

REVISED



Board Meeting

Thursday, September 15, 2016

10:00 a.m.



**AGENDA
REGULAR SESSION**

Thursday, September 15, 2016 - 10:00 a.m.
Two DeKorte Park Plaza, Lyndhurst, NJ

I. **APPROVAL OF MINUTES** - (Action)

- Approval of Regular Session Meeting Minutes of July 14, 2016
- Approval of Special Meeting Minutes of August 9, 2016
- Approval of Special Meeting Minutes of August 25, 2016

II. **PUBLIC PARTICIPATION ON RESOLUTIONS**

III. **APPROVALS** – (Action)

Cash Disbursements Approval and/or Ratification of Cash Disbursements over \$100,000 for July and August 2016.

Resolution 2016-39 Consideration of a Resolution issuing a Decision on the Suitability Recommendation as required by the NJSEA Interim Policies Governing Affordable Housing Development in the Meadowlands District – File No. 16-326, 5903 Westside Ave LLC/Bergen Logistics – New Warehouse Bldg. – Block 453, Lot 3.0761 in North Bergen.

Resolution 2016-40 Consideration of a Resolution issuing a Decision on a Variance application submitted as part of File No. 15-537 Branca/Meadowlands YMCA – Building ADD. & Variances, Block 106.03, Lot 4 in East Rutherford

Resolution 2016-42 Consideration of a Resolution authorizing the transfer of the Western Brackish Marsh – Block 185, portion of Lot 2.03 in Secaucus and the Eastern Brackish Marsh – Block 453.03, Lot 22.02 in North Bergen to the Meadowlands Conservation Trust.

IV. **CHIEF EXECUTIVE OFFICER'S REPORT**

V. **PUBLIC COMMENTS**

VI. **EXECUTIVE SESSION**

Resolution 2016-43 Consideration of a Resolution authorizing the New Jersey Sports and Exposition Authority to conduct a meeting, to which the general public shall not be admitted for the purposes of discussing legal matters, personnel matters and contract negotiations.

VII. **PUBLIC PARTICIPATION ON RESOLUTIONS**

VIII. **AWARDS/CONTRACTS** (Action)

Resolution 2016-44 Consideration of a Resolution authorizing the President and Chief Executive Officer to enter into an agreement with the Savannah Energy, LLC for the storage, transportation and sale of Methane Gas from the 1-E Landfill.

IX. **APPROVAL** (Action)

Resolution 2016-45 Consideration of a Resolution authorizing the execution of a settlement agreement with Ditobarbi, LLC to resolve OAL Docket Nos. HMD 05932-2007N, HMD 05666-2008N, HMD 09761-2008N, and HMD 07705-2013N

Resolution 2016-46 Consideration of a Resolution Readopting and Supplementing Resolution 2016-37 of the Authority relating to the sale and issuance of Limited Obligation Grant Revenue Bonds of the Authority in connection with the American Dream Project.

Resolution 2016-47 Consideration of a Resolution Readopting and Supplementing Resolution 2016-38 of the Authority relating to the sale and issuance of Limited Obligation PILOT Revenue Bonds of the Authority in connection with the American Dream Project.

X. **MOTION TO ADJOURN**



**REGULAR SESSION BOARD MEETING
July 14, 2016**

DATE: July 14, 2016
TIME: 10:00 a.m.
PLACE: 2 DeKorte Park Plaza - Lyndhurst, NJ
RE: **REGULAR SESSION MEETING MINUTES**

Members in Attendance:

Michael Ferguson, Chairman (via phone)
Joseph Buckelew, Vice Chairman
Wayne Hasenbalg, Esq., President and Chief Executive Officer
John Ballantyne, Member (via phone)
Armando Fontoura, Member (via phone)
Michael H. Gluck, Esq., Member
George Kolber, Member (via phone)
Steven Plofker, Member
Andrew Scala, Member
Anthony Scardino, Member
Robert Yudin, Member
James Wooster, NJ State Treasurer's Representative (via phone)

Absent:

Michael Gonnelli, Member
LeRoy Jones, Member

Also Attending:

Ralph J. Marra, Jr., Sr. Vice President of Legal and Regulatory Affairs
Adam Levy, Vice President of Legal and Regulatory Affairs
Sara J. Sundell, Director of Land Use Management
Dan Povia, Director of Finance/CFO
Thomas Marturano, Director of Solid Waste and Natural Resources
Helen Strus, Sr. Vice President Sales and Marketing
Lisa LeBoeuf, Governor's Authorities Unit
Christine Ferrante, Executive Assistant/Paralegal

Vice Chairman Buckelew called the meeting to order.

Vice Chairman Buckelew stated that the New Jersey Sports and Exposition Authority gave notice of the time, place, and date of this meeting by providing such notice to the Secretary of State for the State of New Jersey, The Star-Ledger, The Record, and other newspapers and by posting the notice at the offices of the Authority.

I. APPROVAL OF MINUTES

Vice Chairman Buckelew presented the minutes of the Regular Session Board Meeting held on June 16, 2016.

Upon motion made by Commissioner Scala and seconded by Commissioner Plofker, the minutes of the Regular Session Board Meeting held on June 16, 2016, were unanimously approved by a vote of 12-0.

II. PUBLIC PARTICIPATING ON RESOLUTIONS

- Lenny Nix – Hackensack resident – spoke regarding his concerns on Resolutions 2016-27 and 2016-28.
- Lisa John-Basta, Esq. of Chiessa, Shahinian, Giantomasi, attorney for Linque HC Partners the adjacent property owner in Resolution 2016-28 , clarified that after coming to an agreement with the applicant that the requested additional landscaping and trellis be incorporated into the site plan, they are not opposed to the variance application.
- Tom O'Connor of Waters McPherson, McNeill, attorney for the applicant Glomar Realty in Resolution 2016-28, stated that they will comply with the adjacent property owner's request for additional landscaping and trellis to screen the building.

Mr. Nix disrupted the meeting. Vice Chairman Buckelew requested that Mr. Nix be removed from the meeting.

III. SPECIAL PRESENTATION

Resolution 2016-26 Resolution in Memory of Senator Raymond H. Bateman Honoring his Distinguished Legacy of Public Service to the NJSEA and the People of New Jersey.

Commissioners Fontoura, Yudin, Scardino and Ferguson spoke about Senator Raymond H. Bateman.

Vice Chairman Buckelew presented Resolution 2016-26. Upon motion by Commissioner Yudin and seconded by Commissioner Plofker, proposed resolution 2016-26 was unanimously approved by 12-0 vote.

IV APPROVALS

- Approval of Cash Disbursements Over \$100,000 and Professional Invoices

Vice Chairman Buckelew presented the report of cash disbursements over \$100,000 and Professional Invoices for the month of May 2016.

Upon motion by Commissioner Gluck and seconded by Commissioner Scardino, the cash disbursements over \$100,000 for the month of June 2016 were approved subject to the following recusals:

<u>Member</u>	<u>Recused as to</u>
Commissioner Buckelew	Borough of Oceanport

Resolution 2016-27 Resolution Issuing a Decision on the Special Exception and Variance application submitted as part of File No. 15-567 – Hudson County/High Tech High School – New Building, Block 5, Lot 2.03 in Secaucus.

Ms. Sundell explained Resolution 2016-27 to the Commissioners.

Vice Chairman Buckelew presented Resolution 2016-27. Upon motion by Commissioner Gluck and seconded by Commissioner Scala, proposed resolution 2016-27 was unanimously approved by 12-0 vote.

Resolution 2016-28 Resolution Issuing a Decision on the Variance application submitted as part of File No. 16-039 – Glomar Realty LLC/Pan American Coffee Company – Addition, Block 219.02, Lot 66.06 in Rutherford.

Ms. Sundell explained Resolution 2016-28 to the Commissioners. Commissioner Yudin asked about the additional landscaping being on the site plan. Sara explained that it is on the site plan and that the Zoning Certificate will be conditioned upon provision and maintenance of the landscape green wall adjacent to the neighboring property.

Vice Chairman Buckelew presented Resolution 2016-28. Upon motion by Commissioner Scardino and seconded by Commissioner Yudin, proposed resolution 2016-28 was unanimously approved by 12-0 vote.

Resolution 2016-29 Resolution authorizing the appropriation of additional funding for Phase 5 of the Meadowlands Adaptive Signal System for Traffic Reduction (MASSTR).

Mr. Levy explained Resolution 2016-29 to the Commissioners. Vice Chairman Buckelew explained that this was discussed in depth during the Executive Committee meeting and we were assured that these necessary improvements to be made to the project have been reviewed by the transportation authority and treasurer's office.

Vice Chairman Buckelew presented Resolution 2016-29. Upon motion by Commissioner Scala and seconded by Commissioner Scardino, proposed resolution 2016-29 was unanimously approved by 12-0 vote.

V. AWARDS/CONTRACTS

Resolution 2016-30 Resolution authorizing the President and Chief Executive Officer to enter into a contract for insurance brokerage services.

Mr. Povia explained Resolution 2016-30 to the Commissioners. Vice Chairman Buckelew stated that this was discussed at length during the Executive Committee meeting. He went on to say that this is a good business practice to bring all policies to a common expiration date. This will be a cost savings.

Vice Chairman Buckelew presented Resolution 2016-30. Upon motion by Commissioner Scardino and seconded by Commissioner Scala, proposed resolution 2016-30 was unanimously approved by 12-0 vote.

Resolution 2016-31 Resolution authorizing the President and Chief Executive Officer to enter into an Interlocal Agreement with the Hudson County Improvement Authority for Disposal Services.

Mr. Marra explained Resolution 2016-31 to the Commissioners.

Vice Chairman Buckelew presented Resolution 2016-31. Upon motion by Commissioner Gluck and seconded by Commissioner Scala, proposed resolution 2016-31 was unanimously approved by 12-0 vote.

VI. CEO REPORT – None

VII. PUBLIC COMMENTS

- Marvin Donadic, Cliffside Park resident – spoke about his concerns with the NJSEA.
- Mayor Fred Dressel – spoke highly of Senator Bateman. He also commented and applauded Hudson County Education System for deciding to build a Technical School in Secaucus. – Resolution 2016-27.

Vice Chairman Buckelew spoke about Senator Bateman.

VIII. EXECUTIVE SESSION

Vice Chairman Buckelew stated a need for the Board to enter into Executive Session to discuss contractual matters and litigation matters.

Resolution 2016-32 Resolution authorizing the NJSEA to enter into a meeting to which the general public shall not be admitted to discuss legal matters, personnel matters and contract negotiations.

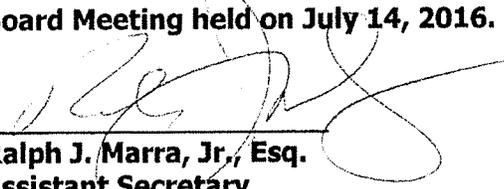
Upon motion made by Chairman Plofker and seconded by Commissioner Scardino, Resolution 2016-32 was approved by a vote of 11-0.

Motion to enter into open session was made by Commissioner Scardino and second by Commissioner Gluck with all in favor.

IX. MOTION TO ADJOURN

Motion to adjourn the meeting was made by Commissioner Scardino and second by Commissioner Gluck with all in favor.

I certify that on information and belief this is a true and accurate transcript of the Minutes of the Executive Session of the New Jersey Sports and Exposition Authority Board Meeting held on July 14, 2016.



Ralph J. Marra, Jr., Esq.
Assistant Secretary

June 16, 2016

Commissioner	Roll Call	2016-26	2016-27	2016-28	2016-29	2016-30	2016-31	2016-32
Ferguson	P (via phone)	Y	Y	Y	Y	Y	Y	Y
Buckelew	P	Y	Y	Y	Y	Y	Y	Y
Hasenbalg	P	Y	Y	Y	Y	Y	Y	Y
Ballantyne	P (via phone)	Y	Y	Y	Y	Y	Y	Y
Fontoura	P (via phone)	Y	Y	Y	Y	Y	Y	Y
Gluck	P	Y	Y	Y	Y	Y	Y	Y
Gonnelli	--	--	--	--	--	--	--	--
Jones	--	--	--	--	--	--	--	--
Kolber	P (via phone)	Y	Y	Y	Y	Y	Y	Y
Plofker	P	Y	Y	Y	Y	Y	Y	Y
Scala	P	Y	Y	Y	Y	Y	Y	Y
Scardino	P	Y	Y	Y	Y	Y	Y	Y
Yudin	P	Y	Y	Y	Y	Y	Y	Y
Treasury Rep Wooster	P (via phone)	Y	Y	Y	Y	Y	Y	Y

P - Present A - Abstain
 -- Absent R = Recuse
 Y = Affirmative N = Negative



**SPECIAL SESSION BOARD MEETING
August 9, 2016**

DATE: August 9, 2016
TIME: 10:00 a.m.
PLACE: 2 DeKorte Park Plaza - Lyndhurst, NJ
RE: **SPECIAL SESSION MEETING MINUTES**

Members in Attendance:

Michael Ferguson, Chairman (via phone)
Joseph Buckelew, Vice Chairman (via phone)
Wayne Hasenbalg, Esq., President and Chief Executive Officer
John Ballantyne, Member
Armando Fontoura, Member
Michael H. Gluck, Esq., Member
LeRoy Jones, Member
George Kolber, Member (via phone until 10:45 a.m.)
Steven Plofker, Member
Andrew Scala, Member
Anthony Scardino, Member
Robert Yudin, Member
Peter Simon, NJ State Treasurer's Representative (via phone)

Absent:

Michael Gonnelli, Member

Also Attending:

Ralph J. Marra, Jr., Sr. Vice President of Legal and Regulatory Affairs
Adam Levy, Vice President of Legal and Regulatory Affairs
Lisa LeBoeuf, Governor's Authorities Unit
Christine Ferrante, Executive Assistant/Paralegal
Kevin Evans, Gibbons
Robert Tuteur, Esq., Eckert Seamans
Kevin Evans, Esq., Gibbons PC

President Hasenbalg called the meeting to order.

President Hasenbalg stated that the New Jersey Sports and Exposition Authority gave notice of the time, place, and date of this meeting by providing such notice to the Secretary of State for the State of New Jersey, The Star-Ledger, The Record, and other newspapers and by posting the notice at the offices of the Authority.

President Hasenbalg explained that since this is a special meeting the board will be limiting actions to the two proposed resolutions. The board will first go into Executive Session. Upon return, the public is invited to comment on the proposed resolutions. After public comment, the board will consider the two resolutions.

I. EXECUTIVE SESSION

President Hasenbalg stated a need for the Board to enter into Executive Session to discuss contractual matters and litigation matters.

Resolution 2016-33 Resolution authorizing the NJSEA to enter into a meeting to which the general public shall not be admitted to discuss legal matters, personnel matters and contract negotiations.

Upon motion made by Commissioner Plofker and seconded by Commissioner Scardino, Resolution 2016-33 was approved by a vote of 13-0.

Executive session commences at 10:05 a.m.

Motion to enter into open session was made by Commissioner Ballantyne and seconded by Commissioner Yudin with all in favor.

Public session re-commences at 11:05 a.m.

President Hasenbalg announced that the proposed resolutions are available. A presentation of the resolutions will be made to the board. Following the presentation there will be opportunity for public comment on the resolutions.

II. PRESENTATION OF RESOLUTIONS 2016-34 AND 2016-35

President Hasenbalg asked NJSEA bond counsel Kevin Evans to explain the resolutions to the Commissioners.

Mr. Evans explained that these are preliminary resolutions relating to a request by Triple 5 regarding the American Dream Project. Triple 5 has contemplated different types of financing that are needed in order to finish construction of the American Dream Project. Considered are the use of Economic Redevelopment Growth Grants and payment in lieu of taxes, using both revenue sources to generate construction proceeds through the issuance of bonds. Back in 2012 the Bergen County Improvement Authority was to issue the ERGG bonds and the Borough of East Rutherford was looking at issuing the RAB bonds. Also, Triple 5 is putting in place its Senior Financing which should be \$1.5 billion and issuance of ERG and RAB bonds of \$1.1 billion.

The NJSEA Board passed a resolution last year that authorized the Authority to issue bonds associated with the ERG grants up to \$350 million. East Rutherford passed a resolution, pursuant to the RAB law, asking the NJSEA to consider issuing a bond associated with the PILOTS, which Triple 5 agreed to pay to East Rutherford.

The NJSEA would issue two bonds, an ERGG bond and a RAB bond which would be purchased by the Wisconsin Public Financial Authority. The Authority will issue an ERGG bond, not to exceed \$350 million to Wisconsin, and a RAB bond not to exceed \$800 million to Wisconsin and in turn Wisconsin would sell its bonds to the public.

