

NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

November 17, 2016

MINUTES OF THE MEETING

Members of the Authority present: Al Koepp, Chairman; Peter Simon representing Acting State Treasurer Ford M. Scudder; Jeffrey Stoller representing Acting Commissioner Aaron Fichtner of the Department of Labor and Workforce Development; Commissioner Richard Badolato of the Department of Banking and Insurance; Colleen Kokas representing Commissioner Bob Martin of the Department of Environmental Protection; Public Members: David Huber, Charles Sarlo, Fred B. Dumont, and Harold Imperatore, Third Alternate Public Member.

Absent: Larry Downes Vice Chairman; Public Members Philip Alagia, Massiel Medina Ferrara, and William Layton, Patrick Delle Cava, First Alternate Public Member; and William J. Albanese, Sr., Second Alternate Public Member; and Rodney Sadler, Non-Voting Member.

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

Chairman Koepp called the meeting to order at 10:00 a.m.

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

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

MINUTES OF AUTHORITY MEETING

The next item of business was the approval of the October 14, 2016 meeting minutes. A motion was made to approve the minutes by Mr. Stoller and seconded by Mr. Dumont and was approved by the 8 voting members present.

Mr. Sarlo entered the meeting at this time.

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

AUTHORITY MATTERS

ITEM: EDA-BPU Clean Energy Program MOU

REQUEST: Approve and authorize the execution of the attached MOU between the BPU and the Authority's Chief Executive Officer

MOTION TO APPROVE: Commissioner Badolato **SECOND:** Mr. Stoller **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 1

INCENTIVE PROGRAMS

Grow New Jersey Assistance Program

ITEM: LBU Inc.

APPL.#43388

REQUEST: To approve the finding of jobs at risk.

MOTION TO APPROVE: Ms. Kokas **SECOND:** Mr. Huber **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 2

ITEM: LBU Inc.

APPL.#43388

REQUEST: To approve the application of LBU Inc. for a Grow New Jersey Assistance Program Grant to encourage the applicant to make a capital investment and locate in Paterson City, NJ. Project location of Paterson City, Passaic County qualifies as a Garden State Growth Zone under N.J.S.A. 34:1B-242 et seq and the program's rules, N.J.A.C. 19:31-18. The project is eligible, pursuant to the statute, for bonus increases to the tax credit award for Deep Poverty Pocket, Transit Oriented Development, Targeted Industry (Manufacturing) and GSGZ Ind. Project w/ Cap. Inv. In Excess of Min. The estimated annual award is \$840,000 for a 10-year term.

MOTION TO APPROVE: Mr. Simon **SECOND:** Mr. Imperatore **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 3

ITEM: Pepco Manufacturing Co.

APPL.#43369

REQUEST: To approve the finding of jobs at risk.

MOTION TO APPROVE: Mr. Huber **SECOND:** Commissioner Badolato **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 4

ITEM: Pepco Manufacturing Co.

APPL.#43369

REQUEST: To approve the application of Pepco Manufacturing Co. for a Grow New Jersey Assistance Program Grant to encourage the applicant to make a capital investment and locate in Somerdale Borough, NJ. Project location of Somerdale Borough, Camden County qualifies as a Priority Area under N.J.S.A. 34:1B-242 et seq and the program's rules, N.J.A.C. 19:31-18. The project is eligible, pursuant to the statute, for bonus increases to the tax credit award for Capital Investment in Excess of Minimum (non-Mega) and Targeted Industry (Manufacturing). The estimated annual award is \$175,850 for a 10-year term.

MOTION TO APPROVE: Mr. Stoller **SECOND:** Ms. Kokas **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 5

ITEM: Superflex Ltd.

