



**REGULAR SESSION BOARD MEETING**  
**September 15, 2016**

DATE: September 15, 2016  
TIME: 10:00 a.m.  
PLACE: 2 DeKorte Park Plaza - Lyndhurst, NJ  
RE: **REGULAR SESSION MEETING MINUTES**

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**Members in Attendance:**

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

**Absent:**

Michael Gonnelli, Member  
John Ballantyne, Member

**Also Attending:**

Ralph J. Marra, Jr., Sr. Vice President of Legal and Regulatory Affairs  
Christine Sanz, Sr. Vice President/Chief Operating Officer  
Adam Levy, Vice President of Legal and Regulatory Affairs  
Sara J. Sundell, Director of Land Use Management  
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  
Robert Tuteur, Esq., Eckert Seamans  
Kevin Evans, Esq., Gibbons PC  
Fred Alworth, Gibbons PC  
Peter Nissen, ACACIA Financial

Chairman Ferguson called the meeting to order.

Chairman Ferguson 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**

Chairman Ferguson presented the minutes of the Regular Session Board Meeting held on July 14, 2016.

Upon motion made by Commissioner Plofker and seconded by Commissioner Scardino, the minutes of the Regular Session Board Meeting held on July 14, 2016, were unanimously approved by a vote of 12-0.

Chairman Ferguson presented the minutes of the Special Session Board Meeting held on August 9, 2016.

Upon motion made by Commissioner Scardino and seconded by Commissioner Yudin, the minutes of the Regular Session Board Meeting held on August 9, 2016, were unanimously approved by a vote of 12-0.

Chairman Ferguson presented the minutes of the Special Session Board Meeting held on August 25, 2016.

Upon motion made by Commissioner Scala and seconded by Commissioner Scardino, the minutes of the Regular Session Board Meeting held on August 25, 2016, were unanimously approved by a vote of 12-0.

**II. PUBLIC PARTICIPATING ON RESOLUTIONS**

- Capt. Bill Sheen – Chairman Meadowlands Conservation Trust – spoke in favor of Resolution 2016-42.

**IV APPROVALS**

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

Chairman Ferguson presented the report of cash disbursements over \$100,000 and Professional Invoices for the months of July and August 2016.

Upon motion by Commissioner Plofker and seconded by Commissioner Fontoura, the cash disbursements over \$100,000 for the months of July and August 2016 were approved subject to the following recusals:

<u>Member</u>	<u>Recused as to</u>
Commissioner Buckelew	Borough of Oceanport
Commissioners Ferguson and Jones	PSE&G

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 North Bergen

Ms. Sundell explained Resolution 2016-39 to the Commissioners.

Chairman Ferguson presented Resolution 2016-39. Upon motion by Commissioner Scardino and seconded by Commissioner Scala, proposed resolution 2016-39 was unanimously approved by 12-0 vote.

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 East Rutherford.

Ms. Sundell explained Resolution 2016-40 to the Commissioners. Chairman Ferguson stated that during Executive Committee session it was asked if the safety issues of crossing the satellite parking lots and streets have been addressed. Ms. Sundell assured the committee that it has been. It was also asked if there is residential near the property. Ms. Sundell replied that there is no residential in the vicinity and that the adjacent property is a warehouse property. It was asked if agreement for off-site parking would be noted on the site plan map. Ms. Sundell replied yes.

Chairman Ferguson presented Resolution 2016-40. Upon motion by Commissioner Buckelew and seconded by Commissioner Plofker, proposed resolution 2016-40 was approved by 11-0 vote with Commissioner Scardino recused.

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

Mr. Levy explained Resolution 2016-42 to the Commissioners.

Chairman Ferguson presented Resolution 2016-42. Upon motion by Commissioner Buckelew and seconded by Commissioner Fontoura, proposed resolution 2016-42 was unanimously approved by 12-0 vote.

**VI. CEO REPORT - None**

**VII. PUBLIC COMMENTS**

- Kevin O'Brien, President of Stage Hand Union of North Jersey – thanked the Board and Governor's office working out arrangement with Prudential Center to utilize Arena as a rehearsal facility. Mr. O'Brien presented Mr. Hasenbalg with an upriggers vest from Cold Play.
- Ron Simoncini, Senior Chairman of the YMCA spoke about his concern with some people on social media trying to stop projects for their own interests and not the good of the people.
- Marvin Donadic, Cliffside Park resident, thanked President Hasenbalg for meeting with him and to please continue to showcase New Jersey in a positive light. He also spoke of his concerns with some public officials.

