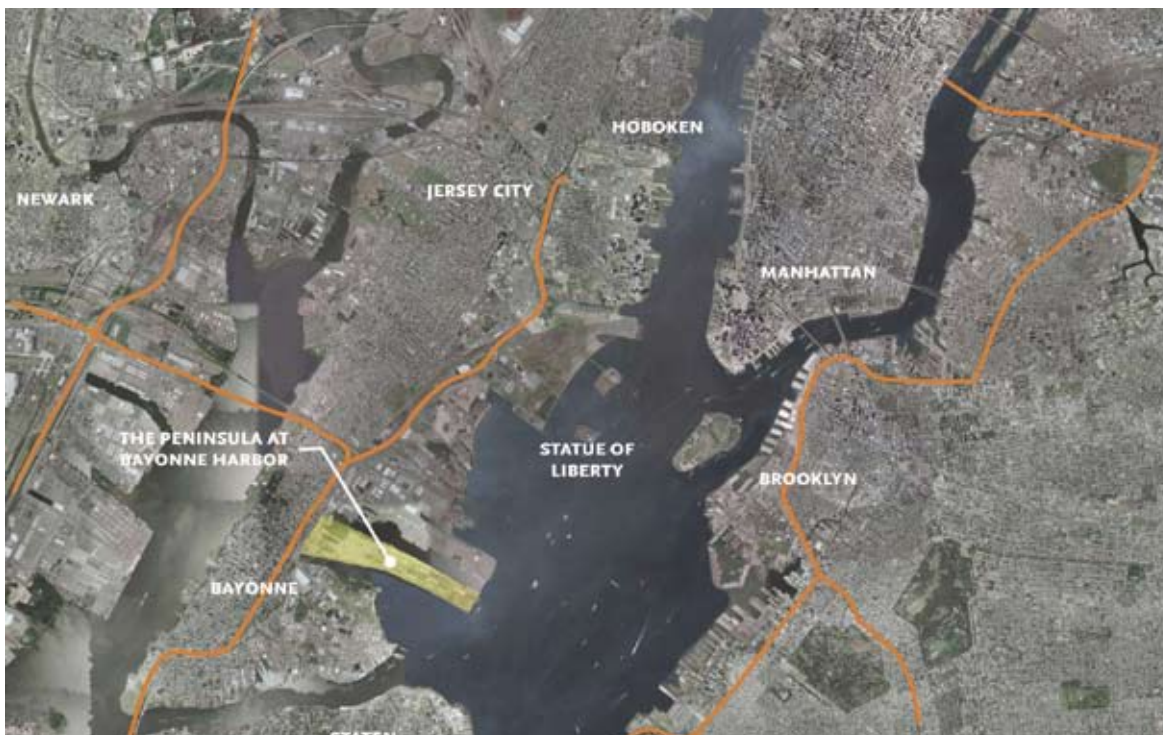


Request for Proposals and Qualifications



The Landing District
The Loft District
Bayonne Point District



Bayonne Local Redevelopment Authority
Bayonne, NJ
July 2008



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A. Summary of this Request for Proposals and Qualifications

The Bayonne Local Redevelopment Authority (the “BLRA”), an instrumentality and agency of the City of Bayonne, New Jersey (the “City”), seeks responses from qualified entities to this Request for Proposals and Qualifications (the “RFP”) for the acquisition and development of one, two or three prime waterfront development districts located at the Peninsula at Bayonne Harbor (the “Peninsula”).

This Section A contains a summary of the RFP. Respondents are advised to review the entire RFP and all supplementary materials prior to submission of any proposal.

1. GENERAL

The BLRA wishes to partner with one or more experienced and financially capable entities which share its long-term vision, and are willing to work cooperatively with the BLRA and the City through the predevelopment, construction and occupancy of a large, phased project. Through the issuance of this RFP, the BLRA seeks to harness the creativity and resources of the private sector in order to unlock the development potential of this world class real estate opportunity. Respondents to this RFP are asked to submit a conceptual design and land use plan, developer qualifications, a financial offer, estimates regarding employment generation, and other project information.



Peninsula location within New York Harbor context

The three development districts that are the subject of this RFP are the Landing, the Loft, and Bayonne Point. They encompass approximately 129 upland acres that front New York Harbor and have direct access to the New York/New Jersey metropolitan area. Approximately 74 acres of these districts are

developable for mixed-use. This high visibility site is served by commuter rail, ferry, bus and a regional highway network with easy links to Manhattan and Newark airport. It also features an active cruise port with regular service to the Caribbean, Bermuda and Canada.

Approximately 3,300 residential units, 750 - 1,000 hotel rooms and 2 million square feet (sf) of other non-residential development can be accommodated in the three districts under the authority of existing permits and those for which the groundwork has been established. Developers with innovative plans may also propose a single use or any combination of these uses. In addition, it may be possible to alter the use mix described above, substituting, for example commercial for residential space and vice versa. Riparian rights will be conveyed to selected developers for marina and/other water oriented uses. A total of 16 million sf of development rights will be made available to implement both responses to this RFP and future potential projects.

The BLRA's primary goals in issuing this RFP (not listed in order of importance) are to: (1) secure the timely improvement of the three districts, (2) produce new real estate tax ratables to sustain important municipal services, (3) create construction and new permanent jobs, and (4) generate sale and associated revenue to support additional redevelopment activity. Other important objectives include the realization of quality design, creation of open space and other amenities, production of affordable housing, and environmental sustainability.

The BLRA has employed the services of Cushman & Wakefield of New Jersey, Inc. ("Cushman & Wakefield") as its exclusive broker in connection with this RFP. A copy of this RFP is available for download at either the BLRA website (www.bayonneldra.com) or at the Cushman & Wakefield

website (www.peninsulaatbayonneharbor.net). Supplementary material is maintained for registered respondents (see details of registration below) by Cushman & Wakefield on its website.

2. THE PENINSULA AT BAYONNE HARBOR PROJECT

The entire Peninsula, which includes the three RFP districts, was acquired in fee by the BLRA from the federal government in 2001-2002 in connection with the closing of the former Military Ocean Terminal-Bayonne (MOTBY).

The Peninsula has an approved Redevelopment Plan which provides land use zoning, a New Jersey Department of Environmental Protection ("NJDEP") waterfront development permit, certain environmental approvals, and New Jersey Department of Transportation ("NJDOT") highway access permits in-place. While several of these entitlements must be supplemented or reissued to accommodate the new projects contemplated under this RFP, developers working in partnership with the BLRA have a track record of successfully securing all approvals necessary to commence and complete construction. Further information regarding public approvals is presented herein in Section G.

Six private development projects are presently underway or completed at the Peninsula. These include: 2,300 residential units being constructed by affiliates of Trammell Crow Residential, Roseland / Fidelco Properties, and Atlantic Realty; a 120,000 sf passenger ship terminal and related port improvements operated by a subsidiary of

Royal Caribbean Cruise Lines Ltd; a 92 acres auto marine facility to be developed by a subsidiary of Ports America, Inc. (an entity controlled by AIG/Highstar); and a prominent waterfront sculpture park dedicated to the victims of the World Trade Center attacks. A \$50 million road, utility and bulkhead infrastructure construction program is currently proceeding, supplementing \$90 million of completed work. Ferry service to Manhattan is slated to begin in spring 2009.

Additional information regarding the Peninsula projects are provided herein in Section B, and a more complete description of the infrastructure construction program is found in Section F.

3. THE OFFERING

The developable upland acreage for the three RFP districts is as follows: Landing district, 13.1 acres; Loft district, 13.2 acres; and Bayonne Point district, 47.4 acres. Developers may propose to acquire one, two or all three of these development districts. Although the approved Redevelopment Plan allows for up to 16 million sf of built space on the three districts, density is controlled by governmental permitting requirements, particularly with respect to traffic generation. This suggests that a density lower than the maximum build-out is more feasible in the near term. As a general guide, the following development program for the three districts has been tested using approved traffic modeling techniques, and determined to be generally workable within the context of phased highway improvements:

- + 3,300 residential units
- + 750 – 1,000 hotel rooms
- + 250 slip marina(s)
- + 2 million sf of non-residential space for uses including but not limited to: retail; office; conference and meeting center; hotel, conference and convention center; research and development; commercial recreation; entertainment; restaurant; marketplace; multi-media production; passenger terminal; cultural and civic use. Uses which are similar to those listed above will also be considered.

As described above, it may be possible to alter the use mix described above, substituting, for example commercial for residential space and vice versa. Respondents to this RFP are afforded substantial flexibility in determining use mix, distribution, density and block layout for the three districts. Respondents are advised that proposed development programs will be subject to traffic analysis by the BLRA to estimate morning and afternoon peak hour volumes in relation to currently available, and potentially enhanced, highway capacity.

Notwithstanding limitations imposed by permitting agencies, the entire 16 million sf of development potential is included as part of this RFP offering, and will remain available for future projects.

A detailed description of the properties offered is set forth in Section C of this RFP. Information regarding available economic incentives for development is provided herein in Section H.

4. SUBMISSION REQUIREMENTS

To be eligible to submit an RFP response, receive RFP updates, make additional site inspections, and have access to supplemental information, respondents must be registered. Registration may be accomplished by completing the form on the Cushman & Wakefield website (www.peninsulaatbayonneharbor.net) and making payment of \$250 payable to the BLRA.

Responses to this RFP are returnable to the BLRA by 4:00 p.m., October 1, 2008, and should include a concept plan, estimates of employment, phasing of construction, qualifications of the respondents, financial offer, and other information described herein in Section D.

5. SELECTION PROCESS

The BLRA expects to evaluate all RFP responses and complete selection(s) from a small group of short-listed developers within 120 days of RFP submission. Thereafter, the BLRA will enter into one or more Conditional Designation Letters (“CDL”) pursuant to which the BLRA will negotiate exclusively with the selected developer(s).

Within approximately 90 days from CDL issuance, selected developer(s) will be expected to enter into Redevelopment Agreement(s) with the BLRA. Each Redevelopment Agreement will set forth specific development rights and obligations, and will serve additionally as a contract of sale.

The selection process is more fully described in Section E. Both the CDL and Redevelopment Agreement require approval by the BLRA Board of Commissioners.

OTHER THAN AS EXPRESSLY AUTHORIZED IN WRITING BY THE EXECUTIVE DIRECTOR OR GENERAL COUNSEL OF THE BLRA, PROPOSERS MAY NOT CONTACT BLRA COMMISSIONERS*, EMPLOYEES OR CONSULTANTS OF THE BLRA (IRRESPECTIVE OF THE CAPACITY IN WHICH THEY ARE ACTING AT THE TIME OF SUCH CONTACT) REGARDING THIS RFP AND THE RELATED DISPOSITION OF PROPERTY OWNED BY THE BLRA, EXCEPT AS IS SET FORTH IN THE COMMUNICATIONS PROTOCOL SECTION OF THIS RFP. FAILURE TO OBSERVE THIS REQUIREMENT FROM THE DATE OF ISSUANCE OF THIS RFP UNTIL COMPLETION OF CONDITIONAL DESIGNATION MAY RESULT IN THE PROPOSER'S DISQUALIFICATION FROM CONSIDERATION PURSUANT TO THIS RFP.

* BLRA Commissioners are: Howard Fitch, Henry Sanchez, Marguerite Baber, Anthony Chiappone (also Councilman and Assemblyman), Theodore Connolly (also Councilman), Nicholas Mangelli (also aide to Mayor), and James Pelliccio.

B. The Peninsula Development Project

The Peninsula is a 430-acre former military facility extending approximately two miles into New York Harbor. The Peninsula is well suited for development due to its waterfront location, excellent transportation access, proximity to Manhattan, secured entitlements and broad range of allowable uses.

1. DEVELOPMENT DISTRICTS

Development of the Peninsula promises to be the most significant urban waterfront development in the New York/New Jersey metropolitan area since the build-out of Battery Park City in New York and the Gold Coast waterfront communities of Hoboken, Weehawken and Jersey City in New Jersey. The award-winning Redevelopment Plan calls for a vibrant, mixed-use waterfront community consisting of residential, commercial, and entertainment uses within six distinct, yet integrated, development districts.

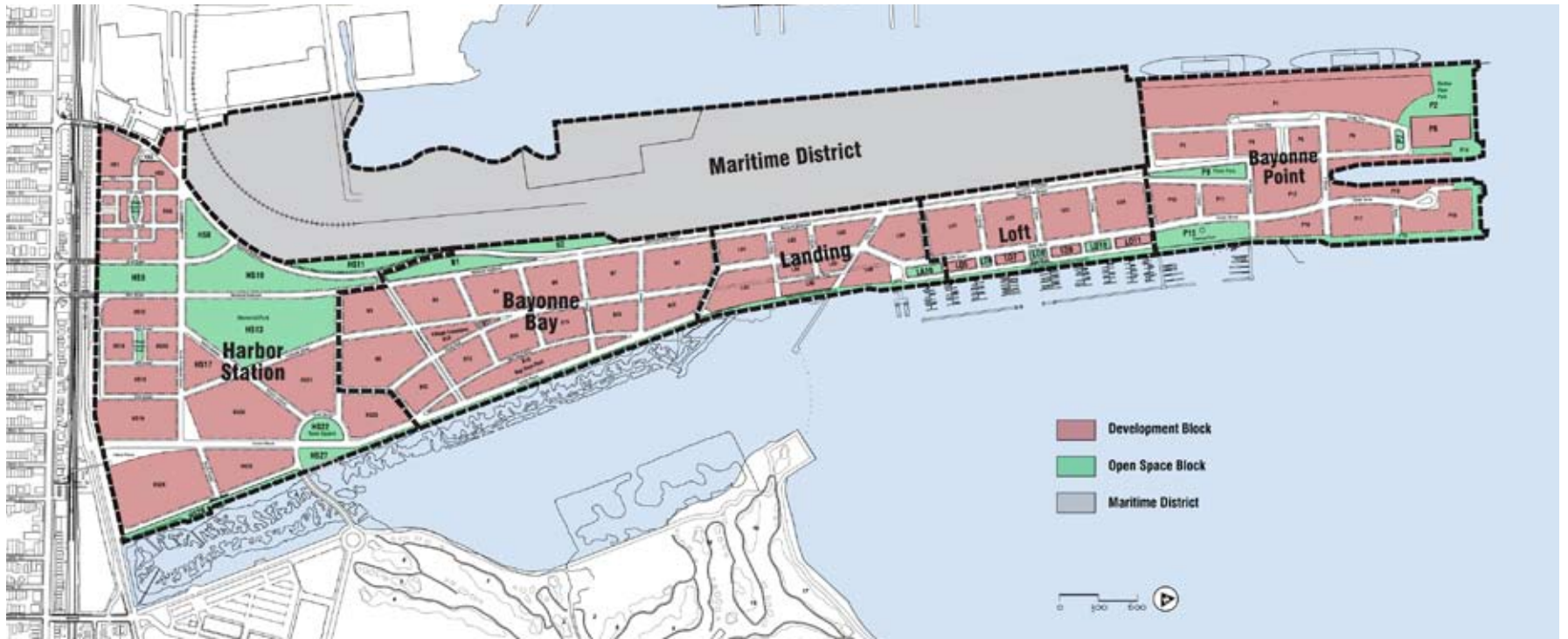
The Landing, Loft and Bayonne Point districts are detailed herein in Section C. The other districts are described briefly below.