APPL.#43366

REQUEST: To approve the application of Superflex Ltd. for a Grow New Jersey Assistance Program Grant to encourage the applicant to make a capital investment and locate in Elizabeth City, NJ. Project location of Elizabeth City, Union County qualifies as an Urban Transit HUB Municipality under N.J.S.A. 34:1B-242 et seq and the program's rules, N.J.A.C. 19:31-18. The project is eligible, pursuant to the statute, for bonus increases to the tax credit award for Deep Poverty Pocket, Capital Investment in Excess of Minimum (non-Mega) and Targeted Industry (Manufacturing). The estimated annual award is \$1,000,000 for a 10-year term.

MOTION TO APPROVE: Ms. Kokas **SECOND:** Mr. Stoller **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 6

ITEM: Tory Burch, LLC

APPL.#43388

REQUEST: To approve the application of Tory Burch, LLC. for a Grow New Jersey Assistance Program Grant to encourage the applicant to make a capital investment and locate in Jersey City, NJ. Project location of Jersey City, Hudson County qualifies as an Urban Transit HUB Municipality under N.J.S.A. 34:1B-242 et seq and the program's rules, N.J.A.C. 19:31-18. The project is eligible, pursuant to the statute, for bonus increases to the tax credit award for Transit Oriented Development and Jobs with Salary in Excess of County Average. The estimated annual award is \$1,077,250 for a 10-year term.

MOTION TO APPROVE: Mr. Stoller **SECOND:** Commissioner Badolato **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 7

Grow New Jersey Assistance Program – Modifications

ITEM: Fidessa Corporation

APPL.#43031

REQUEST: To approve the modification request to expand its approved QBF

MOTION TO APPROVE: Mr. Huber **SECOND:** Mr. Stoller **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 8

ITEM: Grocery Delivery E-Services USA Inc. d/b/a HelloFresh

APPL.#41345

REQUEST: To approve the modification request to change its approved QBF

MOTION TO APPROVE: Ms. Kokas **SECOND:** Mr. Imperatore **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 9

BOND PROJECTS

Bond Resolutions

ITEM: Mastery Schools of Camden, Inc.

APPL.#42262

LOCATION: Camden City, Camden County

PROCEEDS FOR: Renovation of existing building, Original Issue discount, Purchase of Equipment and Machinery

FINANCING: \$34,433,634.34

MOTION TO APPROVE: Commissioner Badolato **SECOND:** Mr. Kokas **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 10

ITEM: Tidewater North LLC APPL.#43343
LOCATION: Carteret Borough, Middlesex County
PROCEEDS FOR: Acquisition of existing building, Purchase of Equipment and Machinery, Environmental investigation and remediation
FINANCING: \$5,400,000
MOTION TO APPROVE: Mr. Stoller **SECOND:** Mr. Huber **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 11
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

Amended Bond Resolutions

ITEM: The Kintock Group of New Jersey, Inc. APPL.#43349
LOCATION: Bridgeton City, Cumberland County
PROCEEDS FOR: Refinancing
FINANCING: \$1,631,268
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

ITEM: The Kintock Group of New Jersey, Inc. APPL.#42759
LOCATION: Various
PROCEEDS FOR: Acquisition and renovation of properties
FINANCING: \$18,573,732
MOTION TO APPROVE: Mr. Huber **SECOND:** Ms. Kokas **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 12
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

ITEM: The Kintock Group of New Jersey, Inc. APPL.#42691
LOCATION: Newark City, Essex County
PROCEEDS FOR: Acquisition of properties
FINANCING: \$2,000,000 (LDFF)
MOTION TO APPROVE: Mr. Stoller **SECOND:** Mr. Huber **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 13

ITEM: The Kintock Group of New Jersey, Inc. APPL.#42692
LOCATION: Newark City, Essex County
PROCEEDS FOR: Acquisition of properties
FINANCING: \$1,000,000 (Direct Loan)
MOTION TO APPROVE: Ms. Kokas **SECOND:** Mr. Stoller **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 14

ITEM: The Seeing Eye, Inc. APPL.#43483
LOCATION: Morristown Township, Morris County
PROCEEDS FOR: Principal Amount of Bond to be refunded
FINANCING: \$22,000,000
MOTION TO APPROVE: Commissioner Badolato **SECOND:** Mr. Imperatore **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 15
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