Before the board today are preliminary items. No decision has been made as to whether or not to issue bonds. The RAB law requires that any Authority that is looking to issue RAB bonds needs to obtain approval from the Local Finance Board, which in turn seeks advice from the EDA. The NJSEA submitted an application to the Local Finance Board. The proposed resolution 2016-34 is to approve and ratify that application so that it can be considered by the Local Finance Board.

Resolution 2016-35 is associated with the Wisconsin Public Finance Authority. Wisconsin statutes require for any project which is out of state to have the consent of the agency that is within the jurisdiction of the project, before Wisconsin is entitled to consider or finance a project out of state. This resolution would give that consent so that the developer is able to make an application to Wisconsin.

Both bonds are non-recourse, the state, taxpayers and NJSEA are not at risk. There is an ambitious timetable. Triple 5 is looking to close their senior financing at the end of August and close the bond financing, if and when approved, at the end of September.

III. PUBLIC PARTICIPATING ON RESOLUTIONS

- Lane J. Biviano, Esq. – Rutherford resident spoke about concern with tomorrow's matter before Local Finance Board.
- Don Evanson - Secaucus Spectator, spoke of his concern with demise of malls in area.
- Thomas Hurley, North Arlington resident spoke in support of Resolutions 2016-34 and 2016-35.
- Rick Sabato – Westwood resident and President of Bergen County Building Trades, spoke in support of Resolutions 2016-34 and 2016-35.
- Bob Satriano – Hackensack resident and Director of Organizing for the Northeast Regional Council of Carpenters, spoke in support of Resolutions 2016-34 and 2016-35.
- Pedro Navedo – Belleville resident and Council Representative for the North Jersey Carpenters spoke in support of Resolutions 2016-34 and 2016-35.
- Alex Lopez – Hackensack resident and Team Lead for the Hackensack Team Room, spoke in support of Resolutions 2016-34 and 2016-35.

IV APPROVALS

Resolution 2016-34 Resolution approving an application to the Local Finance Board pursuant to the RAB law.

Commission Yudin wanted to emphasize that taxpayers and NJ entities are not at risk. If the project should fail, the only people at risk would be the bond holders.

President Hasenbalg presented Resolution 2016-34. Upon motion by Commissioner Scala and seconded by Commissioner Fontoura, proposed resolution 2016-34 was unanimously approved by 12-0 vote.

Resolution 2016-35 Resolution approving the financing of the American Dream Project pursuant to Section 66.0304(11)(A) of the Wisconsin Statutes.

Commission Plofker expressed that if the board does not take these necessary actions today the project would not be completed.

President Hasenbalg presented Resolution 2016-35. Upon motion by Commissioner Ballantyne and seconded by Commissioner Scardino, proposed resolution 2016-35 was unanimously approved by 12-0 vote.

IX. MOTION TO ADJOURN

Motion to adjourn the meeting was made by Commissioner Plofker and seconded by Commissioner Scardino with all in favor.

I certify that on information and belief this is a true and accurate transcript of the Regular Session Minutes of the New Jersey Sports and Exposition Authority's Special Board Meeting held on August 9, 2016.

Ralph J. Marra, Jr.
Ralph J. Marra, Jr., Esq.
Assistant Secretary 151

August 9, 2016 – Special Meeting

Commissioner	Roll Call	2016-33	2016-34	2016-35
Ferguson	P (via phone)	Y	Y	Y
Buckelew	P (via phone)	Y	Y	Y
Hasenbalg	P	Y	Y	Y
Ballantyne	P	Y	Y	Y
Fontoura	P	Y	Y	Y
Gluck	P (via phone)	Y	Y	Y
Gonnelli	--	--	--	--
Jones	P	Y	Y	Y
Kolber	P (via phone until 10:45a.m.)	Y	--	--
Plofker	P	Y	Y	Y
Scala	P	Y	Y	Y
Scardino	P	Y	Y	Y
Yudin	P	Y	Y	Y
Treasury Rep Simon	P (via phone)	Y	Y	Y

P - Present A - Abstain
 -- Absent R = Recuse
 Y = Affirmative N = Negative



**SPECIAL SESSION BOARD MEETING
August 25, 2016**

DATE: August 25, 2016
TIME: 1:30 p.m.
PLACE: 2 DeKorte Park Plaza - Lyndhurst, NJ
RE: SPECIAL SESSION MEETING MINUTES

Members in Attendance:

Michael Ferguson, Chairman (via phone)
Joseph Buckelew, Vice Chairman (via phone)
Wayne Hasenbalg, Esq., President and Chief Executive Officer
John Ballantyne, Member (via phone)
Armando Fontoura, Member (via phone)
Michael H. Gluck, Esq., Member
LeRoy Jones, Member (joined meeting at 1:45p.m)
George Kolber, Member (via phone)
Steven Plofker, Member (via phone)
Andrew Scala, Member
Anthony Scardino, Member
Robert Yudin, Member
Peter Simon, NJ State Treasurer's Representative (via phone)

Absent:

Michael Gonnelli, Member

Also Attending:

Ralph J. Marra, Jr., Sr. Vice President of Legal and Regulatory Affairs
Adam Levy, Vice President of Legal and Regulatory Affairs
Lisa LeBoeuf, Governor's Authorities Unit
Christine Ferrante, Executive Assistant/Paralegal
Robert Tuteur, Esq., Eckert Seamans
Kevin Evans, Esq., Gibbons PC
Peter Nissen, ACACIA Financial

President Hasenbalg called the meeting to order.

President Hasenbalg stated that the New Jersey Sports and Exposition Authority gave notice of the time, place, and date of this meeting by providing such notice to the Secretary of State for the State of New Jersey, The Star-Ledger, The Record, and other newspapers and by posting the notice at the offices of the Authority.

President Hasenbalg explained that since this is a special meeting the board will be limiting actions to the two proposed resolutions. The agenda and resolutions are available to the public. The board will first go into Executive Session. Upon return, the public is invited to

comment on the proposed resolutions. After public comment the board will consider the two resolutions.

I. EXECUTIVE SESSION

President Hasenbalg stated a need for the Board to enter into Executive Session to discuss contractual matters and litigation matters.

Resolution 2016-36 Resolution authorizing the NJSEA to enter into a meeting to which the general public shall not be admitted to discuss legal matters, personnel matters and contract negotiations.

Upon motion made by Commissioner Scala and seconded by Commissioner Scardino, Resolution 2016-33 was approved by a vote of 12-0.

Executive session commences at 1:35 p.m.

Motion to enter into open session was made by Commissioner Gluck and second by Commissioner Scardino with all in favor.

Public session re-commences at 3:00 p.m.

III. PUBLIC PARTICIPATING ON RESOLUTIONS

- James Cassella, Mayor of East Rutherford , spoke in favor of Resolutions 2016-37 and 2016-38.
- Jim Kirkos, Meadowlands Chamber of Commerce, spoke in favor of Resolutions 2016-37 and 2016-38.
- John Zoller, East Rutherford resident, spoke in favor of the project but no at taxpayers' expense.
- Teri Festa, representing the president and chairman of the Meadowlands Area YMCA, spoke in favor of Resolutions 2016-37 and 2016-38.
- Donald Evanson, Secaucus resident, spoke of his concerns with traffic, loss of local businesses and closing of retail stores.
- Alex Lopez – Hackensack resident, spoke in favor of Resolutions 2016-37 and 2016-38.
- Bruno Tedeschi, NJ Alliance for Fiscal Integrity, opposed to Resolutions 2016-37 and 2016-38, but not opposed to construction of the project.
- Rick Sabato, President Bergen County Building Construction Trade Council, spoke in favor Resolutions 2016-37 and 2016-38.

II. APPROVALS

Resolution 2016-37 Resolution of the New Jersey Sports and Exposition Authority authorizing the sale and issuance of Limited Obligation Grant Revenue Bonds of the Authority and authorizing and directing the authorized Authority officials to approve, execute and deliver

President Hasenbalg asked for a motion on Resolution 2016-37. Motion was made by Commissioner Gluck and seconded by Commissioner Yudin and carried.

President Hasenbalg invited Robert Tuteur, NJSEA bond counsel, to explain resolution 2016-37 to Commissioners.

Mr. Tuteur explained Resolution 2016-37. If approved, the resolution would authorize the sale by the NJSEA to the Wisconsin Public Finance Authority of a limited obligation grant revenue bond of the NJSEA in an amount not to exceed \$300 million dollars, for the purpose of providing a portion of funds necessary to complete the American Dream Project. Bonds would be sold pursuant to a bond purchase agreement between the NJSEA and the Wisconsin Authority. Proceeds received by the NJSEA will be used to acquire from Ameream LLC, which is the beneficiary of an Economic Redevelopment Grant from the State of New Jersey, the grant revenues which are to be paid under grant agreement from incremental sales tax derived from the operation of the project upon its completion. NJSEA would pledge those grant revenues to secure its obligation under the bond which it is issuing to the Wisconsin Authority. Separate from the NJSEA, Wisconsin Authority will issue bonds to the public, a portion of proceeds of which will be used to acquire the NJSEA bond from the NJSEA. THE NJSEA's obligation with respect to its grant revenue bond is limited solely to the grant revenues paid under the grant agreement. Mr. Tuteur clarified that if the NJSEA does not receive payments of grant revenue from incremental sales taxes, the NJSEA has no obligation to pay its bond. The NJSEA has no obligation for the payment of the bonds being issued by the Wisconsin Public Financing Authority. The resolution would also authorize the President of NJSEA to approve, execute, acknowledge and deliver all documents necessary in order to effectuate the issuance of the sale of the bonds. This resolution would also revoke the resolution adopted on August 13, 2015 that allowed the NJSEA to issue grant revenue bonds directly to the public. The NJSEA would no longer have authority to issue bonds directly to the public.

Commissioner Gluck requested that Mr. Tuteur clarify further how and if taxpayers of the state are obligated. Mr. Tuteur explained that NJ Economic Recovery Act provides economic incentives to State of New Jersey projects. If a grant is made, 75% of incremental sales taxes from the project for which the grant is provided can be used either to pay for direct construction costs of the project or to pay debt service on obligations issued for the purpose of raising funds to provide sufficient funds to pay for the project. The State obligation is limited to the sales tax collected and allocated.

With no other questions from Commissioners, President Hasenbalg called for a vote. Resolution 2016-37 was unanimously approved by a vote of 13-0.

Resolution 2016-38 Resolution of the New Jersey Sports and Exposition Authority authorizing the sale and issuance of Limited Obligation PILOT Revenue Bonds of the Authority and authorizing and directing the authorized authority officials to approve, execute and deliver required documents and to take other actions in connection therewith; and authorizing further actions.

President Hasenbalg asked for a motion on Resolution 2016-38. Motion was made by Commissioner Scardino and second by Commissioner Gluck and carried.

President Hasenbalg invited Robert Tuteur, NJSEA bond counsel, to explain resolution 2016-38 to Commissioners.

Mr. Tuteur explained Resolution 2016-38. If approved, with authorize the issuance of limited obligation PILOT revenue bonds of the NJSEA. The NJSEA would issue its bonds to the Wisconsin Public Finance Authority. The Wisconsin Public Finance Authority would pay for that bond through its unrelated issuance of bonds to the general public. The proceeds of the bonds in the amount not to exceed \$800 million dollars would be granted by NJSEA to American Dream for purposes of providing a portion of the funds necessary to complete the construction of the American Dream Project. The bonds would be limited obligation of the NJSEA, payable solely from Payments In Lieu of Taxes (PILOT), which Ameream LLC has agreed to pay pursuant to a financial agreement to be entered into between American Dream, East Rutherford, and the NJSEA. Mr. Tuteur made it clear that the only liability the NJSEA would have would be if PILOT payments are made by Ameream LLC. The NJSEA has no liability on this obligation other than from its receipt of PILOT payments.

The resolution would also authorize the President of NJSEA to approve, execute, acknowledge and deliver all documents necessary in order to effectuate the issuance of the sale of the bonds

Commissioner Yudin asked Mr. Tuteur to make clear that if the project fails, that there is no risk to the taxpayers. Mr. Tuteur explained that there is no obligation to pay the bond holders by the state of New Jersey or NJSEA, absent the receipt of PILOT payments. Bond holders bear the risk or loss.

Commissioner Gluck asked about the developer senior debt. Mr. Tuteur explained that the bonds of NJSEA would not be at risk due to the lack of closing of commercial financing by the developer.

Commissioner Jones spoke about the public's concern about taxpayer exposure on the bonds and asked if this is a non-starter in this matter. Mr. Tuteur agreed.

With no other questions from Commissioners, President Hasenbalg called for a vote. Resolution 2016-38 was unanimously approved by a vote of 13-0.

IX. MOTION TO ADJOURN

Motion to adjourn the meeting was made by Commissioner Scala and seconded by Commissioner Yudin with all in favor.

I certify that on information and belief this is a true and accurate transcript of the Minutes of the Special Session Meeting of the New Jersey Sports and Exposition Authority Special Board Meeting held on August 25, 2016.



Ralph J. Marra, Jr., Esq.
Assistant Secretary

August 25, 2016 – Special Meeting

Commissioner	Roll Call	2016-36	2016-37	2016-38
Ferguson	P (via phone)	Y	Y	Y
Buckelew	P (via phone)	Y	Y	Y
Hasenbalg	P	Y	Y	Y
Ballantyne	P (via phone)	Y	Y	Y
Fontoura	P (via phone)	Y	Y	Y
Gluck	P	Y	Y	Y
Gonnelli	--	--	--	--
Jones	P (arrived 1:45pm)	--	Y	Y
Kolber	P (via phone)	Y	Y	Y
Plofker	P (via phone)	Y	Y	Y
Scala	P	Y	Y	Y
Scardino	P	Y	Y	Y
Yudin	P	Y	Y	Y
Treasury Rep Simon	P (via phone)	Y	Y	Y

P - Present A - Abstain
 -- Absent R = Recuse
 Y = Affirmative N = Negative



CASH DISBURSEMENTS
\$100,000 OR MORE
JULY 2016

SPORTS COMPLEX

<u>PAYEE</u>	<u>\$ AMOUNT</u>	<u>REFERENCE LETTER</u>	<u>ACCOUNT DESCRIPTION</u>
DEVILS ARENA ENTERTAINMENT LLC	485,109.00	A	SETTLEMENT
NRG BUSINESS SOLUTIONS	330,291.91	A	ELECTRICITY CHARGES: JUN 2016
PUBLIC SERVICE ELECTRIC & GAS	127,311.08	A	ELECTRIC TRANSMISSION: JUN 2016
SPORTS ARENA EMPLOYEES RETIREMENT FUND LOCAL 137	234,185.01	A	PENSION WITHDRAWAL LIABILITY PAYMENT: MAY 2016 - JUL 2016
STATE OF NEW JERSEY TREASURY DEPARTMENT	187,523.16	A	WORKERS' COMPENSATION COVERAGE: 2ND QTR 2016
SPORTS COMPLEX TOTAL	1,364,420.16		

SPORTS COMPLEX PAYMENT IN LIEU OF TAXES

<u>PAYEE</u>	<u>\$ AMOUNT</u>	<u>REFERENCE LETTER</u>	<u>ACCOUNT DESCRIPTION</u>
BOROUGH OF EAST RUTHERFORD	1,909,248.79	A	PAYMENT IN LIEU OF TAXES: 3RD QUARTER 2016
SC PILOT TOTAL	1,909,248.79		

MONMOUTH PARK RACETRACK MAINTENANCE RESERVE/CAPITAL

<u>PAYEE</u>	<u>\$ AMOUNT</u>	<u>REFERENCE LETTER</u>	<u>ACCOUNT DESCRIPTION</u>
TWO RIVERS WATER RECLAMATION AUTHORITY	200,000.00	A	2016 STABLE WASTE WATER SERVICE AGREEMENT
MPR MAINTNANCE TOTAL	200,000.00		

MONMOUTH PARK RACETRACK REAL ESTATE TAXES

<u>PAYEE</u>	<u>\$ AMOUNT</u>	<u>REFERENCE LETTER</u>	<u>ACCOUNT DESCRIPTION</u>
BOROUGH OF OCEANPORT	462,783.68	A	REAL ESTATE TAXES: 3RD QTR 2016
MP REAL ESTATE TAXES TOTAL	462,783.68		