Harbor Station, the westernmost district, is being developed as a vibrant mixed-use community including low- to mid-rise housing, neighborhood retail, office space, entertainment and civic facilities.

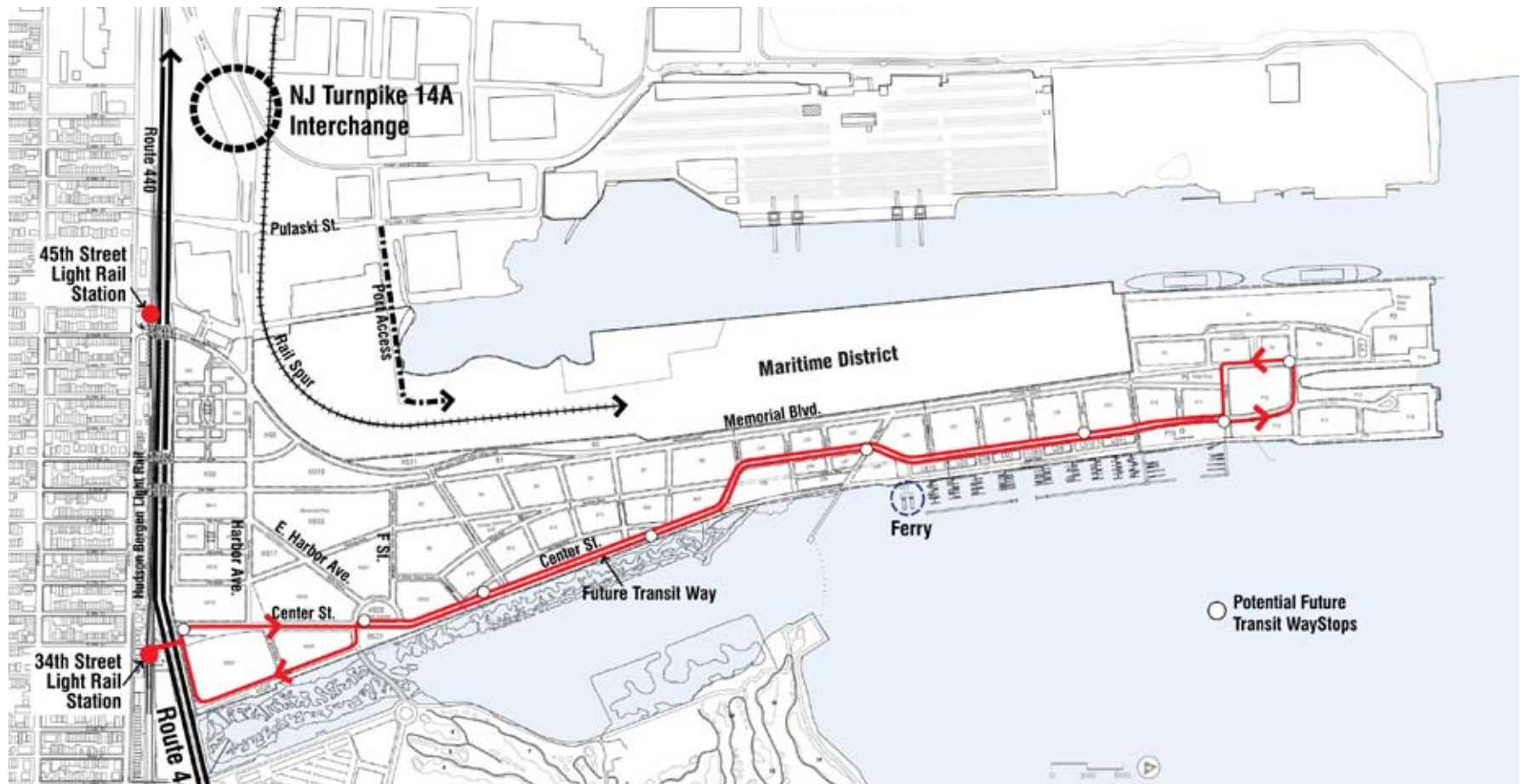
This district will be the gateway to the Peninsula. The initial phase, Harbor Station North, adjacent to the 45th Street Light Rail Station, is planned to include approximately 450 residential units and 10,000 sf of neighborhood retail. Construction of Harbor Station North is expected to commence in early 2009.

The Bayonne Bay district consists of low- to mid-rise housing centered about a crescent shaped public park. Construction of roads, utilities, and the initial residential development is currently underway. Initial occupancy of a 544 rental housing component is scheduled for late spring 2009.

The Maritime district is situated to take advantage of the deep water Port Jersey channel and existing berth improvements on the north side of the Peninsula. The issued NJDEP waterfront development permit contains a limitation for “Port Uses” (as defined in N.J.A.C. 7:7E-7). A “low impact” auto marine terminal use has been designated for this district. Container and other Port Uses not compatible with mixed-use development are prohibited through the Redevelopment Plan and a deed restriction.



The Six Development Districts



Transportation Access

2. TRANSPORTATION ACCESS

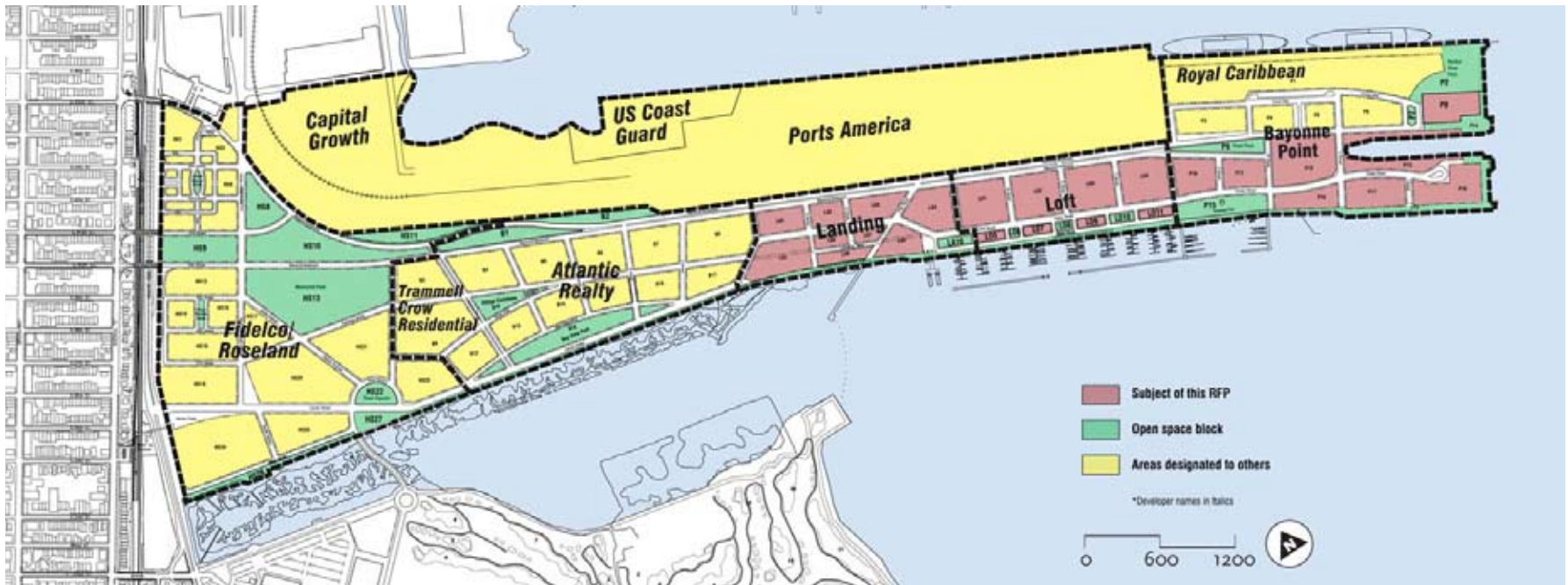
Transportation access to the Peninsula is excellent.

The Peninsula fronts on NJ Route 440 providing north-south access to the region. The NJ Turnpike Interchange 14A is located approximately one mile to the north of the Peninsula. The Bayonne Bridge is situated approximately 2 miles to the south. Newark Airport lies approximately 5 miles to the

west, and the Holland Tunnel to Manhattan is approximately 5 miles to the northeast.

The Peninsula's western boundary is located within 200 feet of two Hudson Bergen Light Rail stations – the 34th Street and 45th Street stations. The Hudson Bergen Light Rail provides convenient mass transit connections to the Port Authority PATH and NJ Transit bus and rail systems. Bus service to Staten Island, New York, is available at the 34th Street Light Rail Station.

Regular ferry service from the Peninsula to Manhattan is scheduled to begin in the spring of 2009. An east-west mass transit line is planned to link all development districts on the Peninsula to the north-south Hudson Bergen Light Rail line, but the commencement date of that east-west service has not yet been determined. A right-of-way for this transit way has been reserved within the planned streets that traverse the southern shoreline of the Peninsula.



Areas designated to developers

3. DEVELOPMENT ACTIVITY

Private development of the Peninsula has commenced.

At present, the BLRA has executed six (6) redevelopment agreements with capable national and regional companies for the Harbor Station, Bayonne Bay, and Maritime districts, and a portion of the Bayonne Point district. Construction of the first 544 units of rental housing by Trammell Crow Residential in the Bayonne Bay district is now underway. Redevelopment projects for an additional 1,750 residential units by Roseland/Fidelco Properties and Atlantic Realty are in various stages of site plan approval.

Royal Caribbean has completed a 250,000 passenger per year terminal facility in the Bayonne Point district, and is currently in its fifth year of successful operation. The facility is named Cape Liberty Cruise Port. Customer satisfaction ranks among the highest of any Royal Caribbean cruise port in the nation. Vessels using Cape Liberty Cruise Port are currently operating on a year-round basis sailing to the Caribbean, Bermuda and Canada.

The BLRA recently executed a redevelopment agreement with an affiliate of Ports America, Inc. to construct and operate a 92-acre auto marine terminal in the Maritime district. The auto marine terminal is designed to be operationally compatible

with adjacent mixed use development, with noise buffered and lighting screened. A separate trucking terminal is being developed by Capital Growth Realty Holdings, LLC at the northwestern corner of the Maritime district. Vehicular traffic generated by the Maritime district uses will utilize a roadway system that is entirely segregated from mixed-use traffic. A planned roadway named Memorial Boulevard will serve as the Peninsula's primary east-west passage for mixed-use traffic, and will separate the Maritime district from the mixed-use districts. Initial operation of the auto marine terminal is expected in late summer of 2008.

Copies of all executed redevelopment agreements are available to registered respondents on the Cushman & Wakefield website.

4. ENTITLEMENTS AND APPROVALS

To support development on the Peninsula, the BLRA has secured essential entitlements and established defined procedures with governmental agencies to gain other necessary development approvals. The BLRA has: (1) rezoned the Peninsula in the form of the aforementioned Redevelopment Plan, (2) completed environmental remediation of the property and secured No Further Action letters (“NFA”) from NJDEP with respect to both soil and ground water, and established procedures to allow residential development on parcels currently restricted to non-residential use, (3) received a site-wide waterfront development permit from NJDEP for the uses and build-out outlined in the Redevelopment Plan, and (4) secured an initial Highway Access permit from NJDOT and established a successful track record for gaining NJDOT approval for subsequent Highway Access permits.

Further information regarding public approvals is presented herein in Section G.

5. INFRASTRUCTURE

The BLRA has undertaken an extensive infrastructure construction program to serve new and planned development on the Peninsula. Construction of new roadways, public and private utilities (including gas, electric, telecommunications, potable water, sanitary sewer, and stormwater management), bulkhead structures, and parks are either completed or underway. The BLRA’s committed infrastructure construction budget to-date totals \$140 million. Individual developers will be responsible for infrastructure construction within designated districts. Should the BLRA select multiple developers for the three development districts offered under this RFP, then the BLRA will either: (1) construct a new road and utility loop to provide roadway access as well as sanitary water, gas and electric service to each of the RFP districts, or (2) contract with one of the selected developers to undertake this task.

If a single developer is selected, that entity will build all infrastructure, including the utility and road loop which will be required to service each of the three RFP districts.

Additional information regarding constructed and planned infrastructure is provided herein in Section F.

6. SURROUNDING LAND USE

The Bayonne neighborhoods to the west of NJ Route 440 are predominantly residential in character, with some commercial use activity. The Broadway commercial corridor, located two blocks to the west of NJ Route 440, is one of the most diverse central business districts in New Jersey with a length of almost 3 miles spanning more than 50 city blocks. Bayonne has a stable population of 61,842 (2000 Census) and is a compact community where neighbors know each other by name and participate in community events. Residents enjoy an exceptional quality of life with access to public services, numerous community facilities, and about 250 acres of local parkland.