ITEM: The Seeing Eye, Inc. APPL.#43484
LOCATION: Morristown Township, Morris County
PROCEEDS FOR: Renovation/expansion of existing building, purchase of equipment and machinery
FINANCING: \$5,300,000
MOTION TO APPROVE: Mr. Stoller **SECOND:** Ms. Kokas **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 16
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

ITEM: Services for Children with Hidden Intelligence, Inc. APPL.#43552
LOCATION: Lakewood Township, Ocean County
PROCEEDS FOR: Refunding
FINANCING: \$11,562,000 Tax-Exempt Bond; \$1,988,000 Taxable Bond
MOTION TO APPROVE: Commissioner Badolato **SECOND:** Mr. Huber **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 17
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

ITEM: Services for Children with Hidden Intelligence, Inc. APPL.#43551
LOCATION: Lakewood Township, Ocean County
PROCEEDS FOR: Mortgage
FINANCING: \$10,450,000
MOTION TO APPROVE: Ms. Kokas **SECOND:** Mr. Stoller **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 18
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

Combination Preliminary and Bond Resolutions

ITEM: Yeshiva Shvilay Hatalmud, Inc. APPL.#42692
LOCATION: Lakewood, Ocean County
PROCEEDS FOR: Refinancing
FINANCING: \$1,900,000
MOTION TO APPROVE: Mr. Huber **SECOND:** Mr. Simon **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 19

Preliminary Bond Resolutions

ITEM: Trans-Packers Services Corp. APPL.#43675
LOCATION: Piscataway, Middlesex County
PROCEEDS FOR: Acquisition/Renovation
FINANCING: Total costs: \$8,920,000
MOTION TO APPROVE: Mr. Stoller **SECOND:** Mr. Imperatore **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 20

ITEM: Yeshiva Gedola Na'os Yaakov Inc. APPL.#43332
LOCATION: Lakewood Township, Ocean County
PROCEEDS FOR: Refinancing
FINANCING: Total costs: \$3,080,000
MOTION TO APPROVE: Mr. Huber **SECOND:** Mr. Stoller **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 21
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

LOANS/GRANTS/GUARANTEES

Loan Modification

ITEM: Housing and Neighborhood Development Services. Inc. ("HANDS") and Villita Artes. LLC ("VA")— MODIFICATION
REQUEST: Subordinate the Authority's lien position to new financing to refinance the organization's maturing NMTC debt
MOTION TO APPROVE: Mr. Huber **SECOND:** Mr. Imperatore **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 22

New Markets Tax Credits Program

ITEM: New Jersey Community Development Entity-5. LLC ("NJCDE-5")
REQUEST: Consent to the actions needed to unwind NJCDE-5's sub-allocation of NMTC
MOTION TO APPROVE: Commissioner Badolato **SECOND:** Mr. Huber **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 23

ITEM: New Jersey Community Development Entity-7. LLC ("NJCDE-7")
REQUEST: Consent to the actions needed to unwind NJCDE-7's sub-allocation of NMTC
MOTION TO APPROVE: Mr. Simon **SECOND:** Mr. Stoller **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 24

Petroleum Underground Storage Tank Program

ITEM: Summary of NJDEP Petroleum UST Remediation, Upgrade & Closure Fund Program projects approved by the Department of Environmental Protection.

MOTION TO APPROVE: Ms. Kokas **SECOND:** Mr. Stoller **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 25