OTHER

<u>PAYEE</u>	<u>\$ AMOUNT</u>	<u>REFERENCE LETTER</u>	<u>ACCOUNT DESCRIPTION</u>
KEARNY MUNICIPAL UTILITIES AUTHORITY	496,817.03	A	KEEGAN LANDFILL - SEWER USER FEES FOR PERIOD 2
KEARNY, TOWN OF	328,014.47	A	HOST COMMUNITY BENEFIT - KEEGAN LANDFILL: 2ND QTR 2016
NEW JERSEY HEALTH BENEFITS FUND	182,579.36	A	HEALTH BENEFITS - ACTIVE EMPLOYEES: JUL 2016
RAMAPO COLLEGE FOUNDATION	250,000.00	A	MOU TASK 4 YEAR 4: 2016 2ND PAYMENT
WASTE MANAGEMENT OF NEW JERSEY	326,311.30	A	OPERATIONS CONTRACT - KEEGAN LANDFILL: JUN 2016
OTHER TOTAL	1,583,722.16		



CASH DISBURSEMENTS
\$100,000 OR MORE
AUGUST 2016

SPORTS COMPLEX

<u>PAYEE</u>	<u>\$ AMOUNT</u>	<u>REFERENCE LETTER</u>	<u>ACCOUNT DESCRIPTION</u>
NEW JERSEY RACING COMMISSION	120,000.00	A	2016 COMPULSIVE GAMBLING ASSESSMENT
NEW JERSEY STATE POLICE	128,660.27	A	OVERTIME CHARGES: MAY 2016 - JUN 2016
PUBLIC SERVICE ELECTRIC & GAS	119,577.79	A	ELECTRIC TRANSMISSION: JUL 2016
SPORTS COMPLEX TOTAL	368,238.06		

MONMOUTH PARK RACETRACK MAINTENANCE RESERVE/CAPITAL

<u>PAYEE</u>	<u>\$ AMOUNT</u>	<u>REFERENCE LETTER</u>	<u>ACCOUNT DESCRIPTION</u>
McCAULEY CONSTRUCTION CO., INC.	136,882.00	A	FIRE CODE RETROFIT PHASE III PROJECT
MPR MAINTENANCE TOTAL	136,882.00		

OTHER

<u>PAYEE</u>	<u>\$ AMOUNT</u>	<u>REFERENCE LETTER</u>	<u>ACCOUNT DESCRIPTION</u>
JERSEY CITY, CITY OF	178,622.00	A	TAX SHARING: CALENDAR YEAR 2016
KEARNY, TOWN OF	543,939.00	A	TAX SHARING: CALENDAR YEAR 2016
NEW JERSEY HEALTH BENEFITS FUND	176,623.12	A	HEALTH BENEFITS - ACTIVE EMPLOYEES: AUG 2016
NORTH ARLINGTON, BOROUGH OF	140,532.00	A	TAX SHARING: CALENDAR YEAR 2016
RIDGEFIELD, BOROUGH OF	155,699.00	A	TAX SHARING: CALENDAR YEAR 2016
WASTE MANAGEMENT OF NEW JERSEY	200,176.50	A	OPERATIONS CONTRACT - KEEGAN LANDFILL: JUL 2016
OTHER TOTAL	1,395,591.62		



OUTSTANDING PROFESSIONAL SERVICES
AUGUST 2016

SPORTS COMPLEX

PAYEE

\$ AMOUNT

DESCRIPTION

HECKERT SEAMANS CHERIN & MELLOTT,
LLC

415,000.00

LEGAL SERVICES: AUTHORITY BONDS COUNSEL - AUG 2015 -
MAR 2016

GIBBONS P.C.

148,231.33

LEGAL SERVICES: AUTHORITY TRANSACTIONS COUNSEL - AUG
2016

SPORTS COMPLEX TOTAL

563,231.33



CASH DISBURSEMENTS
\$100,000 OR MORE

<u>REFERENCE LETTER</u>	<u>TYPE</u>
A	CONTRACT ON FILE
B	PURCHASE AWARDS - APPROVED AT MONTHLY BOARD MEETING
C	STATE REQUIREMENT FOR RACING
D	STATE VENDOR
E	SOLE SOURCE
F	APPOINTED BY RACING COMMISSION
G	ADVERTISED BID
H	EXECUTIVE DIRECTOR APPROVAL
I	STATUTORY PAYMENT
K	LOWEST PROPOSAL
L	REIMBURSABLE
M	OUTSTANDING PROFESSIONAL INVOICES APPROVED AT MONTHLY BOARD MEETING
N	PURCHASES ON BASIS OF EXIGENCY
*	PURCHASES DIRECT FROM SOURCE
	EXPENDITURE TO BE CHARGED TO MAINTENANCE RESERVE FUND

RESOLUTION 2016-39

**RESOLUTION ISSUING A DECISION ON THE
SUITABILITY RECOMMENDATION AS REQUIRED BY THE
NJSEA INTERIM POLICIES GOVERNING AFFORDABLE HOUSING
DEVELOPMENT IN THE MEADOWLANDS DISTRICT
FILE NO. 16-326, 5903 Westside Ave LLC/Bergen Logistics - New Warehouse Bldg.
BLOCK 453.02, LOT 3.0761
IN THE TOWNSHIP OF NORTH BERGEN**

WHEREAS, in a decision dated May 21, 2007 (A-4174-03T3; A-3107-04T1), the Appellate Division of the New Jersey Superior Court determined, among other things, that the New Jersey Meadowlands Commission (NJMC) should consider whether new development in the Meadowlands District should be avoided until the Commission implements new rules concerning affordable housing; and

WHEREAS, on July 25, 2007, the Commission adopted Resolution No. 07-68, which approved the "Policy Statement Regarding the NJMC's Expanded Responsibilities to Plan and Zone for Affordable Housing"; and

WHEREAS, on May 6, 2008, COAH adopted new rules, which became effective upon publication in the New Jersey Register on June 2, 2008 and, in addition, adopted new rules on September 22, 2008, which became effective on October 20, 2008; and

WHEREAS, on July 17, 2008, P.L. 2008, Chapter 46 became law, revising various parts of the statutory law concerning affordable housing; and

WHEREAS, on July 23, 2008, the Commission adopted Resolution No. 08-80, which approved the "*Interim Policies Governing Affordable Housing Development in the Meadowlands District*," in order to govern the review of and restraints upon applications for further development in the Meadowlands District in a manner consistent with these regulatory and statutory changes, prior to the implementation of new regulations regarding same; and

WHEREAS, pursuant to Public Law 2015, Chapter 19, the New Jersey Meadowlands Commission (NJMC) has become part of the New Jersey Sports and Exposition Authority (NJSEA), effective February 5, 2015; and

WHEREAS, the *Interim Policies*, last revised by Resolution No. 11-29 on July 27, 2011, govern all zoning certificate applications, petitions to amend the Official Zoning Map, new redevelopment plans, and proposed amendments to a redevelopment plan pertaining to new proposed uses or changes to existing uses,

received on or after July 24, 2008, and remain in effect until the NJSEA promulgates new regulations concerning affordable housing, or the *Interim Policies* are withdrawn or rescinded by Commission action or court order, whichever occurs first; and

WHEREAS, the *Interim Policies* set forth the criteria for a Review Team, comprised of three NJSEA staff members including one New Jersey-licensed professional engineer and one New Jersey-licensed professional planner, and also a professional planner representing the municipality in which the proposed development is located, to review each applicable application to determine the suitability of the subject site for residential use; and

WHEREAS, a zoning certificate application was submitted to the NJSEA on June 27, 2016, by Eli Roman of Bergen Logistics, for the premises identified as 5903 Westside Avenue, Block 453.02, Lot 3.0761, in North Bergen, New Jersey, which is located in the Light Industrial A zone; and

WHEREAS, the subject application proposes the construction of an approximately 115,000-square-foot warehouse and, as such, is not exempt from the *Interim Policies*; and

WHEREAS, the application was forwarded to the Review Team for review of the application in accordance with the *Interim Policies*; and

WHEREAS, the Review Team evaluated the suitability of the subject property taking into consideration the specific application submitted for construction of a new building; and

WHEREAS, a suitability review, dated September 1, 2016, and attached hereto, has been prepared, indicating the recommendation of the Review Team in this matter; and

WHEREAS, the suitability review recommends that the subject property is unsuitable for residential use; and

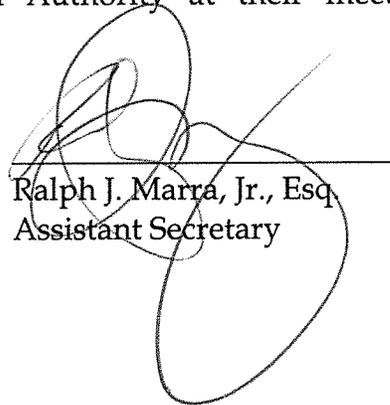
WHEREAS, the Board of Commissioners of the NJSEA have reviewed the suitability review and recommendation prepared by the Review Team, regarding the subject property; and

WHEREAS, the Board of Commissioners of the NJSEA concur with the recommendation of the Review Team; and

WHEREAS, the Board of Commissioners of the NJSEA hereby determines that the subject commercial property is unsuitable for residential use.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the New Jersey Sports and Exposition Authority that the existing commercial property located at 5903 Westside Avenue, Block 453.02, Lot 3.0761, in North Bergen, New Jersey, is deemed to be unsuitable for residential use.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the New Jersey Sports and Exposition Authority at their meeting of September 15, 2016.



Ralph J. Marra, Jr., Esq.
Assistant Secretary



MEMORANDUM

To: NJSEA Board Member and Wayne Hasenbalg, President/CEO

From: Sara J. Sundell

Date: September 15, 2016

Subject: Site Suitability Recommendation for Block 453.02, Lot 3.0761, North Bergen, New Jersey (File No. 16-326)

In a decision dated May 21, 2007 (A-4174-03T3; A-3107-04T1), the Appellate Division of the New Jersey Superior Court determined, among other things, that the New Jersey Meadowlands Commission (NJMC or Commission) should consider whether new development in the Meadowlands District should be avoided until the Commission implements new rules concerning affordable housing. The Commission followed up by adopting Resolution No. 07-68, on July 25, 2007, which approved the "Policy Statement Regarding the NJMC's Expanded Responsibilities to Plan and Zone for Affordable Housing." Thereafter, on July 23, 2008, the Commission adopted Resolution No. 08-80, which approved the "*Interim Policies Governing Affordable Housing Development in the Meadowlands District*," which was last revised by Resolution No. 11-29 on July 27, 2011, in order to govern the review of and restraints upon applications for further development in the Meadowlands District in a manner consistent with regulatory and statutory changes regarding affordable housing, prior to the implementation of new regulations regarding same.

Pursuant to Public Law 2015, Chapter 19, the New Jersey Meadowlands Commission (NJMC) has become part of the New Jersey Sports and Exposition Authority (NJSEA), effective February 5, 2015.

The Interim Policies apply to all zoning certificate applications, petitions to amend the Official Zoning Map, new redevelopment plans, and proposed amendments to a redevelopment plan pertaining to new proposed uses or changes to existing uses, received on or after July 24, 2008, and will remain in effect until the NJSEA promulgates new regulations concerning affordable housing, or the Interim Policies are withdrawn or rescinded by Authority action or court order, whichever occurs first. The *Interim Policies* set forth the criteria for a Review Team, comprised of three NJSEA staff members, including one New Jersey-licensed professional engineer and one New Jersey-licensed professional planner, and also a professional planner representing the municipality in which the proposed development is located, to review each applicable application to determine the suitability of the subject site for residential use.

The NJSEA received an application for the construction of an approximately 115,000-square-foot warehouse on the premises located at 5903 Westside Avenue, Block 453.02, Lot 3.0761, in North Bergen, New Jersey. The subject property is located within the Districts' Light Industrial A zone and currently contains an existing warehouse. The applicant is proposing the construction of a second warehouse structure to be located in an existing parking lot on the subject property.

The matter was forwarded to the Review Team for review of the proposed site in accordance with the *Interim Policies*. A suitability review, dated September 1, 2016, has been prepared, indicating that the Review Team recommends that the subject commercial property is not suitable for residential use.

At this time, the NJSEA staff is recommending that the members of the NJSEA concur with the site suitability recommendation prepared by the Review Team, which determines that the subject commercial property is not suitable for residential use.

Suitability Review – Summary

File No. 16-326
5903 Westside Ave LLC/Bergen Logistics - New Warehouse Bldg.
Block 453.02, Lot 3.0761, in the Township of North Bergen
September 1, 2016

The NJSEA received a zoning certificate application for the proposed construction of an approximately 115,000-square-foot warehouse located at 5903 Westside Avenue, Block 453.02, Lot 3.0761, in North Bergen, New Jersey. The subject area is currently located in the Light Industrial A zone and, as such, is not exempt from the site suitability review process. In keeping with the review process, the site characteristics of the property have been evaluated in accordance with the “*Interim Policies Governing Affordable Housing Development in the Meadowlands District*,” adopted by the NJMC on July 24, 2008, and last revised on July 27, 2011.

In accordance with Section IV(c)1 of the Interim Policies, the criteria to deem a site suitable for housing are as follows:

- i. The site is adjacent to compatible land uses and has access to appropriate streets.
 - The subject property is presently developed with an existing 535,900-square-foot warehouse/distribution facility, which is intended to remain in operation. The site of the proposed 115,000-square-foot warehouse is currently a paved parking field for automobiles, trucks and tractor trailers.
 - The subject property is located along the west side of Westside Avenue, which is heavily used by commercial truck and tractor-trailer traffic traveling between the commercial corridors and highways of the region, including Route 3, the New Jersey Turnpike, Tonnel Avenue (Route 1/9) and Route 46, and the warehouse/distribution, intermodal and light industrial zones in Secaucus and North Bergen, and Ridgelyield. The only access to and from the site is provided via Westside Avenue.
 - The northern driveway along Westside Avenue is located completely on the subject property. The southern driveway is shared with the adjacent warehouse development. The driveway is partially located on the subject property and partially located on the adjacent property and is controlled by an existing traffic signal on Westside Avenue. An easement between the property owners allows access for both sites via the existing driveway. As such, this driveway is utilized by automobiles and trucks associated with both facilities.
 - To the north of the subject property is an existing 615,000-square-

foot warehouse/distribution building, occupied by Veeco Services. To the south of the subject site are two large structures that house a data center and commercial offices. The subject property also abuts wetlands associated with Cromakil Creek to the west.

- A residential use would not be compatible with the warehouse/distribution, industrial and commercial uses located on the properties adjacent to the subject property.

- ii. The site has access to water and sewer infrastructure with sufficient capacity.
 - This criterion can be met by the subject property.
- iii. The site can be developed consistent with the rules of the NJSEA.
 - This criterion can be met by the subject property.
- iv. Former and existing land uses, either on the site or in the vicinity, may not expose resident to environmental hazard. Alternatively, the site shall be remediated to NJDEP residential standards as a condition of the Board's approval.
 - An advanced site search through the New Jersey Department of Environmental Protection's website, specifically the Open Public Records Act pages, results in no data provided for the subject site. In addition, the subject property did not appear listed in any of the records of the NJDEP's Known Contaminated Sites list, which was last updated in 2015.
- v. The size, shape, or layout of any existing structure that shall remain, or other physical limitation(s) not listed previously, do not preclude residential use.
 - The proposed redevelopment of the subject property includes the construction of an approximately 115,000-square-foot warehouse in a location that is currently utilized for truck and car parking. The existing 535,900-square-foot warehouse/distribution structure is proposed to remain.
 - A residential structure could not be constructed in the existing paved parking area with a reasonable separation distance and appropriate buffering from the existing warehouse/distribution facility that would alleviate safety concerns and provide a balanced quality of life for future residents.
- vi. The site is suitable for residential use pursuant to sound planning principles.
 - The location of the subject property with respect to the adjacent heavily trafficked roadway system and commercial properties is

- not conducive to the construction of a residential development.
- The immediately surrounding properties are predominantly built-out with active and viable warehouse/distribution and industrial development. These uses generate a considerable volume of truck traffic that would present circulation and safety challenges to residential uses.
- The surrounding neighborhood is a dynamic and heavily-trafficked warehousing and industrial area that is active all day, including the very early morning hours. Operations at the existing warehouse/distribution building on the subject site and at neighboring businesses take place during hours that are not conducive to residential uses, including 24 hour-per-day and weekend operations.
- Elements of the warehouse/distribution and industrial businesses in the area are potentially hazardous to residents. Open loading docks and trucks maneuvering on site and in the streets are safety concerns that render this area unfavorable to residential uses.
- The site is also not an appropriate location to construct residential units due to pedestrian access issues. The site is remote from residential neighborhoods, public schools, local retail stores, recreational facilities, and other public amenities. Although there are sidewalks along a portion of the west side of Westside Avenue, these sidewalks appear to be used predominantly by employees of the industrial/commercial corridor who utilize mass transit, particularly between bus stops along the roadway. There is no walkable access from the subject site to the downtown business districts of either North Bergen or Secaucus. Pedestrians attempting to walk to either town center would be required to travel in the right-of-way without any protections and cross several heavily-trafficked intersections and roadways, such as Tonnetle Avenue and Paterson Plank Road. Pedestrian access to the rest of the community from the subject site is limited, requiring motor vehicle access through an active industrial, warehousing, and commercial area over a considerable distance along heavily-trafficked roads.
- There are no residential uses within the vicinity of the subject property.
- A residential use would not be compatible with the surrounding commercial and industrial uses of the adjacent properties.