Bayonne Golf Club, an 18-hole links style golf course is located south of the Peninsula, directly across the South Channel from the Landing district. It features fescue-covered dunes, some reaching more than 100 feet high, and a clubhouse. The initiation fee for new members is \$200,000. Also to the south is South Cove Commons, a recently constructed shopping center, anchored by a Super Stop and Shop, a Staples and a movie theater.

Global Marine Terminal and Northeast Auto Terminal are the primary commercial uses to the north of the Peninsula across the 800-foot wide Port Jersey Channel.



Surrounding land use

C. The Offering

The 129 acre offering represents a unique opportunity for residential, hotel, and commercial development, particularly those uses that take advantage of a waterfront location and marine access.

Respondents may submit proposals for the Landing, the Loft or Bayonne Point development districts. Proposals may be for individual districts or any combination of the three, including all three. The BLRA will not entertain proposals from respondents for the purchase of only a portion of one district, with the exception of Bayonne Point as is described below. Alternatively, a respondent entity may consist of a joint venture comprised of two or more development companies proposing to acquire one or more of the Loft, the Landing and/or Bayonne Point districts and develop entire districts on either a unitary or phased basis. Joint venture entities may assign specific development blocks to different members, but the BLRA will look to the joint venture entity as the performing party or guarantor.

The 24.22 acre northern portion of Bayonne Point shall be available as an option to the designated developer of the southern portion of Bayonne Point, subject to the developer entering into agreements described further below. The northern portion of the district consists of development blocks P-1, P-3,

P-4, P-5 and P-6. The separation of the Bayonne Point district into a northern and a southern section is necessary because the northern portion of the district is currently subject to a series of agreements between the BLRA and Royal Caribbean, including a first right of refusal on sale of a portion of the Bayonne Point district. Subject to negotiation, the selected developer may act as the BLRA designee, assignee, or fee owner under these agreements. Development of the northern portion may involve construction of some or all of the following elements: a new passenger ship terminal, a parking garage, multi-family housing, a hotel, a conference or convention center, a retail center, and office use. However, because of complex phasing and operational issues attendant to Royal Caribbean's use of the area, full development of the northern portion of Bayonne Point is best accomplished in concert with Royal Caribbean which enjoys specific rights under its agreements with the BLRA.

Most of the development blocks in the southern portion of Bayonne Point are currently either encumbered or affected by a lease with a dry dock operator and associated restrictions defined in a conservation easement granted to NJDEP. However, as is discussed further below, this lease and these restrictions may be terminated and released provided the developer puts forth a feasible project which can be approved and implemented.

Respondents should note also that the Landing and Loft districts each contain two potential block layouts, a primary and an overlay. If a respondent submits a proposal which includes both the Landing and Loft districts, either the primary or overlay should be used for both districts. The overlay block layout for the Loft district allows for the re-use/ conversion of two existing warehouse buildings, but does not require the retention of these structures. The overlay block layouts can only be utilized if applied to both the Landing district and the Loft district. Respondents may wish to note that the total developable square footage using the combined overlay is 15% more than that permitted for the two districts under the primary layout.

As is more particularly described in the Redevelopment Plan, respondents may propose a wide variety of permissible uses in the three districts. While the block layout presented in the Redevelopment Plan has been tested and confirmed as feasible, respondents may put forward different block configurations as well. The Redevelopment Plan is designed to be flexible, and will be administrated in such a manner generally consistent with the goals and objectives of this RFP. As is described herein in Section G(1), the BLRA may support deviations, and in some instances, amendment to the Redevelopment Plan to support worthy development proposals.

Notwithstanding the flexibility afforded by the Redevelopment Plan, respondents are advised to respect the requirements of the issued NJDEP waterfront development permit and related NJDEP conservation easements. Respondents should be aware that the land uses described in the Redevelopment Plan are integral to the issued NJDEP waterfront development permit.

Respondents should note that proposals that generate traffic with volumes and characteristics that can not be adequately accommodated with planned highway improvements, even on a phased basis, may not be able to satisfy the RFP's goal of securing the timely improvement of the three districts. Each proposal will ultimately be subject to a detailed traffic analysis. For the purpose of initial submission, respondents may wish to refer to the development program set forth herein in Section A(3) as a general guideline of maximum traffic generation and peak hour characteristics. Copies of the district boundary survey, aerial photography, and filed subdivision maps are available to respondents registered on the Cushman & Wakefield website.

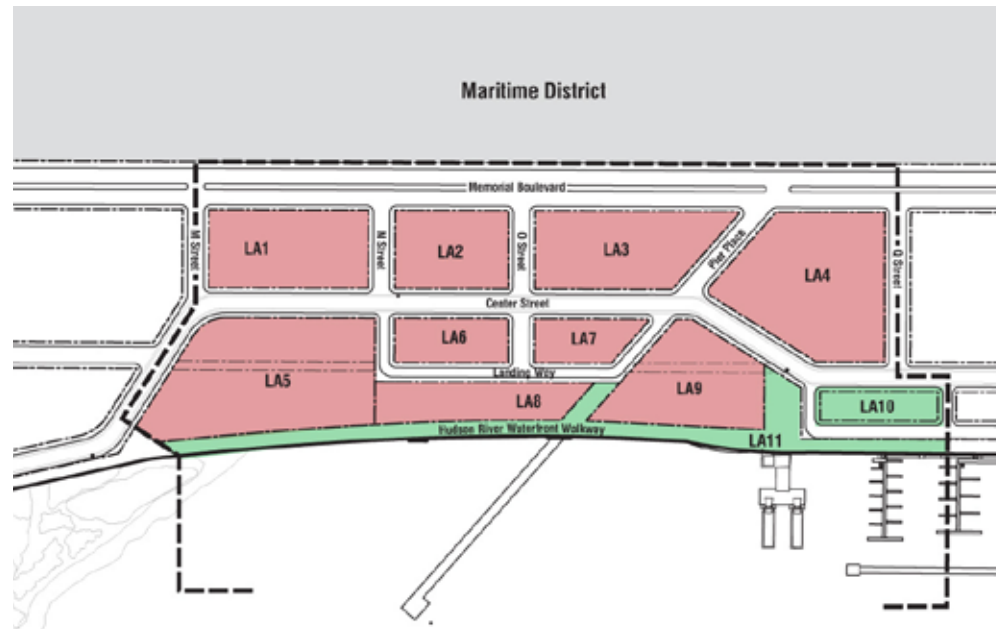
1. THE LANDING

The 24.92 acre Landing district, located at the midpoint of the Peninsula, is designed to be the “meeting place” for the Peninsula with uses such as retail, entertainment, hotel facilities, restaurants, other commercial space, and mid- to high-rise housing. A ferry terminal is planned for the district, with interim ferry operations scheduled to commence in the spring 2009.

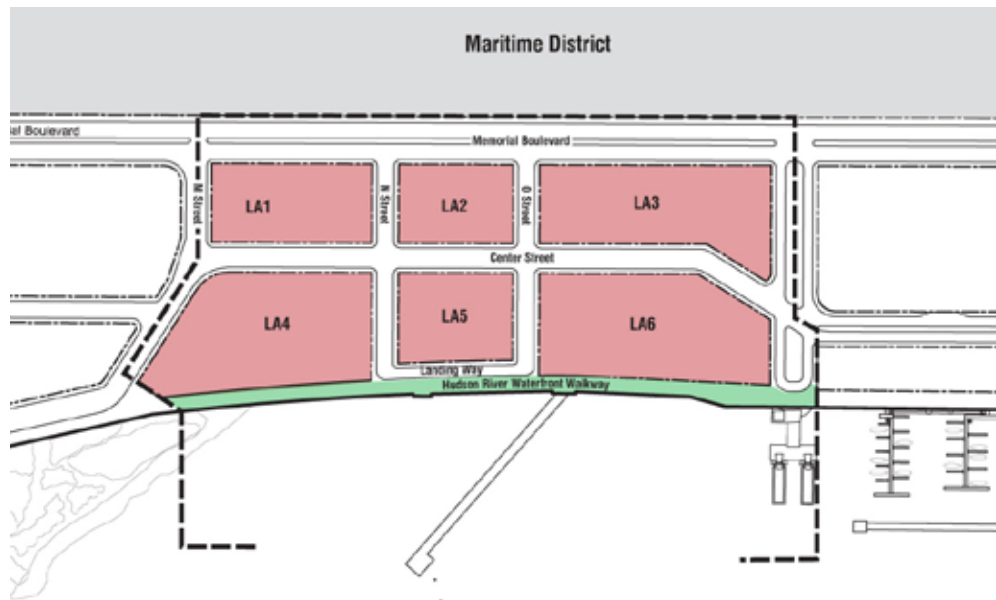
If developed independent of the Loft and Bayonne Point districts, respondents should limit any residential development proposal to approximately 510 dwelling units.

The Landing district is located between two residential districts, the Bayonne Bay district to the west, where infrastructure and residential development have commenced, and the Loft district to the east, which is included in this RFP.

The Landing district includes 9 development blocks designated for private construction comprising a total of 13.05 acres. Permissible building heights range from 3 stories closest to the water to 22 stories one block away. The individual development block FAR ranges from 0.5 to 6.5. The overall district FAR is 1.8, yielding a development potential of 1.95 million square feet.



The Landing Primary Layout



The Landing Alternative Overlay Layout

The development blocks of the Landing district available for private construction are as follows:

Landing		
Primary Layout	Block	Area (sf)
	LA-1	65,983
	LA-2	47,055
	LA-3	71,038
	LA-4	106,381
	LA-5	124,580
	LA-6	26,674
	LA-7	22,539
	LA-8	37,693
	LA-9	66,678
	Total	568,621
Alternative Overlay	LA-1	67,258
	LA-2	48,468
	LA-3	104,056
	LA-4	122,387
	LA-5	54,015
	LA-6	121,345
		Total

As noted, respondents may propose other block layouts within the parameters described herein in Section G(1).

The alternative overlay is only available if developed in conjunction with the alternative overlay for the Loft district as well. Thus, in order to utilize the alternative overlay, the respondent must either (1) propose for both the Loft and the Landing districts, or (2) state that its redevelopment project is contingent upon the BLRA selecting another developer for the Loft district which also chooses the alternative overlay. Respondents may also submit proposals for both the primary and alternative overlay and indicate a preference for one.

In the primary layout, the Landing district contains one public open space development block, LA-10, and one development block, LA-11, designated primarily for the construction of the Hudson River Waterfront Walkway and an in-water ferry facility. The BLRA is about to undertake construction of a fishing pier within the South Channel extending south from the Landing district. The developer selected for the Landing district will be responsible for the construction of both the open

space improvements on LA-10 and the Hudson River Waterfront Walkway on LA-11 as part of its obligation to build public infrastructure. Both of these development blocks will remain in public ownership. In addition, the developer will be required to either contribute annually or make an up-front payment to help defray the operating and maintenance costs of these public areas. The ferry facility will be constructed and operated by the BLRA or its designated operator. Selected RFP developers will be afforded the opportunity to participate in establishing the appropriate level of ferry service and in the selection of an operator.

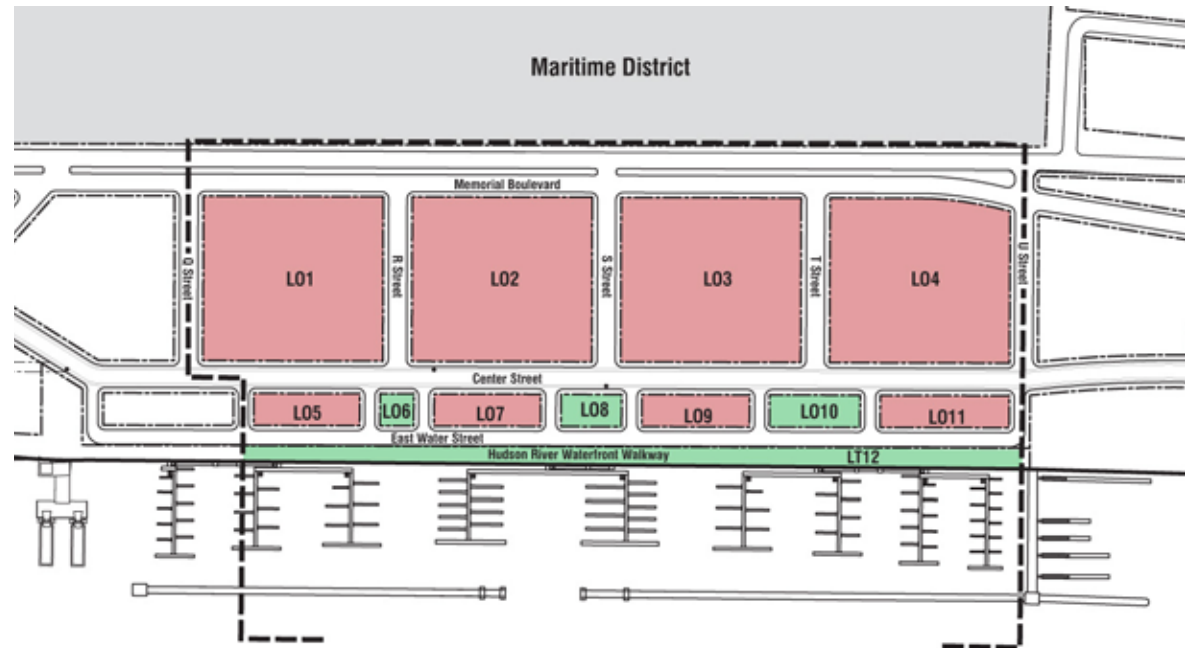
Respondents should note that the Landing district contains a sanitary sewer pump station owned and operated by the local municipal utility authority. This .03 acre lot located within block LA-5 bordering on Center Street may require relocation to accommodate site development. The parcel will not be conveyed unless the pump station is relocated at the developer's sole cost and expense. Further, an operational sanitary sewer trunk line that bisects development blocks LA-5 and LA-9 must either be accommodated by an easement or relocated.