PROJECT: Leopold L. Otway APPL.#43122

LOCATION: South Brunswick, Middlesex County

PROCEEDS FOR: Remediation

FINANCING: \$117,648

PROJECT: The Presidential Condominium Association APPL.#42867

LOCATION: Asbury Park City, Monmouth County

PROCEEDS FOR: Remediation

FINANCING: \$156,450

PROJECT: Robert Binns APPL.#43027

LOCATION: South River Borough, Middlesex County

PROCEEDS FOR: Remediation

FINANCING: \$135,614

PROJECT: Claudine Galbraith APPL.#37594

LOCATION: Medford Township, Burlington County

PROCEEDS FOR: Remediation

FINANCING: \$167,309

PROJECT: Justin Arno Phoenix APPL.#42844

LOCATION: Deptford Township, Gloucester County

PROCEEDS FOR: Upgrade, Closure, Remediation

FINANCING: \$268,282

PROJECT: Maria T. Rivera APPL.#43154

LOCATION: Newark City, Essex County

PROCEEDS FOR: Upgrade, Closure, Remediation

FINANCING: \$134,084

Hazardous Discharge Site Remediation Fund Program

ITEM: Summary of NJDEP Hazardous Discharge Site Remediation Fund Program projects approved by the Department of Environmental Protection.

MOTION TO APPROVE: Ms. Kokas **SECOND:** Mr. Imperatore **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 26

PROJECT: Township of Bordentown (Proposed Waterfront Comm) APPL.#43035
LOCATION: Bordentown City, Burlington County
PROCEEDS FOR: Remedial Action
FINANCING: \$881,113

PROJECT: City of Plainfield (BDA Central Business Dist) APPL.#43437
LOCATION: Plainfield City, Union County
PROCEEDS FOR: Remedial Investigation
FINANCING: \$841,129

PROJECT: City of Plainfield (BDA Central Business Dist) APPL.#43439
LOCATION: Plainfield City, Union County
PROCEEDS FOR: Remedial Action
FINANCING: \$122,641

EDISON INNOVATION FUND

ITEM: Newark Venture Partners Fund, LP
REQUEST: Approval to make a limited partnership investment
MOTION TO APPROVE: Mr. Simon **SECOND:** Mr. Imperatore **AYES:** 8
RESOLUTION ATTACHED AND MARKED EXHIBIT: 27

Mr. Huber recused himself because Horizon Blue Cross Blue Shield is an investor in the fund.

OFFICE OF RECOVERY

Stronger New Jersey Business Loan Program

PROJECT: LBI Recreation Center. Inc. APPL.#42219
LOCATION: Beach Haven Borough, Ocean County
PROCEEDS FOR: Working Capital
FINANCING: \$450,000
MOTION TO APPROVE: Commissioner Badolato **SECOND:** Mr. Dumont **AYES:** 9
RESOLUTION ATTACHED AND MARKED EXHIBIT: 28

BOARD MEMORANDUMS

FOR INFORMATION ONLY: Projects approved under Delegated Authority

Direct Loan Program: Go Realty LLC & Edison Solutions. LLC
(P42970 & P42969), Hope Academy Charter School. Inc. (P43068)

NJ Main Street Program: Persian Area Rugs LLC (P43344), Kovid, Inc.
and Tetrus Corp. (P43389)

Premier Lender Program: 6 S. Holmdel Rd LLC and Gorsegner Brothers & Company, Inc. (P43403)

NJ Main Street Program- Modification: Patella Construction Corporation (P43482)

Stronger NJ Business Loan Program-Modification: Sleepable Sofas Ltd. of New Jersey (P41450 & P41623)

FOR INFORMATION ONLY: PUST and HDSRF Program Funding Status

FOR INFORMATION ONLY: Technology & Life Sciences-Delegated Authority Approvals for 3rd Quarter 2016

PUBLIC COMMENT

There were no public comments.

EXECUTIVE SESSION

The next item was to adjourn the public session of the meeting and enter into Executive Session to discuss a legal and contractual matter. The minutes will be made public when the need for confidentiality no longer exists.

MOTION TO APPROVE: Mr. Dumont **SECOND:** Mr. Stoller **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 29

The Board returned to Public Session.


The next item was to approve a confidential matter pertaining to a contract negotiation.

MOTION TO APPROVE: Mr. Huber **SECOND:** Mr. Stoller **AYES:** 9

RESOLUTION ATTACHED AND MARKED EXHIBIT: 30

There being no further business, on a motion by Mr. Huber, and seconded by Commissioner Badolato, the meeting was adjourned at 10:50am.