In summary, only three (3) of the above criteria, as per Section IV(c)1 of the *Interim Policies*, apply to the subject property.

Conclusion

The subject commercial property located at 5903 Westside Avenue, Block 453.02, Lot 3.0761, in North Bergen, is recommended to be deemed unsuitable for housing.

Contingent upon the approval of this recommendation by the NJSEA Board of Commissioners, the review of the submitted zoning certificate application for the proposed nonresidential development may proceed for this site. However, as a condition of zoning certificate approval, the applicant shall be required to satisfy the project's affordable housing requirements as per Section VII(a) of the *Interim Policies* or as required by law.

RESOLUTION 2016-40

**RESOLUTION ISSUING A
DECISION ON THE VARIANCE APPLICATION
SUBMITTED AS PART OF FILE NO. 15-537
BRANCA/MEADOWLANDS YMCA - BUILDING ADD. & VARIANCES
BLOCK 106.03, LOT 4, IN THE BOROUGH OF EAST RUTHERFORD**

WHEREAS, an application for two bulk variances has been filed with the New Jersey Sports and Exposition Authority (NJSEA) by the Meadowlands Area Young Men's Christian Association, Inc., (YMCA) for the premises identified as 390 Murray Hill Parkway, Block 106.03, Lot 4, in the Borough of East Rutherford, New Jersey; and

WHEREAS, the premises are located in the Hackensack Meadowlands District's Light Industrial A zone; and

WHEREAS, the bulk variances are sought in connection with the applicant's proposal to construct a 9,600-square-foot building addition with associated site improvements on the subject property; and

WHEREAS, the applicant requested relief from N.J.A.C. 19:4-5.77(a)3iii, which requires a minimum rear yard setback of 75 feet, whereas the applicant is proposing to construct an addition that will provide a rear yard setback of 37.9 feet along the easterly property line; and

WHEREAS, the applicant has also requested relief from N.J.A.C. 19:4-8.4(a)15, 23, 50 and 69, which require 144.2 parking spaces for 41,406 square feet of commercial recreation, indoor, space and two (2) basketball courts; 25.4 parking spaces for a child care center; 17.8 parking spaces for 7,120 square feet of office space; and 90.3 parking spaces for 3,430 square feet of swimming pool space, for a total of 278 required parking spaces, whereas 166 parking spaces are proposed; and

WHEREAS, notice of the requested bulk variance relief was given to the public and all interested parties as required by law and was published in The Record newspaper; and

WHEREAS, a public hearing was held in the Office of the NJSEA on Tuesday, July 5, 2016, before Sara Sundell, P.E., P.P., Director of Land Use Management and Chief Engineer; Sharon Mascaró, P.E., Deputy Director of Land Use Management and Deputy Chief Engineer; Mia Petrou, P.P., AICP, Senior Planner and Ronald Seelogy, P.E., P.P., Senior Engineer; and

WHEREAS, Ron Simoncini, President of the Meadowlands Area YMCA, testified at the public hearing in support of the application; and

WHEREAS, a comprehensive report dated September 1, 2016, has been prepared indicating the recommendations of the Director of Land Use Management and the Senior Vice President of Legal & Regulatory Affairs in this matter; and

WHEREAS, a copy of the recommendation and comprehensive report was provided to the applicant on September 7, 2016; and

WHEREAS, the report recommends the approval of the requested bulk variance from N.J.A.C. 19:4-5.77(a)3iii, to construct a building addition with a rear yard setback of 37.9 feet along the easterly property line, whereas a minimum rear yard setback of 75 feet is required; and

WHEREAS, the report also recommends the conditional approval of the requested bulk variance from N.J.A.C. 19:4-8.4(a)15, 23, 50 and 69, to provide 166 parking spaces on site, whereas 278 parking spaces are required; and

WHEREAS, the Board of Commissioners of the NJSEA has reviewed the full record, including the transcripts of the public hearings, recommendations on the application by the Director of Land Use Management and by the Senior Vice President, Legal & Regulatory Affairs, and the submissions of the applicant; and

WHEREAS, the Board of Commissioners concurs with the recommendations of the Director of Land Use Management and the Senior Vice President, Legal & Regulatory Affairs; and

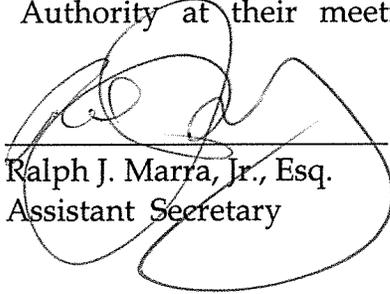
WHEREAS, the Board of Commissioners hereby determines that the requested bulk variance application to construct a 9,600-square-foot building addition with associated site improvements on the subject property, conforms with the standards for approving applications for variances as set forth in N.J.A.C. 19:4-4.14(e).

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the New Jersey Sports and Exposition Authority, that the Branca/Meadowlands YMCA - Building Add. & Variances application for one bulk variance to permit a building addition with a rear yard setback of 37.9 feet along the easterly property line, is hereby **APPROVED** for the reasons set forth in the recommendation dated September 7, 2016.

BE IT FURTHER RESOLVED, by the Board of Commissioners of the New Jersey Sports and Exposition Authority, that the Branca/Meadowlands YMCA - Building Add. & Variances application for one bulk variance to provide 166 parking spaces on site, whereas 278 parking spaces are required, is hereby **APPROVED WITH THE FOLLOWING CONDITIONS** for the reasons set forth in the recommendation dated September 7, 2016:

1. The applicant shall notify the NJSEA in writing a minimum of fifteen (15) days in advance of any change to the satellite parking license agreements that would temporarily or permanently restrict the use of the additional satellite parking for the YMCA facility. In the event of any change to a license agreement, the applicant shall have 120 days to procure alternate parking locations to make up for the lost satellite parking spaces and to submit the alternate parking locations to the NJSEA for review and approval.
2. The applicant shall provide signage on the subject property informing individuals utilizing the facility that additional parking is available at 355, 360, and 375 Murray Hill Parkway. Also, signage and striping shall be provided at 355, 360, and 375 Murray Hill Parkway identifying those areas allocated for overflow parking as indicated on the Pedestrian Access Plan.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the New Jersey Sports and Exposition Authority at their meeting of September 15, 2016.



Ralph J. Marra, Jr., Esq.
Assistant Secretary



MEMORANDUM

To: NJSEA Board Member and Wayne Hasenbalg, President/CEO

From: Sara J. Sundell

Date: September 15, 2016

Subject: Variance Recommendation: Branca/Meadowlands YMCA - Building Add. & Variances (File No. 15-537)

An application for two bulk variances has been filed with the New Jersey Sports & Exposition Authority (NJSEA) by the Meadowlands Area Young Men's Christian Association, Inc., for the premises located at 390 Murray Hill Parkway, identified as Block 106.03, Lot 4, in the Borough of East Rutherford, New Jersey. The subject premises is located within the Hackensack Meadowlands District's Light Industrial A zone. The variances are sought in connection with the applicant's proposal to construct a 9,600-square-foot building addition with associated site improvements on the subject property.

The applicant requested variance relief from the following:

1. N.J.A.C. 19:4-5.77(a)3iii, which requires a minimum rear yard setback of 75 feet, whereas the applicant is proposing to construct an addition that will provide a rear yard setback of 37.9 feet along the easterly property line.
2. N.J.A.C. 19:4-8.4(a)15, 23, 50 and 69, which require 144.2 parking spaces for 41,406 square feet of commercial recreation, indoor, space and two (2) basketball courts; 25.4 parking spaces for a child care center; 17.8 parking spaces for 7,120 square feet of office space; and 90.3 parking spaces for 3,430 square feet of swimming pool space, for a total of 278 required parking spaces; whereas 166 parking spaces are proposed.

A public hearing was held in the Office of the NJSEA on Tuesday, July 5, 2016.

In a comprehensive report dated September 1, 2016, the Director of Land Use Management and the Senior Vice President of Legal & Regulatory Affairs recommended the approval of the bulk variance requested in Item 1 above and the conditional approval of the bulk variance requested in Item 2 above. A copy of the comprehensive report and variance recommendation was provided to the applicant on September 1, 2016.

At this time, the Board of Commissioners is required to issue a decision on the variance application described above. A resolution requesting the same is attached for your consideration.

RECOMMENDATION ON THE VARIANCE APPLICATION OF
Branca/Meadowlands YMCA - Building Add. & Variances

FILE # 15-537

I. INTRODUCTION

An application for two bulk variances has been filed with the New Jersey Sports & Exposition Authority (NJSEA) by the Meadowlands Area Young Men's Christian Association, Inc. (YMCA) for the premises located at 390 Murray Hill Parkway, identified as Block 106.03, Lot 4, in the Borough of East Rutherford, New Jersey. The subject premises is located within the District's Light Industrial A zone. The variances are sought in connection with the applicant's proposal to construct a 9,600-square-foot building addition with associated site improvements on the subject property.

Specifically, the applicant is requesting relief from the following:

1. N.J.A.C. 19:4-5.77(a)3iii, which requires a minimum rear yard setback of 75 feet, whereas the applicant is proposing to construct an addition that will provide a rear yard setback of 37.9 feet along the easterly property line.
2. N.J.A.C. 19:4-8.4(a)15, 23, 50 and 69, which require 144.2 parking spaces for 41,406 square feet of commercial recreation, indoor space and two (2) basketball courts; 25.4 parking spaces for a child care center; 17.8 parking spaces for 7,120 square feet of office space; and 90.3 parking spaces for 3,430 square feet of swimming pool space, for a total of 278 required parking spaces, whereas 166 parking spaces are proposed.

Notice was given to the public and all interested parties as required by law. The public notice was published in The Record newspaper. No written objections were received. A public hearing was held in the NJSEA Offices on Tuesday, July 5, 2016. All information submitted to the Division of Land Use Management relative to this application is made part of the record of this recommendation.

II. GENERAL INFORMATION

A. Existing and Proposed Use

The subject property is irregularly shaped, consisting of approximately 3.68 acres. A frontage of 430 feet is provided along Murray Hill Parkway to the west, which is greater than the lot's minimum width of 390 feet provided in the easterly rear yard. The site is currently developed with a 65,000-square-foot two-story commercial building formerly occupied and utilized by the New Jersey/Brooklyn Nets as a basketball practice facility with associated parking. The existing floor plan includes two full-sized regulation basketball courts, locker rooms, cafeterias, storage areas and administrative offices. The easterly portion of the existing building has a rear yard setback of 49.95 feet. Three driveways provide access to the site from Murray Hill Parkway.

The subject premises is bordered to the south and east by a multi-tenanted warehouse and distribution facility located on Block 106.03, Lot 3. A warehouse and distribution facility is located on Block 106.03, Lot 2, which borders the site to the east as well. To the north is Block 106.03, Lot 1, which is developed with a warehouse and distribution facility. Other properties in the immediate vicinity are developed with a mix of office, light industrial and warehouse/distribution uses.

The owner of the subject property, Branca Properties, Inc., has entered into a long term lease agreement with the Meadowlands Area YMCA. The YMCA is proposing to convert the existing basketball training facility to its permanent home. A 9,600-square-foot building addition is proposed to house a competition-grade

swimming pool, which will be 75 feet long by 45 feet wide and divided into six swimming lanes. Associated site improvements will increase the number of parking spaces provided on site from 156 to 166. A compliant 12-foot by 60-foot loading space will be provided for deliveries on the easterly side of the new building addition. Drainage improvements and an increase in the amount of open space provided will improve stormwater management on the subject premises.

B. Response to the Public Notice

No written objections were received prior to the public hearing.

III. PUBLIC HEARING (July 5, 2016)

A public hearing was held on Tuesday, July 5, 2016. NISEA staff in attendance were Sara J. Sundell, P.E., P.P., Director of Land Use Management and Chief Engineer; Sharon Mascaró, P.E., Deputy Director of Land Use Management and Deputy Chief Engineer; Mia Petrou, P.P., AICP, Senior Planner; and Ronald Seelogy, P.E., P.P., Senior Engineer.

A. Exhibits

The following is a list of the exhibits submitted by the applicant at the public hearing and marked for identification as follows:

<u>Number</u>	<u>Description</u>
A-1	Aerial photograph.
A-2	"Preliminary and Final Site Plan," 12 sheets, prepared by L2A Land Design, LLC, dated November 11, 2015, last revised June 22, 2016.
A-3	"Site Plan," Drawing Number C-03, prepared by L2A Land Design, LLC, dated November 11, 2015, last revised June 22, 2016.

A-4	Pedestrian access plan.
A-5	"Ground Floor Plan & Site Signage," Sheet No. A-1, prepared by DMR Architecture, Planning, Engineering, Interiors Consulting, dated November 12, 2015.
A-6	"Second Floor Plan," Sheet No. A-2, prepared by DMR Architecture, Planning, Engineering, Interiors Consulting, dated November 12, 2015.
A-7	"Exterior Elevations," Sheet No. A-3, prepared by DMR Architecture, Planning, Engineering, Interiors Consulting, dated November 12, 2015.
A-8	Lease agreement between CLN Associates, LLC and Meadowlands Area YMCA, dated June 9, 2015.
A-9	Lease agreement between Lindsey Branca and Meadowlands Area YMCA, dated June 9, 2015.
A-10	Lease agreement between Trans World Marketing Corporation and Meadowlands Area YMCA, dated November 10, 2015.

B. Testimony

Thomas J. O'Connor, Esq., of the firm Waters, McPherson, McNeill, P.C., represented the applicant at the hearing. The following witness testified in support of the application:

1. William Vogt, P.E., L2A Land Design, LLC;
2. Thomas Hofmann, AIA, DMR Architects;
3. Jane Egan, Chief Executive Officer, Meadowlands Area YMCA; and
4. Gary Dean, P.E., P.P., Dolan & Dean Consulting Engineers.

Staff findings and recommendations are based on the entire record. A transcript of the public hearing was prepared and transcribed by Beth Calderone, Certified Shorthand Reporter.

C. Public Comment

Ron Simoncini, President of Axiom Holding Company, LLC, and President of the Meadowlands Area YMCA, testified at the hearing in support of the application.

IV. RECOMMENDATION(S)

A. Standards for the Granting of a Bulk Variance from the Provisions of N.J.A.C. 19:4-5.77(a)3iii, which requires a minimum rear yard setback of 75 feet, whereas the applicant is proposing to construct an addition that will provide a rear yard setback of 37.9 feet along the easterly property line.

The Hackensack Meadowlands District Zoning Regulations at N.J.A.C. 19:4-4.14(e) state in part that, *a variance shall not be granted unless specific written findings of fact directly based upon the particular evidence presented are made that support conclusions that...*

1. *Concerning bulk variances:*

i. *The variance requested arises from such condition that is unique to the property in question, is not ordinarily found in the same zone, and is not created by any action of the property owner or the applicant.*

The subject property is currently improved with a 65,000-square-foot two-story commercial building formerly occupied and utilized by the New Jersey/Brooklyn Nets as a basketball practice facility with associated parking. The existing nonconforming structure is setback 49.86 feet from the Murray Hill Parkway right of way,

whereas a minimum front yard setback of 50 feet is required in the Light Industrial A zone. Likewise, a nonconforming building setback of 49.95 feet is provided from the easterly property line, whereas a minimum rear yard setback of 75 feet is required.

The applicant is proposing to construct a 9,600-square-foot building addition to house a competitor-grade swimming pool and spectator viewing area. The proposed addition will encroach 12 feet further beyond the existing rear building line into the required rear yard, providing a rear yard setback of 37.9 feet.

The location and internal configuration of the existing building on site, as well as the location of the existing paved areas used for parking and site circulation, leave the easterly rear yard as the most appropriate location for a building addition. It is noted that the existing structure is located within both the required front and rear yards. Constructing the proposed addition in either the northerly or southerly side yards would result in the loss of parking on site and would necessitate variance relief.