2. THE LOFT DISTRICT

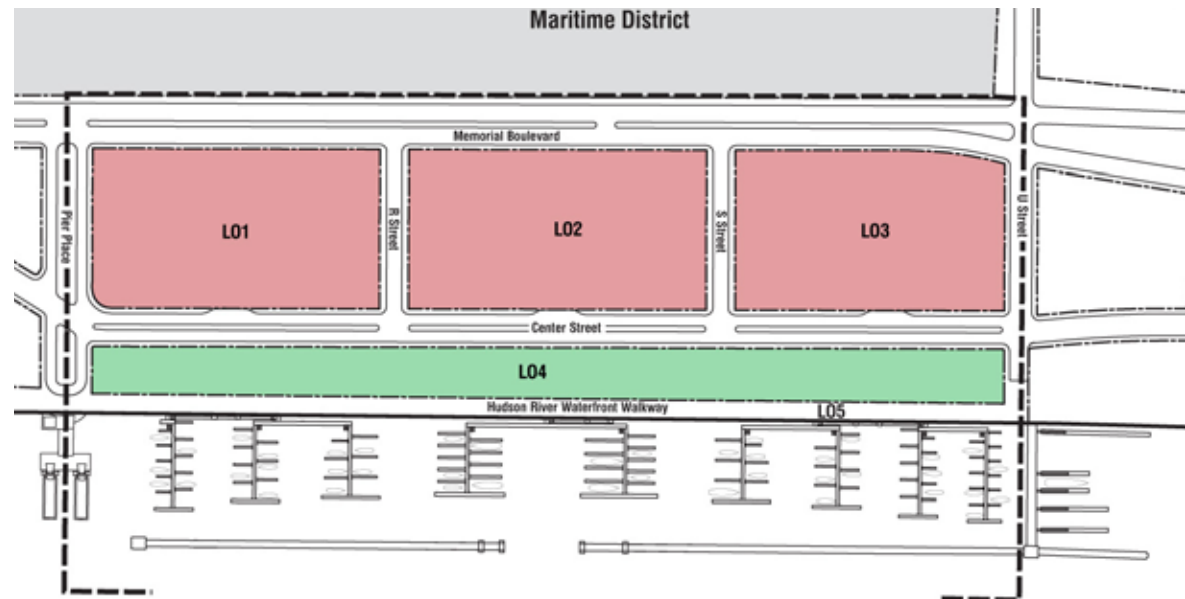
The Loft district, located east of the Landing district and west of the Bayonne Point district, is envisioned as a mixed-use neighborhood with a variety of commercial uses and mid-rise and high-rise residential structures that recall the industrial past, and offer an alternate living style. The district features views of New York Harbor and the Verrazano Narrows Bridge.

The Loft district comprises 26.37 acres and includes 8 development blocks designated for private use totaling 13.23 acres and an additional water block for use as a marina facility. The alternative overlay allows for the adaptive reuse of two existing industrial buildings, Building 32 and Building 42, on four larger development blocks. Each of these buildings was constructed in 1942 and contains a floor area of approximately 720,000 sf and volume of 51.5 million cubic feet. The footprint for each structure is approximately 120,000 sf. A copy of the reuse study for these buildings is available to registered respondents on the Cushman & Wakefield website.

If developed independently of the Landing and Bayonne Point districts, respondents should limit any residential development proposal to approximately 1,070 dwelling units. In addition, the size of any proposed marina should not exceed approximately 250 slips.



The Loft Primary Layout



The Loft Alternative Overlay Layout

The development blocks of the Loft district that are subject to this RFP are as follows:

Loft		
	Block	Area (sf)
Primary Layout	LO-1	128,852
	LO-2	128,887
	LO-3	128,853
	LO-4	127,185
	LO-5	14,824
	LO-7	14,901
	LO-9	15,047
	LO-11	18,011
	Total	576,561
Alternative Overlay	LO-1	67,258
	LO-2	48,468
	LO-3	104,056
	LO-4	122,387
	Total	791,331

As noted, respondents may propose other block layouts within the parameter described herein in Section G(1).

As is the case with the Landing district, the Loft district alternative overlay is only available if developed in conjunction with the alternative overlay for the Landing district as well. Thus, in order to utilize the alternative overlay the respondent must either (1) propose for both the Loft and the Landing districts, or (2) state that its redevelopment project is contingent upon the BLRA designating a developer for the Landing district which also chooses to pursue the alternative overlay. Respondents may also submit a proposal for both the primary and alternative overlay and express a preference for one.

In the primary layout, the Loft district contains three public open space development blocks, LO-6, LO-8, and LO-10 and one development block, LO-12, designated primarily for the construction of the Hudson River Waterfront Walkway and an in-water marina facility. The developer selected for the Loft district will be responsible for the construction of both the open space improvements on LO-6, LO-8, and LO-10, and the Hudson River Waterfront Walkway on LO-12. All of the

open space development blocks and the Hudson River Waterfront Walkway will remain in public ownership. In addition, the developer will be required to either contribute annually or make an up-front payment to help defray the operating and maintenance costs of these public areas. The riparian rights associated with the marina facility will be conveyed to the developer designated for the Loft District.

The Loft district contains a sanitary sewer pump station owned and operated by the local municipal utility authority. This .07 acre lot located within blocks LO-9 and LO-10 bordering on Center Street will not be conveyed unless the pump station is relocated at the developer's sole cost and expense. Maintenance of the pump station in its existing location may require reconfiguration of blocks LO-9 and LO-10 in the primary layout; however, its location is accommodated in the alternative overlay.

3. BAYONNE POINT

The Bayonne Point district is located on the far eastern end of the Peninsula and is bordered to the west by the Loft district, which is included in this RFP, and the Maritime district. The district features panoramic views extending from the Jersey City skyline to the Statue of Liberty, to lower Manhattan and the Brooklyn Bridge, and across Brooklyn to the Verrazano Narrows Bridge. The Bayonne Point district is approximately 77.84 acres in size, of which approximately 47.43 acres are developable.

The northern portion of the Bayonne Point district measures approximately 43.2 acres, of which 24.22 acres are developable. The southern portion of Bayonne Point is approximately 34.64 acres, of which 23.21 acres are developable. If developed independent of the Loft and Landing districts, respondents seeking to acquire the southern portion of Bayonne Point should limit any residential development proposal to not more than approximately 1,675 dwelling units.

Harbor View Park, an approximately 2-acre waterfront park within the northeast corner of the northern portion of the Bayonne Point district, was developed by the BLRA and opened in fall 2006. The park is the permanent home of the “To the Struggle Against World Terrorism” monumental sculpture by the renowned Russian artist Zurab Tsereteli. The park, which occupies development block P-2, is owned by the City and is not subject to this RFP.

To the south of Harbor View Park in development block P-8 is Building 100, containing



approximately 110,000 sf. The selected developer can evaluate the building for either adaptive re-use or demolition. A copy of the Building 100 plans is available to registered respondents on the Cushman & Wakefield website.

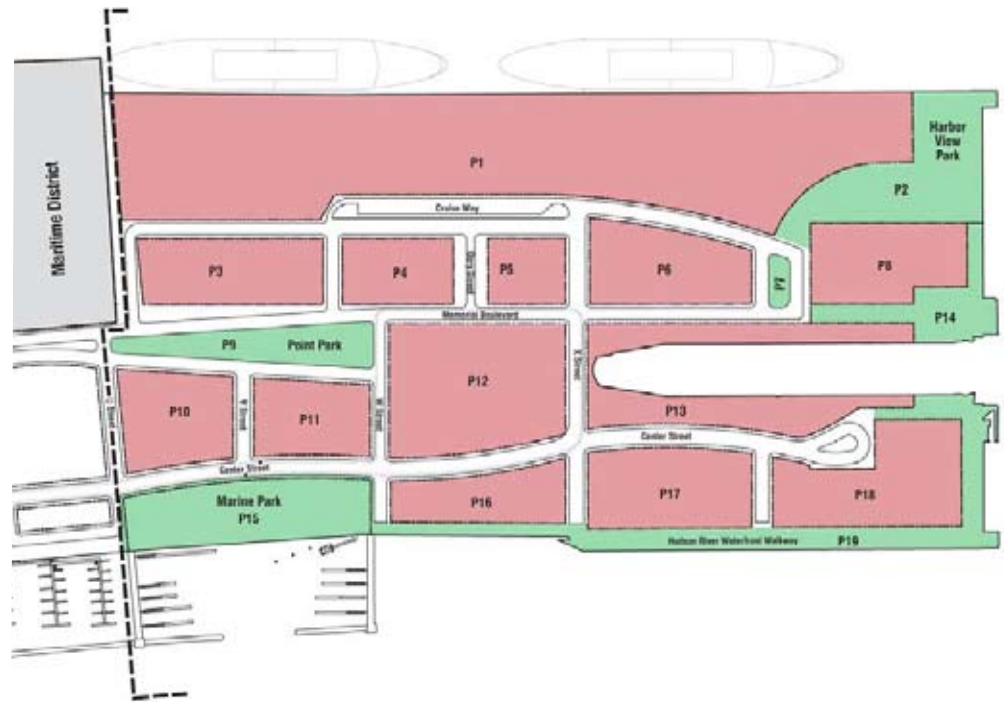
The Bayonne Point district includes a 1092' x 148' dry dock, with a floor load capacity of 99,000 tons, which is currently leased for ship repair use. The Redevelopment Plan calls for the dry dock structure to be flooded and maintained as either a passive water feature or active water dependent use, such as a ferry landing or marina.

At the southeastern corner of the Bayonne Point district lays Berth S-1. This 1,200 foot long, pile supported, structure is industrial in nature, and will require renovation and adaptive modification to be utilized for either a future maritime use or as an extension of the Hudson River Walkway. RFP respondents are afforded the flexibility to propose utilization of Berth S-1 for cruise ship or other large vessel docking consistent with the Redevelopment Plan and the BLRA's agreements with Royal Caribbean as described below.

The S-1 berth and its adjacent upland are currently included in the existing dry dock lease, and are utilized for ship repair and vessel mooring.

The development blocks of the Bayonne Point district that are subject to this RFP are as follows:

Bayonne Point				
1. Southern Portion	Current Dry Dock Use Only	Block	Area (sf)	
		P-8	98,807	
P-12		187,847		
P-13		141,702		
P-14		108,449		
P-17		109,749		
P-18		131,407		
Total		777,961		
2. Northern Portion	Area not encumbered with the Dry Dock Use	P-10	86,885	
		P-11	73,061	
		P-16	73,114	
		Total		233,060
		Total		1,054,635



Bayonne Point Block Layout

a. Special Conditions

The majority of development blocks in Bayonne Point are currently affected by the operation of Royal Caribbean, the BLRA's operator and redeveloper of a cruise port, or Central Jersey Marine Industries, the BLRA's tenant and operator of the dry dock.

(i) Dry Dock

Development blocks currently subject to the dry dock lease are P-8, P-12, P-13, P-14, P-17, P-18 and P-19. The dry dock lease between the BLRA and Central Jersey Marine Industries is subject to termination upon 360 days' notice, provided that the BLRA intends to implement a project pursuant to the Redevelopment Plan for the dry dock premises. The lease otherwise expires May 31, 2017. The lease provides, in pertinent part, that:

"Tenant acknowledges that the uses the lease provides are interim uses and the Landlord has adopted a Redevelopment Plan pursuant to which the premises may be improved and placed in other use(s). Landlord shall have the right to terminate the Lease upon not less than 360 day's written notice if, in Landlord's sole and absolute discretion, Landlord, or a tenant or transferee thereof, intends to implement the Redevelopment Plan as amended for the premises.... Tenant shall allow the Landlord, or Landlord's authorized agents, contractors, tenants or transferees, access to the premises for the purpose of undertaking tests, engineering studies, and planning for redevelopment throughout the term of the lease." (Lease between BLRA and Central Jersey Marine Industries, Inc., 6/1/2007, Section 7)

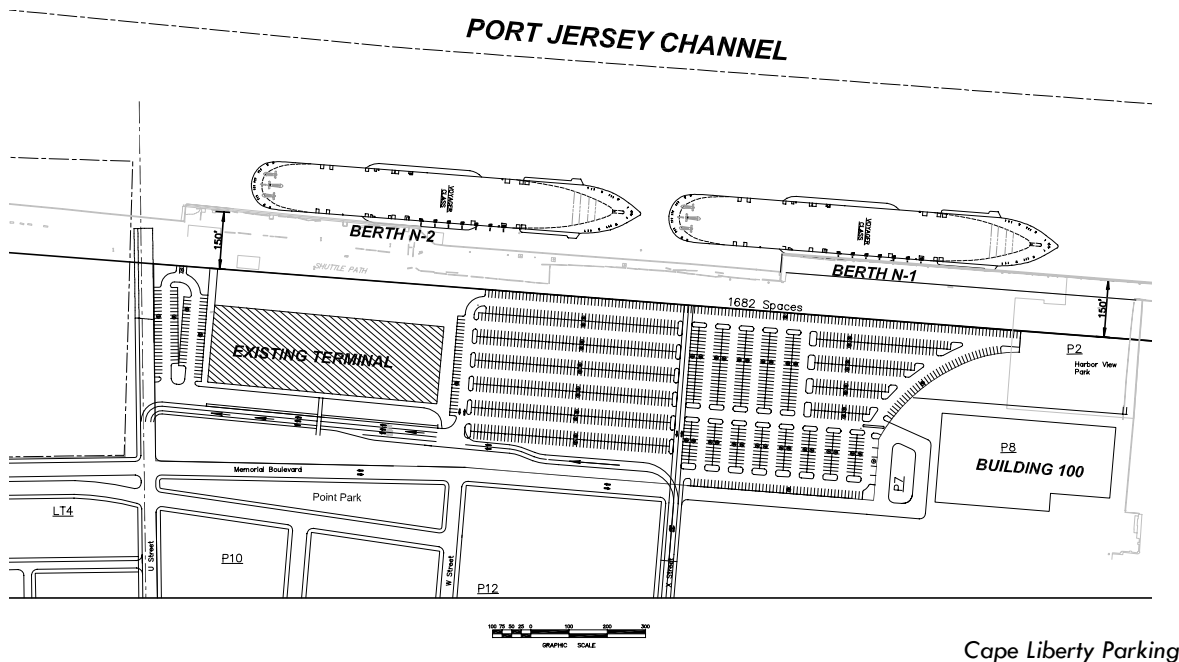
A copy of the full dry dock lease is available to registered respondents on the Cushman & Wakefield website.

