.#38870**  
**LOCATION:** Plainsboro/Middlesex  
**REQUEST:** To approve the finding of jobs at risk  
**MOTION TO APPROVE:** Mr. Imperatore      **SECOND:** Mr. Nelson      **AYES:** 12  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 11**

**PROJECT:** Sandoz Inc. **APPL.#38870**  
**LOCATION:** Plainsboro/Middlesex  
**ANNUAL GRANT AWARD:** \$918,000, 10 year term  
**MOTION TO APPROVE:** Mr. Kosoffsky **SECOND:** Mr. Imperatore **AYES:** 12  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 12

*State Treasurer Sidamon–Eristoff returned to the meeting at this time.*

**PROJECT:** Stoncor Group Incorporated **APPL.#38902**  
**LOCATION:** Pennsauken/Camden  
**REQUEST:** To approve the finding of jobs at risk  
**MOTION TO APPROVE:** Mr. Zavaglia **SECOND:** Commissioner Kobylowski **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 13

**PROJECT:** Stoncor Group Incorporated **APPL.#38902**  
**LOCATION:** Pennsauken/Camden  
**ANNUAL GRANT AWARD:** \$998,750, 10 year term  
**MOTION TO APPROVE:** Mr. Dumont **SECOND:** Mr. Nelson **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 14

**PROJECT:** TR US Inc. **APPL.#38872**  
**LOCATION:** Hoboken/Hudson  
**ANNUAL GRANT AWARD:** \$3,712,500, 7 year term  
**MOTION TO APPROVE:** Mr. Nelson **SECOND:** Commissioner Kobylowski **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 15

### **FILM TAX CREDIT TRANSFER PROGRAM**

**ITEM:** New Jersey Film Tax Credit Program  
**REQUEST:** To approve a motion to withhold New Jersey Film Tax Credit Program projects from consideration.  
**MOTION TO APPROVE:** Mr. Nelson **SECOND:** Mr. Burke **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 16

### **BOARD MEMORANDUMS**

**ITEM:** Housing and Neighborhood Development Services, Inc. or Nominee, LP P 38478  
**REQUEST:** 1) To request revisions to the existing current language in the Authority's standard form of intercreditor agreement, and 2) to extend the closing date of the direct loan from December 31, 2013 to April 30, 2014  
**MOTION TO APPROVE:** Mr. Zavaglia **SECOND:** Mr. Nelson **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 17

**ITEM:** Kontos Foods, Inc.  
Paterson City, Passaic County, NJ  
\$8.7 Million Tax Exempt Stand-alone Bond (P34499)  
**REQUEST:** Consent to extending the interest only period and maturity date by two years on the Series D Bond to allow the Company additional time to complete the project  
**MOTION TO APPROVE:** Mr. Zavaglia **SECOND:** Commissioner Kobylowski **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 18**

**FOR INFORMATION ONLY:** Summary of the projects approved under Delegated Authority in January 2014:

**Premier Lender Program:** Kenner Court Associates, LLC (P38817)

**Stronger NJ Loan Program:** American Maritime Services of New Jersey, Inc. (P38489); Royal Baking Corp. dba Leonard Novelty Bakery (P38578)

**Stronger NJ Loan Program – Modification:** American Maritime Services of New Jersey, Inc. (P38489); Topco, Inc. (P38629)

#### REAL ESTATE

**ITEM:** FMERA Purchase & Sale Agreement and Redevelopment Agreement with HovWest Land Acquisition, LLC  
**REQUEST:** Consent to the Fort Monmouth Economic Revitalization Authority (FMERA) entering into a redevelopment agreement with HovWest Land Acquisitions, LLC for the project described within FMERA's Purchase & Sale and Redevelopment Agreement with HovWest for the Howard Commons Site in the Eatontown section of the former Fort Monmouth.  
**MOTION TO APPROVE:** Mr. Imperatore **SECOND:** Mr. Dumont **AYES:** 12  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 19**

*Mr. Nelson recused himself because he has previous experience with one of the host communities.*

**ITEM:** Real Estate Advisory Services Memorandum of Understanding with New Jersey Sports and Exposition Authority  
**REQUEST:** To approve the attached Memorandum of Understanding, in substantially final form, between the EDA and the New Jersey Sports and Exposition Authority.  
**MOTION TO APPROVE:** Mr. Nelson **SECOND:** Mr. Zavaglia **AYES:** 12  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 20**

*Mr. Sarlo recused himself because Triple 5 is a client of his firm.*

**ITEM:** Aviation Research & Technology Park  
Stockton Aviation Research and Technology Park of New Jersey, Inc. as Co-Grantee to the \$2.5 million USEDPA Public Works Grant

**REQUEST:** To approve the substitution of Stockton Aviation Research and Technology Park of New Jersey, Inc. as a co-grantee with the Authority on the \$2.5 million grant dated March 3, 2008. Investment No. 01-01-08559, from the United States Department of Commerce, Economic Development Administration (USEDPA), under its Public Works Grant Program.

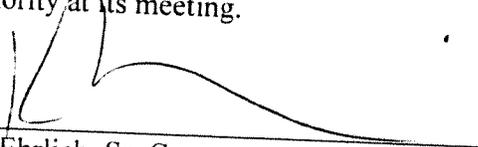
**MOTION TO APPROVE:** Commissioner Kobylowski **SECOND:** Mr. Zavaglia **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:** 21

**PUBLIC COMMENT**

There was no comment from the public.

There being no further business, on a motion Mr. Burke, and seconded by Commissioner Kobylowski, the meeting was adjourned at 11:10 am.

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, Sr. Governance & Outreach Officer, EDA  
Assistant Secretary

**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY**

**February 24, 2014**

**MINUTES OF THE MEETING**

Members of the Authority present: Al Koepp, Chairman; Melissa Orsen representing the Executive Branch; Robert Romano representing the State Treasurer; Christopher Hughes representing the Commissioner of the Department of Banking and Insurance; Fred Zavaglia representing the Commissioner of the Department of Labor and Workforce Development; Public Members: Brian Nelson, Fred B. Dumont, and Elliot M. Kosoffsky, Second Alternate Public Member.

Present via conference call: Colleen Kokas representing the Commissioner of the Department of Environmental Protection; Public Members: Joseph McNamara, Vice Chairman; Marjorie Perry, Charles Sarlo, Ray Burke, First Alternate Public Member; Harold Imperatore, Third Alternate Public Member, and Rodney Sadler, Non-Voting Member.

Also present: Timothy Lizura, President and Chief Operating Officer; Deputy Attorney General Bette Renaud; Amy Herbold, Governor's Authorities' Unit; and staff.

Absent: Public Members Larry Downes, and Jerry Langer.

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

Pursuant to the Internal Revenue Code of 1986, Mr. Lizura 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, Mr. Lizura 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**

## LOANS/GRANTS/GUARANTEES

### CAMDEN ECONOMIC RECOVERY BOARD

**ITEM:** Camden Redevelopment Agency Grants:

- 1) Neighborhood & Redevelopment Planning Grant I – P15686
- 2) Planning Grant Phase II – P16904
- 3) Tire and Battery Remediation – P20266
- 4) Mixed Site Acquisition – P20265
- 5) Cooper Plaza Acquisitions – P20263
- 6) Central Waterfront & Temporary Parking – P16137

**REQUEST:** To approve the amended scopes of work, reallocations of funding and extensions of the subject grants to the Camden Redevelopment Agency (CRA).

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

**RESOLUTION ATTACHED AND MARKED EXHIBIT: 1**

*Mr. Nelson recused himself because his firm has involvement with some of the projects*

## INCENTIVE PROGRAMS

### ECONOMIC REDEVELOPMENT AND GROWTH PROGRAM

**ITEM:** Amendment to Green Building Standards - Residential Economic Redevelopment and Growth Grant Program Residential Projects P#38868

**REQUEST:** To approve proposed amendments to the green building standards to allow Residential ERG projects receiving affordable housing subsidies from NJHMFA or DCA to utilize NJHMFA green building standards.

**MOTION TO APPROVE:** Mr. Zavaglia **SECOND:** Ms. Orsen **AYES:** 14

**RESOLUTION ATTACHED AND MARKED EXHIBIT: 2**

**ITEM:** Broadway Associates 2010 LLC  
Residential Economic Redevelopment and Growth Grant Program  
P#38768

**REQUEST:** To approve the application of Broadway Associates 2010 LLC for a Camden, Camden County residential project for the issuance of tax credits pursuant to the Residential Economic Redevelopment and Growth Grant Program of the Authority as set forth in the New Jersey Economic Opportunity Act of 2013, P.L. 2013, c. 161 for an award not to exceed \$13,491,661.

**MOTION TO APPROVE:** Mr. Zavaglia **SECOND:** Mr. Nelson **AYES:** 14

**RESOLUTION ATTACHED AND MARKED EXHIBIT: 3**



## BOARD MEMORANDUMS

**ITEM:** Amendment to Stronger NJ Business Loan Program  
**REQUEST:** To approve an amendment to the Stronger NJ Business Loan Program to allow applicants to define their unmet need period as any 12 month period between October 29, 2012 and December 31, 2014.  
**MOTION TO APPROVE:** Mr. Kosoffsky **SECOND:** Mr. Hughes **AYES:** 14  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 7**

**ITEM:** Thunderball Marketing, Inc. – P#38604  
**REQUEST:** To approve the modification of the Authority’s approval to enter into a subordination agreement with Bank Hapoalim to include a 180 day standstill provision after declaration of an Event of Default by the Authority.  
**MOTION TO APPROVE:** Mr. Kosoffsky **SECOND:** Mr. Zavaglia **AYES:** 14  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 8**

## REAL ESTATE

**ITEM:** Interim Parking Improvements and Increase to Langan Engineering Contract/  
Former Riverfront State Prison Site Rehabilitation Project Camden, NJ

*The above project was withheld from consideration.*

## OFFICE OF RECOVERY

**ITEM:** Stronger NJ Neighborhood and Community Revitalization Program (NCR) –  
Streetscape Revitalization Program  
Round One Results  
**REQUEST:** To inform the Board of Round One results and to approve the recommendation to reject three (3) application that were deemed non-conforming or that scored below the minimum threshold score of 55.  
**MOTION TO APPROVE:** Mr. Nelson **SECOND:** Mr. Kosoffsky **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 9**

*Ms. Zavaglia left and re-entered the meeting.*

**ITEM:** Stronger NJ Neighborhood and Community Revitalization Program – Evaluative Criteria for Applications under the Development and Public Improvement Project Category  
**REQUEST:** To approve the Evaluation Process and the attached Scoring Criteria to be used to award the remaining available balance of \$47.5 million of funding under the Stronger NJ Neighborhood and Community Revitalization Program, Development and Public Improvement Project component.  
**MOTION TO APPROVE:** Mr. Kosoffsky **SECOND:** Ms. Orsen **AYES:** 13  
**RESOLUTION ATTACHED AND MARKED EXHIBIT:10**

*Mr. Sarlo recused himself because he is familiar with some the applications being submitted.*

### AUTHORITY MATTERS

**ITEM:** Appointment of Assistant Secretaries to the Board; Real Estate committee  
**REQUEST:** To approve 1) the appointment of Rich LoCascio and Erin Gold as Assistant Secretaries to the Board; and 2) the appointment of Fred Dumont to the Real Estate committee.  
**MOTION TO APPROVE:** Ms. Orsen **SECOND:** Mr. Kosoffsky **AYES:** 14  
**RESOLUTION ATTACHED AND MARKED EXHIBIT: 11**

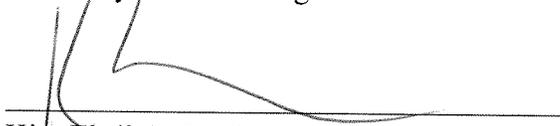
### PUBLIC COMMENT

Mr. Adam Gorden, attorney for Fair Share Housing Center commented on the distribution of Sandy recovery funding. He expressed concern that the funds may not go to the most impacted communities and asked when the scoring criteria for the NCR Development and Public Improvement Projects would be available. Chairman Koepppe stated that the approved scoring would be provided to him following the meeting.

Mr. Christopher Paladino, President of DEVCO, thanked the Board for its approval of the Washington Street project and for holding a special meeting.

There being no further business, on a motion by Ms. Orsen, and seconded by Mr. Kosoffsky, the meeting was adjourned at 1:05pm.