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



Erin Gold, Director, Governance & Communications
Assistant Secretary

NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

November 17, 2016

EXECUTIVE SESSION MINUTES

Members of the Authority present: Al Koepp, Chairman; Peter Simon representing Acting State Treasurer Ford M. Scudder; Jeffrey Stoller representing Acting Commissioner Aaron Fichtner of the Department of Labor and Workforce Development; Commissioner Richard Badolato of the Department of Banking and Insurance; Colleen Kokas representing Commissioner Bob Martin of the Department of Environmental Protection; Public Members: David Huber, Charles Sarlo, Fred B. Dumont, and Harold Imperatore, Third Alternate Public Member.

Absent: Larry Downes Vice Chairman; Public Members Philip Alagia, Massiel Medina Ferrara, and William Layton, Patrick Delle Cava, First Alternate Public Member; and William J. Albanese, Sr., Second Alternate Public Member; and Rodney Sadler, Non-Voting Member.

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

**Marine Terminal Urban Renewal Associates
Settlement of \$1,446,689 Direct Loan**

Chairman Koepp asked President & COO Lizura to summarize the item before the board.

Mr. Lizura stated that in 1984, the EDA provided guaranteed bond financing to Marine Terminal Urban Renewal Associates to construct two office buildings on Lambertson Street in the Duck Island section of Trenton. The loan is secured by leasehold mortgage on a 24,000 square foot office building situated on a 1.75 acre parcel leased from the City of Trenton.

In 1994, due to vacancies at the project site, the bonds went into default and EDA purchased the bonds from the bondholder. The bonds were subsequently restructured into a \$3.6 million direct loan secured by a first leasehold mortgage on the office building and first assignment of rents and leases. There are no personal guarantors.

Since the initial restructure, staff has recovered approximately \$3.4 million in principal, interest and late fees including payments from borrower through numerous restructures, a refinance of one building resulting in a \$1.2 million paydown and payments received from borrower's primary tenant of \$626,000.

While EDA obtained a foreclosure judgment in September 2014 due to past due payments, unpaid real estate taxes and land rent, staff continued to work with the borrower to encourage a refinance and to avoid the potential risks and expenses associated with foreclosing on the project.

The current balance of \$1.45 million was written off with recourse in June 2016 due to serious payment default and borrower's inability to secure take out financing. After four unsuccessful refinance proposals, which failed due to cash flow and vacancy issues, the borrower recently

obtained a \$1.6 million loan commitment from Battery Financial Group in Brooklyn, New York.

The borrower has offered EDA \$667,500 as settlement in full which represents all of net proceeds from the \$1.6 million refinance after lender required reserves for roof repairs and HVAC renovations and costs/expenses associated with the transaction.

Staff believes the settlement offer of \$667,500 is a compelling opportunity for EDA to receive a significant recovery against this previously written off loan.

The alternative is to enforce the leasehold mortgage foreclosure judgment, under which EDA would assume the expense and risks of operating the project. Unlike a typical mortgage, EDA could not take ownership of the property through sheriff sale; rather it could take possession of the property and its contents, and collect rents from the tenants.

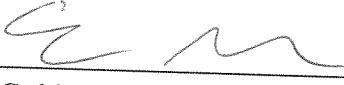
The Members are requested to accept \$667,500 as settlement in full of this written off loan. Reclassify the remaining balance as written off without recourse subject to concurrence by the Attorney General's Office. Delegate authority to staff to accept a reduced settlement amount (minimum of \$567,500) if there is an unanticipated change in the proposed transaction.

In conclusion, there being no further business, Chairman Koeppel asked for a motion to close the Executive Session and return to Public Session.

On a motion by Commissioner Badolato, seconded by Mr. Imperatore, the Board adjourned the Executive Session and opened the Public Meeting.

Certification:

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


Erin Gold, Director, Marketing & Public Affairs
Assistant Secretary