The dry dock is also subject to a conservation easement granted in favor of NJDEP. The recorded conservation easement mandates that the BLRA keep the property available for dry dock use until December 14, 2010. Therefore, the earliest that the BLRA or the designated developer of Bayonne Point can provide notice of lease termination to Central Jersey Marine Industries is December 14, 2009, with vacant possession expected a year later. If the developer's project is not ready for implementation by December 14, 2010, the dry dock operation may be maintained.

The BLRA and/or selected developer must also secure a release from NJDEP and an approval that the planned new development project for the property currently occupied by the dry dock is consistent with the issued NJDEP waterfront development permit and other applicable NJDEP land use regulations.

The BLRA will either sell these development blocks subject to the dry dock lease and NJDEP conservation easement, or convey the property subject to the satisfaction of certain conditions precedent to be negotiated.

Respondents should specify the nature of the proposed reuse of the dry dock structure and Berth S-1 in their submissions.



Cape Liberty Parking

(ii) Cruise Port Option

The northern portion of the Bayonne Point district, which is available to the designated developer as an option, is 43.2 acres, of which 24.2 acres are developable. The northern portion of Bayonne Point includes development blocks P-1, P-3, P-4, P-5 and P-6.

The northern portion of the Bayonne Point is the home of the Cape Liberty Cruise Port which has a 35-year operating agreement with the BLRA for ship docking, a passenger facility, and parking. This agreement expires on December 31, 2038. Passengers come from all over the world to board cruises to destinations within the Caribbean, Bermuda, and Canada. Passenger volume in 2007 totaled 250,000.

Development blocks P-1, P-3, P-4 and P-5 are occupied, either in whole or in part, by Royal Caribbean. Much of the surface area is currently utilized for parking.

The selected developer for the Bayonne Point district will be granted an exclusive period following Redevelopment Agreement execution to negotiate the following:

- (1) the purchase of the BLRA's fee interest for the property upon which Royal Caribbean operates, subject to the Royal Caribbean agreements with the BLRA, including a right of first refusal which must be honored; or
- (2) an agreement to provide development

services to the BLRA and Royal Caribbean, or act as the BLRA's designee in such regard, for the construction of a new passenger terminal, parking garage and ancillary facilities, thus freeing land area for other development purposes, which land may be acquired in fee by the developer; or

- (3) another mutually acceptable arrangement with Royal Caribbean and the BLRA to allow for the development of the northern portion of the Bayonne Point district.

In addition, respondents should note that any proposed use of Berth S-1 for cruise ship operation is subject to a right of first refusal by Royal Caribbean, but may be offered to Royal Caribbean for its use.

The BLRA will cooperate with the designated developer for the Bayonne Point district to reach an arrangement to facilitate development. If, at the end of the exclusive negotiating period, the selected developer is unable to reach agreement with Royal Caribbean and the BLRA, then the Redevelopment Agreement shall be for the southern portion of Bayonne Point only.

(iii) PSE&G Mortgage

The BLRA shall soon grant a mortgage on development blocks P-10 and P-11 to PSE&G to secure certain obligations of the BLRA to PSE&G in connection with the installation of gas and electric utilities. This mortgage will be extinguished prior to transfer of these development blocks in the Bayonne Point district to a developer.

(iv) Open Space and Riparian Rights

Harbor View Park, located on development block P-2 in the northern portion of the Bayonne Point district, is already constructed and is owned by the City and is not part of this offering.

It is anticipated that the Hudson River Waterfront Walkway in Bayonne Point will extend south from Harbor View Park along the water's edge to the eastern boundary of the Loft district. The walkway will wrap around the existing dry dock structure. The walkway development blocks discussed below may have permitted eating and drinking concessions.

The southern portion of the Bayonne Point district contains four public open space development blocks, P-7, P-9, P-15, and P-19. Development block P-19 is designated primarily for the construction of the Hudson River Waterfront Walkway and an in-water

marina facility. The developer selected for the Bayonne Point district will be responsible for the construction of both the open space improvements on P-7, P-9 and P-15, and the Hudson River Waterfront Walkway on P-14 and P-19. All of the open space development blocks and the Hudson River Waterfront Walkway will remain in public ownership. In addition, the developer will be required to either contribute annually or make an up-front payment to help defray the operating and maintenance costs of these public areas. The riparian rights associated with the marina facility and docking at S-1 will be conveyed to the developer designated for the Bayonne Point district.

Development block P-13 wraps around the dry dock structure which should be improved for public use, but which may be owned privately and contain some commercial uses.

In addition, the Bayonne Point district contains a sanitary sewer pump station owned and operated by the local municipal utility authority. This .07 acre lot located within Block P-9, bordering on "W" Street, will not be conveyed unless the pump station is relocated at the developer's sole cost and expense.

D. Pre-submission; Submission; Form Of Submittal

To be eligible to submit an RFP response, receive RFP updates, make additional site inspections, and have access to supplemental information, respondents must be registered. Registration may be accomplished by completing the form on the Cushman & Wakefield website (www.peninsulaatbayonneharbor.net) and remitting \$250 payable to the BLRA at the address indicated. This payment will offset a portion of the cost incurred producing the supplemental information.

Prior to submission, there will be a pre-proposal conference and site tour on August 21, 2008 at 10:00 a.m. at 51 Port Terminal Boulevard on the Peninsula at Bayonne Harbor. All interested respondents are urged to have a representative in attendance. Minutes of the pre-proposal conference will be distributed to registered respondents only, and these minutes will be deemed incorporated in this RFP. Registered respondents may schedule separate site inspections.

Respondents must submit one original and twenty (20) bound copies of each Proposal, including all forms, drawings and attachments. The original

Proposal must include a cover letter signed by a representative who is authorized to bind the selected developer. The cover letter should indicate the district or districts included in the attached proposal.

Proposals must be delivered no later than 4:00 p.m. (EDT) on October 1, 2008 to:

Bayonne Local Redevelopment Authority
51 Port Terminal Boulevard
Suite 21
Bayonne, NJ 07002-5035
Attn: Joseph Nichols, Executive Director

A non-refundable proposal fee of \$5,000 must accompany each submission. The proposal fee must be in the form of a corporate or certified bank check payable to Bayonne Local Redevelopment Authority. If the respondent's submission encompasses two or more districts and the respondent wishes to have its proposal evaluated separately for each district submission, then an additional proposal fee of \$2,500 must be paid.

Upon completion of its initial evaluation, the BLRA will short-list a small number of respondents and ask for more detailed project information.

Short-listed respondents will be required to pay an additional \$5,000 proposal fee to cover the cost of further analysis. The BLRA will ask the short-listed respondents to make a public presentation regarding their development proposals for the three districts. All proposals received, whether or not short-listed, will be considered active until a Redevelopment Agreement is executed for the applicable district unless such proposal is withdrawn by the submitting entity or in the event that this RFP is cancelled.

Each RFP submission should endeavor to satisfy the information requested in the categories described below. Respondents whose submissions are not complete in all respects will be afforded an opportunity to supplement their proposal to address missing elements. All information must be clear and responsive to this RFP.

1. IDENTIFICATION

Provide the full corporate name, contact person, mailing address and e-mail address, state of incorporation, and authorization to do business in New Jersey. If respondent is a partnership or joint venture, provide all information for each individual company making up the partnership or joint venture, including disclosures of parties who own 10% or greater interest in such entity. The form and structure of any proposed partnership or joint venture must be clearly defined. Only responses from principals will be considered. Individuals in representative, agency, or consultant status may submit responses to this RFP on behalf of principals if principals are identified and solely responsible for the content and cost of the response.

Respondent must have adequate administrative design, technical management and personnel capabilities to implement the goals and objectives of the Redevelopment Plan. The proposed project architect, engineer, attorney, marketing team and other relevant professionals should be identified together with information regarding the qualifications of each.

If designated, respondents will need to document that they are an entity legally authorized to conduct business in the State of New Jersey, registered with the State Department of the Treasury.

2. DEVELOPER QUALIFICATIONS AND EXPERIENCE

a. *Qualifications*

List and describe five (5) major projects the respondent has had a direct role in as the responsible or joint venture developer. Identify the current ownership and property management for each project, if known. List any project defaults in which respondent or any of its principals have been a managing or general partner or had a controlling ownership interest during the past seven (7) years. Include three to four (3-4) references for entities or clients for whom the respondent has provided similar projects, indicating whether the work was that of the respondent itself or of specific personnel who will be assigned to the project. Identify the client contact name, organization, type of work provided, and the contact's address and telephone number. Indicate whether any of these entities were public entities. Describe respondent's experience with infrastructure construction and installation or the oversight and management thereof.

b. *Experience with Similar Projects*

Provide a description of each project in terms of use, size, cost, development yield, location, and other pertinent factors. Specify the scope, cost, time to completion, completion date and sources of funding for all projects. Provide a description of respondent's roles and responsibilities during development.

Respondent's narrative of its project experience should include a demonstration of the project's success in terms of design, use, and construction, employment, tax assessment, and associated expansions or spin-off development. Indicate whether the project was completed on a timely basis and within budget.

Discuss any unanticipated problems that arose in connection with any of the above projects, and describe how respondent addressed them.

3. DEVELOPMENT DISTRICT AND DEVELOPMENT BLOCKS

Each respondent must indicate whether it is submitting for one or more of the Loft, the Landing or Bayonne Point districts, and, if the proposal encompasses more than one district, whether it wants to be considered separately for each district or any combination of the districts. A respondent submitting for the Bayonne Point district must state whether it wishes to include the Cape Liberty Cruise Port option in its proposal.

Respondents proposing residential development should observe the per district residential unit guidelines described in the Redevelopment Plan. These guidelines are:

**+ 510 residential units for the Landing District;
+ 1,070 residential units for the Loft District; and
+ 1,675 residential units for the Bayonne Point District.**

Some increases from these unit counts may be available to respondents for one or two districts

if other proposers seek fewer residential units, or if commercial demand is significantly less. Respondents for one or two districts will be advised whether such an opportunity for increased housing density exists after submission during the RFP evaluation period.

Respondents seeking two or more districts may redistribute the residential density listed above within the development envelope for which they are seeking designation.

Developers proposing non-residential development for a single district may propose up to the maximum square footage allocated to all three districts (e.g., 2 million sf) for that one district. Should the BLRA elect to pursue commercial and residential development proposals generating traffic which, in the aggregate, exceed likely highway capacity (given certain traffic mitigation improvements), respondents may be asked to modify proposed built square footage.

Respondents are advised that, because of the need to balance traffic flow, the substitution of residential and commercial uses cannot be assumed on the basis of built space or even trip generation. Proposals which are short listed will be subject to detailed traffic analysis.

If the project is intended to be phased, respondents should provide the take-down schedule (from date of Redevelopment Agreement execution or issuance of essential development approvals for the initial phase of development) for the purchase of each individual development district or development

blocks within the district(s). The BLRA prefers to transfer each development district as a single conveyance. Please note also that the BLRA will not accept proposals that are for only a portion of a development district, with the exception of the southern portion of Bayonne Point.

4. FINANCIAL OFFER; CLOSING DATE(S)

Respondents should make a financial offer with three components:

- (a) A base purchase price due at closing, or, if closing is to be phased, at each closing, which amount may be expressed as either (a) a fixed dollar sum, or (b) a fixed dollar sum with an escalation factor (either a stated percentage rate per annum, or CPI, or another recognized index).
- (b) The estimated cost of constructing public infrastructure on the Peninsula from the western-most boundary of the district(s) for which the developer is proposing, including streets (and all utilities placed therein), parks, bulkheads, and the Hudson Riverfront Walkway. Designated developers will be responsible for constructing both private and public infrastructure. Cost estimates should be prepared by completing the Infrastructure Budget Form, available in Exhibit 3. Registered respondents may reference the BLRA's database of unit prices as set forth in the Construction Bid Tabulation. For informational purposes only, the BLRA engineer has prepared conceptual cost estimates for public infrastructure for each of

the RFP development districts necessary to support the development program described in the Development Assumptions table of the Redevelopment Plan. These estimates are: Landing district, approximately \$29 million; Loft district, approximately \$37 million; and Bayonne Point district, approximately \$67 million. A summary of these estimates is included with Exhibit 4 and detailed back-up for the BLRA engineer's conceptual estimates is available to registered respondents. As indicated above, these are conceptual estimates based on a development program which may not necessarily match that proposed by the respondent. Respondents which are unable to complete their own infrastructure cost analysis may utilize the BLRA engineer's estimate set forth above in the initial submission.

The developer's obligation to construct public infrastructure forms part of the consideration and must be secured to the reasonable satisfaction of the BLRA. One possible mechanism for securing the obligation is for the BLRA to provide a purchase money mortgage (PMM) equal in amount to the estimated public infrastructure cost. No current payments will be due on the PMM during design and construction, and the PMM will be deemed satisfied and marked "paid in full" upon the developer's completion of the public infrastructure. Respondents may use this PMM mechanism or propose alternatives to secure the public infrastructure obligation. Alternatives may include the posting of a letter of credit or performance and payment bond.

Respondents are advised that if alternative funding is secured by the BLRA for such public infrastructure, the BLRA will seek to have all or a portion of the estimated cost of construction added to the base purchase price.