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, Sr. Governance & Outreach Officer, EDA  
Assistant Secretary





## MEMORANDUM

**TO:** Members of the Authority

**FROM:** Michele A. Brown  
Chief Executive Officer

**DATE:** March 13, 2014

**RE:** Chief Executive Officer's Report to the Board

### **EDA LENDING PROGRAMS SPUR BUSINESS GROWTH**

Through the EDA's various lending programs and in partnership with New Jersey's banking community, the Authority continues to support a range of small and mid-sized businesses across the State. Last month, Imagine Audio, LLC utilized the Small Business Fund to acquire property and establish a permanent home in Cherry Hill. The company, which installs automotive electronics and accessories, was approved for a loan from Investors Bank that includes a 25-percent EDA participation. The Small Business Fund is also helping R & R Investments acquire property to support its expansion in Westville. R & R owns various real estate investment properties for its affiliated operating companies - R & R Associates, R & R Wholesale, LLC and S and C Green World Supply, LLC. R & R was approved for a loan from Fulton Bank that includes a 47.7-percent EDA participation.

To facilitate its expansion in Bellmawr, National Paper Recycling, Inc. is taking advantage of the New Jersey Business Growth Fund, a partnership of the EDA and PNC Bank. The company, which has operated as a paper recycler for over a decade, was approved for a loan that includes a 25-percent EDA guarantee. Other businesses that closed on financing last month include Electronic Vision System, a Riverdale-based precision sheet metal fabricator that is using the Statewide Loan Pool Program to refinance existing mortgages, and Bergen Shippers Corp., which tapped the Local Development Financing Fund to help acquire property in North Bergen for its warehouse and logistics services business.

In total, these companies expect to maintain over 500 employees and create nearly 90 new jobs.

### **TWO MAJOR PROJECTS UNDER ECONOMIC REVITALIZATION AND GROWTH (ERG) PROGRAM CLOSE IN FEBRUARY**

Two major redevelopment projects that received assistance through the legacy ERG program closed last month. Collectively, these projects represent the private investment of over \$130 million, and the creation of more than 500 new jobs and 400 construction jobs.

Eatontown Monmouth Mall LLC closed on an ERG totaling \$4.1 million over a term of 15 years. The award helped to advance the redevelopment of space at Monmouth Mall, which is now home to national retailer Boscov's. The project involved the acquisition of land and an existing building, as well as the construction of new space.

VNO Wayne Town Center, LLC closed on an ERG totaling \$13.5 million over 20 years to help transform an enclosed mall into an open air center featuring commercial, retail and restaurant uses. The project will result in over 450,000 square feet of new or retrofitted space adjacent to the Willowbrook Mall.

### **UPDATE ON PROJECT APPROVALS UNDER NJ ECONOMIC OPPORTUNITY ACT OF 2013**

In November, EDA began accepting applications under the new ERG and Grow NJ programs. In just four months, EDA has approved over 20 exciting and transformational projects under these enhanced initiatives.

Not counting anticipated approvals to be made at today's meeting; EDA has approved 16 projects under Grow NJ representing the private investment of \$184.5 million and a total net benefit to the State of over \$1.3 billion. As the State's main job creation and retention incentive program, these awards are expected to result in the creation of 2,580 new jobs, 1,895 retained "at-risk" jobs and 615 construction jobs.

EDA also approved five residential redevelopment projects under the new ERG program, leveraging the private investment of more than \$362 million. As the State's key developer incentive program, these projects represent significant investment in the communities of Camden, Ewing, Newark and Paterson. While the NJ Economic Opportunity Act does not include an employment requirement for residential ERGs, these projects are expected to result in the creation of 800 construction jobs.

### **FORT MONMOUTH ECONOMIC REVITALIZATION AUTHORITY (FMERA) UPDATE**

With a central focus of attracting investors, developers and employers to the Fort, FMERA has continued to issue and evaluate Requests For Offers To Purchase (RFOTPs), paving the way for job creation and economic growth.

In accordance with its Sale Rules, FMERA is currently evaluating four RFOTPs - the Veterans Community in Eatontown, the Marina in Oceanport, and the Charles Wood Pistol Range and Pinebrook Road Commerce Center, both in Tinton Falls. FMERA expects to bring recommendations to its Board in the coming months. In addition, FMERA issued an RFOTP for the Charles Wood Area Fire Station in Tinton Falls last December, and proposals are due at the end of this month. FMERA anticipates issuing an RFOTP for the Fitness Center and an RFOTP for the Chapel in Oceanport in the coming weeks.

FMERA is currently negotiating with the highest ranked proposers for the Officer Housing in Oceanport and Parcels C and C1 in Tinton Falls. Additionally, at its February meeting, the FMERA Board approved a Redevelopment Agreement with AcuteCare Management Services for the former Patterson Army Health Clinic in Oceanport. The Board also approved the selection of Atlantic Golf Management to provide Professional Management and Maintenance Services at the Suneagles Golf Course and associated banquet/restaurant facilities. To better meet the Reuse and Redevelopment Plan's goal of creating a lifestyle town center, the FMERA Board approved the termination of the Offer to Purchase process for Parcel B in Eatontown without awarding a purchase contract. The new RFOTP will emphasize the goal of blending residential use with retail use in a pedestrian friendly manner, resulting in an exciting and attractive gateway to the Fort. FMERA anticipates issuing this new RFOTP in the second quarter of 2014.

FMERA and the Army are having regular discussions on the future transfer of the balance of the Main Post under the Phase 2 Memorandum of Agreement (MOA). FMERA hopes to have an executed Phase 2 MOA with the Army by the third quarter of this year.

The next FMERA board meeting is Wednesday, March 19, 2014 at 7 pm and will be held at the FMERA Office in the former Fort library.

#### **CLOSED PROJECTS IN FEBRUARY 2014**

To date in 2014, the EDA has closed financing and incentives totaling more than \$34.5 million for 16 projects that are expected to support the creation of more than 840 new jobs and involve total public/private investment of more than \$195 million in New Jersey's economy.

#### **EVENTS/SPEAKING ENGAGEMENTS/PROACTIVE OUTREACH**

EDA representatives participated as speakers, attendees or exhibitors at 16 events in February. These included: the Jersey Shore Tech Meetup in Asbury Park, the NJTC CIO Conference in Bridgewater, and the NRBP Members Only Forum on the Economic Opportunity Act of 2013 in Newark.

---



## **PRELIMINARY BOND RESOLUTIONS**

**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - STAND-ALONE BOND PROGRAM**

**APPLICANT:** Washington Street University Housing Assoc., LLC P39001  
**PROJECT USER(S):** Rutgers, The State University \* - indicates relation to applicant  
**PROJECT LOCATION:** 15 Washington Street Newark City (T/UA) Essex  
**GOVERNOR'S INITIATIVES:** (X) Urban ( ) Edison ( ) Core ( ) Clean Energy

**APPLICANT BACKGROUND:**

Washington Street University Housing Assoc. LLC, is a single purpose entity formed to hold title to the property located at 15 Washington Street, Newark. The sole and managing member of the applicant is New Brunswick Development Corporation ("DEVCO"), a 501(c)(3) not-for-profit organization with over 35 years experience in redevelopment projects in New Brunswick and throughout New Jersey. In turn, Washington Street University Housing Development Associates LLC, a joint venture of DEVCO and Pennrose GP, LLC, will undertake the development of the project under the terms of a development services agreement with the Applicant.

The project facility, a 21-story, 263,000 sq. ft. building on approximately 1 acre, was completed in 1930 as offices for American Insurance Company. The building is currently owned by Rutgers University, having been most recently used as the home to Rutgers School of Law from 1978 to 2000, when the University vacated the building for new facilities. The Project to be undertaken by the Applicant involves the rehabilitation and reuse of the entire existing building into: (i) approximately 211,000 sq. ft. or 346 beds of student housing for Rutgers University graduate and undergraduate students; and (ii) approximately 52,000 sq. ft. of office and other non-student residential space, including common space for student use, as well as academic space for the Rutgers' Chancellor and residence life staff.

The Project was approved at the February 24, 2014 Board meeting for a maximum \$23,142,465 Residential Economic Redevelopment and Growth Grant (Appl. P38859).

The bonds for the Project will qualify as tax-exempt bonds under Section 103 or Section 145 of the Internal Revenue Code of 1986, as amended, and will not be subject to the State Volume Cap limitation pursuant to Section 146(g) of the Code and will be exempt from the \$20,000,000 Capital Expenditure Limitation.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to finance the development and construction of the Project. Proceeds of the bond financing will also fund costs of issuance and interest during construction. The 2014 Bonds will be secured by payments made by Rutgers University pursuant to the terms of a master lease with the Applicant. Other sources of funds include developer's equity and grant proceeds from the Higher Education Facilities Trust Fund.

**FINANCING SUMMARY:**

**BOND PURCHASER:**

**AMOUNT OF BOND:**

**TERMS OF BOND:**

**ENHANCEMENT:** N/A

**PROJECT COSTS:**

Construction of new building or addition	\$69,874,806
Acquisition of existing building	\$13,860,000
Finance fees	\$3,757,030
Legal fees	\$3,412,900

---

Developer Fee	\$2,976,597
Interest during construction	\$978,667
<b>TOTAL COSTS</b>	<b>\$94,860,000</b>

---

---

**JOBS:** At Application                    0 Within 2 years                    20 Maintained                    0 Construction                    200

**PUBLIC HEARING:**

**BOND COUNSEL:** Saul, Ewing, LLP

**DEVELOPMENT OFFICER:** M. Abraham

**APPROVAL OFFICER:** T. Wells



**AMENDED BOND RESOLUTIONS**



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - REFUNDING BOND PROGRAM**

**APPLICANT:** Far Hills Country Day School

P38989

**PROJECT USER(S):** Same as applicant

\* - indicates relation to applicant

**PROJECT LOCATION:** 697 Mine Brook Road/Route 202 Single County - Multi City (N) Somerset

**GOVERNOR'S INITIATIVES:** ( ) Urban ( ) Edison (X) Core ( ) Clean Energy

**APPLICANT BACKGROUND:**

Founded in 1929, Far Hills Country Day School is a 501(c)(3), co-educational day school located on approximately 54 acres of contiguous land in the Boroughs of Far Hills and Bernardsville in Somerset County. Accredited by the Middle States Association of Colleges and Schools, the school serves 420 students in preschool through grade eight in 42 classrooms. Jayne Geiger has been the head of this private school since 1992.

In 2004 and 2007, the Authority issued two tax-exempt conduit bonds (P15558 and P18081) for the benefit of the Applicant (\$7 million and \$4 million, respectively; with tax-exempt rates ranging from 4.4% to 5.5%). The aggregate outstanding principal is approximately \$7.3 million.

The Applicant is a not-for-profit, 501(c)(3) entity for which the Authority may issue tax-exempt bonds as permitted under Section 103 and Section 145 of the Internal Revenue Code of 1986, as amended, and is not subject to the State Volume Cap limitation pursuant to Section 146(g) of the Code.

**REFUNDING REQUEST:**

Authority assistance will enable the Applicant to refund its tax-exempt debt totaling \$7,345,000 plus pay the cost of issuance.

**FINANCING SUMMARY:**

**BOND PURCHASER:** TD Bank, N.A. (Direct Purchase)

**AMOUNT OF BOND:** \$7,475,000 Tax-Exempt Bond

**TERMS OF BOND:** 15 years; fixed rate at the tax-exempt equivalent of the FHLB rate plus 160 bps. Indicative t/e rate is 3.64% as of February 3, 2014.

**ENHANCEMENT:** N/A

**PROJECT COSTS:**

Principal amount of bond(s) to be refund	\$7,345,000
Cost of Issuance	\$85,000
Finance fees	\$45,000
<b>TOTAL COSTS</b>	<b>\$7,475,000</b>

**PUBLIC HEARING:** 03/13/14 (Published 02/26/14) **BOND COUNSEL:** Wolff & Samson

**DEVELOPMENT OFFICER:** T. Gill

**APPROVAL OFFICER:** D. Sucsuz



# **INCENTIVES**



**GROW NEW JERSEY ASSISTANCE PROGRAM (GROW NJ)**



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY – GROW NEW JERSEY ASSISTANCE PROGRAM**

**APPLICANT:** Association Headquarters, Inc.

P38900

**PROJECT LOCATION:** 1120 Route 73 Mount Laurel Township Burlington County

**GOVERNOR’S INITIATIVES:**

NJ Urban Fund       Edison Innovation Fund       Core       Clean Energy

**APPLICANT BACKGROUND:**

Founded in 1978 and based in Mount Laurel, Association Headquarters, Inc. is an association management company. For over 35 years, the company has provided executive management, trade show management, meeting and convention planning, public relations, marketing, accounting services, creative services, membership development and administrative support for trade associations and professional (mostly medical) societies. This growing company is currently located in a 32,000 sf rented space in Mount Laurel. It is looking for a larger space to relocate its existing workforce and create new positions. The applicant has demonstrated the financial ability to undertake the project.