## **VIII. EXECUTIVE SESSION**

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

Resolution 2016-43 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 Ferguson and seconded by Commissioner Yudin, Resolution 2016-43 was approved by a vote of 12-0.

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

## **IX. PUBLIC PARTICIPATION ON RESOLUTIONS**

- Donald Evanson, Secaucus resident, spoke against resolutions 2016-46 and 2016-47.
- Kevin O'Brien, Local 632 IATSE Theatrical Stagehands – spoke in favor of Resolutions 2016-46 and 2016-47
- Dan Gumble, President/Business Manager Local 164 IBEW and Lyndhurst resident, spoke in favor of Resolution 2016-46 and Resolution 2016-47.
- Bruno Tedeschi, NJ Alliance for Fiscal Integrity, spoke against Resolutions 2016-46 and 2016-47 and explained his concern that this will be a bad deal for taxpayers. Prior to his remarks, in response to questions from Mr. Marra, Mr. Tedeschi agreed that his organization was supported by citizens and business interests but refused to admit that it was backed by retailers or potential competitors, claiming he was not required to make those disclosures
- Toni Granato, NJ Sierra Club, spoke against Resolutions 2016-46 and Resolutions 2016-47.
- Jim Kirkos, CEO Meadowlands Regional Chamber of Commerce spoke in favor of Resolutions 2016-46 and 2016-47 and voiced his concern with the NJ Alliance for Fiscal Integrity, which was formed to specifically stop American Dream and the sale of the bonds from moving forward. Mr. Kirkos went on to say that voicing their opinion is one thing, stopping the project from going forward so it stops competition for other entities is another thing.
- Rick Sabato, Bergen County Building Trades, spoke in favor of Resolutions 2016-46 and 2016-47 and his concern with an organization that wants to derail the project and that hides who their donors are.
- Tony Armlin, representing Triple Five and American Dream – spoke in favor of Resolutions 2016-46 and Resolutions 2016-47, and advised that the NJAFI efforts endanger further progress on the project.

## **X. AWARDS/CONTRACTS**

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

Mr. Marturano explained Resolution 2016-44 to the Commissioners.  
Chairman Ferguson stated that this is good for the Authority in terms of budget and for the taxpayers.

Chairman Ferguson presented Resolution 2016-44. Upon motion by Commissioner Yudin and seconded by Commissioner Scala, proposed resolution 2016-44 was unanimously approved by 12-0 vote.

Resolution 2016-45 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.

Mr. Levy explained Resolution 2016-45 to the Commissioners.

Chairman Ferguson presented Resolution 2016-45. Upon motion by Commissioner Buckelew and seconded by Commissioner Yudin, proposed resolution 2016-44 was unanimously approved by 12-0 vote.

In introducing Resolutions 2016-46 and 2016-47, Chairman Ferguson provided a short history of the Xanadu, now American Dream, project. He further spoke on the Authority's legislative mandate and the public interests served in completing the project. He praised Triple Five for stepping up to take over the project and investing hundreds of millions of dollars in the project. He further spoke on the job creation and need for bond financing.

Chairman Ferguson complimented the Sierra Club for being here today, even though the Board disagreed with their position. He appreciated the transparency with which they come before the board to share views in public. He noted that the Board knew who they are and who their backers are and what they stand for.

Chairman Ferguson called upon the Authority's counsel, Ralph Marra, and bond counsel, Bob Tuteur, to remind the Authority of the actions it took on August 9<sup>th</sup> and August 25<sup>th</sup> and the business the Board was being asked to consider today.

Mr. Tuteur brought the board up to date on developments:

- Since the Board meeting of August 25, Bond Counsel and NJSEA Counsel have continued to work with other professionals to ready the overall financing.
- As there appears to be some misunderstanding in the public as to the structure of the bonds to be issued by the NJSEA, Mr. Tuteur said that it is prudent to review the structure with the Commissioners. Further, since the August 25<sup>th</sup> meeting of the NJSEA, the Wisconsin Public Authority has taken action to authorize the issuance of its bonds, including adopting parameters relating to the interest rates, maturities and durations thereof. It is therefore prudent for the Commissioners by Resolutions adopted today, to ratify and confirm the actions taken on August 25<sup>th</sup> and to amplify certain of the actions taken at that time.

Mr. Tuteur then explained the structure of the two bond transactions, first for the ERG bonds then for the RAB bonds.

Mr. Tuteur then summarized Resolution 2016-46, noting that, it is designed to reaffirm and amplify Resolution 2016-37 and discussed the significant aspects of the resolution.