- (c) Purchase offers should include a participation payment expressed as a defined percentage of the final sale price of residential for-sale units, or commercial for-sale condominiums or other for-sale units, above a dollar per square foot or unit sale price threshold minimum. Participation percentages may scale according to differing threshold minimums. The threshold minimum(s) may escalate over time by either a stated percentage rate per annum, or CPI, or another recognized index. If the development project is conceived as a rental development, whether residential or commercial, then the participation payment percentage should be applied to the gross revenue net of vacancies and collections. Participation payment offers may not substitute for any portion of the base purchase offer.

Respondents are afforded the opportunity to select one of two closing dates. The date of closing can be either: (1) the date that essential public approvals necessary to implement the proposed development project are in place, such date not to extend beyond a negotiated “outside date”, and/or (2) a date ninety (90) days from designation but not later than June 30, 2009, with the developer accepting all existing encumbrances, title, site conditions and also assuming the full responsibility and risk of securing

all public approvals. Proposers for the Bayonne Point district electing to close within 90 days of designation will not be expected to complete the purchase of the northern portion of Bayonne Point, but will be afforded the option described here in Section C(3).

Respondents which elect to close with entitlements in place must indicate which public approvals are necessary in order to close title. Developers which elect to close only upon the issuance of essential approvals will be asked to provide a substantial deposit at Redevelopment Agreement execution.

Regardless of which closing date is selected, developer(s) will be required to pursue public approvals in accordance with a stated schedule, and the deed of conveyance will obligate the purchaser to complete both the public infrastructure and private development project within the agreed-upon term of a Redevelopment Agreement with the BLRA.

In preparing financial offers, respondents should assume that property taxes, whether by payment-in-lieu-of-taxes agreement or as direct tax payment to the City, will be subject to the same assessment rules and be equal in amount otherwise payable by property owners elsewhere in the City. In addition, developer(s) should assume that they will be charged an amount, to be determined, to maintain certain project amenities and infrastructure elements, such as parks and the Hudson Riverfront Walkway, within the designated district(s). Developer(s) may offer additional sums for the creation and/or maintenance of additional public amenities.

As is described herein in Section G(1)(c), the BLRA may allow designated developers to operate, and reap income from, certain interim uses pending implementation of development projects. The BLRA will consider leasing property to designated developers for interim uses prior to closing, or allow interim uses on purchased property until the commencement of construction of permanent improvements. By way of example, continued operation of the dry dock is one such permitted interim use.

Creative thinking and approaches to financing structures are encouraged. Examples of structures utilized by the BLRA in the past to achieve similar objectives are contained in the executed redevelopment agreements available to registered respondents.

Any contingencies, restrictions, conditions, terms or requirements of sale, other than as set forth in this RFP, while not encouraged, must be clearly noted as part of the financial offer.

The proposed financial offer does not constitute a bid for sale; however, if selected as a preferred developer, this offer will serve as a basis for negotiation.

Financial offers should be placed in a separate sealed envelope. The portion of the purchase price setting forth the infrastructure cost should be made using the Infrastructure Budget Form provided in Exhibit 3.

5. PROJECT NARRATIVE

Provide a narrative description of the proposed development, including (1) the development district or districts (2) conceptual framework for the overall project, (3) anticipated target market, (4) number and type of units or commercial space on each development block, (5) square footage of each development component, (6) phasing of construction, and (7) important development milestones.

Proposers should estimate the number, bedroom size, and price range for both for-sale and rental residential units. Prices and rental figures should be expressed in 2007 dollars.

The description should be prepared in adequate detail with supporting data included as necessary.

Respondents should complete and submit the Development Matrix Form provided in Exhibit 2 detailing development proposed for each block.

The project narrative should indicate also the manner in which respondent is addressing the requirements of the NJ Council on Affordable Housing (COAH). For the purpose of the initial RFP submission, respondents should use the existing City COAH ordinance available either from the City, or as a document accessible to registered respondents, representing the current COAH requirement. Respondents are advised, however, that the City ordinance will most likely be amended

to conform to the newly issued COAH guidelines. Additional information regarding the new COAH requirements will be available subsequent to the RFP submission date.

6. DESIGN ELEMENTS

For each development district, provide concept site plan drawings (at recommended 1 inch = 50 feet scale) that illustrate program and design intent, as well as proposed massing in perspective view or elevation. Submittals should include both electronic and hard copy formats. While not requested at this time, the BLRA reserves the right to require schematics and/or other design plans in furtherance of its evaluation.

The design should reflect the prominence of the three districts within the Peninsula. It should also provide opportunities for the public to see and connect with the waterfront. Conceptual plans for park spaces should be included.

The BLRA encourages conceptual plans where new buildings and the adaptive reuse of existing structures meet the highest standards of design and construction. The BLRA is interested in receiving proposals that promote energy efficiency, renewable energy, green building practices, and the use of alternative fuel vehicles. Respondents should describe the extent to which any aspect of the project features or meets standards for environmentally sustainable structures and relevant “green building” standards.

7. EMPLOYMENT GENERATION

Respondents should estimate the number, type and quality of jobs generated by the project (including both construction jobs and permanent jobs). Quality refers to wage range, full-time or part-time status and the level of healthcare and related benefits that are anticipated to be generated by the project.

In addition, respondents should indicate their willingness to participate in the BLRA’s “First Source” employment program requiring all contractors, subcontractors and permanent employers to list job openings locally. The First Source provision of the Redevelopment Agreement shall be as follows:

“The Developer shall make good faith efforts to employ, and shall provide in its contracts with its contractors and subcontractors that they must make good faith efforts to employ qualified residents of the City in the construction of the Development Project. In addition, consistent with market wages and to the greatest extent feasible, the Developer shall make good faith efforts that qualified residents of the City are employed in the operation of the Development Project. The Developer shall cooperate with the BLRA: (i) in developing a plan to coordinate training programs and employment recruitment efforts for qualified City residents, (ii) to recruit qualified City residents for all employment opportunities in connection with the Development Project, and (iii) to cause its contractors and subcontractors, when first engaged for the Development Project to provide an initial hire report to the BLRA concerning its training, recruitment and employment efforts.”

8. FINANCIAL AND MARKET DATA

Preliminary financial data on the proposed development must be submitted including the following:

- (a) Preliminary development budget presented in adequate detail for each project component and category of hard and soft costs. Present all key assumptions supporting budget estimates for pre-development, construction and start-up periods. For all new development, information should be prepared on both a per unit and per square foot basis.
- (b) Sources of equity and debt for development budget and working capital needs, if any. Describe expected terms for project financing. Provide letters of interest/or intent from equity investors (if different from respondent), lenders and other funding sources as applicable. Financial statements should be provided for outside equity investors, guarantors and likely sources of debt financing if such entities are not public companies. If debt is to be provided by means of project bonds, then the method, source, and eligibility for such financing should be fully described.
- (c) A detailed development pro-forma extending from the commencement of the pre-development period to completion of unit sales or rentals prepared on a monthly or quarterly basis. If the selected developer or an affiliate is to operate the completed project, present an operating pro-forma that includes the first five years following substantial completion.

The development pro-forma should include an estimate of required peak equity capital investment, debt, and collateralized credit necessary to finance the development including the associated cost of public infrastructure. If mezzanine or similar subordinated debt is contemplated please describe the likely terms.

All assumptions should be clearly set forth. The development budget, sources and uses of funds, and development and operating pro-forma should be submitted both digitally in Microsoft Excel format (showing formulas) and hard copy.

Respondents should include such market data and studies as are applicable and available to support absorption rates, revenue and sales projections. Respondents are encouraged to identify known tenants or anchor users if the project includes a significant commercial component. Proposals that contain hotel development should indicate total rooms and other program elements, brand together with letter of interest from hotel operator, hotel pro-forma, and market data to support revenue assumptions. Market assessments can be prepared by respondent's in-house staff if it has sufficient footprint in the region, or by a qualified analyst.

9. PAYMENT AND PERFORMANCE GUARANTEE

Respondents should specify the nature of payment and performance guarantees to the BLRA.

While the selected developer may be a newly formed single purpose entity, the performance of all obligations under the Redevelopment Agreement must be guaranteed by one or more financially capable party or parties. Such guarantee may, in the reasonable judgment of the BLRA, require the posting of security, which may be in the form of an unconditional irrevocable letter of credit or in other form acceptable to the BLRA. The requirement to post security shall depend upon the financial strength of the guarantor, the nature of the completion guarantee provided to the construction lender and third party rights, if any, afforded the BLRA under such construction loan guarantee, and other assurances as may be negotiated between the BLRA, the selected developer and the guarantor. The guarantor and named developer may be related parties.

10. PROJECT SCHEDULE

Proposals should include a schedule of key predevelopment and construction milestones.

The start date of the project schedule should be execution of the Redevelopment Agreement. The schedule should be prepared on a quarterly basis and include design and construction of public infrastructure, securing public approvals, and commencement and completion of improvements on each development block within the district(s).

11. ACKNOWLEDGEMENTS AND CONFIDENTIALITY

Respondent must submit an executed acknowledgement and confidentiality statement in the form attached as Exhibit 5 agreeing (1) it will maintain discussions and negotiation matters with BLRA as confidential, and (2) it will be bound by the terms of the RFP. The statement must be signed by an authorized principal or officer of the developer and will be in effect until such time as a final disposition of the property has been completed or until the selection process itself has been formally terminated by the BLRA without such disposition.

12. ADDITIONAL INFORMATION

Respondents are invited to provide any additional information they may deem relevant to the BLRA's consideration of their responses.

13. AUTHORIZATION

Each submission must be accompanied by a cover letter from an authorized representative of respondent approving the submission.

E. Selection Process

It is the intention of the BLRA to short list respondents within approximately 30 days of RFP submission and complete its evaluation and conditionally designate one or more developers within approximately 120 days. The BLRA further expects to enter into one or more binding redevelopment agreements within approximately 90 days of conditional designations.

1. EVALUATION; SHORT LIST

The BLRA will initially evaluate each submission for completeness and clarity. It is likely that the BLRA will seek additional clarification to submitted information and/or request missing information before undertaking its evaluation. Respondents will have a limited time period in which to provide such clarifications and/or missing information. Proposals which are incomplete at initial submission will not be rejected, but all respondents are urged to prepare and present proposals which are as complete as possible under the time constraint imposed by the RFP schedule.

As it conducts its evaluation, the BLRA will apply criteria that measure how each proposal fulfills the goals and objective set forth in Section A of this RFP.

“The BLRA’s primary goals in issuing this RFP are (not in order of importance) to: (1) secure the timely improvement of the three districts, (2) produce new real estate tax ratables to sustain important municipal services, (3) create construction and new permanent jobs, and (4) generate sale and associated revenue to support additional redevelopment

activity. Other important objectives include the realization of quality design, creation of open space and other amenities, production of affordable housing, and environmental sustainability.”

The BLRA will in addition assess the financial feasibility of each development program and the capability of each respondent.

The BLRA expects to complete its initial review and short list a small number of developers within 30 days. These short-listed developers will be asked to provide more detailed plans and make a public presentation. They will, in addition, be afforded the opportunity to conduct additional due diligence as described below.

2. ADDITIONAL DUE DILIGENCE

Short-listed developers will be given an additional due diligence period of between 30 and 45 days. The short-listed respondent(s) shall be granted access to the applicable district(s) for the purpose of completing its due diligence review of the property’s physical condition, including, but without limitation, geotechnical conditions and site surveying. Due diligence investigations may include, subject to the review and approval of the BLRA, soil borings and other invasive testing. Access and the right to test will be granted under one or more licenses to be issued by the BLRA. Such licenses will contain terms and provisions, including, without limitation, insurance coverage and indemnification of the BLRA.

3. CONDITIONAL LETTER OF DESIGNATION

Upon selection of an RFP respondent, the BLRA will enter into a CDL with that entity setting forth basic financial terms and incorporating the selected RFP response (as it may be modified by agreement of the parties) by reference. The CDL shall have a term of ninety (90) days, which period may be extended by the BLRA in its sole discretion. While the CDL is in effect, the BLRA will negotiate exclusively with the conditionally designated respondent for the acquisition and development of the applicable district or districts. A non-refundable fee of \$250,000 will be due at CDL execution. This CDL fee will be credited to the purchase price upon closing.

4. REDEVELOPMENT AGREEMENT

Within approximately 90 days from CDL issuance, selected developer(s) will be expected to enter into redevelopment agreement(s) with the BLRA. Each redevelopment agreement will set forth specific development rights and obligations, and will serve additionally as a contract of sale. The term of the redevelopment agreement will extend beyond land sale closing to the completion of the project for which the developer is designated.

Also during the CDL period, the BLRA and the conditionally designated respondent(s) will cooperate to determine required public approvals and establish a schedule for preparing and submitting applications for agency and public review.

If the respondent has elected to close without public approvals, the land closing shall occur simultaneously with execution of the Redevelopment Agreement.

5. SELECTION SCHEDULE

Request For Proposals Issued.....	July 23, 2008
Pre-Bid Meeting and Tour	August 21, 2008, 10:00 AM
Additional Site Inspections (limited).....	By Appointment
Proposals Due	October 1, 2008, 4:00 PM
Short List	No later than November 1, 2008
Public Presentations	November 15, 2008
Designation and CDL Execution.....	January 15, 2009
Redevelopment Agreement Execution.....	April 15, 2009

6. COMMUNICATIONS PROTOCOL

All inquiries concerning this RFP should be made in writing, and transmitted by e-mail, to RFP2008@bayonne-lra.com. Additional information, and responses to questions applicable to more than the party making the inquiry, will be sent to the designated e-mail representative of each entity that registers for this RFP. It is therefore important that potential respondents make certain that registered email addresses are correct and remain current.

Important information may be posted from time to time on both the BLRA website at <http://www.bayonne-lra.com> and the Cushman & Wakefield website at <http://www.peninsulaatbayonneharbor.net>.

Unless specifically designated, no employee of the City, the BLRA or its employed professionals are authorized to provide an interpretation of any part

of this RFP or to give information in addition to that which is contained in this RFP. Interpretations, responses to inquiries and additional information will only be communicated in the manner set forth above. Telephone inquiries will not be accepted.