**MATERIAL FACTOR/NET BENEFIT:**

Association Headquarters, Inc.’s current lease is to expire this summer, and it is looking for a larger space to accommodate future growth. The company is considering either Mount Laurel, New Jersey or Philadelphia, Pennsylvania, the latter being less expensive. The location analysis submitted to the Authority shows New Jersey to be the more expensive option and, as a result, the management of Association Headquarters, Inc. has indicated that the grant of tax credits is a material factor in the company’s location decision. The Authority is in receipt of an executed CEO certification by Robert Waller, the CEO of Association Headquarters, Inc., that states that the application has been reviewed and the information submitted and representations contained therein are accurate and that, but for the Grow New Jersey award, the creation and/or retention of jobs would not occur. It is estimated that the project would have a net benefit to the State of \$53 million over the 20 year period required by the Statute.

**FINDING OF JOBS AT RISK:**

The applicant has certified that the 175 New Jersey jobs listed in the application are at risk of being located outside the State on or before July 31, 2014. This certification coupled with the economic analysis of the potential locations submitted to the Authority has allowed staff to make a finding that the jobs listed in the application are at risk of being located outside of New Jersey.

**ELIGIBILITY AND GRANT CALCULATION:**

Per the Grow New Jersey statute, N.J.S.A. 34:1B-242 et seq. and the program’s rules, N.J.A.C. 19:31-18, the applicant must:

- Make, acquire, or lease a capital investment equal to, or greater than, the minimum capital investment, as follows:

<u>Minimum Capital Investment Requirements</u>	<u>(\$/Square Foot of Gross Leasable Area)</u>
Industrial - Rehabilitation Projects	\$ 20
Industrial - New Construction Projects	\$ 60
<b>Non-Industrial – Rehabilitation Projects</b>	<b>\$ 40</b>
Non-Industrial – New Construction Projects	\$120

*Minimum capital investment amounts are reduced by 1/3 in GSGZs and in eight South Jersey counties: Atlantic, **Burlington**, Camden, Cape May, Cumberland, Gloucester, Ocean and Salem*

- Retain full-time jobs **AND/OR** create new full-time jobs in an amount equal to or greater than the applicable minimum, as follows:

Minimum Full-Time Employment Requirements	(New / Retained Full-time Jobs)
Tech start ups and manufacturing businesses	10 / 25
Other targeted Industries	25 / 35
<b>All other businesses/industries</b>	<b>35 / 50</b>

Minimum employment numbers are **reduced by 1/4** in GSGZs and in eight South Jersey counties: Atlantic, **Burlington**, Camden, Cape May, Cumberland, Gloucester, Ocean and Salem

As a Non-Industrial – Rehabilitation Project for an association management business in Burlington County, this project has been deemed eligible for a Grow New Jersey award based upon these criteria, outlined in the table below:

Eligibility	Minimum Requirement	Proposed by Applicant
Capital Investment	\$1,064,000	\$3,013,300
New Jobs	27	60
Retained Jobs	38	175

The Grow New Jersey Statute and the program’s rules also establish criteria for the Grant Calculation. This project has been deemed eligible for a Base Award and Increases based on the following:

Base Grant	Requirement	Proposed by Applicant
Priority Area	Base award of \$3,000 per year for projects located in a designated Priority Area	Mount Laurel is a designated Priority Area
<b>Increase(s) Criteria</b>		
None		

<u>Grant Calculation</u>			
<b>BASE GRANT PER EMPLOYEE:</b>			
Priority Area			\$3,000
<b>INCREASES PER EMPLOYEE:</b>			
None			
<b>INCREASE PER EMPLOYEE:</b>			
			<u>\$0</u>
<b>PER EMPLOYEE LIMIT:</b>			
Priority Area		\$10,500	
<b>LESSER OF BASE + INCREASES OR PER EMPLOYEE LIMIT:</b>			
			\$3,000
<b>AWARD:</b>			
	New Jobs:	60 Jobs X \$3,000 X 100% =	\$180,000
	Retained Jobs:	175 Jobs X \$3,000 X 50% =	<u>\$262,500</u>
		<b>Total:</b>	<b>\$442,500</b>
<b>ANNUAL LIMITS:</b>			
Priority Area (90% Withholding Limit)	\$ 4,000,000/(\$336,814)		\$336,814
<b>TOTAL ANNUAL AWARD</b>			
			<u><b>\$336,814</b></u>

**ESTIMATED ELIGIBLE CAPITAL INVESTMENT:** \$3,013,300  
**NEW FULL-TIME JOBS:** 60  
**RETAINED FULL-TIME JOBS:** 175

**NET BENEFIT TO THE STATE (OVER 20 YEARS, NET OF AWARD):** \$53,379,401  
**TOTAL AMOUNT OF AWARD:** \$3,368,140  
**ELIGIBILITY PERIOD:** 10 years  
**MEDIAN WAGES:** \$52,000  
**SIZE OF PROJECT LOCATION:** 39,900 sq. ft.  
**NEW BUILDING OR EXISTING LOCATION?** Existing  
**INDUSTRIAL OR NON-INDUSTRIAL FACILITY?** Non-Industrial  
**STATEWIDE BASE EMPLOYMENT:** 175  
**PROJECT IS:** ( X ) Expansion ( X ) Relocation  
**CONSTRUCTION:** ( X ) Yes ( ) No

**CONDITIONS OF APPROVAL:**

1. Applicant has not entered into a lease, purchase contract, or otherwise committed to remain in New Jersey.
2. Applicant will make an eligible capital investment of no less than the Statutory minimum after board approval, but no later than 3 years from Board approval.
3. No employees that are subject to a BEIP, BRRAG, legacy Grow New Jersey, Urban Transit Hub or other NJEDA incentive program are eligible for calculating the benefit amount of the Grow New Jersey tax credit.
4. No capital investment that is subject to a BEIP, BRRAG, legacy Grow New Jersey, Urban Transit Hub or other NJEDA incentive program is eligible to be counted toward the capital investment requirement for Grow New Jersey.
5. Within twelve months following approval, the applicant will submit progress information indicating that the business has site plan approval, committed financing for, and site control of the qualified business facility.

**APPROVAL REQUEST:**

The Members of the Authority are asked to: 1) concur with the finding by staff that the jobs in the application are at risk of being located outside New Jersey on or before July 31, 2014; 2) approve the proposed Grow New Jersey grant to encourage Association Headquarters, Inc. to increase employment in New Jersey. The recommended grant is contingent upon receipt by the Authority of evidence that the company has met certain criteria to substantiate the recommended award. If the criteria met by the company differs from that shown herein, the award amount and the term will be lowered to reflect the award amount that corresponds to the actual criteria that have been met.

**DEVELOPMENT OFFICER:** J. Kenyon

**APPROVAL OFFICER:** D. Sucsuz



**ELIGIBILITY AND GRANT CALCULATION:**

Per the Grow New Jersey statute, N.J.S.A. 34:1B-242 et seq. and the program’s rules, N.J.A.C. 19:31-18, the applicant must:

- Make, acquire, or lease a capital investment equal to, or greater than, the minimum capital investment, as follows:

<u>Minimum Capital Investment Requirements</u>	<u>(\$/Square Foot of Gross Leasable Area)</u>
<b>Industrial - Rehabilitation Projects</b>	<b>\$ 20</b>
Industrial - New Construction Projects	\$ 60
Non-Industrial – Rehabilitation Projects	\$ 40
Non-Industrial – New Construction Projects	\$120

*Minimum capital investment amounts are reduced by 1/3 in GSGZs and in eight South Jersey counties: Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Ocean and Salem*

- Retain full-time jobs **AND/OR** create new full-time jobs in an amount equal to or greater than the applicable minimum, as follows:

<u>Minimum Full-Time Employment Requirements</u>	<u>(New / Retained Full-time Jobs)</u>
<b>Tech start ups and manufacturing businesses</b>	<b>10 / 25</b>
Other targeted Industries	25 / 35
All other businesses/industries	35 / 50

*Minimum employment numbers are reduced by 1/4 in GSGZs and in eight South Jersey counties: Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Ocean and Salem*

As an Industrial - Rehabilitation Project for a manufacturing business in Middlesex County, this project has been deemed eligible for a Grow New Jersey award based upon these criteria, outlined in the table below:

<b>Eligibility</b>	<b>Minimum Requirement</b>	<b>Proposed by Applicant</b>
Capital Investment	\$1,204,000	\$1,245,000
New Jobs	10	10
Retained Jobs	25	29

The Grow New Jersey Statute and the program’s rules also establish criteria for the Grant Calculation. This project has been deemed eligible for a Base Award and Increases based on the following:

<b>Base Grant</b>	<b>Requirement</b>	<b>Proposed by Applicant</b>
Urban Transit Hub Municipality	Base award of \$5,000 per year for projects located in a designated Urban Transit Hub Municipality	New Brunswick City is a designated Urban Transit Hub Municipality
<b>Increase(s) Criteria</b>		
Targeted Industry	An increase of \$500 for a business in a targeted industry	The applicant is a manufacturing business
On Site Solar Generation of ½ of Project’s Elec. Needs	An increase of \$250 for a project that generates ½ of its electricity via on-site solar power generation	The applicant has existing solar panels that generate in excess of ½ of the applicant’s electricity needs

<u>Grant Calculation</u>		
<b>BASE GRANT PER EMPLOYEE:</b>		
Urban Transit HUB Municipality		\$5,000
<b>INCREASES PER EMPLOYEE:</b>		
Targeted Industry (Manufacturing):	\$ 500	
On Site Solar Generation of 1/2 of Project's Elec. Needs:	\$ 250	
<b>INCREASE PER EMPLOYEE:</b>		<u>\$ 750</u>
<b>PER EMPLOYEE LIMIT:</b>		
Urban Transit HUB	\$12,000	
<b>LESSER OF BASE + INCREASES OR PER EMPLOYEE LIMIT:</b>		\$5,750
<b>AWARD:</b>		
New Jobs:	10 Jobs X \$5,750 X 100% =	\$57,500
Retained Jobs:	29 Jobs X \$5,750 X 50% =	<u>\$83,375</u>
	<b>Total:</b>	<b>\$140,875</b>
<b>ANNUAL LIMITS:</b>		
Urban Transit HUB	\$10,000,000	
<b>TOTAL ANNUAL AWARD</b>		<b><u>\$140,875</u></b>

**ESTIMATED ELIGIBLE CAPITAL INVESTMENT:** \$ 1,245,000  
**NEW FULL-TIME JOBS:** 10  
**RETAINED FULL-TIME JOBS:** 29

**NET BENEFIT TO THE STATE (OVER 20 YEARS, NET OF AWARD):** \$ 12,674,870  
**TOTAL AMOUNT OF AWARD:** \$ 1,408,750  
**ELIGIBILITY PERIOD:** 10 years  
**MEDIAN WAGES:** \$ 65,000  
**SIZE OF PROJECT LOCATION:** 60,200 sq. ft.  
**NEW BUILDING OR EXISTING LOCATION?** Existing  
**INDUSTRIAL OR NON-INDUSTRIAL FACILITY?** Industrial  
**STATEWIDE BASE EMPLOYMENT:** 29

**PROJECT IS:** ( X ) Expansion ( ) Relocation  
**CONSTRUCTION:** ( X ) Yes ( ) No

**CONDITIONS OF APPROVAL:**

1. Applicant has not entered into a lease, purchase contract, or otherwise committed to remain in New Jersey.
2. Applicant will make an eligible capital investment of no less than the Statutory minimum after board approval, but no later than 3 years from Board approval.
3. No employees that are subject to a BEIP, BRRAG, legacy Grow New Jersey, Urban Transit Hub or other NJEDA incentive program are eligible for calculating the benefit amount of the Grow New Jersey tax credit.
4. No capital investment that is subject to a BEIP, BRRAG, legacy Grow New Jersey, Urban Transit Hub or other NJEDA incentive program is eligible to be counted toward the capital investment requirement for Grow New Jersey.
5. Within twelve months following approval, the applicant will submit progress information indicating that the business has site plan approval, committed financing for, and site control of the qualified business facility.

**APPROVAL REQUEST:**

The Members of the Authority are asked to: 1) concur with the finding by staff that the jobs in the application are at risk of being located outside New Jersey on or before October 1, 2014; 2) approve the proposed Grow New Jersey grant to encourage Procedyne to increase employment in New Jersey. The recommended grant is contingent upon receipt by the Authority of evidence that the company has met certain criteria to substantiate the recommended award. If the criteria met by the company differs from that shown herein, the award amount and the term will be lowered to reflect the award amount that corresponds to the actual criteria that have been met.

