

NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

September 14, 2011

MINUTES OF THE MEETING

Members of the Authority present: Al Koepp, Chairman; Matt McDermott representing the Executive Branch; Dr. Aaron Fichtner representing the Department of Labor and Workforce Development; Nancy Graves representing the Commissioner of the Department of Banking and Insurance; Wayne Staub representing the Commissioner of the Department of Environment Protection; Public Members: Marjorie Perry, Kate Whitman, Timothy Carden, Charles Sarlo, Ray Burke, First Alternate Public Member; Elliot M. Kosoffsky, Second Alternate Public Member; Kevin Brown, Third Alternate Public Member; and Rodney Sadler, Non-Voting Member.

Members of the Authority present via conference call: Joseph McNamara, Vice Chairman; Laurence Downes, and Rich Tolson.

Absent from the meeting: Steve Petrecca representing the State Treasurer.

Also present: Caren Franzini, Chief Executive Officer of the Authority; Bette Renaud, Deputy Attorney General; Nicole Crifo, Governor's Authorities' Unit and staff.

Chairman Koepp called the meeting to order at 2 p.m.

Pursuant to the Internal Revenue Code of 1986, Ms. Franzini 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. Franzini 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 August 16, 2011 meeting minutes. A motion was made to approve the minutes by Mr. Staub, seconded by Ms. Graves, and was approved by the 9 voting members present.

Vice Chairman McNamara abstained because he was not present.

Mr. Kosoffsky abstained because he was not present.

Mr. Carden abstained because he was not present.

Mr. Sarlo abstained because he was not present.

The next item of business was the approval of the August 25, 2011 meeting minutes. A motion was made to approve the minutes by Mr. Brown, seconded by Ms. Graves, and was approved by the 9 voting members present.

Mr. Kosoffsky abstained because he was not present.

Mr. Carden abstained because he was not present.

Mr. Sarlo abstained because he was not present.

Mr. Burke abstained because he was not present.

The next item of business was the approval of the September 6, 2011 meeting minutes. A motion was made to approve the minutes by Ms. Graves, seconded by Mr. Brown, and was approved by the 10 voting members present.

Mr. Kosoffsky abstained because he was not present.

Mr. Sarlo abstained because he was not present.

Mr. Tolson abstained because he was not present.

The next item was the presentation of the Chief Executive Officer's Monthly Report to the Board. **(For Informational Purposes Only)**

Mr. McDermott entered the meeting at this time.

AUTHORITY MATTERS

ITEM: Annual EDA Board Meeting

REQUEST: The next item is to approve the committee appointments, appointment of the assistant secretaries, election of a vice chair and treasurer, and adopt a schedule for monthly Board meetings through September 2011.

MOTION TO APPROVE: Mr. Carden SECOND: Mr. Brown AYES: 14

RESOLUTION ATTACHED AND MARKED EXHIBIT: 1

FOR INFORMATION ONLY: Resolved executive session items from the past calendar year

Ms. Perry entered the meeting at this time.

BOND RESOLUTIONS

PROJECT: Bais Rivka Rochel, Inc. **APPL.#36763**

LOCATION: Lakewood/Ocean Cty.

PROCEEDS FOR: refinance existing debt

FINANCING: \$3,500,000 Tax-Exempt Bond

PROJECT: Bais Rivka Rochel, Inc. **APPL.#34035**

LOCATION: Lakewood/Ocean Cty.

PROCEEDS FOR: refinance existing debt

FINANCING: \$11,500,000 Tax-Exempt Bond

MOTION TO APPROVE: Mr. Carden SECOND: Mr. Brown AYES: 15

RESOLUTION ATTACHED AND MARKED EXHIBIT: 2

PROJECT: Century Packaging, Inc. **APPL.#36372**
LOCATION: East Brunswick/Middlesex Cty.
PROCEEDS FOR: equipment purchase
FINANCING: \$1,620,000 Tax-Exempt Bond
MOTION TO APPROVE: Mr. Carden SECOND: Mr. Staub AYES: 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 3

PROJECT: Ilan High School **APPL.#35701**
LOCATION: Ocean Twp./Monmouth Cty.
PROCEEDS FOR: building acquisition and renovation
FINANCING: \$2,400,000 Tax-Exempt Bond
MOTION TO APPROVE: Ms. Perry SECOND: Mr. Brown AYES: 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 4