The existing building layout, which includes administrative offices, locker rooms, cafeterias and two regulation-sized professional basketball courts, is easily adaptable for use by the YMCA. When the existing basketball court was installed within the building, interior building columns were removed and the supporting superstructure was reconfigured and relocated to the roof, in order to create the required clear span for the basketball courts. Similar costly measures would have to be undertaken in order to create the clear span required for an indoor swimming pool within the

existing building footprint, which would also necessitate the relocation of existing floor uses. Locating a portion of the proposed pool building addition within the required rear yard will maintain and accommodate a functional floor plan for the facility.

This combination of conditions related to the location and internal configuration of the existing building on site, as well as the location of the existing paved areas used for parking and site circulation, impact the site in a unique manner. These conditions are not ordinarily found in the Light Industrial A zone and were not created by any action of the property owner or the applicant.

ii. The granting of the variance will not adversely affect the rights of neighboring property owners or residents.

The granting of the bulk variance to construct a building addition with a 37.9-foot setback from the easterly rear property line, whereas a minimum rear yard setback of 75 feet is required, will not adversely affect the rights of neighboring property owners or residents. The neighborhood in which the subject property is located is primarily industrial and commercial in nature. No residences are located nearby.

The proposed improvements will not create any negative visual impacts to the neighboring properties or impede their ability to function as intended. The height of the proposed addition will be lower than the existing building's gymnasium roof superstructure. Landscaping will be installed to screen the visual impact of the proposed addition.

iii. The strict application of the regulations will result in peculiar and exceptional practical difficulties to, or exceptional and undue hardship upon, the property owner.

The strict application of the regulations requiring a minimum rear yard setback of 75 feet along the easterly property line, whereas 37.9 feet is proposed, will result in peculiar and exceptional practical difficulties to, or exceptional and undue hardship upon, the applicant. Alternative locations to construct the proposed pool addition are limited by the location and internal configuration of the existing building on site, as well as the location of the existing paved areas used for parking and site circulation. The existing building, which is located 49.95 feet from the rear lot line, currently encroaches into the easterly required rear yard. The proposed addition will encroach further into the required rear yard by approximately 12 feet.

Pushing the proposed rear building line of the addition in the westerly direction to comply with the required 75-foot rear yard setback would reduce the footprint of the proposed addition by 52 percent, from 8,400 square feet to approximately 4,000 square feet, rendering its dimensions unfeasible for a pool. The existing lot coverage at the subject premises is 30.23 percent, whereas up to 60 percent lot coverage is permitted in the Light Industrial A zone. The proposed building addition would only increase the site's existing lot coverage by 5.99 percent. Furthermore, constructing the proposed addition in any other location on site would be impracticable, and would impact the internal building

configuration and the ability to provide a functional parking and loading layout.

In balancing the requirements of the Light Industrial A zone with the particular characteristics of the subject property, the proposed variance is required to provide a functional building addition and site configuration.

iv. The variance will not result in substantial detriment to the public good and will not adversely affect the public health, safety, morals, order, convenience, prosperity or general welfare.

There will be no substantial detriment to the public good and no adverse impacts to the public health, safety, morals, order, convenience, prosperity or general welfare by the granting of the requested variance. The placement of the building addition within the easterly rear yard, as proposed, will not have a significant adverse impact on public safety or health, as adequate light, air, and open space will continue to be supplied.

Site circulation will be improved by installation of additional impervious surface that will provide a connection between the existing vehicular use areas on the northerly and southerly portions of the subject premises, thus allowing vehicles to circulate around the proposed facility. Access to the site from Murray Hill Parkway via two ingress/egress driveways will be maintained. A compliant loading area will be provided in the rear yard on the easterly side of the proposed addition. Excess noise, odor, vibration, or glare will not be generated as a result of the proposed building addition.

The YMCA, a non-profit charitable organization that has been serving the Meadowlands community since 1920, has never had a permanent home. The granting of the requested variance associated with the construction of an addition of a competition-grade pool will ensure that the public will have full access at this location to the amenities offered by the YMCA.

v. The variance will not have a substantial adverse environmental impact.

The granting of the requested variance will have no adverse environmental impacts. The location of the proposed building addition in relation to the rear yard will not cause the District's performance standards regarding noise, vibrations, airborne emissions, hazardous materials, glare or water quality to be exceeded. The improved site will provide 20.3 percent open space, more than the minimum 15 percent open space required in the Light Industrial A zone, and adequate drainage will be provided.

vi. The variance represents the minimum deviation from the regulations that will afford relief.

The requested variance represents the minimum deviation from the regulations that will afford relief. Potential locations to provide a conforming building addition to accommodate a competition-grade swimming pool outside of the easterly rear yard are not available due to the existing site and building configurations. The easterly rear yard is the optimal location for the proposed building addition since it allows parking to remain in the northerly and southerly

yards maximizing the number of parking spaces that can be provided on site and has no detrimental impact on site circulation.

The total proposed lot coverage of 36.22 percent is in substantial compliance with the Light Industrial A zone's required maximum lot coverage of 60 percent. The footprint of the proposed addition represents only a minor 5.99 percent increase in the site's existing lot coverage. The improved site will maintain 20.3 percent open space, in compliance with minimum open space requirements. Compliance with both lot coverage and open space requirements is an indicator that the subject property will not be overdeveloped.

This proposal represents a reasonable balance between the zoning requirements of the Light Industrial A zone and their application to the particular characteristics of the property in question.

vii. Granting the variance will not substantially impair the intent and purpose of these regulations.

The granting of the requested variance will not impair the intent and purpose of the regulations. Specific purposes of the District regulations include providing sufficient space in appropriate locations for a variety of uses, and ensuring that such uses are suitably sited and placed in order to relate buildings to each other and to the environment so that aesthetic and use values are maximized. The proposed rear yard setback is consistent with this intent by allowing the site to be developed and utilized in a safe, orderly, and efficient manner.

B. Standards for the Granting of a Bulk Variance from the Provisions of N.I.A.C. 19-4-8-4(a)15, 23, 50 and 69, which require 144.2 parking spaces for 41,406 square feet of commercial recreation, indoor, space and two (2) basketball courts; 25.4 parking spaces for a child care center; 17.8 parking spaces for 7,120 square feet of office space; and 90.3 parking spaces for 3,430 square feet of swimming pool space; for a total of 278 required parking spaces; whereas 166 parking spaces are proposed.

The Hackensack Meadowlands District Zoning Regulations at N.I.A.C. 19-4-4.14(e) state in part that, *a variance shall not be granted unless specific written findings of fact directly based upon the particular evidence presented are made that support conclusions that...*

1. Concerning bulk variances:

i. The variance requested arises from such condition that is unique to the property in question, is not ordinarily found in the same zone, and is not created by any action of the property owner or the applicant.

The subject property is currently improved with a 65,000-square-foot two-story commercial building formerly occupied and utilized by the New Jersey/Brooklyn Nets as a basketball practice facility with associated parking. A total of 156 parking spaces are presently provided on the subject premises.

The applicant proposes to provide 166 parking spaces on site for its proposed YMCA facility. The applicant has also proposed that an additional 151 off-site satellite parking spaces located at neighboring properties at 355, 360, and 375 Murray Hill Parkway can be utilized to offset the peak period parking demand for the facility, increasing the total number of parking spaces provided for

the facility at peak times to 317. Branca Properties, Inc., owner of the subject property, also owns the properties at 355 and 375 Murray Hill Parkway. Branca Properties has entered into license agreements with the YMCA to provide 49 additional parking spaces at 355 Murray Hill Parkway and 32 additional parking spaces at 375 Murray Hill Parkway. The license agreements are valid for the same term as the Branca Properties' lease of the subject property to the YMCA. These off-site parking spaces will be available for the YMCA's use Monday through Friday from 6:00 PM (or when the tenant closes for business, whichever is earlier) to 12:00 AM and during the YMCA's normal business hours on weekends.

The applicant has also entered into a license agreement with Trans World Marketing Corporation, the property owner of 360 Murray Hill Parkway, to provide an additional 70 parking spaces. This license agreement, however, is revocable, based on the terms set by Trans World Marketing. In the event that the Trans World Marketing license agreement is revoked, it should be the responsibility of the YMCA to locate alternate parking locations to make up for the loss of these 70 spaces. The term of this license agreement begins on September 1, 2016, and shall expire no later than September 1, 2042. These 70 additional parking spaces are available Monday through Friday from 5:30 PM to 12:00 AM (or when the YMCA closes for business, whichever is earlier) and during the YMCA's normal business hours on Saturdays and Sundays. The availability of off-site parking is not normally included in the justifications for the granting of a parking variance; however, the proposed satellite parking areas are restricted

through license agreements and will be used during non-business hours during the week and on weekends, which is anticipated to coincide with the hours when the largest numbers of patrons will be utilizing the facility.

ii. The granting of the variance will not adversely affect the rights of neighboring property owners or residents.

The granting of the requested variance will not adversely affect the rights of neighboring property owners or residents. The peak period of the facility's usage will be early mornings and evenings on weekdays and on weekends, which constitutes off-peak usage in relation to the hours of operation of uses in the surrounding industrial and commercial neighborhood.

The applicant's traffic engineer testified that during normal business hours, the 166 parking spaces that will be provided on site will be adequate for YMCA employees and patrons. Furthermore, children using the facility for various purposes and events will be bused in from time to time, reducing parking demand. Therefore, the 166 parking spaces proposed will be sufficient to accommodate the YMCA's commercial recreation, indoor, use.

An additional 151 satellite parking spaces will be provided off-site through license agreements with adjacent property owners. Patrons utilizing the satellite parking areas should be directed to those areas via appropriate signage. They will park their vehicles in existing striped parking stalls and will not conflict with site access and circulation of these neighboring properties. The

requested variance will not result in overflow parking onto neighboring properties without licensing agreements..

iii. *The strict application of the regulations will result in peculiar and exceptional practical difficulties to, or exceptional and undue hardship upon, the property owner.*

The strict application of the regulations requires 278 parking spaces to accommodate the proposed YMCA facility, whereas 166 parking spaces will be provided on site. The applicant is able to definitively quantify the anticipated occupancy of the site. The applicant's traffic engineer testified that during normal business hours, the 166 parking spaces that will be provided on site will be adequate for YMCA employees and patrons. During off-peak hours of operation, the applicant testified that the additional 151 parking spaces provided off-site will be sufficient to serve the proposed use of the subject property. There are no locations on the subject property where additional conforming parking spaces could be located and the parking layout has been optimized in the space available.

iv. *The variance will not result in substantial detriment to the public good and will not adversely affect the public health, safety, morals, order, convenience, prosperity or general welfare.*

The requested parking variance will not result in substantial detriment to the public good and will not adversely affect the public health, safety, morals, order, convenience, prosperity, or general welfare. Indoor recreational facilities provide a public

health benefit where participants may engage in sports and recreational activities in a climate-controlled environment, allowing for year-round exercise and training.

The peak use of the facility and, consequently, the peak period of parking demand, will occur during weekday early mornings, due to childcare drop-offs, and evenings and on weekends when neighboring industrial and commercial facilities are generally not in full operation. The applicant testified that shuttle service to and from satellite parking areas will be provided as well as appropriate sidewalks, crosswalks, and signage for pedestrians. Therefore, there is no significant impact to public safety and order.

As described herein, the proposed parking of 166 spaces is sufficient to serve the proposed YMCA facility during normal business hours. The applicant's testified that 151 parking spaces will be provided off-site to address additional parking demand during off-peak hours.

v. *The variance will not have a substantial adverse environmental impact.*

The granting of the requested variance will not have any adverse environmental impacts. This application will not cause the District's environmental performance standards for noise, glare, vibrations, airborne emissions, or hazardous materials to be exceeded. The improved site will maintain 20.3 percent open space, more than the minimum open space requirement of the Light Industrial A zone, and adequate drainage will be provided.

vi. The variance represents the minimum deviation from the regulations that will afford relief.

The granting of the requested variance to provide 166 parking spaces on the site, whereas 278 parking spaces are required to support the proposed YMCA facility, represents the minimum deviation from the regulations that will afford relief.

There are currently 156 parking spaces provided on site. The applicant is proposing to provide a total of 166 parking spaces on site with no net overall increase in impervious coverage. The applicant is proposing a minor increase in open space on the site to 20.3 percent, which is above the minimum required open space required in the Light Industrial A zone. The applicant is proposing to expand the parking on site to the greatest extent possible. Alternative locations to further expand parking on site are not available, as these locations would either impact setback regulations or result in impacts to site circulation, with attendant safety concerns. Therefore, the proposed number of parking spaces is sufficient to serve the operations of the proposed YMCA facility.

vii. Granting the variance will not substantially impair the intent and purpose of these regulations.

Granting the requested variance will not substantially impair the intent and purpose of these regulations. The project provides for the orderly and comprehensive development of the subject property. The intent of the NJSEA's parking requirements is to accommodate parking demand based on a particular use, in anticipation of the needs of occupants, employees, or patrons of

such use. To that end, the applicant's traffic engineer has estimated that the anticipated parking demand at the site will be met by the 166 parking spaces during normal business hours Monday through Friday. The applicant has testified that an additional 151 parking spaces will be provided off-site through lease agreements to address possible increased parking demand during weekday evening and weekend events and activities. Since sufficient parking is proposed on site to accommodate the specific parking demand for the use and satellite parking through license agreements is proposed to handle possible increased demand, the intent and purpose of the NJSEA's parking regulations is satisfied.

V. SUMMARY OF CONCLUSIONS

A. Standards for the Granting of a Bulk Variance from the Provisions of N.J.A.C. 19-4-5.77(a)3iii, which requires a minimum rear yard setback of 75 feet, whereas the applicant is proposing to construct an addition that will provide a rear yard setback of 37.9 feet along the easterly property line.

Based on the record in this matter, the bulk variance application to construct a 9,600-square-foot building addition with a minimum rear yard setback of 37.9 feet, whereas a minimum rear yard setback of 75 feet is required, is hereby recommended for APPROVAL.

APPROVAL _____ Date 9/11/16
 Recommendation on _____ Sara J. Sundell, P.E., P.P.
 Variance Request _____ Director of Land Use Management

Approved _____ Date 9/11/16
 Recommendation on _____ Ralph J. Murray, Jr.
 Variance Request _____ Senior Vice President
 Legal & Governmental Affairs

B. Standards for the Granting of a Bulk Variance from the Provisions of N.J.A.C. 19-4-8.4(a)15, 23, 50 and 69, which require 144.2 parking spaces for 41,406 square feet of commercial recreation, indoor, space and two (2) basketball courts; 25.4 parking spaces for a child care center; 17.8 parking spaces for 7,120 square feet of office space; and 90.3 parking spaces for 3,430 square feet of swimming pool space for a total of 278 required parking spaces, whereas 166 parking spaces are proposed.

Based on the record in this matter, the bulk variance application to permit 166 parking spaces for a commercial recreation, indoor, use, whereas 278 parking spaces are required on the subject premises, is hereby recommended for APPROVAL subject to the following conditions:

1. The applicant shall notify the NJSEA in writing a minimum of fifteen (15) days in advance of any change to the satellite parking license agreements that would temporarily or permanently restrict the use of the additional satellite parking for the YMCA facility. In the event of any change to a license agreement, the applicant shall have 120 days to procure alternate parking locations to make up for the lost satellite parking spaces and to submit the alternate parking locations to the NJSEA for review and approval.
2. The applicant shall provide signage on the subject property informing individuals utilizing the facility that additional parking is available at 355, 360, and 375 Murray Hill Parkway. Also, signage and striping shall be provided at 355, 360, and 375 Murray Hill Parkway identifying those areas allocated for overflow parking as indicated on the Pedestrian Access Plan.

ADDITIONAL APPROVAL _____ Date 9/11/16
 Recommendation on _____ Sara J. Sundell, P.E., P.P.
 Variance Request _____ Director of Land Use Management

Approved _____ Date 9/11/16
 Recommendation on _____ Ralph J. Murray, Jr.
 Variance Request _____ Senior Vice President
 Legal & Governmental Affairs

RESOLUTION 2016-42

**RESOLUTION AUTHORIZING THE TRANSFER OF THE
WESTERN BRACKISH MARSH - BLOCK 185, PORTION OF LOT 2.03 IN SECAUCUS
AND
EASTERN BRACKISH MARSH - BLOCK 453.03, LOT 22.02 IN NORTH BERGEN TO
THE MEADOWLANDS CONSERVATION TRUST**

WHEREAS, pursuant to its enabling legislation at N.J.S.A. 5:10A-1 et. seq. the New Sports and Exposition Authority is authorized to acquire property; and

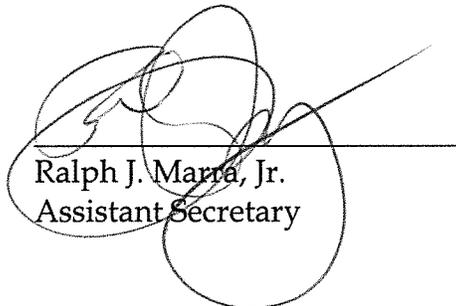
WHEREAS, the NJSEA has a policy and history of acquiring open space for the purposes of preservation and recreation; and

WHEREAS, pursuant to its enabling legislation at N.J.S.A. 13:17-91(j) and (q) the Meadowlands Conservation Trust (MCT) may acquire or hold lands for the purpose of conservation or enhancement; and

WHEREAS, the MCT has expressed a desire to hold the Western Brackish Marsh and Eastern Brackish Marsh property for the purpose of conservation and/or enhancement.