**DEVELOPMENT OFFICER:** J. Kenyon

**APPROVAL OFFICER:** M.Krug

**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY – GROW NEW JERSEY ASSISTANCE PROGRAM**

**APPLICANT:** Sony Music Entertainment P38997

**PROJECT LOCATION:** 301 Route 17 North Rutherford Boro. Bergen County

**GOVERNOR’S INITIATIVES:**

( ) NJ Urban Fund ( ) Edison Innovation Fund (X) Core ( ) Clean Energy

**APPLICANT BACKGROUND:**

Sony Music Entertainment, a general partnership, is a global recorded music business. It is owned by Sony Corporation of America, which is in turn owned by Sony Corporation. Sony Corporation, based in Tokyo, is a Japanese multinational conglomerate. Sony Music Entertainment owns full or partial rights to the catalogues of Bruce Springsteen, The Beatles, Michael Jackson, Usher, Eminem, and others. The applicant has demonstrated the financial ability to undertake the project.

In December 2004, Sony Music Entertainment was approved for a BEIP grant (P16280) for relocating jobs from New York to Lyndhurst, New Jersey. The applicant also has a small digital distribution/sales unit in Voorhees with 10 employees.

**MATERIAL FACTOR/NET BENEFIT:**

The Sony group is taking cost cutting measures globally. To that end, it is looking for a better alternative to its existing workforce of 50 Sony Music employees in Manhattan. The company is considering either Rutherford, New Jersey or Long Island City, New York. The latter is much closer to Manhattan and it would cause minimal disruption. If Rutherford is chosen, the company may also move its existing Lyndhurst operation to Rutherford as additional space becomes available. The company is not requesting a new incentive for the relocation of the 87 existing BEIP jobs.

The management of Sony Music Entertainment has indicated that the grant of tax credits is a material factor in the company’s location decision. The Authority is in receipt of an executed CEO certification by Doug Morris, the CEO of Sony Music Entertainment, that states that the application has been reviewed and the information submitted and representations contained therein are accurate and that, but for the Grow New Jersey award, the creation and/or retention of jobs would not occur. It is estimated that the project would have a net benefit to the State of \$22.77 million over the 20 year period required by the Statute.

**ELIGIBILITY AND GRANT CALCULATION:**

Per the Grow New Jersey statute, N.J.S.A. 34:1B-242 et seq. and the program’s rules, N.J.A.C. 19:31-18, the applicant must:

- Make, acquire, or lease a capital investment equal to, or greater than, the minimum capital investment, as follows:

<u>Minimum Capital Investment Requirements</u>	<u>(\$/Square Foot of Gross Leasable Area)</u>
Industrial - Rehabilitation Projects	\$ 20
Industrial - New Construction Projects	\$ 60
<b>Non-Industrial – Rehabilitation Projects</b>	<b>\$ 40</b>
Non-Industrial – New Construction Projects	\$120

*Minimum capital investment amounts are reduced by 1/3 in GSGZs and in eight South Jersey counties: Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Ocean and Salem*

- Retain full-time jobs **AND/OR** create new full-time jobs in an amount equal to or greater than the applicable minimum, as follows:

<u>Minimum Full-Time Employment Requirements</u>	<u>(New / Retained Full-time Jobs)</u>
Tech start ups and manufacturing businesses	10 / 25
Other targeted Industries	25 / 35
<b>All other businesses/industries</b>	<b>35 / 50</b>

*Minimum employment numbers are reduced by 1/4 in GSGZs and in eight South Jersey counties: Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Ocean and Salem*

As a Non-Industrial - Rehabilitation Project for a recorded music business in Bergen County, this project has been deemed eligible for a Grow New Jersey award based upon these criteria, outlined in the table below:

<b>Eligibility</b>	<b>Minimum Requirement</b>	<b>Proposed by Applicant</b>
Capital Investment	\$1,560,000	\$5,850,000
New Jobs	35	50
Retained Jobs	50	n/a

The Grow New Jersey Statute and the program’s rules also establish criteria for the Grant Calculation. This project has been deemed eligible for a Base Award and Increases based on the following:

<b>Base Grant</b>	<b>Requirement</b>	<b>Proposed by Applicant</b>
Priority Area	Base award of \$3,000 per year for projects located in a designated Priority Area	Rutherford is a designated Priority Area
<b>Increase(s) Criteria</b>		
Jobs with Salary in Excess of County/GSGZ Average: \$250 - \$1,500	An increase of \$250 per job for each 35% the applicant’s median salary exceeds the median salary of the County, or the Garden State Growth Zone, in which the project is located with a maximum increase of \$1,500	The proposed median salary of \$100,000 exceeds the County median salary by 69% resulting in an increase of \$250 per year.

<u>Grant Calculation</u>		
<b>BASE GRANT PER EMPLOYEE:</b>		
Priority Area		\$3,000
<b>INCREASES:</b>		
Jobs with Salary in Excess of County/GSGZ Average:	\$250	
<b>INCREASE PER EMPLOYEE:</b>		<u>\$250</u>
<b>PER EMPLOYEE LIMIT:</b>		
Priority Area	\$10,500	
<b>LESSER OF BASE + INCREASES OR PER EMPLOYEE LIMIT:</b>		\$3,250
<b>AWARD:</b>		
New Jobs:	50 Jobs X \$3,250 X 100% =	\$162,500
Retained Jobs:	0 Jobs X \$3,250 X 50% =	<u>\$0</u>
<b>Total:</b>		<b>\$162,500</b>
<b>ANNUAL LIMITS:</b>		
Priority Area (90% Withholding Limit)	\$4,000,000/(\$173,925)	
<b>TOTAL ANNUAL AWARD</b>		<b><u>\$162,500</u></b>

**ESTIMATED ELIGIBLE CAPITAL INVESTMENT:** \$5,850,000  
**NEW FULL-TIME JOBS:** 50  
**RETAINED FULL-TIME JOBS:** 0

**NET BENEFIT TO THE STATE (OVER 20 YEARS, NET OF AWARD):** \$22,774,244  
**TOTAL AMOUNT OF AWARD:** \$1,625,000  
**ELIGIBILITY PERIOD:** 10 years  
**MEDIAN WAGES:** \$100,000  
**SIZE OF PROJECT LOCATION:** 39,000 sq. ft.  
**NEW BUILDING OR EXISTING LOCATION?** Existing  
**INDUSTRIAL OR NON-INDUSTRIAL FACILITY?** Non-Industrial  
**STATEWIDE BASE EMPLOYMENT:** 97  
**PROJECT IS:** ( ) Expansion ( X ) Relocation  
**CONSTRUCTION:** ( X ) Yes ( ) No

**CONDITIONS OF APPROVAL:**

1. Applicant has not entered into a lease, purchase contract, or otherwise committed to remain in New Jersey.
2. Applicant will make an eligible capital investment of no less than the Statutory minimum after board approval, but no later than 3 years from Board approval.

3. No employees that are subject to a BEIP, BRRAG, legacy Grow New Jersey, Urban Transit Hub or other NJEDA incentive program are eligible for calculating the benefit amount of the Grow New Jersey tax credit.
4. No capital investment that is subject to a BEIP, BRRAG, legacy Grow New Jersey, Urban Transit Hub or other NJEDA incentive program is eligible to be counted toward the capital investment requirement for Grow New Jersey.
5. Within twelve months following approval, the applicant will submit progress information indicating that the business has site plan approval, committed financing for, and site control of the qualified business facility.

**APPROVAL REQUEST:**

The Members of the Authority are asked to approve the proposed Grow New Jersey grant to encourage Sony Music Entertainment to increase employment in New Jersey. The recommended grant is contingent upon receipt by the Authority of evidence that the company has met certain criteria to substantiate the recommended award. If the criteria met by the company differs from that shown herein, the award amount and the term will be lowered to reflect the award amount that corresponds to the actual criteria that have been met.

**DEVELOPMENT OFFICER:** J. Kenyon**APPROVAL OFFICER:** D. Sucsuz

**FILM TAX CREDIT TRANSFER PROGRAM**





## MEMORANDUM

**TO:** Members of the Authority

**FROM:** Timothy J. Lizura  
President and Chief Operating Officer

**DATE:** March 13, 2014

**SUBJECT:** New Jersey Film Tax Credit Program

The New Jersey Film Tax Credit Program was established in 2006. The Statute that created this Program provides a credit under the New Jersey Corporate Business Tax and Gross Income Tax for film production expenses incurred in New Jersey. The tax credit serves as an incentive to encourage production companies to film in New Jersey. The legislation directs the New Jersey Division of Taxation (“Taxation”) and the Authority to implement the program, with the assistance of the New Jersey Motion Picture and Television Commission (“Film Commission”).

The Film Tax Credit Program enables taxpaying entities to receive a tax credit in an amount equal to 20% of Qualified Film Production expenses incurred in New Jersey after January 10, 2006. Ten million dollars in tax credits is available each State Fiscal Year until the program expires at the end of State Fiscal Year 2015.

The taxpayer must demonstrate to the Authority and the Division of Taxation that at least 60% of the film’s total production expenses, exclusive of post production costs, were incurred for services performed and goods consumed in New Jersey. In accordance with the Statute, tax credits are reserved on a first come, first served basis (multiple applications received on the same date have equal priority to receive an allocation). In order to be eligible for the tax credit, principal photography must commence within 150 days of Board approval. The tax credit may be utilized by the applicant or sold to another taxpayer via the issuance of a tax transfer certificate. If a given applicant seeks an allocation in excess of the amount available from the current State Fiscal Year’s limit, the applicant will receive the balance of the current State Fiscal Year’s limit and will be first in line to receive an allocation in the next available State Fiscal Year.

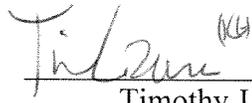
Projects are presented to the Board after being recommended by the Film Commission. The estimated tax credit amount is based on the estimated costs presented by the applicant (subject to a cumulative total of \$10,000,000 in any State Fiscal Year). The tax credits are limited to the amount approved by the Board even if actual costs are in excess of the estimate. Any applicant

with actual costs lower than the approved amount will receive a smaller tax credit based on actual costs. The applicant must submit to Taxation a CPA certification of eligible expenses. Taxation will then verify the actual eligible costs prior to issuing a tax certificate.

The following projects have been reviewed and recommended by the Film Commission.

<u>Applicant/Producer</u>	<u>Production/Film Title</u>	<u>State Fiscal Year 2014</u>	<u>State Fiscal Year 2015</u>	<u>Total Project Allocations</u>
Northern Entertainment Inc.	Law & Order: SVU Season 11	\$806,328		\$806,328
Briefcase Films, LLC	The Briefcase	\$60,091		\$60,091
Open 4 Business, LLC.	"Mercy" - Back 9 Episode Order	\$911,660	\$3,238,985	\$4,150,645
Bartlett Films, LLC (supp.)	Lymelife		\$179,760	\$179,760
Junction The Movie LLC	Junction		\$136,580	\$136,580
The MLB Network, LLC	All Time Games		\$33,389	\$33,389
The MLB Network, LLC	Plays of the Week		\$25,163	\$25,163
The MLB Network, LLC	MVP		\$6,494	\$6,494
The MLB Network, LLC	Monthly Leaders (MLB Tonight)		\$91,003	\$91,003
The MLB Network, LLC	Inside 42		\$684,734	\$684,734
The MLB Network, LLC	Countdown		\$20,000	\$20,000
Purgatory, LLC	Purgatory		\$530,922	\$530,922
Split Endz Productions LLC (supp.)	Split Ends		\$19,473	\$19,473
The Perfect Age LLC (supp.)	The Perfect Age of Rock and Roll		\$227,098	\$227,098
Day Twenty Eight Films Apple, LLC	Gimme Shelter		\$630,000	\$630,000
HOAV, LLC	Hell of a View		\$318,649	\$318,649
	<b>Totals:</b>	<u>1,778,079</u>	<u>\$6,142,250</u>	<u>\$7,920,329</u>

Staff recommends the approval of the projects, which are described more fully in the attached Film Tax Credit Project Summaries, subject to satisfactory review of the actual production costs by staff and Taxation. The approval of tax credits allocated to State Fiscal Year 2015 will not be issued until after July 1, 2014.

  
 \_\_\_\_\_  
 Timothy J. Lizura

Prepared by: John Rosenfeld/David Sucsuz

**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** Northern Entertainment Inc.

**APPLICANT BACKGROUND:**

Northern Entertainment, Inc. is the production company responsible for "Law & Order: Special Victims Unit ('SVU') - Season 11, Episodes 1-24". SVU is currently one of the highest rated series of the Law & Order television series franchise, and is one of NBC's top rated shows. The detectives of the Special Victims Unit handle sexually based offenses. It has been in production since September 1999. The series executive producer is writer/director Ted Kotcheff. The SVU series stars Christopher Meloni and Mariska Hargitay.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its network television production titled "Law & Order: Special Victims Unit ('SVU') - Season 11, Episodes 1-24." The principal photography began in July 2009.