AMENDED BOND RESOLUTIONS

PROJECT: Hamilton Area Young Men's Christian Association **APPL.#36855**
LOCATION: Hamilton Twp./Mercer Cty.
PROCEEDS FOR: refinance existing debt
FINANCING: \$9,500,000 Tax-Exempt Bond
MOTION TO APPROVE: Ms. Perry SECOND: Mr. Carden AYES: 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 5
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

COMBINATION PRELIMINARY AND BOND RESOLUTIONS

PROJECT: Engel Burman at Woodcliff Lake, LLC **APPL.#35572**
LOCATION: Woodcliff Lake/Bergen Cty.
PROCEEDS FOR: building construction
FINANCING: \$38,000,000 Tax-Exempt Bond
MOTION TO APPROVE: Mr. McDermott SECOND: Ms. Perry AYES: 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 6
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

PRELIMINARY RESOLUTIONS

PROJECT: UMM Energy Partners, LLC **APPL.#36870**

LOCATION: Montclair/Essex Cty.

PROCEEDS FOR: building construction

MOTION TO APPROVE: Mr. Brown **SECOND:** Ms. Graves **AYES: 13**

RESOLUTION ATTACHED AND MARKED EXHIBIT: 7

Chairman Koeppe recused himself because of a relationship with one of the firms involved with the project.

Mr. Downes recused himself because of a relationship with one of the firms involved with the project.

PETROLEUM UNDERGROUND STORAGE TANK PROGRAM

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

MOTION TO APPROVE: Mr. Carden **SECOND:** Mr. Brown **AYES: 15**

RESOLUTION ATTACHED AND MARKED EXHIBIT: 8

PROJECT: Saint Peter's College **APPL.#36762**

LOCATION: Jersey City/Hudson Cty.

PROCEEDS FOR: upgrade, closure and site remediation

FINANCING: \$357,842 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Wilson's Service Station **APPL.#34439**

LOCATION: East Orange/Essex Cty.

PROCEEDS FOR: upgrade, closure and site remediation

FINANCING: \$109,463 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Richard Florek **APPL.#34786**

LOCATION: Middlesex/Middlesex Cty.

PROCEEDS FOR: upgrade, closure and site remediation

FINANCING: \$164,672 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Ness, Inc. **APPL.#33776**

LOCATION: Chatham Township/Morris Cty.

PROCEEDS FOR: upgrade, closure and site remediation

FINANCING: \$262,092 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: George's Friendly Service **APPL.#33693**
LOCATION: Dumont/Bergen Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$256,001 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Domenico Susini III **APPL.#34709**
LOCATION: Leonia/Bergen Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$82,186 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Bildee Corporation **APPL.#35765**
LOCATION: Middletown/Monmouth Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$278,495 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Estate of Conrad Vuocolo, Jr. **APPL.#34741**
LOCATION: Point Pleasant/Ocean Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$227,422 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Boys and Girls Club of America **APPL.#35730**
LOCATION: Asbury Park/Monmouth Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$267,411 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Warren Isaacs **APPL.#34014**
LOCATION: Linden/ Union Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$105,937 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Pillar of Fire **APPL.#34516**
LOCATION: Franklin/Somerset Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$155,760 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Catherine Brettell **APPL.#34328**
LOCATION: Bordentown/Burlington Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$160,043 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: John Carver **APPL.#36779**
LOCATION: Lakewood/Ocean Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$294,696 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Paul Adams **APPL.#36375**
LOCATION: Ridgewood/Bergen Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$103,050 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Teri Horowitz **APPL.#35716**
LOCATION: Monroe/Middlesex Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$126,585 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Eleanor Bauza **APPL.#36071**
LOCATION: Cherry Hill/Camden Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$114,899 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Lucy Bajcic **APPL.#36000**
LOCATION: Dover/Ocean Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$101,657 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Estate of Joseph Shymko **APPL.#36859**
LOCATION: Kearny/Hudson Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$24,352 Petroleum UST Remediation, Upgrade, & Closure Fund Loan

PROJECT: St. Cecilia Church (St. Cecilia Rectory) **APPL.#34222**
LOCATION: Kearny/Hudson Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$179,255 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Joyce Newland **APPL.#35196**
LOCATION: Salem/Salem Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$208,499 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

PROJECT: Mary Ellen Denero **APPL.#36513**
LOCATION: Dover/Ocean Cty.
PROCEEDS FOR: upgrade, closure and site remediation
FINANCING: \$159,221 Petroleum UST Remediation, Upgrade, & Closure Fund Grant

INCENTIVE PROGRAMS

ITEM: Proposed Rule Amendments – Economic Redevelopment and Growth (ERG) Program / Urban Transit Hub Tax Credit Program

REQUEST: Approve revisions to the proposed amendments to the rules implementing the Economic Redevelopment and Growth (ERG) Program and Urban Transit Hub Tax Credit Program pursuant to statutory revisions enacted by Governor Christie as P.L. 2011, c. 89 on July 26, 2011.