NOW, THEREFORE, BE IT RESOLVED, that the CEO/President is hereby authorized to transfer the Western Brackish Marsh, Block 185, portion of Lot 2.03 in Secaucus and Eastern Brackish Marsh Block 453.03, Lot 22.02 in North Bergen to the Meadowlands Conservation Trust for the purposes of conservation and/or enhancement.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the New Jersey Sports and Exposition Authority at its meeting of September 15, 2016.


Ralph J. Marra, Jr.
Assistant Secretary

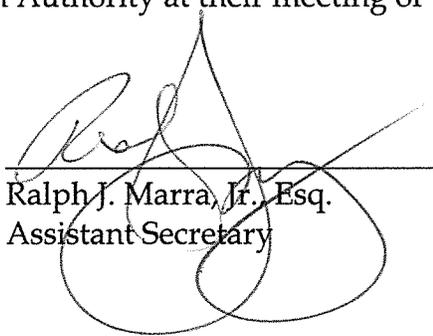
RESOLUTION 2016-43

**RESOLUTION AUTHORIZING THE
NEW JERSEY SPORTS AND EXPOSITION AUTHORITY
TO CONDUCT A MEETING TO WHICH
THE GENERAL PUBLIC SHALL NOT BE ADMITTED**

BE IT RESOLVED by the New Jersey Sports and Exposition authority (“Authority”) that it shall conduct a meeting to which the general public shall not be admitted to discuss personnel matters, the status of pending and anticipated litigation and other matters within the attorney client privilege, contract negotiations, and, if necessary, to act upon pending contracts.

BE IT FURTHER RESOLVED that the time when such discussions may be disclosed to the public shall be when and as such disclosure may be made without adversely affecting the Authority’s pending and/or anticipated legal, personnel, contractual matters and other matters within the exceptions provided for by the statute.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the New Jersey Sports and Exposition Authority at their meeting of September 15, 2016.



Ralph J. Marra, Jr., Esq.
Assistant Secretary

RESOLUTION 2016-44

**RESOLUTION AUTHORIZING THE PRESIDENT AND
CHIEF EXECUTIVE OFFICER TO ENTER INTO AN AGREEMENT WITH THE
SAVANNAH ENERGY, LLC FOR THE STORAGE, TRANSPORTATION AND
SALE OF METHANE GAS FROM THE 1-E LANDFILL**

WHEREAS, the New Jersey Sports and Exposition Authority (NJSEA) owns the 1-E Landfill; and

WHEREAS, the 1-E Landfill is an approximately 400-acre site, comprised of two former landfills, the 1-C Landfill in the Town of Kearny, New Jersey ("Kearny") and the Balefill Landfill in the Borough of North Arlington, New Jersey ("North Arlington"); and

WHEREAS, from 1989 to 2010, NJSEA received financial and other benefits resulting from the landfill gas ("LFG") recovery and collection operations undertaken by other operators at the 1-E Landfill; and

WHEREAS, as of 2010, LFG generated from the 1-E Landfill is being flared, and as such, NJSEA is currently realizing no financial or other benefits from the LFG generated from the 1-E Landfill; and

WHEREAS, a Request for Bids was issued on January 31, 2012 entitled "Request for Bids for Landfill Gas to Energy Development at the New Jersey Meadowlands Commission 1-E Landfill, Kingsland Landfill and NJMC Erie Landfill" ("RFB"); and

WHEREAS, following a pre-bid meeting conducted on or about February 29, 2012, the Company submitted a responsive bid to the RFB on or before May 4, 2012; and

WHEREAS, upon opening of the bids, including the Company Proposal, the Company was determined to have submitted the highest conforming bid proposal in response to the RFB, subject to the negotiation and execution of a binding agreement by and between the Parties containing all terms and conditions contemplated by the RFB and associated documentation; and

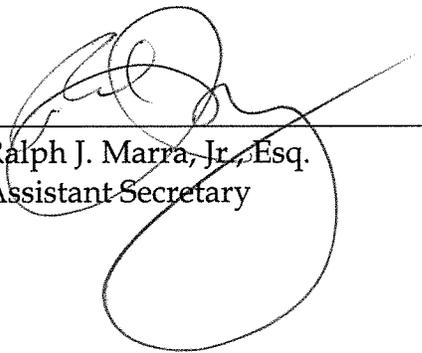
WHEREAS, the NJSEA desires to maximize the financial benefits from the methane gas; and

WHEREAS, the Company intends to use the recovered LFG for beneficial use projects, or the resale of the LFG to third party purchasers, or such other uses as the Company deems necessary and appropriate; and

WHEREAS, the Company intends to construct facilities for the storage, processing and transportation of LFG.

NOW, THEREFORE, BE IT RESOLVED that the President and CEO is authorized to negotiate and execute an agreement with the Savannah Energy LLC, as the highest conforming bidder, for methane collection services for the term of 15 years with an additional 5-year extension period.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the New Jersey Sports and Exposition Authority at their meeting of September 15, 2016.



Ralph J. Marra, Jr., Esq.
Assistant Secretary

RESOLUTION 2016-45

RESOLUTION AUTHORIZING THE EXECUTION OF A SETTLEMENT AGREEMENT WITH DITOBARBI, LLC TO RESOLVE OAL DOCKET NOS. HMD 05932-2007 N, HMD 05666-2008 N, HMD 09761-2008 N, and HMD 07705-2013 N

WHEREAS, Ditobarbi, LLC owns property known Block 130, Lot 16 in the Borough of Carlstadt, Bergen County, New Jersey (the "Property") and operates a truck terminal thereon; and

WHEREAS, Ditobarbi's truck terminal use is a preexisting nonconforming use located within the District's Light Industrial A Zone; and

WHEREAS, over a period of years, Ditobarbi incurred violations of the Authority's regulations for which the Authority issued fines; and

WHEREAS, Ditobarbi failed to correct the violation, including the submission of plans for drainage improvements to mitigate increased runoff from the illegally installed concrete pad, which resulted in the accrual of daily fines; and

WHEREAS, the violations were contested by Ditobarbi and transmitted to OAL where they were consolidated; and

WHEREAS, the Authority moved for summary decision before the OAL, seeking an order imposing penalties and requiring compliance from Ditobarbi; and

WHEREAS, the Authority's motion for summary decision was ultimately denied; and

WHEREAS, as a result of settlement negotiations between the parties during which the Authority pursued compliance from Ditobarbi on the outstanding violations, in February of 2009, Ditobarbi completed its zoning certificate application, including submission of plans for required improvements, resulting in the Authority's issuance of a zoning certificate for the construction thereof; and

WHEREAS, a settlement conference conducted by the ALJ resulted in the parties putting terms of a proposed settlement on the record that provided for the consolidation of several lots into a single ZLOR, the application for a use variance, and the completion of the necessary improvements; and

WHEREAS, after receiving compliant plans, the Authority issued a superseding zoning certificate authorizing site improvements and, on June 18, 2015, the Authority

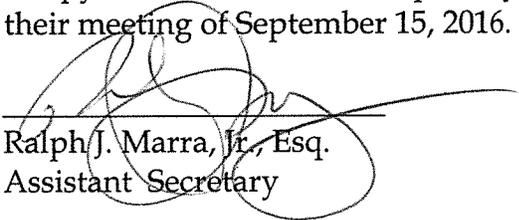
Board approved a use variance with conditions via NJSEA Resolution 2015-30; and

WHEREAS, Ditobarbi and NJSEA, rather than proceeding with the expense and time of additional litigation, and for purposes of preventing future disputes, desire to settle the within matters; and

WHEREAS, as proposed, such settlement will result in enforceable compliance from Ditobarbi, including the timely completion of the necessary improvements on the Property.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the New Jersey Sports and Exposition Authority that the execution of a Stipulation of Settlement with Ditobarbi, LLC, in substantially similar form as the document attached hereto, is hereby authorized and that this matter on appeal before the Office of Administrative Law shall be concluded.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the New Jersey Sports and Exposition Authority at their meeting of September 15, 2016.



Ralph J. Marra, Jr., Esq.
Assistant Secretary

<p>NEW JERSEY MEADOWLANDS COMMISSION</p> <p>v.</p> <p>DITOBARBI, LLC</p>	<p>NEW JERSEY OFFICE OF ADMINISTRATIVE LAW</p> <p>DOCKET NOS. HMD 05932-2007 N HMD 05666-2008 N HMD 09761-2008 N HMD 07705-2013 N</p> <p>AGENCY REF. NOS. 07-150 06-487 05-730 13-215</p> <p><u>STIPULATION OF SETTLEMENT</u></p>
--	--

THIS STIPULATION OF SETTLEMENT is entered into as of this _____ day of _____, 2016 (the “Effective Date”) between Ditobarbi, LLC (“Ditobarbi”), and the New Jersey Sports and Exposition Authority (“NJSEA”), successor to the New Jersey Meadowlands Commission, nee: the Hackensack Meadowlands Development Commission¹ (“NJMC”), (collectively, the “parties”).

WHEREAS, NJMC was established by the Hackensack Meadowlands Reclamation and Development Act, N.J.S.A. 13:17-1 et seq., which established the Hackensack Meadowlands District (the “District”), N.J.S.A. 13:17-4, and granted NJMC the power to regulate land use therein, N.J.S.A. 13:17-6; and

WHEREAS, on February 5, 2015, during the pendency of the above-captioned matters, pursuant to P.L. 2015, c. 19, NJMC became part of NJSEA, but NJMC’s

¹ In 2001, the Hackensack Meadowlands Development Commission’s name was changed to the New Jersey Meadowlands Commission. See N.J.S.A. 13:17-3.1.

regulations, N.J.A.C. 19:3-1.1 et seq., remain in effect; and

WHEREAS, pursuant to P.L. 2015, c. 19, section 4, any reference to NJMC shall mean and refer to NJSEA; and

WHEREAS, Ditobarbi owns property known as 2 A Street, Block 130, Lot 16 in the Borough of Carlstadt, Bergen County, New Jersey (the “Property”) and operates a truck terminal thereon; and

WHEREAS, the Property lies within the District’s Light Industrial A Zone, see generally N.J.A.C. 19:4-5.72; and

WHEREAS, truck terminals are not a permitted use in the Light Industrial A Zone, but Ditobarbi’s truck terminal operation on the Property, including the storage of the trucks and trailers therefor on the Property, is a preexisting nonconforming use; and

WHEREAS, by letter dated May 30, 2006, NJMC issued to Ditobarbi notice that Ditobarbi installed concrete site improvements on the Property without any zoning certification, in violation of N.J.A.C. 19:4-4.2 which Ditobarbi disputed; and

WHEREAS, the May 30, 2006 notice informed Ditobarbi that NJMC would impose a \$750 penalty unless Ditobarbi submitted a zoning certificate application and compliant plans therefor by July 29, 2006; and

WHEREAS, NJMC maintains it received a zoning certificate application on August 14, 2006, but it was incomplete; and

WHEREAS, NJMC maintains the \$750 penalty became final, and NJMC imposed further penalties via additional notices on December 13, 2006 (\$1,000), April 18, 2007 (\$1,000), and every day from June 8, 2007 to February 11, 2009 at a rate of

\$500/day (\$307,000 total), because NJMC did not receive from Ditobarbi a completed zoning certificate application with the required plans for the improvements, including plans for a compliant drainage system to mitigate increases in rainwater runoff caused by the concrete; and

WHEREAS, NJMC transmitted the zoning certificate dispute (NJMC File 06-487) to the Office of Administrative Law (“OAL”) by letter dated May 6, 2008 under the name Ditobarbi/Site Improvement Violation; and

WHEREAS, while the zoning certificate dispute continued, by notice dated March 13, 2007, NJMC further informed Ditobarbi of a violation of N.J.A.C. 19:4-6.5, noting that unregistered or inoperable vehicles were being stored on the Property even though outdoor storage is not permitted in the District, see N.J.A.C. 19:4-6.5; N.J.A.C. 19:4-5.73; N.J.A.C. 19:4-5.75 which Ditobarbi disputed; and

WHEREAS, the March 13, 2007 notice informed Ditobarbi that NJMC would impose a penalty of \$1,000 if Ditobarbi did not remove the vehicles within fifteen days; and

WHEREAS, NJMC maintains that the \$1,000 penalty became final, and NJMC imposed further penalties for outdoor storage via additional notices on April 19, 2007 (\$1,000), every day from May 23, 2007 to July 15, 2007 at a rate of \$100/day (\$5,400 total), and every day from July 16, 2007 to February 11, 2009 at a rate of \$500/day (\$288,000 total), because the outdoor storage did not end; and

WHEREAS, by letter dated June 8, 2007, NJMC transmitted the outdoor storage dispute (NJMC File 07-150) to OAL as Ditobarbi/Property Maintenance Violation; and

WHEREAS, a third dispute arose when by letter dated September 6, 2006, NJMC notified Ditobarbi that its tenant Diamond Express, Inc., (“Diamond Express”) was occupying the Property without occupancy certification, in violation of N.J.A.C. 19:4-4.8, and that although Diamond Express had applied for occupancy certification, NJMC could not issue occupancy certification until Ditobarbi resolved the above-mentioned zoning certificate violation; and

WHEREAS, the September 6, 2006 notice ordered correction of the violation by October 2, 2006; and

WHEREAS, NJMC issued an additional notice dated May 24, 2007 and then imposed a \$1,000 penalty via an April 30, 2008 notice because Diamond Express continued to occupy the Property without occupancy certification; and

WHEREAS, on August 11, 2008, NJMC transmitted the occupancy certification dispute (NJMC File 05-730) to OAL as Ditobarbi/Diamond Express Inc. CO and, with Ditobarbi’s approval, requested consolidation thereof with Ditobarbi/Site Improvement Violation and Ditobarbi/Property Maintenance Violation; and

WHEREAS, in OAL, NJMC filed a motion for summary decision, seeking the above-listed penalties, installation of a compliant drainage system for the concrete site improvements, and termination of illegal outdoor storage; and

WHEREAS, Ditobarbi contested the need for the zoning certificate and drainage improvements, and the penalties resulting from the lack thereof, among other things, arguing that the installation of the concrete did not qualify as site improvements that trigger the need for a zoning certificate and drainage improvements; that Ditobarbi

installed the concrete at the direction of a NJMC zoning officer; and that installing compliant drainage improvements would result in undue hardship to Ditobarbi among other issues; and

WHEREAS, Ditobarbi contested the illegality of the outdoor storage and the penalties resulting therefrom by arguing, among other things, that outdoor storage of goods, such as unregistered and/or inoperable vehicles being shipped overseas, was inherent in the preexisting nonconforming truck terminal use on the Property and was grandfathered therewith; and

WHEREAS, Ditobarbi contested the illegality of Diamond Express' use of the Property by claiming that because Ditobarbi did not need a zoning certificate and was entitled to engage in outdoor storage of goods on the Property, NJMC wrongfully withheld occupancy certification from Diamond Express; and

WHEREAS, on February 11, 2009, Ditobarbi completed its zoning certification application and submitted a plan for a drainage system NJMC deemed compliant with all regulations, and NJMC issued Ditobarbi a zoning certificate therefor on February 18, 2009 (ZC-06-487); and

WHEREAS, a court appearance scheduled for February 26, 2009 (for oral argument on the summary decision motion and for hearing) was held notwithstanding the issuance of the zoning certificate; and

WHEREAS, during oral argument on the motion for summary decision, NJMC orally withdrew the occupancy certification violation because Diamond Express had vacated the Property; and

WHEREAS, the ALJ denied the motion with regard to the zoning certificate violation, but reserved his decision with regard to the outdoor storage violation; and

WHEREAS, the parties began opening statements for the hearing, but then stopped to conduct an impromptu settlement conference with the ALJ; and