The BLRA has appointed Cushman & Wakefield as its exclusive broker in connection with the sale of the three RFP districts, and has granted Cushman & Wakefield the sole and exclusive right, together with the BLRA, to offer for sale the BLRA's interest in the three RFP districts. Contact information for Cushman & Wakefield is available at <http://www.peninsulaatbayonneharbor.net>. RFP registration information is available only through the Cushman & Wakefield website.

Brokers which represent a potential purchaser must look to that purchasing entity for any and all compensation.

F. Construction Of Infrastructure

The installation of infrastructure by designated developer(s) is a key obligation and forms an important component of the consideration to the BLRA for development rights on private development blocks.

It is anticipated that the selected developer(s) will construct all utility extensions and service laterals within designated district(s) necessary to connect proposed development(s) to a backbone utility system. Developers will, in addition, construct certain “stand alone” systems, such as storm water management, within development districts, distribute utilities to individual development blocks, perform shoreline stabilization, make open space improvements, construct rights of way, demolish existing structures, and fill and surcharge as necessary.

All public roadways to be constructed are owned by the BLRA and are offered for dedication to the City. All water, sewer and storm water management with the public rights of way, parks and open space will be dedicated to the City or the Bayonne Municipal Utilities Authority (“BMUA”) upon completion. Other constructed improvements such as the Hudson River Walkway will similarly become the property of the City.

To assist respondents in the preparation of a preliminary budget for public infrastructure

construction, the BLRA has attached in Exhibit 3, Infrastructure Budget Forms. In addition, the BLRA has undertaken numerous infrastructure construction projects over the last several years. A database of contract bids is available for registered respondent’s use in completing Infrastructure Budget Forms.

Completed Infrastructure Budget Forms must be submitted as part of the Financial Offer.

1. SCOPE OF PUBLIC INFRASTRUCTURE WORK

The Landing, Loft and Bayonne Point development districts are predominantly without the infrastructure necessary to support new development. With the exception of a recently constructed sanitary sewer “trunk” line, all existing utility service is inadequate for development. Also, portions of the existing shoreline will require stabilization, and most of the three development districts require the placement of fill to raise site grades above the 100-year floodplain elevation. New roadways and appurtenances (signage, lighting, striping, etc.) within the right of way will have to be constructed in accordance with the selected development plan, and water, storm sewer, gas, electric, and telecommunication distribution lines installed. Developers will also makes open space improvements, demolish existing structures, and fill and surcharge as necessary.

The BLRA will work with the selected developer(s) on the design of the infrastructure. In addition to the BLRA, the infrastructure design will be subject to the review and approval of the BMUA, NJDEP, the City, and various governmental agencies.

a. Utilities

In the event that two or more developers are designated for the three districts, the BLRA will construct a “backbone” utility loop necessary to support a phased development. Alternately, the BLRA may contract with one of the selected developers to construct the utility backbone loop. Should a single developer be selected for all three districts, that developer will be responsible for constructing the utility backbone loop and all other infrastructure within the three RFP districts. Utilities to be included in the backbone loop include the following:

- Sanitary Sewerage Collection
- Electric Manhole and Conduit System
- CATV Manhole and Conduit System
- Natural Gas Distribution
- Potable Water Distribution

The conceptual location of the utility loop is illustrated below. Note that the actual location and configuration is subject to change based upon the final engineering and the street layout selected for development. Within the loop area, the referenced utilities will be constructed to accommodate the maximum density of allowable development. In addition to the required utilities, the loop construction will include the



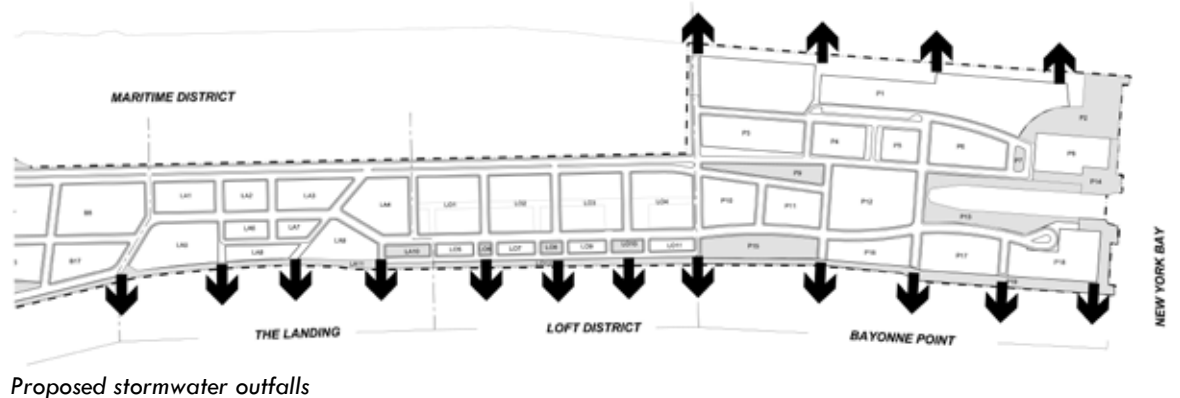
curbing, roadway and street lighting necessary to convey traffic to the eastern end of the Peninsula.

In addition to the backbone utility loop, the developer(s) will be responsible for utility distribution within each district for which they are designated. A summary of each utility required for development is presented below:

i. Stormwater Management

Pursuant to the requirements of the issued NJDEP waterfront development permit, stormwater generated from the site must be collected and treated before being discharged to

New York Harbor. The approved stormwater infrastructure design calls for separate collection of “clean” stormwater (i.e. from roofs, parks, plazas, etc.) and “dirty” stormwater (i.e., from asphalt surfaces, industrial activities, etc.). The clean stormwater is permitted to be discharged directly into New York Harbor without treatment. The dirty stormwater must be treated with mechanical devices to remove a portion of suspended solids prior to discharge. Proposed stormwater collection systems for the site are oriented primarily in a north-south direction, with outfalls at the bulkheaded street ends (see below).



ii. Potable Water

The utility loop will include a potable water distribution system. The water system will be owned and operated by the BMUA, and will be subject to hookup fees as required by the Authority. Developers will be expected to provide both the primary and service laterals necessary to connect development to the proposed loop system, which will be fitted with service stubs that anticipate future hookups.

iii. Sanitary Sewerage Collection

The BMUA completed construction of a sanitary sewerage collection system for the Peninsula in 2005. The system operates under gravity flow, with the support of three lift stations (one in each of the three districts). The capacity of the system is sized to accommodate the maximum density of anticipated development.

The sewerage collection system generally follows the route of the proposed utility loop; however, there is a known pump station location conflict within the Landing District that may require relocation of the pump station. Likewise, a portion of the pipe run in the Landing District may require relocation.

Developers will assume responsibility for constructing primary and service laterals from proposed development blocks to the sanitary sewerage collection system's trunk line. It is anticipated that most, if not all, of these connections can be made by gravity connections. Developer hookups to the system will be subject to BMUA fees.

iv. Electric Power Distribution

Electrical service to the redevelopment is to be provided by PSE&G via an underground manhole and conduit system. Service will originate from a new electrical substation, to be built within the Maritime district. The utility loop will be fitted with stubs in anticipation of future connections by developers. Developers will be responsible for service extensions and all house connections.

v. Natural Gas Distribution

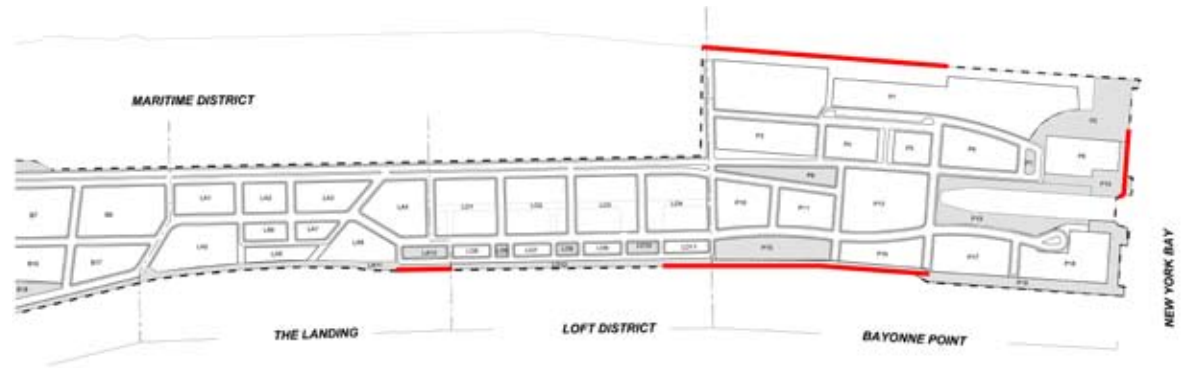
Gas service to the redevelopment will be provided by PSE&G via an underground pipe system originating at the Peninsula's border with Route 440. The utility loop will be fitted with stubs in anticipation of future connections by redevelopers. Developers will be responsible for service extensions and all house connections.

vi. Telephone and CATV Distribution

CATV and telephone service to the redevelopment will be provided by Verizon and Cablevision via underground manhole and conduit systems originating at the Peninsula's border with Route. 440. The utility loop will be fitted with stubs in anticipation of future connections by redevelopers.

b. Shoreline Stabilization

Since 2001, the BLRA has been replacing bulkheads with assistance from Federal and State grants. Design of these replacement bulkheads includes consideration of the future fill elevations and upland loadings. The figure presented below illustrates the approximate locations of shoreline stabilization that will have to be constructed by the developer.



Shorline stabilization

c. Rights of Way

With the exception of the curb and pavement along the utility loop, the redeveloper(s) will be responsible for constructing all right of way improvements, including the following:

- Curbs
- Pavement
- Lighting
- Striping
- Signage
- Traffic Control
- Street Trees / Landscaping
- Sidewalks
- Street Furniture

d. Open Space and Parks

The Redevelopment Plan prescribes certain open spaces within the development districts. Except as discussed above with respect to Harbor View Park, development of these open spaces (or their approved equivalent) is the responsibility of the developer(s) and shall satisfy the Redevelopment

Plan and NJDEP waterfront development permit's provision of pervious coverage and the Hudson River Waterfront Walkway.

e. Demolition

The BLRA will demolish buildings 43, 33, and 23. Demolition will not include foundation pile removal, but will include removal of all concrete pile caps and girders.

Selected developers will be responsible for all other demolition activity, with the possible exception of Buildings 14, 32, 42 and 100 as described below.

- Buildings 32 & 42 – Demolition of these 6-story masonry buildings is a developer option. The developer must propose an adaptive reuse plan if they are not demolished.

- Building 14 – This former warehouse currently houses the Cape Liberty Cruise Port passenger ship terminal in the northern portion of the Bayonne Point district. The demolition of this building would occur only if the developer and/or Royal Caribbean builds a new passenger terminal building.

- Building 100 – Demolition of this 110,000 sf building located in the southern portion of the Bayonne Point district is a developer option, as its existing footprint is accommodated in the Redevelopment Plan. An adaptive reuse plan must be submitted if the building is to be retained.

All other demolition required to implement development of the districts, other than the removal of Buildings 43, 33 and 23, is a developer responsibility. Examples include removal and disposal of asphalt, miscellaneous concrete, abandoned underground utilities, fencing, etc.

f. Fill

An estimated 450,000 cubic yards of fill is required to raise the three RFP districts above the flood plain elevation. Provision and placement of fill is a developer responsibility, with the exception of the backbone utility loop area which will be raised by the BLRA if multiple developers are designated. A topographic survey of the Peninsula is available to registered respondents.

g. Surcharge

Settlement of underground utilities due to placement of fill is a design concern. The redeveloper will be responsible for implementation of a surcharging program, as may be necessitated by geotechnical conditions. Respondents are advised to review the available boring logs before preparing their proposals. The RFP Project FTP site contains geotechnical information for Respondents' consideration.

h. Site Remediation

NJDEP has issued a No Further Action (NFA) determination for the Peninsula's soil contamination. Installation of all infrastructure which involves a temporary disruption of capped areas shall comply with the requirements of the recorded soil contamination deed notice.

i. Project Labor Agreement

Construction of public infrastructure must be performed by union labor in accordance with the

BLRA's project labor agreement (the "PLA"). A copy of the PLA will be made available to short-listed respondents.

j. Maintaining Continuing Operations During Infrastructure Construction

Access to the cruise terminal, dry dock operation, and Harbor View Park must be maintained during infrastructure construction.

2. OTHER INFRASTRUCTURE AT THE PENINSULA EITHER COMPLETED OR UNDERWAY

Infrastructure work performed or overseen by the BLRA has included demolition, bulkhead replacement and stabilization, completion of the BMUA's sewer integration and water extension projects, completion of environmental remediation, and the first phase of the infrastructure construction currently under way to deliver roads and utilities to a portion of the Peninsula.

a. Harbor Station and Bayonne Bay Infrastructure

The BLRA has designated an affiliate of Trammell Crow Residential to construct roadways, utilities, bulkhead improvements, parks and open space. Plans were prepared by Langan Engineering. This \$50 million construction project will bring completed infrastructure to the western boundary of the Landing District by November 2009.

b. Demolition of Obsolete Structures

To date, approximately \$12,000,000 has been spent on demolition of obsolete structures on the Peninsula that existed at the time of transfer of the Peninsula from the Army to the Agency. Demolished structures included a 3,000,000 gallon reservoir, nine obsolete apartment buildings, eleven obsolete warehouses, six one-story wood or corrugated structures, a sewage treatment plant, a water tower, and other miscellaneous infrastructure.

c. Shoreline Stabilization Projects

Phase I – Bulkhead and Cap Construction. This project consisted of the construction of 1,500 linear feet of new bulkhead and concrete cap in the Landing District, and an additional 1,500 linear feet of concrete cap in Bayonne Bay. The total cost of the project was approximately \$2,600,000. This project was completed in 2004.