MOTION TO APPROVE: Mr. Carden SECOND: Ms. Perry AYES: 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 9

BUSINESS EMPLOYMENT INCENTIVE PROGRAM AND BUSINESS RETENTION AND RELOCATION ASSISTANCE GRANT PROGRAM

FOR INFORMATION ONLY: Historical listing of all BRRAG tax credits issued since the management of the program transitioned to EDA from the former Commerce Commission in State FY 2009 through SFY2011, which ended on June 30. Also included are the “new “ BRRAG tax credits approved by EDA’s board since the amended BRRAG legislation was introduced (February 2011) through present.

PROJECT: Universal Photonics, Inc. and J.H. Rhodes Co, Inc. **APPL.#36891**
LOCATION: TBD **BUSINESS:** wholesale
GRANT AWARD: 35% Business Employment Incentive grant, 10 years
MOTION TO APPROVE: Mr. Staub SECOND: Mr. McDermott AYES: 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 10

PROJECT: Vitech Systems Group, Inc. **APPL.#36873**
LOCATION: TBD **BUSINESS:** printing and publishing
GRANT AWARD: 35% Business Employment Incentive grant, 10 years
MOTION TO APPROVE: Ms. Perry **SECOND:** Mr. Carden **AYES:** 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 10

PROJECT: Watson Pharmaceuticals, Inc. and Affiliates **APPL.#36878**
LOCATION: North Brunswick/Middlesex Cty. **BUSINESS:** pharmaceuticals
GRANT AWARD: 80% Business Employment Incentive grant, 10 years
MOTION TO APPROVE: Mr. Carden **SECOND:** Mr. Staub **AYES:** 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 10

ITEM: Transfer of Business Retention and Relocation Assistance Grant (BRRAG) Tax Credit from Pitney Bowes, Inc. to FactSet Research Systems Inc.
REQUEST: Approve the BRRAG Tax Credit Certificate Transfer Application of Pitney Bowes, Inc. to transfer unused tax credits to FactSet Research Systems Inc.
MOTION TO APPROVE: Mr. Carden **SECOND:** Ms. Perry **AYES:** 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 11

FILM TAX CREDIT TRANSFER PROGRAM

ITEM: New Jersey Film Tax Credit Program – List of Projects for Approval
REQUEST: Approve the following Film Tax Credit Projects, subject to the Act, Regulations and further satisfactory review by the staff, Film Commission and Taxation.
MOTION TO APPROVE: Ms. Perry **SECOND:** Mr. Brown **AYES:** 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 12

PROJECT: Choke Film LLC
MAX AMOUNT OF TAX CREDITS: \$57,000

PROJECT: 495 Productions Inc.
MAX AMOUNT OF TAX CREDITS: \$420,000

PROJECT: County Road K LLC
MAX AMOUNT OF TAX CREDITS: \$23,545

PROJECT: Copper Canyon Limited Liability Company
MAX AMOUNT OF TAX CREDITS: \$96,148

PROJECT: Event Services, Inc.
MAX AMOUNT OF TAX CREDITS: \$400,000

PROJECT: Northern Entertainment Inc.
MAX AMOUNT OF TAX CREDITS: \$9,003,307

URBAN TRANSIT HUB TAX CREDIT PROGRAM (HUB)

PROJECT: Pearson, Inc. and related entities

REQUEST: Approve the factual finding that the 646 “at risk” jobs, as represented in the application certified by the President of Pearson, are actually at risk of leaving the State.

MOTION TO APPROVE: Mr. Carden SECOND: Mr. Burke AYES:
RESOLUTION ATTACHED AND MARKED EXHIBIT: 13

PROJECT: Pearson, Inc. and related entities

REQUEST: Approve Urban Transit Hub Tax Credit program application for Pearson, Inc. and related entities under P.L. 2007, c. 346, P.L. 2008, as amended on July 26, 2011, as a tenant in the proposed new commercial real estate projects on an eligible site, with at least 250 employees, in Hoboken, NJ for a tax credit in the amount up to \$82,548,489.