WHEREAS, the settlement conference resulted in the parties' putting terms of a proposed settlement on the record (the "Settlement Proposal") instead of finishing the hearing; and

WHEREAS, the Settlement Proposal, inter alia, placed OAL Docket Nos. HMD 05932-2007N, HMD 05666-2008N, and HMD 09761-2008N on the inactive list in order for Ditobarbi to submit an application for consolidation of the Property with Block 130, Lots 4, 14, 15, and 18 in Carlstadt into a single zoning lot of record (the "ZLOR"); to submit a use variance application to allow outdoor storage on the ZLOR; to install compliant drainage improvements on the Property as well as at the three other truck terminals on the ZLOR, the vehicular use areas of which Ditobarbi proposed to improve with asphalt after obtaining an additional zoning certificate; and to receive certain Certificates of Occupancy from NJMC; and

WHEREAS, the parties dispute whether deadlines were met, and Ditobarbi maintains that the Settlement Proposal did not require the payment of any fines or penalties; and

WHEREAS, over the next several years, Ditobarbi submitted several drainage plans to NJMC in response to comment and review letters, while the parties simultaneously disputed both the terms and effect of the Settlement Proposal; and

WHEREAS, Ditobarbi later added Block 130, Lot 20 in Carlstadt to the drainage and ZLOR plans at the direction of NJMC; and

WHEREAS, on April 30, 2014, NJMC received a compliant zoning certificate application with compliant plans for the Property and Block 130, Lots 4, 14, 15, 18 and (a portion of) 20 in Carlstadt; and

WHEREAS, NJMC thereafter issued a May 1, 2014 zoning certificate (ZC-09-772) (attached hereto and incorporated herein as “Appendix A”) authorizing site improvements including asphalt pavement for existing vehicular use areas on Block 130, Lots 4, 14, 15, 18, and the portion of Lot 20 identified as B Street, in Carlstadt, and also including drainage improvements for those lots and the Property; and

WHEREAS, zoning certificate ZC-09-772 superseded zoning certificate ZC-06-487 with regard to the Property; and

WHEREAS, Ditobarbi submitted a compliant use variance application on July 30, 2013, and compliant plans were submitted on July 8, 2015; and

WHEREAS, on June 18, 2015, NJSEA approved the use variance with conditions via NJSEA Resolution 2015-30 (attached hereto and incorporated herein as “Appendix B”); and

WHEREAS, the variance decision resolved the outdoor storage dispute to the satisfaction of both parties, but NJMC maintains \$606,150 in penalties remain outstanding; and

WHEREAS, to date, no drainage improvements have been installed on the Property or elsewhere on the proposed ZLOR as Ditobarbi has maintained that until a

resolution of all issues, there is no settlement; and

WHEREAS, Ditobarbi and NJSEA, rather than proceeding with the expense and time of additional litigation, and for purposes of preventing future disputes, desire to settle the within matters in accordance with the terms herein.

NOW, THEREFORE, Ditobarbi and NJSEA, on behalf of themselves, their heirs, successors, and assigns, do stipulate, acknowledge, and agree to the following:

1. Within ten days of transmission of this fully executed Stipulation of Settlement by electronic mail to Jeffrey Zenn, Esq., Ditobarbi shall deliver payment to NJSEA of \$57,850.
2. Subject to extensions as may be reasonably granted by the NJSEA for states of emergency beyond Ditobarbi's control and force majeure (such as acts of God, natural disasters and stoppages by governmental action) that prevent timely completion, within two years of the Effective Date, Ditobarbi shall complete installation of all drainage improvements authorized by zoning certificate ZC-09-772 for the Property. Anywhere asphalt is called for in the approved plans, Ditobarbi may use concrete at its option.
3. Subject to extensions as may be reasonably granted by the NJSEA for states of emergency beyond Ditobarbi's control and force majeure (such as acts of God, natural disasters and stoppages by governmental action) that prevent timely completion, within two years of the Effective Date, Ditobarbi shall complete installation of all site improvements authorized by zoning certificate ZC-09-772

for the portion of Block 130, Lot 20 in Carlstadt identified as B Street and for Block 130, Lots 4, 14, 15, and 18 in Carlstadt, including drainage improvements and asphalt (or concrete instead of asphalt, at Ditobarbi's option) pavement for existing vehicular use areas.

4. If Ditobarbi fails to meet the deadline set in section 1, above, the full \$606,150 in penalties shall become due and owing upon 30 days written notice of such failure, and NJSEA may then place a lien on any or all of the lots named in this Stipulation of Settlement, including the Property, until Ditobarbi completes payment to NJSEA of the full \$606,150. Time is of the essence. If Ditobarbi meets the deadline set in section 1, subject to any extensions granted by NJSEA, but fails to meet the deadline set in section 2, above, the remaining \$548,300 in penalties shall become due and owing upon 30 days written notice of such failure, and NJSEA may then place a lien on any or all of the lots named in this Stipulation of Settlement, including the Property, until Ditobarbi completes payment to NJSEA of the remaining \$548,300. Time is of the essence. If Ditobarbi meets the deadlines set in section 1 and 2, subject to any extensions granted by NJSEA, but fails to meet the deadline set in section 3, above, the remaining \$548,300 in penalties, less the invoiced cost of the drainage improvements completed pursuant to section 2, shall become due and owing upon 30 days written notice of such failure, and NJSEA may then place a lien on any or all of the lots named in this Stipulation of Settlement, including the Property, until Ditobarbi completes payment to NJSEA of such cost. Time is of

the essence. Any failure by Ditobarbi to meet its obligations herein shall entitle NJSEA to enforcement of Ditobarbi's obligations, including but not limited to Ditobarbi's construction/installation and penalty obligations, in a New Jersey forum of competent jurisdiction. The rights and obligations named in this section shall inure to and bind the parties' successors and assigns.

5. If the deadlines in sections 1, 2, and 3 are all met, all of the remaining penalties (\$548,300) incurred in the above-captioned matters shall be deemed offset in full by the cost of the site improvements required herein.

6. Within ninety days of the Effective Date, and every ninety days thereafter, Ditobarbi shall transmit to NJSEA a brief written report (one page or less) on the status of the construction and installations required by this Stipulation of Settlement, until the construction and installations are completed as required herein. Within ten days of completion of the construction and installations, Ditobarbi shall additionally notify NJSEA in writing of completion. All reports and notices to NJSEA shall be sent by certified U.S. mail to One De Korte Park Plaza, P.O. Box 640, Lyndhurst, New Jersey 07071, to Sara J. Sundell, P.E., P.P., NJSEA Director of Land Use Management & Chief Engineer, and Adam Levy, NJSEA Vice President of Legal & Regulatory Affairs, and also by electronic mail to Sara.Sundell@njmeadowlands.gov and Adam.Levy@njmeadowlands.gov.

7. Pursuant to NJSEA Resolution 2015-30 and subject to the conditions therein, as of June 18, 2015, NJSEA recognized outdoor storage as a permitted principal use on the Property and on Block 130, Lots 4, 14, 15, and 18 in

Carlstadt. Except as otherwise set forth in NJSEA Resolution 2015-30, all outdoor storage shall be governed by NJSEA regulations, N.J.A.C. 19:3-1.1 et seq.

8. Any new tenant wishing to occupy the Property must, prior to occupancy, apply for and receive written occupancy certification from NJSEA, as per NJSEA regulations, N.J.A.C. 19:3-1.1 et seq., in particular N.J.A.C. 19:4-4.8, which certification shall not be unreasonably withheld and which shall be processed consistent with this Stipulation of Settlement and NJSEA regulations, N.J.A.C. 19:3-1.1 et seq. This shall not create any obligation where one does not exist under applicable NJSEA regulations.

9. Within fourteen (14) days of the Effective Date, Ditobarbi shall submit an administratively and technically complete application for occupancy certification for any tenant currently on the Property without occupancy certification. Provided NJSEA receives such application within said fourteen days, NJSEA shall not take any enforcement action against Ditobarbi or such tenant before NJSEA's processing of said application. If NJSEA does not receive such application within fourteen days, it may then enforce NJSEA's requirements for occupancy certification.

10. The use of Block 129, Lot 9 in Carlstadt for outdoor storage as a principal use constitutes a lawful pre-existing principal nonconforming use, subject to the definition of "Nonconforming use" at N.J.A.C. 19:4-2.2 and any limitations imposed by N.J.A.C. 19:4-6.1(b) (regarding lawful nonconforming uses) and

applicable law. The use of Block 129, Lot 9 in Carlstadt remains subject to NJSEA regulations, N.J.A.C. 19:3-1.1 et seq.

11. For the purposes of this Stipulation of Settlement, “Principal use” and “Accessory use” are defined at N.J.A.C. 19:4-2.2.

12. Any violation of the terms of this Stipulation of Settlement shall be subject to enforcement in accordance with applicable law, including NJSEA’s regulations, N.J.A.C. 19:3-1.1 et seq.

13. Upon the Effective Date, Ditobarbi’s and NJMC’s, if any, appeals and/or hearing requests in the above-captioned matters shall be deemed withdrawn, and the above-captioned matters shall be deemed administratively withdrawn by NJSEA.

14. Except as specifically set forth herein, upon the Effective Date, Ditobarbi and NJSEA hereby waive and release any and all claims of whatsoever nature that were asserted, could have been asserted, or should have been asserted in the above-captioned matters. This waiver and release includes any and all right to reasonable costs, disbursements, and expenses, including reasonable appraisal, attorney, and/or engineering fees actually incurred in connection with the above-captioned matters. It further includes all claims of violations of procedural and/or substantive due process and equal protection, all claims of unconstitutional conditions, claims and potential claims of inverse condemnation, claims and potential claims asserted under or that could have been asserted under the United States and the New Jersey Constitutions, claims and potential claims asserted

under or that could have been asserted under all federal and state statutes and/or regulations, including, but not limited to, all claims and potential claims asserted under or that could have been asserted under the United States Constitution against NJSEA and/or NJMC, NJSEA/NJMC officials, and employees of the State of New Jersey relating directly or indirectly to the above-captioned matters. Notwithstanding the foregoing, it is agreed that the release and waiver set forth herein shall not be applicable to actions or inactions occurring after the execution of this Stipulation of Settlement by both the parties.

15. The terms and conditions hereof shall be binding upon and inure to the benefit of the parties and to their respective successors and assigns.

16. In case any term or condition contained in this Stipulation of Settlement is invalid or shall be or become illegal or unenforceable in whole or in part, in any respect, for any reason whatsoever, the validity, legality, and enforceability of the remaining terms and conditions contained herein shall not in any way be affected or impaired thereby and shall nevertheless be deemed valid, binding, and subsisting.

17. This Stipulation of Settlement embodies the entire agreement by and between the parties with respect to the specific subject matter hereof and supersedes any and all prior agreements, understandings, or representations, oral or written, with respect thereto, including the above-mentioned Settlement Proposal, and constitutes a release by each party as to any and all claims arising from the above-captioned matters except as specifically set forth herein.

18. No modification, amendment or waiver of any term or condition of this Stipulation of Settlement shall be effective unless the same shall be in writing and signed by all of the parties.

19. Each party represents it (i) has read this Stipulation of Settlement, (ii) has had the opportunity to confer with legal counsel concerning its terms, and (iii) agrees to be bound by its terms and conditions.

20. The normal rule of construction to the effect that any ambiguities are to be resolved against the drafting party shall not be employed in the interpretation hereof. Each provision of this Stipulation of Settlement has been independently, separately, and freely negotiated by the parties as if this Stipulation of Settlement were drafted by both parties hereto.

21. Any disputes arising out of this Stipulation of Settlement shall be resolved in a forum of the State of New Jersey of competent jurisdiction and will be interpreted in accordance with the laws of the State of New Jersey. The parties consent to the jurisdiction of such forum for the purposes of adjudicating any disputes relating to this Stipulation of Settlement.

22. This Stipulation of Settlement may be executed by facsimile and/or electronic signatures, which shall be treated as originals for all purposes, and may be executed in any number of counterparts, each of which shall constitute an original, but all of which together shall constitute a single instrument. This Stipulation of Settlement shall become effective and binding when one or more counterparts hereof, individually or taken together, shall bear the signature of both

parties.

IN WITNESS WHEREOF, the parties have duly executed and delivered this Stipulation of Settlement, or caused this Stipulation of Settlement to be duly executed and delivered by their proper and duly authorized representatives, intending to be legally bound hereby, as of the day and year first above written:

FOR DITOBARBI, LLC:

WITNESS

By: Thomas Barrett, Managing Member DATE

FOR THE NEW JERSEY SPORTS & EXPOSITION AUTHORITY:

WITNESS

By: Ralph J. Marra, Jr., DATE
 Senior Vice President
 Legal & Regulatory Affairs

APPENDIX A

APPENDIX B

RESOLUTION 2016 - 46

**RESOLUTION OF THE NEW JERSEY SPORTS AND EXPOSITION AUTHORITY
READOPTING AND SUPPLEMENTING RESOLUTION 2016-37
OF THE AUTHORITY, RELATING TO THE SALE AND ISSUANCE OF
LIMITED OBLIGATION GRANT REVENUE BONDS OF THE AUTHORITY IN
CONNECTION WITH THE AMERICAN DREAM PROJECT,
AND AUTHORIZING FURTHER ACTIONS**

WHEREAS, pursuant to the New Jersey Sports and Exposition Authority Law, P.L. 1971, c. 137, N.J.S.A. 5:10-1 et seq., as amended and modified (the "Authority Law"), the New Jersey Sports and Exposition Authority (the "Authority") was created to, among other things, promote athletic contests, horse racing and other spectator sporting events, trade shows and other expositions and to carry out projects as set forth in the Authority Law, including but not limited to the undertaking of redevelopment projects; and

WHEREAS, pursuant to the Authority Law, the Authority is authorized and has the power to establish, develop, construct, operate, acquire, own, manage, promote, maintain, repair, reconstruct, restore, improve and otherwise effectuate, either directly or indirectly through lessees, licensees or agents, a project to be located in the Hackensack meadowlands upon a site not to exceed 750 acres and upon a site or sites outside of that acreage, but either immediately contiguous thereto or immediately across any public road which borders that acreage, consisting of one or more stadiums, coliseums, arenas, pavilions, stands, field houses, playing fields, recreation centers, courts, gymnasiums, clubhouses, a racetrack for the holding of horse race meetings, and other buildings, structures, facilities, properties and appurtenances related to, incidental to, necessary for, or complementary to a complex suitable for the holding of athletic contests or other sporting events, or trade shows, exhibitions, spectacles, public meetings, entertainment events or other expositions, including, but not limited to, driveways, roads, approaches, parking areas, parks, recreation areas, lodging facilities, vending facilities, restaurants, transportation structures, systems and facilities, and equipment, furnishings, and all other structures and appurtenant facilities, related to, incidental to, necessary for, or complementary to the purposes of that project or any facility thereof; and

WHEREAS, the Authority is the owner of certain real property consisting of approximately 750 acres in the Borough of East Rutherford, in the County of Bergen, New Jersey (the "Borough") known as the "Meadowlands Sports Complex" or the "Meadowlands" on which the Authority has constructed certain related improvements, including the Meadowlands Arena, MetLife Stadium and the Meadowlands Racetrack; and

WHEREAS, in furtherance of its mission under Section 5:10-6 of the Authority Law, and in the exercise of its statutory powers, the Authority has determined to improve certain land within the Meadowlands Sports Complex (the "Project Site") with a project including, but not limited to, an entertainment complex, water park and amusement park, retail and other vending facilities, restaurants, recreation areas, hotels, offices and other buildings, structures and facilities, properties and appurtenances that are related to, incidental to, necessary for or complementary to the purposes of such project and overall to the Meadowlands Sports Complex; and

WHEREAS, pursuant to the Authority Law, the Authority and, collectively, Ameream LLC (the “ERC Component Entity”), Meadow ERC Developer, LLC (the “ERC Master Developer”), Meadow Outparcels Developer, LLC (the “Outparcels Master Developer”) and certain other affiliated entities, as assignees and successors in interest to the original master developer Meadowlands Developer, Limited Partnership (f.k.a. Meadowlands Mills/Mack-Cali Limited Partnership) (the “Original Master Developer”), entered into a Redevelopment Agreement dated as of December 3, 2003 (the “Original RDA”), as amended by the First Amendment to Redevelopment Agreement dated October 5, 2004 (the “First Amendment”), the Second Amendment to Redevelopment Agreement dated March 15, 2005 (the “Second Amendment”), the Third Amendment to Redevelopment Agreement dated May 23, 2005 (the “Third Amendment”), the Fourth Amendment to Redevelopment Agreement dated June 30, 2005 (the “Fourth Amendment”), and the Fifth Amendment to Redevelopment Agreement dated February 4, 2015 (the “Fifth Amendment,” and together with the Original RDA, the First Amendment, the Second Amendment, the Third Amendment, and the Fourth Amendment, collectively the “RDA”) with respect to the development of the project, consisting of an entertainment/retail component, water park and amusement park component, parking component, traffic and infrastructure improvements, a hotel component, office components, and a baseball component (each, a “Component” and collectively, the “Project”); and