This application has been reviewed and recommended by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** July 2009

**DATE OF PROJECT COMPLETION:** April 2010

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Network Television

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$78,848,328
Total New Jersey Production Expenses	\$60,833,928
Total New Jersey Post Production Expenses	\$0

Percentage of Required Costs in New Jersey	77.15%
--	--------

Maximum Tax Benefit Amount	\$12,166,786
----------------------------	--------------

Applicant's Fiscal Year End	12/31
-----------------------------	-------

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 01/26/2010 (Application #58)

**APPLICATION APPROVED DATE(S):** February 14, 2012 (SFY2013: \$594,250), January 15, 2013 (SFY2013: \$216,640 and SFY2014: \$10,000,000)

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2014 - \$806,328

\* Northern Entertainment, Inc. had applied for film tax benefits not exceeding \$12,166,786 for Law & Order: Special Victims Unit ('SVU') - Season 11 based on its initial estimated qualified New Jersey expenditures of \$60,833,928. However, the actual eligible expenditures came to \$58,086,094, reducing the total tax benefit for this project to \$11,617,219, which is allocated over different State Fiscal Years due to the annual total limit of \$10 million in a fiscal year.

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** Briefcase Films, LLC

**APPLICANT BACKGROUND:**

Briefcase Films, LLC has produced a feature film titled "The Briefcase". This film tells the non-linear story of two different protagonists, who were trapped in the woods, handcuffed to each other and running for their lives. Zach Hagen is the producer. This comedic thriller was written and directed by Jason Krawczyk. The credited cast characters include Josh Alexander, Nashawn Kearse, Kip Pardue, Vincent Pastore, Kenneth Simmons, Daniel Stewart Sherman, Lou Sumrall, and David Vadim.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "The Briefcase." The principal photography began in April 2010.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** April 2010

**DATE OF PROJECT COMPLETION:** May 2010

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Theatrical

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$287,456
Total New Jersey Production Expenses	\$287,456
Total New Jersey Post Production Expenses	\$13,000
Percentage of Required Costs in New Jersey	104.52%
Maximum Tax Benefit Amount	\$60,091
Applicant's Fiscal Year End	12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 04/14/2010 (Application #59)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2014

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** Open 4 Business, LLC

**APPLICANT BACKGROUND:**

Open 4 Business, LLC is the production company responsible for "Mercy, Back 9 Episode Order". This Mercy television series is an ensemble drama set in the fictional Mercy Hospital in Jersey City, New Jersey. The show follows the lives of three very different nurses. The cast includes Taylor Schilling, Jaime Lee Kirchner, and Michelle Trachtenberg, among other stars.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its network television production titled "Mercy, Back 9 Episode Order." The principal photography began in August 2009.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** August 2009

**DATE OF PROJECT COMPLETION:** April 2010

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Network Television

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$26,688,573
Total New Jersey Production Expenses	\$20,753,227
Total New Jersey Post Production Expenses	\$0
Percentage of Required Costs in New Jersey	77.76%
Maximum Tax Benefit Amount	\$4,150,645
Applicant's Fiscal Year End	12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 05/25/2010      (Application #60)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2014/SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** Bartlett Films, LLC (f/k/a Bartlettown Productions, Inc.)

**APPLICANT BACKGROUND:**

Bartlett Films, LLC (f/k/a Bartlettown Productions, Inc.) has produced a film titled "Lymelife". The film is a coming of age dramedy where two families are falling apart in the middle of suburbia. It is written and directed by Derrick Martini and Steven Martini, both are writers and directors of several TV Series, including "Clear Skies" and "South Beach". Barbara DeFina, producer of "Goodfellas" (1990), and Martin Scorsese, director of "Goodfellas", are producers of this film. The cast includes Alec Baldwin, Rory Culkin, and Jennifer Jason Leigh.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Lymelife." The principal photography began in March 2008.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

As its New Jersey film production expenses exceeded its original allocation approval, which was based on its initial budget estimates on its original application, this is a supplemental application for the remainder of its expenditures.

**PRINCIPAL PHOTOGRAPHY BEGAN:** March 2008

**DATE OF PROJECT COMPLETION:** April 2008

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Theatrical

**PROJECT COSTS (Second Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$822,329
Total New Jersey Production Expenses	\$880,999
Total New Jersey Post Production Expenses	\$17,800

Percentage of Required Costs in New Jersey	109.30%
--	---------

Maximum Tax Benefit Amount	\$179,760
----------------------------	-----------

Applicant's Fiscal Year End	12/31
-----------------------------	-------

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 07/30/2007/Part1 (initial estimate) - (Application #26)  
06/22/2010/Part2 (cost overrun) - (Application #61)

**APPLICATION APPROVED DATE:** 01/08/2008/Part1

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015/Part2

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** Junction The Movie LLC

**APPLICANT BACKGROUND:**

Junction The Movie LLC is producing a feature film titled "Junction". This film follows four strung-out meth-addicts who discover a dark secret about a homeowner during a burglary, pitting them not only against the police but against each other. This thriller is written and directed by Tony Glazer. Anthony Rapp stars in this film.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Junction." The principal photography began in November 2010.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** November 2010

**DATE OF PROJECT COMPLETION:** December 2010

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Theatrical  
Cable Television  
Network Television  
Video

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$544,100
Total New Jersey Production Expenses	\$602,000
Total New Jersey Post Production Expenses	\$80,900
Percentage of Required Costs in New Jersey	125.51%
Maximum Tax Benefit Amount	\$136,580
Applicant's Fiscal Year End	12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 10/19/2010    (Application #62)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** The MLB Network, LLC

**APPLICANT BACKGROUND:**

The MLB Network, LLC has produced a production titled "All Time Games". This production is about the professional league baseball sport.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "All Time Games." The principal photography began in January 2011.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** January 2011

**DATE OF PROJECT COMPLETION:** December 2011

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Cable Television  
Satellite TV  
DVD

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$125,207
Total New Jersey Production Expenses	\$125,207
Total New Jersey Post Production Expenses	\$41,736

Percentage of Required Costs in New Jersey 133.33%

Maximum Tax Benefit Amount \$33,389

Applicant's Fiscal Year End 12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 01/03/2011 (Application #63)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** The MLB Network, LLC

**APPLICANT BACKGROUND:**

The MLB Network, LLC has produced a production titled "Plays of the Week". This production is about the professional league baseball sport.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Plays of the Week." The principal photography began in January 2011.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** January 2011

**DATE OF PROJECT COMPLETION:** December 2011

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Cable Television  
Satellite TV  
DVD

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$94,363
Total New Jersey Production Expenses	\$94,363
Total New Jersey Post Production Expenses	\$31,454
Percentage of Required Costs in New Jersey	133.33%
Maximum Tax Benefit Amount	\$25,163
Applicant's Fiscal Year End	12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 01/03/2011 (Application #63)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** The MLB Network, LLC

**APPLICANT BACKGROUND:**

The MLB Network, LLC has produced a production titled "MVP". This production is about the professional league baseball sport.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "MVP." The principal photography began in January 2011.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** January 2011

**DATE OF PROJECT COMPLETION:** December 2011

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Cable Television  
Satellite TV  
DVD

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$24,351
Total New Jersey Production Expenses	\$24,351
Total New Jersey Post Production Expenses	\$8,117
Percentage of Required Costs in New Jersey	133.33%
Maximum Tax Benefit Amount	\$6,494
Applicant's Fiscal Year End	12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 01/03/2011 (Application #63)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** The MLB Network, LLC

**APPLICANT BACKGROUND:**

The MLB Network, LLC has produced a production titled "Monthly Leaders (MLB Tonight)". This production is about the professional league baseball sport.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Monthly Leaders (MLB Tonight)." The principal photography began in January 2011.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** January 2011

**DATE OF PROJECT COMPLETION:** December 2011

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Cable Television  
Satellite TV  
DVD

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$341,262
Total New Jersey Production Expenses	\$341,262
Total New Jersey Post Production Expenses	\$113,754
Percentage of Required Costs in New Jersey	133.33%
Maximum Tax Benefit Amount	\$91,003
Applicant's Fiscal Year End	12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 01/03/2011 (Application #63)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** The MLB Network, LLC

**APPLICANT BACKGROUND:**

The MLB Network, LLC has produced a production titled "Inside 42". This production is about the professional league baseball sport.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Inside 42." The principal photography began in January 2011.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** January 2011

**DATE OF PROJECT COMPLETION:** December 2011

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Cable Television  
Satellite TV  
DVD

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$2,567,754
Total New Jersey Production Expenses	\$2,567,754
Total New Jersey Post Production Expenses	\$855,918

Percentage of Required Costs in New Jersey	133.33%
--	---------

Maximum Tax Benefit Amount	\$684,734
----------------------------	-----------

Applicant's Fiscal Year End	12/31
-----------------------------	-------

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 01/03/2011 (Application #63)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** The MLB Network, LLC

**APPLICANT BACKGROUND:**

The MLB Network, LLC has produced a production titled "Countdown". This production is about the professional league baseball sport.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Countdown." The principal photography began in January 2011.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** January 2011

**DATE OF PROJECT COMPLETION:** December 2011

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Cable Television  
Satellite TV  
DVD

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$75,000
Total New Jersey Production Expenses	\$75,000
Total New Jersey Post Production Expenses	\$25,000
Percentage of Required Costs in New Jersey	133.33%
Maximum Tax Benefit Amount	\$20,000
Applicant's Fiscal Year End	12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 01/03/2011 (Application #63)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** Purgatory, LLC

**APPLICANT BACKGROUND:**

Purgatory, LLC is producing a feature film titled "Purgatory". In this film, the new owners of a suburban New Jersey house finds themselves haunted by the spirits of some of the prior owners. One of the prior owners, who was a former State Supreme Court judge, now must face justice. This drama is written and directed by Garry Pastore. The producers of this film are Deborah Mello and Jeff Mazzola.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Purgatory." The principal photography began in June 2011.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** June 2011

**DATE OF PROJECT COMPLETION:** October 2011

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Theatrical  
Cable Television

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$2,288,761
Total New Jersey Production Expenses	\$2,471,686
Total New Jersey Post Production Expenses	\$182,925
Percentage of Required Costs in New Jersey	115.98%
Maximum Tax Benefit Amount	\$530,922
Applicant's Fiscal Year End	12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 02/14/2011 (Application #64)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** Split Endz Productions LLC

**APPLICANT BACKGROUND:**

Split Endz Productions LLC produced a film titled "Split Ends." This film tells the story of a Scottish American beauty salon owner that fights to save her building and her town from an unethical real estate developer and his demolition project under Eminent Domain. She wins her fight...but loses her chance at love. It is a modern "It's a Wonderful Life." The writer and producer is Gila Zalon. The cast includes Vincent Pastore, Corinna May and Lawton Paseka.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Split Ends." The principal photography began in June 2008.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

As its New Jersey film production expenses exceeded its original allocation approval, which was based on its initial budget estimates on its original application, this is a supplemental application for the remainder of its expenditures.

**PRINCIPAL PHOTOGRAPHY BEGAN:** June 2008

**DATE OF PROJECT COMPLETION:** July 2008

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Theatrical  
Cable Television  
Video

**PROJECT COSTS (Second Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$149,023
Total New Jersey Production Expenses	\$97,365
Total New Jersey Post Production Expenses	\$0

Percentage of Required Costs in New Jersey	65.34%
--	--------

Maximum Tax Benefit Amount	\$19,473
----------------------------	----------

Applicant's Fiscal Year End	12/31
-----------------------------	-------

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 04/24/2008/Part1 (initial estimate) – (Application #42)  
08/11/2011/Part2 (cost overrun) – (Application #67)

**APPLICATION APPROVED DATE:** 03/09/2010/Part1

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2010/Part1 and SFY2015/Part2

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** The Perfect Age LLC

**APPLICANT BACKGROUND:**

The Perfect Age LLC produced a film titled "The Perfect Age of Rock 'N' Roll." This film tells the story of a rock star that retreats to his Long Island hometown after his sophomore (second) album flops. There, he reunites with his former best friend, a fellow musician and son of a legendary punk rocker. Soon they travel historic Route 66 with a new band. The cross-country trip brings them face to face with their past, present, and future. Kevin Zegers leads the cast as the rock star. Jason Ritter and Taryn Manning also star in this musical drama.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "The Perfect Age of Rock 'N' Roll." The principal photography began in June 2008.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

As its New Jersey film production expenses exceeded its original allocation approval, which was based on its initial budget estimates on its original application, this is a supplemental application for the remainder of its expenditures.