MOTION TO APPROVE: Mr. Staub SECOND: Mr. Brown AYES: 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 14

TECHNOLOGY BUSINESS TAX CERTIFICATE TRANSFER PROGRAM

ITEM: Technology Business Tax Certificate Transfer Program

REQUEST: The next item is to approve 73 projects and disapprove 10 projects for the 2011 program cycle which have been evaluated according to the criteria established by the Members of the Board.

MOTION TO APPROVE: Ms. Perry SECOND: Mr. Tolson AYES: 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 15

BOARD MEMORANDUMS

ITEM: Barclays Bank Plc. (Barclays)/Lehman Brothers Holdings, Inc. Structured Finance Program

REQUEST: 1) Extend the closing date on the transfer to Barclays of EDA’s assets purchased by LBHI under a structured finance agreement with EDA for six months to allow for the LBHI plan to be confirmed in bankruptcy. In exchange for the extension, Barclays will sign a Letter of Understanding and will escrow \$117,829 at EDA to pay the reset fee owed in conjunction with the asset transfer and 2) delegate approval to staff to provide up to two additional six month extensions in the event that the bankruptcy is not resolved by March 29, 2013.

MOTION TO APPROVE: Mr. Carden SECOND: Mr. Brown AYES: 15
RESOLUTION ATTACHED AND MARKED EXHIBIT: 16

PROJECT: Randall Enterprises, LLC

APPL.#14907

LOCATION: Wayne/Passaic Cty.

FINANCING: \$2,040,000 Tax-Exempt Bond

REQUEST: Consent to modifications to the Bond to (i) change the existing fixed interest rate of 4.26% to the tax exempt equivalent of LIBOR + 275 basis points; (ii) change the amortization schedule to reflect the new interest rate, (iii) change call date to the tenth year from the effective date of the modification date; and modify related rate reset provisions.

MOTION TO APPROVE: Mr. Staub SECOND: Ms. Perry AYES: 15

RESOLUTION ATTACHED AND MARKED EXHIBIT: 17

PROJECT: Campbell Soup Company

APPL.#36344

LOCATION: Camden/Camden Cty.

FINANCING: \$41,224,519 Urban Transit Hub (HUB) Tax Credit

REQUEST: Modify the existing approval of the HUB tax credit to lower the nominal award amount over ten years from \$41,224,519 to \$34,191,809. The present value of the HUB tax credit will also be reduced from \$30,341,605 to \$25,165,469.

MOTION TO APPROVE: Mr. Staub SECOND: Mr. McDermott AYES: 15

RESOLUTION ATTACHED AND MARKED EXHIBIT: 18

FOR INFORMATION ONLY: The next item is a summary of projects approved under Delegated Authority in August 2011.

New Jersey Business Growth Fund: Ahern Painting, Inc.; Wall Associates, LLC

Small Business Fund: AMSF Holdings, LLC; Glass Artistry Architectural Glass & Metal LLC

New Jersey Business Growth Fund – Modification: Abilities of Northwest Jersey, Inc.

REAL ESTATE

PROJECT: Higher Education Public Private Partnership Program

Montclair State University

Combined Heating, Cooling and Power Plant

LOCATION: Montclair/Essex Cty.

REQUEST: Authorize the Authority's staff to approve Montclair State University's application to develop a combine heating, cooling and power plant and related distribution system on the Applicant's campus under the Higher Education Public Private Partnership Program, P.L. 2009, c.90

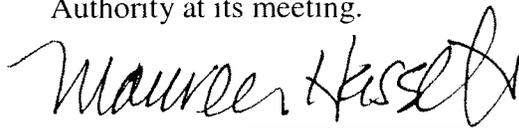
This item was held from consideration.

PUBLIC COMMENT

Anthony Argiropoulos, Esq., Sills, Cummis, and Gross stated that his client Amaresco was an unsuccessful bidder on the Montclair State University energy project, which is the subject of an ongoing legal matter. He wanted confirmation that the earlier ruling for UMM Energy Partners, LLC was non-binding and preliminary. Deputy Attorney General Bette Renaud confirmed that it was preliminary, and only for the bond issuance related to the proposed project.

There being no further business, on a motion by Ms. Perry, and seconded by Mr. Carden, the meeting was adjourned at 3:30pm.

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.

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

Maureen Hassett, Assistant Secretary