Commissioner Plofker wanted to clarify that part of the bonds are from PILOT payments that are only going to East Rutherford and that East Rutherford has approved the use of the future PILOT payments. Also, that the PILOT payments will only be forthcoming if the project is completed. The Bonds are for the sole purpose of completing the project. Mr. Tuteur agreed.

Commissioner Jones asked about exposure and liability to taxpayers. Mr. Tuteur again stated that with the PILOT bonds the sole security for the bonds comes from Ameream/Triple 5 who is obligated to pay under the financial agreement with NJSEA, East Rutherford and Ameream. If Ameream fails to make payments, there is no other obligation to make payments on those bonds. The liability of the Authority is limited solely to the extent that it receives payment in lieu of taxes under the financial agreement. The Authority or Taxpayers are not obligated to make payments on the bonds.

Mr. Tuteur explained as to Grant Revenue Bonds, the sole liability of the Authority will be to pay the bonds from grant revenue received by the Authority. If the Authority does not receive the revenues it will not pay the bonds and will have no liability to pay the bonds.

Commissioner Kolber asked about interest paid on bonds to bond holders and if the income is subject to taxes paid to New Jersey. Mr. Tuteur replied that the bonds purchased by New Jersey residents would not be exempt.

Commissioner Plofker commended Triple Five for spending \$2 billion on the project the Authority is responsible for and said that he is in support and is comfortable with the mechanism that is set up.

Commissioner Yudin agreed with Commissioner Jones' comments and that there is no risk to the taxpayers, State of New Jersey or the Authority and that the only risk is to the bond holders. Commissioner Yudin went on to express his disregard of the NJ Alliance for Fiscal Integrity because of their refusal to identify who is funding them. Commissioner Yudin also spoke about his concern with a comment made during the public comment portion of the meeting that referred to the "Iranian Brothers of Triple 5."

Commissioner Fontoura stated that his support for the project in 2002 and now is for the same reasons, to have people gainfully employed in the area.

Commissioner Buckelew stated that this is a happy day for the area and New Jersey and that the project will generate additional tax revenue.

Chairman Ferguson stated that this is a well-balanced financing structure and is crucial to success of this project.

Resolution 2016-46 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.

Chairman Ferguson presented Resolution 2016-46. Upon motion by Commissioner Buckelew and seconded by Commissioner Plofker, proposed resolution 2016-46 was unanimously approved by 12-0 vote.

Resolution 2016-47 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.

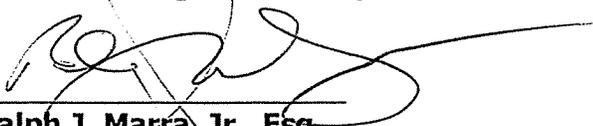
Mr. Tuteur again summarized Resolution 2016-47 to the Commissioners, explaining that the purpose of this resolution is to ratify and amplify Resolution 2016-37, which was approved on August 25. He went on to discuss the significant aspects of the resolution.

Chairman Ferguson presented Resolution 2016-47. Upon motion by Commissioner Yudin and seconded by Commissioner Scardino, proposed resolution 2016-46 was unanimously approved by 12-0 vote.

### **MOTION TO ADJOURN**

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

**I certify that on information and belief this is a true and accurate transcript of the Minutes of the Regular Session of the New Jersey Sports and Exposition Authority Board Meeting held on September 15, 2016.**



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

September 15, 2016

Commissioner	Roll Call	2016-39	2016-40	2016-41	2016-42	2016-43	2016-44	2016-45	2016-46	2016-47
Ferguson	P	Y	Y	Y	Y	Y	Y	Y	Y	Y
Buckelew	P	Y	Y	Y	Y	Y	Y	Y	Y	Y
Hasenbalg	P	Y	Y	Y	Y	Y	Y	Y	Y	Y
Ballantyne	--	--	--	--	--	--	--	--	--	--
Fontoura	P	Y	Y	Y	Y	Y	Y	Y	Y	Y
Gluck	P (via phone)	Y	Y	Y	Y	Y	Y	Y	Y	Y
Gonnelli	--	--	--	--	--	--	--	--	--	--
Jones	P	Y	Y	Y	Y	Y	Y	Y	Y	Y
Kolber	P	Y	Y	Y	Y	Y	Y	Y	Y	Y
Plofker	P	Y	Y	Y	Y	Y	Y	Y	Y	Y
Scala	P	Y	Y	Y	Y	Y	Y	Y	Y	Y
Scardino	P	Y	R	Y	Y	Y	Y	Y	Y	Y
Yudin	P	Y	Y	Y	Y	Y	Y	Y	Y	Y
Treasury Rep Simon	P (via phone)	Y	Y	Y	Y	Y	Y	Y	Y	Y

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