**PRINCIPAL PHOTOGRAPHY BEGAN:** June 2008

**DATE OF PROJECT COMPLETION:** July 2008

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Cable Television

**PROJECT COSTS (Second Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$1,135,489
Total New Jersey Production Expenses	\$1,135,489
Total New Jersey Post Production Expenses	\$0

Percentage of Required Costs in New Jersey	100.00%
--	---------

Maximum Tax Benefit Amount	\$227,098
----------------------------	-----------

Applicant's Fiscal Year End	12/31
-----------------------------	-------

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 05/14/2008/Part1 (initial estimate) - (Application #43)  
09/09/2011/Part2 (cost overrun) - (Application #68)

**APPLICATION APPROVED DATE:** 03/09/2010/Part1

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2010/Part1 and SFY2015/Part2

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** Day Twenty Eight Films Apple, LLC

**APPLICANT BACKGROUND:**

Day Twenty Eight Films Apple, LLC has produced a feature film titled "Gimme Shelter". A teenager sets out to find her Wall Street father and ends up in the streets when it is found out that the teen is pregnant. This movie is about her desperate journey of survival. This drama is written and directed by Ronald Krauss. Vanessa Hudgens stars in this film.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Gimme Shelter." The principal photography began in June 2011.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** June 2011

**DATE OF PROJECT COMPLETION:** October 2011

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Theatrical

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$3,500,000
Total New Jersey Production Expenses	\$3,000,000
Total New Jersey Post Production Expenses	\$150,000

Percentage of Required Costs in New Jersey	90.00%
--	--------

Maximum Tax Benefit Amount	\$630,000
----------------------------	-----------

Applicant's Fiscal Year End	12/31
-----------------------------	-------

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 09/09/2011    (Application #68)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



**NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY  
PROJECT SUMMARY - FILM TAX CREDIT**

**APPLICANT:** HOAV, LLC

**APPLICANT BACKGROUND:**

HOAV, LLC is producing a feature film titled "Hell of A View". Hell of A View is a love story. Not only of people falling in love with each other but also of being in love with a dream, and harnessing that passion to make that dream a reality. This inspirational story of redemption tells the story of a young chef after the destruction of his family's Atlantic City restaurant in Hurricane Sandy. This romance-drama is written and directed by Ben Hickernell and produced by Kristin Fairweather.

**APPROVAL REQUEST:**

Authority assistance will enable the applicant to receive a 20% tax credit for Qualified Film Production Expenses incurred in New Jersey for its production titled "Hell of A View." The principal photography began in September 2013.

This application has been reviewed by the New Jersey Motion Picture and Television Commission.

**PRINCIPAL PHOTOGRAPHY BEGAN:** September 2013

**DATE OF PROJECT COMPLETION:** November 2013

**PRINCIPAL MARKET(S) FOR WHICH PRODUCTION IS INTENDED:**

Theatrical  
Cable Television  
Network Television  
Television Syndication

**PROJECT COSTS (Initial Application Estimate):**

Total Production Expenses (Less Post-Production Costs)	\$1,300,000
Total New Jersey Production Expenses	\$1,400,000
Total New Jersey Post Production Expenses	\$193,244
Percentage of Required Costs in New Jersey	122.56%
Maximum Tax Benefit Amount	\$318,649
Applicant's Fiscal Year End	12/31

**FINANCE OFFICER:** David Sucsuz      **COUNSEL:** DAG

**APPLICATION RECEIVED DATE:** 06/28/2013      (Application #71)

**APPLICATION APPROVED DATE:**

**CURRENT OR INITIAL ALLOCATION YEAR(S):** SFY2015

Prepared by: John Rosenfeld/David Sucsuz



## **BOARD MEMORANDUMS**





## MEMORANDUM

**TO:** Members of the Authority

**FROM:** Timothy J. Lizura  
President and Chief Operating Officer

**DATE:** March 13, 2014

**SUBJECT:** Citigroup Global Markets, Inc., Citigroup Technology, Inc., Citicorp North America, Inc., Citigroup Management Corp., and Citibank, N.A. (collectively “Citigroup Warren”) – P15955  
Warren Township, New Jersey  
Business Employment Incentive Program Grant (“BEIP”)

### **Modification Request:**

Consent to shortening the BEIP grant term for Citigroup Warren by 3 months (from October to July 2019) to align the maturity of the commitment duration (year 15 of the grant) with the expiry of the lease. In exchange for this modification, the applicant will agree to a reduction in the amount of the final payment of the grant award (approximately \$1.24 million of the payment due).

### **Background:**

Citigroup is a global diversified financial services holding company providing a broad range of financial products. The company does business in more than 160 countries and jurisdictions.

In July 2004, the members approved an 80%/10 year grant to incent the relocation of jobs from New York to New Jersey. Current employment is 767. To date, approximately \$29.5 million has been disbursed and an additional \$10.2 million is pending review.

Citigroup signed the lease for the Warren facility in July, 2004 after EDA approved the BEIP, but did not sign the BEIP documents until October, 2004, which created a timing difference on the end of the commitment duration term of the grant with the initial 10 year term lease. Similarly, this timing difference will continue when the applicant signs the 5 year extension of the lease (anticipated in July, 2014.)

While Citigroup has reaffirmed its commitment to keep jobs in New Jersey after the 2019 date, it is uncertain that the Warren space will remain part of that commitment. Therefore, the applicant is requesting that the term of the commitment duration of the BEIP be reduced to be co-terminus with the lease extension term at that project site.

In exchange for this modification, Citigroup Warren will agree to forfeit an amount equal to 3 months of the final year of its award (approximately \$1.24 million).

This change will not impact the applicants' obligations under its other two (2) BEIP grants and the company has reported no outstanding legal matters.

**Recommendation:**

Consent to shortening the commitment duration for the Citigroup Warren BEIP grant by 3 months (from October, 2019 to July, 2019) to make the grant co-terminus with the 5 year extension of the lease. In exchange, and in advance of any additional payments being made, the applicant will execute the lease extension and will consent to a reduction in the final payment of the award by approximately \$1.24 million.

---

Prepared by: Karen Gallagher



**MEMORANDUM**

**TO:** Members of the Authority

**FROM:** Timothy Lizura  
President/Chief Operating Officer

**DATE:** March 13, 2014

**SUBJECT:** DG3 North America, Inc. (“DG3”)  
\$94,000 UEZ Energy Sales Tax Exemption (“U-STX”)

**Approval Request:**

Consent to the approval of DG3’s application to participate in the U-STX program.

**Background**

DG3 is recognized as a leading global provider of print and communications services. The company operates out of a facility in Jersey City, New Jersey that is designated as an Urban Enterprise Zone (“UEZ”).

To qualify for a U-STX, a company must be a UEZ-certified manufacturer with at least 250 full-time employees, at least 50% of which are involved in the manufacturing process. DG3 has 325 full-time employees in a UEZ certified facility in Jersey City, of which 69% are involved in the manufacturing process.

Authority staff visited the site to verify manufacturing practices and employment numbers in February, 2014. The Department of Labor and Workforce Development has confirmed that the company is in good standing. They have also received a valid Tax Clearance Certificate from the Division of Taxation.

The estimated annualized U-STX benefit to DG3 is \$94,000, which is based on the prior twelve months electric and gas usage multiplied by 7% sales tax.

**Recommendation**

Consent to the approval of DG3’s application to participate in the U-STX program for one year.

**Prepared by:** John Shanley





NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

## MEMORANDUM

**TO:** Members of the Authority

**FROM:** Timothy J. Lizura, President and COO

**DATE:** March 13, 2014

**SUBJECT:** Projects Approved Under Delegated Authority - **For Informational Purposes Only**

The following project was approved under Delegated Authority in February 2014:

### **New Jersey Business Growth Fund:**

- 1) LC Ventures LLC (P38987), located in Belmawr Borough, Camden County, is a real estate holding company formed to purchase the project property. The operating company, National Paper Recycling, Inc. was formed in 2003 as a paper recycler and is seeking to purchase property to facilitate business expansion. PNC Bank approved a \$550,000 bank loan with a five-year, 25% of guarantee initially, not to exceed \$137,500. The Company currently has thirteen employees.

### **Small Business Fund Program:**

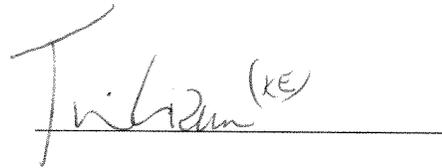
- 1) Imagine Audio, LLC (P38974), located in Cherry Hill Township, Camden County, was formed in 2004 as an installer of automotive electronics and accessories. Investors Bank approved a \$1,000,000 loan with a \$250,000 (25%) Authority participation under the Small Business Fund Program. Proceeds will be used to purchase commercial property. The Company currently has seven employees and plans to create two new positions over the next two years.
- 2) R & R Investments LLC (the "RRI" or "Company") (P38837) is located in Westville Borough, Gloucester Township. RRI was formed in 1996 to own various investment properties including the operating companies, R & R Associates, LLC, R & R Wholesalers, LLC and S and C Green World, LLC, and will be the owner of the office condominium to be purchased with the loan proceeds. Fulton Bank approved a \$209,725 loan with a \$100,000 (47.7%) Authority participation under the Small Business Fund Program. Currently, the Company has nine employees and plans to create one additional job over the next two years.

**Stronger NJ Loan Program:**

- 1) Berkeley Island Marine, Inc. (P38667), located in Berkeley Township, Ocean County, was founded in 2010 to provide marine repair services for many types of boats, and carries both new and used parts as well as hauling parts. The Company is located at Trixies Landing along the Barnegate Bay and was approved for a \$230,400 working capital loan under the Stronger NJ Business Loan Program to reimburse working capital expenses incurred after Superstorm Sandy.

**New Jersey Business Growth Fund - Modification:**

- 1) SPE Labrusciano LLC (P39013), located in West Cape May Borough, Cape May County, is a real estate holding company formed to purchase the project property. The operating company, J & L Labrusciano, PTRS, operates The Albert Stevens Inn, a bed & breakfast in Cape May, NJ. The current owners have operated the inn since 2003. The building is a restored 1898 Victorian home in a major tourist area and contains ten guest rooms. PNC Bank approved a five-year renewal of a \$493,439.59 term loan with a 25% Authority guarantee of principal outstanding, not to exceed \$123,359.90. Original loan proceeds were used to refinance existing real estate. All other terms and conditions of the original approval remain unchanged.



**Prepared by:** D. Lawyer  
DL/gvr



**MEMORANDUM**

**TO:** Members of the Authority

**FROM:** Timothy Lizura  
President and Chief Operating Officer

**DATE:** March 13, 2014

**RE:** Retail Fuel Station–Energy Resiliency Program Deadline Extension  
**(For Informational Purposes Only)**

As a result of Superstorm Sandy, extensive power outages across the State rendered liquid fuel pumps and point of sale systems at many retail fuel stations inoperable. The Retail Fuel Station–Energy Resiliency Program (RFS-ERP) was designed, as a voluntary program, to assist owners/operators of retail fuel stations enhance their operational resiliency.

The RFS-ERP was launched on January 7, 2014 with an application deadline of March 4, 2014. Due to the inclement weather that the State has experienced since the launch of the program, the application deadline for the RFS-ERP will be extended from March 4, 2014 to March 21, 2014. The EDA will continue to monitor program activity over the coming weeks.

Prepared by: Sandy Zeglarski





NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

## MEMORANDUM

**TO:** Members of the Authority

**FROM:** Tim Lizura  
President and Chief Operating Officer

**DATE:** March 13, 2014

**RE:** Technical Assistance for Small Businesses (TA)  
**(For Information Only)**

This memo is for informational purposes. It provides an update on the performance under the Technical Assistance (TA) contract with UCEDC and informs the members that the contract for TA for Small Businesses will be renewed for a third year as permitted by the November 2011 Board approval. Under the contract, UCEDC is required to provide technical assistance services to start-up and existing small businesses as well as women owned and minority enterprises statewide. The term of the contract is three years at a cost of \$300,000 per year. This renewal will be the second renewal for calendar year 2014, which is the contract's final year and is based on UCEDC's satisfactory performance under the contract through September 2013.

### **Background**

Through a competitive RFP process, EDA awarded UCEDC with a contract to deliver technical assistance services statewide. The EDA's objective was to support a customer-focused approach through various but integrated delivery methods to different business sectors and lifecycle sates, including but not limited to small businesses, women and minority enterprises.