WHEREAS, the ERC Component Entity, in furtherance of the RDA and the Master Plan (as defined in the RDA) is undertaking a portion of the Project consisting of (i) an entertainment complex, retail and other vending facilities, and restaurants (the “ERC Project”), (ii) an indoor amusement park and indoor water park (the “AP/WP Project”), (iii) a connector facility integrating the ERC Project with the AP/WP Project, and (iv) the infrastructure related thereto, (collectively, the “American Dream Project”), on property leased to the ERC Component Entity by the Authority on a portion of the Project Site; and

WHEREAS, the ERC Component Entity has applied to the New Jersey Economic Development Authority (the “NJEDA”) for a State Economic Redevelopment and Growth Incentive Grant (the “ERG”) under the provisions of the New Jersey Economic Stimulus Act of 2009, as amended by the New Jersey Economic Stimulus Act of 2013, N.J.S.A. 52:27D-489(a)-1 *et seq.*, as amended (the “Stimulus Act”), as amended, which ERG was approved by the NJEDA, subject to certain conditions, by Resolution dated November 1, 2013, as amended and supplemented on August 11, 2015, and as such approval may be further amended from time to time; and

WHEREAS, the Authority Law grants the Authority the power to incur debt and issue its bonds and other obligations in the principal amounts as in the opinion of the Authority are necessary to provide sufficient funds for any of its corporate purposes; and

WHEREAS, by Resolution 2016-37 of the Authority adopted by the Authority on August 25, 2016, the Authority authorized the sale and issuance of Limited Obligation Grant Revenue Bonds in the aggregate principal amount not to exceed \$350,000,000 (the “Bonds”) and authorized the Authorized Authority Officials to take further actions in connection therewith; and

WHEREAS, following further developments regarding the ERC Component Entity's financing plan to complete the construction of the American Dream Project, the Authority desires to supplement Resolution 2016-37 as provided herein, to confirm, ratify and readopt Resolution 2016-37, as supplemented, in its entirety, and, in an effort to provide a further overview of the key features of the Bonds, wishes to clarify as follows:

(a) the Authority is obligated to pay the principal of and interest on the Bonds solely from the Grant Revenues it actually receives;

(b) the sole security for the Bonds will be a pledge by the Authority of the Grant Revenues;

(c) the Grant Revenues will not be pledged by the Authority for any other purpose and do not secure any other obligations, including the bonds to be sold by the PFA;

(d) neither the State of New Jersey nor any other political subdivision of the State of New Jersey (other than the Authority, but only from the receipts specified in (a) above) is obligated to pay principal of and interest on the Bonds and neither the full faith and credit nor taxing power of the State of New Jersey or any political subdivision thereof is pledged to the payment of the principal of or interest on the Bonds; and

(e) the Bonds are being issued pursuant to authority set forth in the Authority Law and not pursuant to the Stimulus Act;

(f) Grant Revenues are subject to certain conditions as set forth in the Grant Agreement, including, annual appropriation by the State and the availability of funds. Should the Authority not receive Grant Revenues or receive less Grant Revenues than projected (for any reason), a failure to pay debt service on the Bonds is expressly not a default under the Bonds, nor an acceleration of the Bonds; and

WHEREAS, capitalized terms used herein shall have the meanings set forth in Resolution 2016-37.

NOW THEREFORE, BE IT RESOLVED BY THE NEW JERSEY SPORTS AND EXPOSITION AUTHORITY AS FOLLOWS:

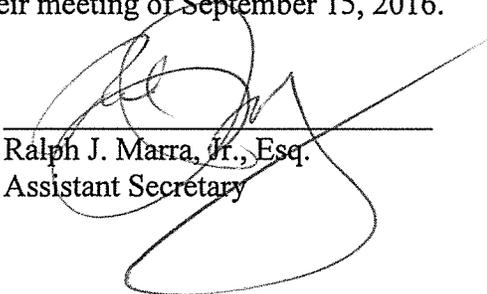
Section 1. Pursuant to Section 5:10-10(k) of the Authority Law, the Authority hereby determines that the Bonds will be sold at fixed interest rates not to exceed seven percent (7%) per annum and may mature on one or more dates, and in several amounts; provided that the final maturity of the Bonds shall not be later than December 31, 2041, and that the Bonds may be subject to redemption, including a turbo redemption, at a redemption price that will not exceed 100% of the principal amount, all as determined by the Authorized Authority Official executing the Authorizing Documents, with the advice of counsel and other professionals to the Authority, such approval to be conclusively evidenced by his or her execution thereof, provided such approval is consistent with the foregoing. The purchase price for the Bonds shall not reflect a discount or fee that exceeds one and a half percent (1.5%) of the principal amount of the Bonds.

Section 2. As noted in Resolution 2016-37, the proposed transaction involves a complex financing structure that is new to investors and involves multiple sources of funding that must be coordinated to provide construction funds for the American Dream Project. The Authority, pursuant to Section 1 of Executive Order 26 (Whitman 1994) ("EO26"), has determined that a negotiated sale of the Bonds to a single purchaser best serves the requirements of the financing because of the complexity and size of the financing structure, accordingly, a copy of this resolution and a copy of Resolution 2016-37 have been made available to the public and, although not necessarily required by Section 3 of EO26, a copy of this resolution and Resolution 2016-37, and justification in support of such decision, be transmitted to the Treasurer in accordance with EO26; such determination, justification and filing are hereby approved, confirmed and ratified.

Section 3. Resolution 2016-37, as supplemented by this Resolution, is hereby confirmed, ratified and readopted in its entirety.

Section 4. This Resolution shall take effect immediately, but no action authorized herein shall have force and effect until 15 days after a copy of the minutes of the Authority meeting at which this Resolution was adopted has been delivered to the Governor of the State of New Jersey for his approval, unless during such 15-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Authority Law.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the New Jersey Sports and Exposition Authority at their meeting of September 15, 2016.



Ralph J. Marra, Jr., Esq.
Assistant Secretary

RESOLUTION 2016 - 47

**RESOLUTION OF THE NEW JERSEY SPORTS AND EXPOSITION
AUTHORITY READOPTING AND SUPPLEMENTING
RESOLUTION 2016-38 OF THE AUTHORITY, RELATING TO THE
SALE AND ISSUANCE OF LIMITED OBLIGATION PILOT REVENUE BONDS OF
THE AUTHORITY IN CONNECTION WITH THE AMERICAN DREAM PROJECT;
AND AUTHORIZING FURTHER ACTIONS**

WHEREAS, pursuant to the New Jersey Sports and Exposition Authority Law, P.L. 1971, c. 137, N.J.S.A. 5:10-1 *et seq.*, as amended and modified (the "Authority Law"), the New Jersey Sports and Exposition Authority (the "Authority") was created to, among other things, promote athletic contests, horse racing and other spectator sporting events, trade shows and other expositions and to carry out projects as set forth in the Authority Law, including but not limited to the undertaking of redevelopment projects; and

WHEREAS, pursuant to the Authority Law, the Authority is authorized and has the power to establish, develop, construct, operate, acquire, own, manage, promote, maintain, repair, reconstruct, restore, improve and otherwise effectuate, either directly or indirectly through lessees, licensees or agents, a project to be located in the Hackensack meadowlands upon a site not to exceed 750 acres and upon a site or sites outside of that acreage, but either immediately contiguous thereto or immediately across any public road which borders that acreage, consisting of one or more stadiums, coliseums, arenas, pavilions, stands, field houses, playing fields, recreation centers, courts, gymnasiums, clubhouses, a racetrack for the holding of horse race meetings, and other buildings, structures, facilities, properties and appurtenances related to, incidental to, necessary for, or complementary to a complex suitable for the holding of athletic contests or other sporting events, or trade shows, exhibitions, spectacles, public meetings, entertainment events or other expositions, including, but not limited to, driveways, roads, approaches, parking areas, parks, recreation areas, lodging facilities, vending facilities, restaurants, transportation structures, systems and facilities, and equipment, furnishings, and all other structures and appurtenant facilities, related to, incidental to, necessary for, or complementary to the purposes of that project or any facility thereof; and

WHEREAS, the Authority is the owner of certain real property consisting of approximately 750 acres in the Borough of East Rutherford, in the County of Bergen, New Jersey known as the "Meadowlands Sports Complex" or the "Meadowlands" on which the Authority has constructed certain related improvements, including the Meadowlands Arena, MetLife Stadium and the Meadowlands Racetrack; and

WHEREAS, in furtherance of its mission under Section 5:10-6 of the Authority Law, and in the exercise of its statutory powers, the Authority has determined to improve certain land within the Meadowlands Sports Complex (the "Project Site") with a project including, but not limited to, an entertainment complex, water park and amusement park, retail and other vending facilities, restaurants, recreation areas, hotels, offices and other buildings, structures and facilities, properties and appurtenances that are related to, incidental to, necessary for or complementary to the purposes of such project and overall to the Meadowlands Sports Complex; and

WHEREAS, pursuant to the Authority Law, the Authority and, collectively, Ameream LLC (the “ERC Component Entity”), Meadow ERC Developer, LLC (the “ERC Master Developer”), Meadow Outparcels Developer, LLC (the “Outparcels Master Developer”) and certain other affiliated entities, as assignees and successors in interest to the original master developer Meadowlands Developer, Limited Partnership (f.k.a. Meadowlands Mills/Mack-Cali Limited Partnership) (the “Original Master Developer”), entered into a Redevelopment Agreement dated as of December 3, 2003 (the “Original RDA”), as amended by the First Amendment to Redevelopment Agreement dated October 5, 2004 (the “First Amendment”), the Second Amendment to Redevelopment Agreement dated March 15, 2005 (the “Second Amendment”), the Third Amendment to Redevelopment Agreement dated May 23, 2005 (the “Third Amendment”), the Fourth Amendment to Redevelopment Agreement dated June 30, 2005 (the “Fourth Amendment”), and the Fifth Amendment to Redevelopment Agreement dated February 4, 2015 (the “Fifth Amendment,” and together with the Original RDA, the First Amendment, the Second Amendment, the Third Amendment, and the Fourth Amendment, collectively the “RDA”) with respect to the development of the project, consisting of an entertainment/retail component, water park and amusement park component, parking component, traffic and infrastructure improvements, a hotel component, office components, and a baseball component (each, a “Component” and collectively, the “Project”); and

WHEREAS, the ERC Component Entity, in furtherance of the RDA and the Master Plan (as defined in the RDA) is undertaking a portion of the Project consisting of: (i) an entertainment complex, retail and other vending facilities, and restaurants (the “ERC Project”); (ii) an indoor amusement park and indoor water park (the “AP/WP Project”); (iii) a connector facility integrating the ERC Project with the AP/WP Project, and (iv) the infrastructure related thereto (collectively, the “American Dream Project”), on property leased to the ERC Component Entity by the Authority on a portion of the Project Site; and

WHEREAS, the Redevelopment Area Bond Financing Law, N.J.S.A. 40A:12A-64, *et seq.* (the “RAB Law”) provides that a municipality in which a redevelopment project is located in may issue bonds itself pursuant to the RAB Law, or the municipality may apply to the Authority to issue bonds pursuant to the RAB Law; and

WHEREAS, by Resolution No. 79-2016 adopted on May 17, 2016, the Borough of East Rutherford (the “Borough”) requested that the Authority issue bonds pursuant to the RAB Law; and

WHEREAS, the Authority made application to the Local Finance Board of the State of New Jersey (“LFB”) for its review and approval of the issuance of the Bonds (hereinafter defined) as provided herein, as required by the RAB Law; and

WHEREAS, the Authority Law grants the Authority the power to incur debt and issue its bonds and other obligations in the principal amounts as in the opinion of the Authority are necessary to provide sufficient funds for any of its corporate purposes; and

WHEREAS, by Resolution 2016-38 of the Authority adopted by the Authority on August 25, 2016, the Authority authorized the sale and issuance of Limited Obligation PILOT Revenue Bonds in the aggregate principal amount not to exceed \$800,000,000 (the “Bonds”) and authorized the Authorized Authority Officials to take further actions in connection therewith; and

WHEREAS, following further developments regarding the ERC Component Entity's financing plan to complete the construction of the American Dream Project, the Authority desires to supplement Resolution 2016-38 as provided herein, to confirm, ratify and readopt Resolution 2016-38, as supplemented, in its entirety, and, in an effort to provide a further overview of the key features of the Bonds, wishes to clarify as follows:

(a) the Authority is obligated to pay the principal of and interest on the Bonds solely from payments in lieu of taxes ("PILOTs") and Enforcement Revenues actually received by the Authority;

(b) the PILOTs will be pledged by the Authority as security for the Bonds issued by the Authority;

(c) the PILOTs will not be pledged for any other purpose and do not secure any other obligations, including the bonds to be sold by the PFA;

(d) neither the State of New Jersey nor any other political subdivision of the State of New Jersey (other than the Authority, but only from the receipts specified in (a) above) is obligated to pay principal of and interest on the Bonds and neither the full faith and credit nor taxing power of the State of New Jersey or any political subdivision thereof is pledged to the payment of the principal of or interest on the Bonds;

(e) should the Authority not receive PILOTs or receive less PILOTs than projected, a failure to pay debt service on the Bonds is expressly not a default under the Bonds, nor an acceleration of the Bonds;

(f) the structure of the Bonds is consistent with the approval by the LFB of the Authority's application; and

WHEREAS, capitalized terms used herein shall have the meanings set forth in Resolution 2016-38.

NOW THEREFORE, BE IT RESOLVED BY THE NEW JERSEY SPORTS AND EXPOSITION AUTHORITY AS FOLLOWS:

Section 1. Pursuant to Section 5:10-10(k) of the Authority Law, the Authority hereby determines that the Bonds will be sold at fixed interest rates, not to exceed seven percent (7%) per annum and may mature on one or more dates, and in several amounts; provided that the final maturity of the Bonds shall not be later than December 31, 2056, and that the Bonds may be subject to redemption, including a turbo redemption at a redemption price that will not exceed 100% of the principal amount, all as determined by the Authorized Authority Official executing the Authorizing Documents, with the advice of counsel and other professionals to the Authority, such approval to be conclusively evidenced by his or her execution thereof, provided such approval is consistent with the foregoing. The purchase price for the Bonds shall not reflect a discount or fee that exceeds one and a half percent (1.5%) of the principal amount of the Bonds.

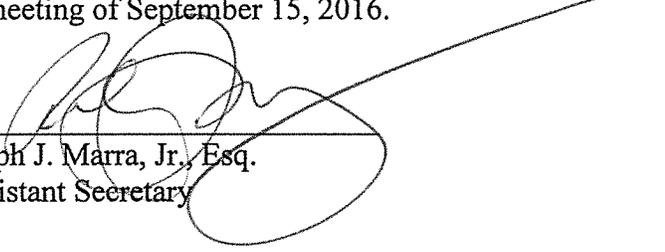
Section 2. As noted in Resolution 2016-38, the proposed transaction involves a complex financing structure that is new to investors and involves multiple sources of funding that must be coordinated to provide construction funds for the American Dream Project. The Authority, pursuant to Section 1 of Executive Order 26 (Whitman 1994) ("EO26"), has determined that a negotiated sale of the Bonds to a single purchaser best serves the requirements

of the financing because of the complexity and size of the financing structure. Accordingly, a copy of this resolution and a copy of Resolution 2016-38 have been made available to the public and, although not necessarily required by Section 3 of EO26, a copy of this resolution and Resolution 2016-38, and justification in support of such decision, be transmitted to the Treasurer in accordance with EO26; such determination, justification and filing are hereby approved, confirmed and ratified.

Section 3. Resolution 2016-38, as supplemented by this Resolution, is hereby confirmed, ratified and readopted in its entirety.

Section 4. This Resolution shall take effect immediately, but no action authorized herein shall have force and effect until 15 days after a copy of the minutes of the Authority meeting at which this Resolution was adopted has been delivered to the Governor of the State of New Jersey for his approval, unless during such 15-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Authority Law.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the New Jersey Sports and Exposition Authority at their meeting of September 15, 2016.



Ralph J. Marra, Jr., Esq.
Assistant Secretary