EDA outlined key deliverables for the first year of UCEDC's contract against which UCEDC reports results on a quarterly basis. Staff monitors UCEDC's performance and reviews the quarterly reports. Through third quarter 2013, UCEDC has met or exceeded a number of the deliverables. After Super Storm Sandy, UCEDC partnered with Investors Bank to develop The Storm Recovery Loan program. The program is designed to provide immediate working capital from \$500 to \$50,000 to small businesses affect by Sandy. As a result UCEDC has experienced a significant increase in loan volume, reviewing 154 loan packages, of which 65 were approved and closed through the third quarter for a total of \$1,688,500. An additional 20 loans are pending closing for a total of \$2,740,600. Some of these loans are a result of UCEDC's expansion into the SBA 504 program.

UCEDC took an active role in 53 partner events and 48 topical workshops through third quarter of 2013 and continues to expand partnerships in the southern region of the state. UCEDC has established a satellite office space in Atlantic City with Main Street Atlantic City and is collaborating with other small business advocates including Stand UP for Salem, the overseer of Salem Main Street Program, the Latin American Economic Development Association (LAEDA) and the Cumberland County One Stop Career Center in Vineland.

EDA staff has also encouraged UCEDC to partner with the Cooperative Business Assistance Corporation (CBAC) in Camden a well know microlender for south Jersey as another collaboration benefitting small businesses throughout south Jersey.

**Staff Action**

Based upon the EDA Board action in November 2011 and the satisfactory performance of UCEDC against EDA's key deliverables, staff will implement the third year of the UCEDC contract for 2014 at a cost of \$300,000.

  
\_\_\_\_\_  
Tim Lizura

Prepared By: V. Pepe

**REAL ESTATE**





NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

## MEMORANDUM

TO: Members of the Authority

FROM: Timothy J. Lizura  
President and Chief Operating Agreement

RE: Site License Agreements between NJEDA and  
Parking Authority of the City of Camden  
Waterfront Technology Center Parking Lot and West Lot

DATE: March 13, 2014

### Summary

The Members are requested to approve two separate Site License Agreements (“Agreements”) between the Authority and the Parking Authority of the City of Camden (“PACC”) to allow PACC to use the Authority’s lots for patron parking for events at the Susquehanna Bank Center (“SBC”), Campbell’s Field, as well as, the Camden Waterfront and a delegation of authority to the President/COO to enter into similar Agreements in 2015, 2016, 2017 and 2018. One Agreement would be for use of a portion of the Waterfront Technology Center parking lot and the other Agreement would be for the use of the West Lot on the Camden Waterfront.

### Background

The Authority undertook the acquisition and development of the SBC in Camden as a cultural, recreational and tourism facility to promote employment. During previous seasons, the Authority has allowed SBC to utilize a portion of the Waterfront Technology Center parking lot and the West Lot for patron parking during SBC and other Camden Waterfront events. Live Nation, the operator of the SBC, continues to need these two lots for patron parking during the 2014 season. As outlined in the Susquehanna Bank Center Lease Agreement, NJEDA is obligated to assist with SBC’s parking requirements. Therefore, I am asking the Members to authorize the execution of Site License Agreements to formalize this arrangement for the upcoming SBC season.

As in previous years, PACC will pay monthly rent to the Authority in the amount of twenty percent (20%) of parking fees realized by PACC at WTCC and West Lot. PACC will provide all security, maintain insurance, indemnify the Authority, and maintain and repair any damage to the site.

**Recommendation**

In conclusion, I am requesting the Members' approval to enter into Right of Entry Agreements with the Parking Authority of the City of Camden to allow PACC to use the Authority's lots for patron parking for events at the Camden Waterfront, on terms generally consistent with previous years and a delegation of authority to the President/COO to enter into similar Agreements in 2015, 2016, 2017 and 2018 annually, based on the conditions stated above.



\_\_\_\_\_  
Timothy J. Lizura

Prepared by: Cathleen A. Schweppenheiser  
Senior Project Officer~Legal  
Real Estate Development Division

## MEMORANDUM

**TO:** Members of the Authority

**FROM:** Timothy J. Lizura  
President/Chief Operating Officer

**DATE:** March 13, 2014

**RE:** Interim Parking Improvements and Increase to Langan Engineering Contract  
Former Riverfront State Prison Site Rehabilitation Project  
Camden, NJ

### Summary

I am requesting the Members approve the following: (i) amending the existing Memorandum of Understanding (MOU) between NJEDA and the Department of Treasury, Division of Property Management and Construction to allow for interim parking improvements to be constructed on the former Riverfront Prison site (“Site”); (ii) entering into a standard Site License Agreement with the Camden Parking Authority to allow its maintenance and operation of the Site; (iii) establishing a construction budget for the parking improvements in the amount of \$502,000; and (iv) increasing Langan Engineering’s existing contract in the amount of \$35,000.

### Background

In May 2009, NJEDA entered into a Memorandum of Understanding with the New Jersey Department of Treasury, Division of Property Management and Construction (“DPMC”) to assist in the planning and facilitation of the demolition and future development of the former Prison, including \$200,000 in funding for demolition planning and engineering. In July 2009, the Delaware River Port Authority (“DRPA”) Board authorized an allocation of up to \$6 million in grant funding to NJEDA for the demolition, site remediation, improvements and other related work at the Site. The City of Camden is in the process of approving a Redevelopment Plan for the Property, and NJEDA is proceeding into the final Remedial Investigation phase of environmental services.

In 2009, NJEDA retained Langan Engineering Associates, via a public bidding process, to perform demolition engineering services for a total contract budget in the amount of \$200,000, including Basic Contract Services in the amount of \$89,300, plus an Environmental Allowance in the amount of \$85,000, and a contingency in the amount of \$25,700. The funding for the above-mentioned Langan contract was provided by DPMC in accordance with the Memorandum of Understanding. The \$200,000 was subsequently expended, as anticipated, for Langan's services during the demolition phase of the project. During the completion of the demolition phase of the project, Langan's contract was amended (Amendment #1) to include Site

Investigation Phase environmental services in accordance with NJDEP's Licensed Site Remediation Professional Program ("LSRP"), and Langan's contract was increased by the amount of \$92,598.50 thereby increasing Langan's contract budget amount to \$292,589.50. The funding for the above-mentioned Langan contract Amendment #1 was provided by DRPA in accordance with the Funding and Reimbursement Agreement. The Real Estate Committee of the Board was advised of the procurement of Langan to provide these services. The Site Investigation Phase environmental services were successfully completed.

Based on the results and findings of the Site and Investigation Phase environmental services, we are now prepared to proceed with Langan (as LSRP of Record) into the final Remedial Investigation phase environmental services. Langan's proposal to perform the final Remedial Investigation phase environmental services amounts to \$35,000, including \$9,900 for DEP permitting, and we recommend amending Langan's contract (Amendment #2) increasing Langan's contract budget amount to \$327,589.50. DRPA grant funds will be used to pay for these services. This \$35,000 contract amendment requires Board approval since the contract amount will now exceed the Real Estate Division's delegated authority of contract approvals up to \$300,000.

We are also requesting approval to construct parking lot improvements for approximately 500 cars on an interim basis (consisting of a gravel surface) until future development occurs on the Site. The first phase of development is proceeding but it will be several years before construction commences on the Site. The additional 500 spaces will alleviate a portion of the parking shortages on the Waterfront.

Currently, additional parking capacity is required for patrons of events held at the Camden Waterfront, specifically, and Susquehanna Bank Center (SBC). The Lease Agreement between NJEDA and Pavilion Partners for SBC requires NJEDA to cooperate to ensure that sufficient parking spaces are available for use by the patrons of SBC, to meet the minimum parking facility requirement. DPMC has agreed to amend the MOU to allow NJEDA to construct the parking lot improvements and for the site to be used for interim parking. The Camden Parking Authority (CPA) has agreed to maintain and operate the lot in accordance with the terms of the standard Site License Agreement that has been used for other lots owned by NJEDA on the Waterfront. In order to recapture a portion of the costs of constructing the improvements, CPA has agreed to pay NJEDA all revenues, net of operating expenses, collected for the Prison parking lot. CPA will retain no more than 20% of the gross parking revenue to cover operating expenses. NJEDA has coordinated the interim parking lot improvements with NJDEP, and NJDEP has determined that the nature and scope of the work does not trigger any NJDEP permitting in addition to the General Permit that is obtained by NJEDA for the Remedial Investigation work.

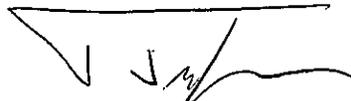
The construction will be procured through a public bidding process with the goal of completing the improvements by the start of the 2014 concert season. The estimated cost of constructing the parking lot improvements is \$502,000 as outlined on the attached budget. The cost of this work will be paid from NJEDA's unencumbered funds, not DRPA project grant funds. The source of

these funds are parking revenues to be received from land owned by NJEDA on the Camden Waterfront which is leased to DPMC and subleased to Camden Aquarium, LLC. Annual estimated revenue from all of the EDA-owned parking lots on the Camden Waterfront is \$650,000. The majority of annual parking revenue is intended to be used toward economic development projects in Camden. The Board will be apprised as future projects are identified.

Attached is the proposed Amendment to the MOU between NJEDA and DPMC, which is in substantially final form. The final document may be subject to revision, although the basic terms will remain consistent with the attachment. The final terms of the Amendment will be subject to the approval of the Chief Executive Officer, President/Chief Operating Officer, the Attorney General's Office, and DPMC. NJEDA's standard Site License Agreement will be utilized to outline the terms and conditions for site maintenance, operations and revenue.

**Recommendation**

In summary, I ask for the Members' consent to: (i) amend the existing Memorandum of Understanding between NJEDA and the Department of Treasury, Division of Property Management and Construction to allow for interim parking improvements to be constructed on the former Riverfront Prison Site; (ii) enter into a standard Site License Agreement with the Camden Parking Authority to allow its maintenance and operation the Site; (iii) establish a construction budget for the parking improvements in the amount of \$502,000, and (iv) increase Langan Engineering's contract in the amount of \$35,000.



---

Timothy J. Lizura  
President/Chief Operating Officer

Attachments

Prepared by: Donna T. Sullivan

Interim Parking Lot Improvements – Former Riverfront Prison Site, Camden, NJ

Engineering Design and Construction Admin.	\$72,000
Strip topsoil and redress gravel	135,000
Gravel Infill	15,000
Fencing	15,000
Weed Control	5,000
Lighting	30,000
Striping	10,000
Signage	5,000
Bollards	10,000
Curb and sidewalk repair/replacement	20,000
Restoration	5,000
Soil Erosion Sediment Control Measures	10,000
Labor	65,000
Mark-Up	65,000
Contingency (10%)	<u>40,000</u>
Total Cost Estimate	\$502,000

## **FIRST AMENDMENT TO MEMORANDUM OF UNDERSTANDING**

This First Amendment to Memorandum of Understanding ("First Amendment") dated the \_\_\_ day of \_\_\_\_\_, 2014, will confirm the mutual understanding and intention between the New Jersey Department of the Treasury, Division of Property Management & Construction ("DPMC") and the New Jersey Economic Development Authority ("EDA") regarding the construction and future use of interim parking lot improvements on the former Riverfront Prison site in Camden, New Jersey (the "Parking Lot Project"). DPMC and EDA are collectively referred to herein as the "Parties."

In May 2009, EDA entered into a Memorandum of Understanding with DPMC to assist in the planning and facilitation of the demolition and future development of the former Prison, including \$200,000 in funding for demolition planning and engineering. In July 2009, the Delaware River Port Authority Board authorized an allocation of up to \$6 million in funding to EDA for the demolition, site remediation, improvements and other related work at the Site.

As outlined in a Memorandum of Understanding between DPMC and EDA dated June 28, 2013 (the "June 28<sup>th</sup> MOU"), DPMC and EDA agreed to further define their roles and responsibilities in planning the development and disposition of the former Riverfront State Prison ("Prison") which was situated on approximately 16 acres of land in the City of Camden known as Block 79, Lot 13 (the "Property").

EDA has been requested to construct parking lot improvements for approximately 500 cars on an interim basis (consisting of a gravel surface) until future development occurs on the Property. Additional parking capacity is required for patrons of events held at the Camden Waterfront, specifically, and Susquehanna Bank Center (SBC). The Lease Agreement between EDA and Pavilion Partners for SBC requires EDA to cooperate to ensure that sufficient parking spaces are available for use by the patrons of SBC, to meet the minimum parking facility requirement. Constructing the additional 500 spaces will alleviate a portion of the parking shortages on the Waterfront.

DPMC has agreed to amend the June 28<sup>th</sup> MOU to allow EDA to construct the parking lot improvements and for the Property to be used for interim parking. The Camden Parking Authority (CPA) has agreed to maintain and operate the parking lot in accordance with the terms of EDA's standard Site License Agreement that has been previously used for other parking lots owned by EDA on the Waterfront.

EDA has coordinated the interim parking lot improvements with NJDEP, and NJDEP has determined that the nature and scope of the work does not trigger any NJDEP

permitting in addition to the General Permit that is obtained by EDA for the Remedial Investigation work.

The estimated cost of constructing the parking lot improvements is \$502,000 as outlined on the attached budget. The construction will be procured through a public bidding process with the goal of completing the improvements by the start of the 2014 concert season. EDA has agreed to pay for all of the costs associated with the Parking Lot Project. DPMC will not be responsible for any costs related to the Parking Lot Project.

1. **DPMC's Role and Responsibilities.** DPMC will be responsible for performing the following tasks under this MOU:
  - a. Allowing EDA to construct the parking lot improvements on the Property.
  - b. Assisting EDA with obtaining any required permits or approvals to effectuate the Parking Lot Project.
  - c. Allowing Camden Parking Authority to maintain and operate the lot in accordance with the terms of EDA's standard Site License Agreement.
  - d. Authorizing EDA to select and engage consultants and contractors for the Parking Lot Project and authorizing such consultants and contractors, subject to funding, to begin and complete work under the direction of EDA.
  
2. **EDA's Role and Responsibilities.** EDA will be responsible for the following tasks under this MOU:
  - a. Construction Services. EDA agrees to construct the above referenced Parking Lot Project at its own cost and expense.
  - b. Contractors and Consultants. It is agreed that EDA may retain and enter into agreements and contracts with consultants and contractors (including other State agencies) to assist EDA in connection with the Parking Lot Project. Any and all contracts with consultants or contractors entered into by EDA in connection with the Parking Lot Project shall be advertised, solicited and selected by EDA in accordance with EDA procurement requirements. The general terms and conditions of such contracts shall be consistent with agreements typically entered into by EDA and shall provide for the termination by EDA, in consultation and with the consent of DPMC at any time, provided; however, indemnification and hold harmless provisions of contracts will run to the benefit of both DPMC and EDA.

- c. Site License Agreement. After construction of the Parking Lot Project, EDA will oversee the operation and maintenance of the former Prison site by the Camden Parking Authority and will enter into a Site License Agreement for the operation and maintenance of the parking lot.

### 3. Compensation and Payment.

EDA will not receive a fee from DPMC or pay a fee to DPMC but it will be allowed to collect 50% of the net operating revenues from CPA as a return of its investment for the cost of the parking lot improvements.

### 4. Additional Provisions.

- a. Right of Entry and License. This First Amendment constitutes a license from DPMC to EDA, their employees, officers, agents, consultants and contractors for access to all portions of the Property in order to carry out the construction, maintenance and operation of the Parking Lot Project and allows EDA to grant a Site License Agreement to CPA.
- b. Other Approvals. Each Party will obtain all applicable governmental approvals, permits, and authorizations necessary to effectuate their respective responsibilities under this First Amendment.
- c. Commencement and Duration. This First Amendment will commence immediately upon execution by the Parties and shall terminate upon sale or transfer of the Property from DPMC to a purchase(s) or redeveloper(s). Unless terminated earlier, this First Amendment shall remain in effect for five (5) years from the date and year first written above, and may be amended by a writing executed by the Parties.
- d. Amendments. This First Amendment and the June 28<sup>th</sup> MOU may be further amended in a writing executed by the Parties.
- e. Termination. Any Party shall have the right to terminate this First Amendment upon ninety (90) days written notice to the other party.
- f. Notices. All notices required to be served or given hereunder shall be in writing and will be deemed given when received by personal delivery, by an overnight delivery service which issues a receipt from delivery, or three business days after having been mailed by certified mail, return receipt requested, and addressed as follows:

If to EDA: New Jersey Economic Development Authority  
36 West State Street  
P.O. Box 990  
Trenton, New Jersey 08625-0990  
Attention: Donna T. Sullivan, Director  
Real Estate Division

If to DMPC: Department of Treasury  
Division of Property Management & Construction  
33 W. State Street  
Trenton, New Jersey 08625-0990  
Attention: Steven Sutkin, Director  
Division of Property Management & Construction

- g. Reasonable Diligence. Each of the Parties will act with reasonable diligence and in good faith for the purpose of satisfying the conditions set forth herein.
- h. Titles and Headings. Titles and headings are included for convenience only and shall not be used to interpret the First Amendment.

The foregoing correctly reflects the Parties' understanding and intent.

IN WITNESS WHEREOF, the Parties have caused this First Amendment to Memorandum of Understanding to be duly executed and delivered as of the date and year first above written and by so executing, represent and warrant they have the authority to do so.

ATTEST

STATE OF NEW JERSEY  
DEPARTMENT OF THE TREASURY  
DIVISION OF PROPERTY MANAGEMENT  
& CONSTRUCTION

\_\_\_\_\_

By: \_\_\_\_\_  
Steven Sutkin  
Director

ATTEST

NEW JERSEY ECONOMIC  
DEVELOPMENT AUTHORITY

\_\_\_\_\_  
Donna T. Sullivan  
Director, Real Estate Division

By: \_\_\_\_\_  
Timothy J. Lizura  
President &  
Chief Operating Officer

The foregoing document has been reviewed and approved as to form.

Attorney General of New Jersey

By: \_\_\_\_\_  
Edward G. Pillsbury, Deputy Attorney General

## **FIRST AMENDMENT TO MEMORANDUM OF UNDERSTANDING**

This First Amendment to Memorandum of Understanding (“First Amendment”) dated the \_\_\_ day of \_\_\_\_\_, 2014, will confirm the mutual understanding and intention between the New Jersey Department of the Treasury, Division of Property Management & Construction (“DPMC”) and the New Jersey Economic Development Authority (“EDA”) regarding the construction and future use of interim parking lot improvements on the former Riverfront Prison site in Camden, New Jersey (the “Parking Lot Project”). DPMC and EDA are collectively referred to herein as the “Parties.”

In May 2009, EDA entered into a Memorandum of Understanding with DPMC to assist in the planning and facilitation of the demolition and future development of the former Prison, including \$200,000 in funding for demolition planning and engineering. In July 2009, the Delaware River Port Authority Board authorized an allocation of up to \$6 million in funding to EDA for the demolition, site remediation, improvements and other related work at the Site.

As outlined in a Memorandum of Understanding between DPMC and EDA dated June 28, 2013 (the “June 28<sup>th</sup> MOU”), DPMC and EDA agreed to further define their roles and responsibilities in planning the development and disposition of the former Riverfront State Prison (“Prison”) which was situated on approximately 16 acres of land in the City of Camden known as Block 79, Lot 13 (the “Property”).

EDA has been requested to construct parking lot improvements for approximately 500 cars on an interim basis (consisting of a gravel surface) until future development occurs on the Property. Additional parking capacity is required for patrons of events held at the Camden Waterfront, specifically, and Susquehanna Bank Center (SBC). The Lease Agreement between EDA and Pavilion Partners for SBC requires EDA to cooperate to ensure that sufficient parking spaces are available for use by the patrons of SBC, to meet the minimum parking facility requirement. Constructing the additional 500 spaces will alleviate a portion of the parking shortages on the Waterfront.

DPMC has agreed to amend the June 28<sup>th</sup> MOU to allow EDA to construct the parking lot improvements and for the Property to be used for interim parking. The Camden Parking Authority (CPA) has agreed to maintain and operate the parking lot in accordance with the terms of EDA’s standard Site License Agreement that has been previously used for other parking lots owned by EDA on the Waterfront.

EDA has coordinated the interim parking lot improvements with NJDEP, and NJDEP has determined that the nature and scope of the work does not trigger any NJDEP

permitting in addition to the General Permit that is obtained by EDA for the Remedial Investigation work.

The estimated cost of constructing the parking lot improvements is \$502,000 as outlined on the attached budget. The construction will be procured through a public bidding process with the goal of completing the improvements by the start of the 2014 concert season. EDA has agreed to pay for all of the costs associated with the Parking Lot Project. DPMC will not be responsible for any costs related to the Parking Lot Project.

**1. DPMC's Role and Responsibilities.** DPMC will be responsible for performing the following tasks under this MOU:

- a. Allowing EDA to construct the parking lot improvements on the Property.
- b. Assisting EDA with obtaining any required permits or approvals to effectuate the Parking Lot Project.
- c. Allowing Camden Parking Authority to maintain and operate the lot in accordance with the terms of EDA's standard Site License Agreement.
- d. Authorizing EDA to select and engage consultants and contractors for the Parking Lot Project and authorizing such consultants and contractors, subject to funding, to begin and complete work under the direction of EDA.

**2. EDA's Role and Responsibilities.** EDA will be responsible for the following tasks under this MOU:

- a. Construction Services. EDA agrees to construct the above referenced Parking Lot Project at its own cost and expense.
- b. Contractors and Consultants. It is agreed that EDA may retain and enter into agreements and contracts with consultants and contractors (including other State agencies) to assist EDA in connection with the Parking Lot Project. Any and all contracts with consultants or contractors entered into by EDA in connection with the Parking Lot Project shall be advertised, solicited and selected by EDA in accordance with EDA procurement requirements. The general terms and conditions of such contracts shall be consistent with agreements typically entered into by EDA and shall provide for the termination by EDA, in consultation and with the consent of DPMC at any time, provided; however, indemnification and hold harmless provisions of contracts will run to the benefit of both DPMC and EDA.

- c. Site License Agreement. After construction of the Parking Lot Project, EDA will oversee the operation and maintenance of the former Prison site by the Camden Parking Authority and will enter into a Site License Agreement for the operation and maintenance of the parking lot.

**3. Compensation and Payment.**

EDA will not receive a fee from DPMC or pay a fee to DPMC but it will be allowed to collect all of the revenue, net of operating expenses, from CPA as a return of its investment for the cost of the parking lot improvements.

**4. Additional Provisions.**

- a. Right of Entry and License. This First Amendment constitutes a license from DPMC to EDA, their employees, officers, agents, consultants and contractors for access to all portions of the Property in order to carry out the construction, maintenance and operation of the Parking Lot Project and allows EDA to grant a Site License Agreement to CPA.
- b. Other Approvals. Each Party will obtain all applicable governmental approvals, permits, and authorizations necessary to effectuate their respective responsibilities under this First Amendment.
- c. Commencement and Duration. This First Amendment will commence immediately upon execution by the Parties and shall terminate upon sale or transfer of the Property from DPMC to a purchase(s) or redeveloper(s). Unless terminated earlier, this First Amendment shall remain in effect for five (5) years from the date and year first written above, and may be amended by a writing executed by the Parties.
- d. Amendments. This First Amendment and the June 28<sup>th</sup> MOU may be further amended in a writing executed by the Parties.
- e. Termination. Any Party shall have the right to terminate this First Amendment upon ninety (90) days written notice to the other party.
- f. Notices. All notices required to be served or given hereunder shall be in writing and will be deemed given when received by personal delivery, by an overnight delivery service which issues a receipt from delivery, or three business days after having been mailed by certified mail, return receipt requested, and addressed as follows:

If to EDA: New Jersey Economic Development Authority  
36 West State Street  
P.O. Box 990  
Trenton, New Jersey 08625-0990  
Attention: Donna T. Sullivan, Director  
Real Estate Division

If to DMPC: Department of Treasury  
Division of Property Management & Construction  
33 W. State Street  
Trenton, New Jersey 08625-0990  
Attention: Steven Sutkin, Director  
Division of Property Management & Construction

- g. Reasonable Diligence. Each of the Parties will act with reasonable diligence and in good faith for the purpose of satisfying the conditions set forth herein.
- h. Titles and Headings. Titles and headings are included for convenience only and shall not be used to interpret the First Amendment.

The foregoing correctly reflects the Parties' understanding and intent.

IN WITNESS WHEREOF, the Parties have caused this First Amendment to Memorandum of Understanding to be duly executed and delivered as of the date and year first above written and by so executing, represent and warrant they have the authority to do so.

ATTEST

STATE OF NEW JERSEY  
DEPARTMENT OF THE TREASURY  
DIVISION OF PROPERTY MANAGEMENT  
& CONSTRUCTION

\_\_\_\_\_

By: \_\_\_\_\_  
Steven Sutkin  
Director

ATTEST

NEW JERSEY ECONOMIC  
DEVELOPMENT AUTHORITY

\_\_\_\_\_  
Donna T. Sullivan  
Director, Real Estate Division

By: \_\_\_\_\_  
Timothy J. Lizura  
President &  
Chief Operating Officer

The foregoing document has been reviewed and approved as to form.

Attorney General of New Jersey

By: \_\_\_\_\_  
Edward G. Pillsbury, Deputy Attorney General