Phase II – Berth S-1 Bridge & Platform Caisson Repair. This project involved extensive underwater repair by divers to "re-jacket" concrete piles supporting Berth S-1. Additional project elements included bulkhead replacement at the eastern edge of Berth S-1 and the construction of a bridge at the center of the berth to connect it with the upland. This project was completed in 2007 at a cost of approximately \$6,300,000.

Phase III – Berth N-1 Extension. This project consists of a 300 foot extension to an existing 1,000 foot long berth. The extension will allow passenger vessels (which vary in length from 700 feet to over 1,000 feet) to dock. Construction was completed in the summer of 2008 at a cost of approximately \$9,500,000.

Phase IV -- Eastern Shoreline Stabilization and Berth S-1 Improvements. This project, which is currently in the design phase, calls for an estimated 1,400 feet of bulkhead replacement, construction of a second bridge for Berth S-1, and various other improvements to the Berth S-1 structure.

d. Sanitary Sewage Infrastructure

This project, constructed by the BMUA, consisted of construction of a sanitary sewer trunk line and pump stations necessary to convey sewage generated on the Peninsula to the municipal system. The project included the installation of several thousand feet of sewer mains, the installation of four pump stations and the abandonment of one pump station. The project was completed in 2005 and cost approximately \$4,000,000.

e. Establishment of Cape Liberty Cruise Port

The Cape Liberty Cruise Port was established through the investment of approximately \$11,000,000 to convert an existing warehouse into a state of the art cruise terminal meeting all current U.S. Customs, U.S. Coast Guard and Border Patrol security requirements. The cruise port also required site improvements, including new bollards and fenders at Berth N-5, maintenance dredging of Berth N-5 and paving and lighting of parking areas and roadways. In June 2007 Royal Caribbean completed a \$6 million winterization project which enables the cruise port to operate on a year-round basis. A reconstruction and expansion of Berth N-1 was completed in the Summer 2008 and Royal Caribbean will be relocating to that berth from Berth N-5 in September 2008.

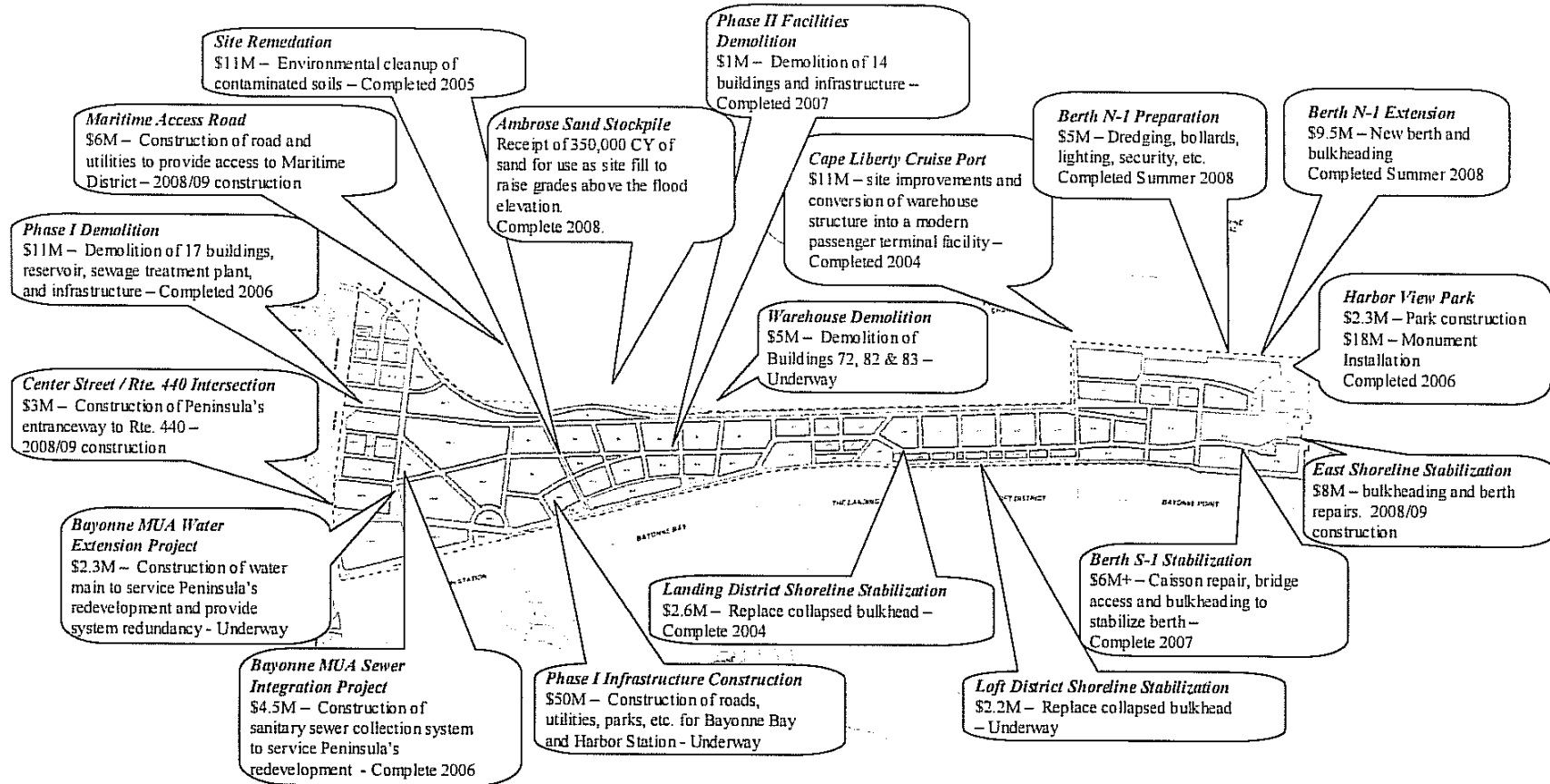
f. Creation of Harborview Park

Harborview Park is located at the northeast corner of the Peninsula. This park has panoramic views of New York Harbor and is home to a monument entitled “To the Struggle against World Terrorism”. This bronze sculpture monument (which stands 100 feet tall) was designed and constructed as a gift of the artist Zurab Tsereteli and the people of Russia. The cost of the monument installation is estimated at approximately \$18,000,000. The cost of construction of the surrounding park was approximately \$1,300,000. Additionally, a \$1.2 million bulkhead replacement is underway to provide additional park improvements.

g. BMUA Phase 1 & 2 Water Infrastructure Improvements.

This project involved the construction of approximately 3,200 feet of water main to provide the Peninsula’s redevelopment with a reliable source of potable water. The water main will connect the Peninsula to redundant supplies originating from the north and south of the property. Construction of the project is anticipated to be complete in the fourth quarter of 2008.

PENINSULA AT BAYONNE HARBOR INFRASTRUCTURE WORK SUMMARY



G. Public Approvals

In accordance with the criteria set forth in the Redevelopment Law, the City identified the Peninsula as an area in need of redevelopment and adopted the Redevelopment Plan.

The BLRA undertook a comprehensive multi-disciplinary Transportation and Land Use Study to advance the Redevelopment Plan based on an in-depth evaluation of land use, transportation, architectural, environmental, and community integration aspects. The products of the Transportation and Land Use Study were an amendment to the Redevelopment Plan, a Local Roadway Connector Study and a Transportation Analysis Technical Memorandum, and an application to NJDEP for a site-wide master waterfront development permit. The waterfront development permit for the site as established in the Redevelopment Plan was issued on December 14, 2005. A copy of the Transportation Analysis Technical Memorandum, which discusses various traffic mitigation measures, is available to registered respondents.

The BLRA was the recipient of the New Jersey Future 2005 “Smart Growth Award, “New Jersey Chapter of the American Planning Association” (NJAPA); 2005 “Outstanding Comprehensive Planning Award,” New Jersey Planning Officials (NJPO); 2005 “Achievement in Planning Award,” New Jersey Chapter of the American Institute

of Architects (NJAlA); 2006 “Smart Growth Award,” and the American Council of Engineering Companies of New Jersey 2006 “Award for Engineering Excellence” for the Redevelopment Plan for the Peninsula.

1. THE REDEVELOPMENT PLAN

The Redevelopment Plan sets forth a master vision, redevelopment objectives, design principles, specific land use controls, interior roadway network and the development plan review and approval process. A copy of the Redevelopment Plan is available both to the public at the BLRA website and to registered respondents through the Cushman & Wakefield website.

The Redevelopment Plan Appendix B contains a Development Assumption Table. The built square footages of the various land uses in the table is an illustrative example of potential development density and mix of uses at the Peninsula based on the permitted land uses and floor area ratio and tested traffic model. The table provides a framework, but the quantities in the table are not regulatory minimum or maximum standards.

Respondents are encouraged to take advantage of the development potential afforded under the Redevelopment Plan consistent with the product mix and market orientation of the submitting development entity and sound planning principles. Proposals must be consistent with the master vision

and objectives set forth in the Redevelopment Plan. Respondents are encouraged to adhere to the development regulations in Section 2 of the Redevelopment Plan, including design standards, land use controls, building regulations, and interior roadway network. Each development block has individual regulations with respect to use, building frontage, maximum impervious coverage, minimum and maximum floor area ratio, minimum and maximum heights, vehicular access points, and location of architectural emphasis. The Plan regulates the maximum floor area ratio for each district based on the total tract area of the district.

District FAR

Landing - Primary	1.8
Landing - Overlay	2.5
Loft - Primary	2.9
Loft - Overlay.....	2.9
Bayonne Point	3.2

The BLRA shall accept and review proposals that require deviations or amendments according to the conditions below, but the BLRA makes no representation that a deviation will be granted by the BLRA Board of Commissioners or the Bayonne Planning Board, or that an amendment will be approved by the Bayonne City Council. If a proposal contains deviations from, or requires an amendment to, the Redevelopment Plan, it is advised that an alternative compliant proposal be included as well.

(a) Deviations from the Redevelopment Plan

The BLRA shall consider a deviation from the Redevelopment Plan only if:

- (i) it will not substantially impair the intent and the purpose of the Redevelopment Plan,*
- (ii) it will not cause substantial detriment to the public good,*
- (iii) it will not adversely affect the surrounding uses,*
- (iv) the benefits of the deviation substantially outweigh any detriment, or*
- (v) the purpose and intent of the Plan would be advanced by the deviation.*

Per Section 2.12.11 of the Redevelopment Plan, the Planning Board may grant deviations from the strict application of the regulations within the Redevelopment Plan, except no deviations shall be granted for the following conditions;

- (i) to allow a use not specifically permitted within a redevelopment plan block*
- (ii) to exceed maximum floors area ratio,*
- (iii) to exceed maximum building height, or*
- (iv) major alteration of streets*

(b) Amendments to the Redevelopment Plan

The changes for which no deviation may be granted may be achieved by amendment of the Redevelopment Plan by the Bayonne City Council. The BLRA will entertain proposals which require amendments to the Redevelopment

Plan limited to the following conditions, and provided further that they do not violate the land use conditions of the issued NJDEP waterfront development permit. Amendments which may be considered include, but are not limited to:

- (i) Shifting allowable uses within a district to different blocks than those specified in the Plan.*
- (ii) Shifting allowable uses among the districts (for development proposals of more than one district), except that a passenger terminal may only be located within the Bayonne Point district.*
- (iii) Accepting uses not specified in the Redevelopment Plan, but which are similar to the types of allowable uses within the district, provided that they do not adversely affect the surrounding uses.*
- (iii) Adjusting east-west roadway locations (and block layouts) without eliminating north-south view sheds required under the NJDEP waterfront development permit.*
- (iv) Exceeding maximum floor area ratio regulations on individual development blocks, provided that the maximum district floor area ratio is not exceeded.*

(c) Interim Use

The Redevelopment Plan provides for interim uses pending implementation of approved projects. The Redevelopment Plan specified in Section 2.12.14 that: “Interim uses may be established by the BLRA provided that such uses will not have an adverse effect on existing or

contemplated development during the interim period.” By way of example, the existing dry dock operation in the Bayonne Point district is an interim use.

Respondents will be allowed to propose one or more interim uses pending implementation of those permanent improvements set forth in the Redevelopment Agreement. Such interim uses may be initiated either prior to closing under a lease arrangement, or subsequent to closing but prior to final public approvals and construction.

2. HIGHWAY ACCESS PERMIT

The redevelopment of the Peninsula includes a series of on- and off-site transportation infrastructure improvements to serve the accessibility and mobility needs of the future residents, employees and visitors. The BLRA is committed to the construction of the facilities to meet these needs.

Construction of the transportation improvements will be accomplished in stages. Improvements to state highways will require multiple highway access permits issued by NJDOT. A “Phase I Highway Access Permit” has been issued, and two additional separate permits will be pursued that will cover the full build out of the Harbor Station South, Maritime, Landing, Loft and Bayonne Point districts. A copy of the issued Phase I Highway Access Permit is available to registered respondents.

The a “Phase I Highway Access Permit” requires highway improvements to support highway capacity for approximately 2,300 housing units in Harbor Station North and Bayonne Bay. Construction of those highway improvements is scheduled to be completed in the fall of 2009. The BLRA will be conducting a scoping session with NJDOT in the fall of 2008 to discuss the “Phase II Highway Access Permit” applications and associated roadway improvements. This permit will allow the BLRA to proceed with development projects that will generate a given number of vehicle trips within a certain number of years.

To ensure the timely development of the Peninsula, the BLRA will allocate vehicle trips to prospective development projects based on the trip generating potential of each phase of a developer’s plan, and the design year of each respective phase.

The developer will be allocated a portion of the roadway capacity granted by the NJDOT highway access permit at the time of final site plan approval by the City’s Planning Board. This allocation is contingent on the developer completing the specific phase of its project within the time frame specified in the Planning Board’s resolution of approval. The failure or inability of a developer to construct planned private improvements within a designated period for which a highway access permit has been granted may cause the developer to

lose that reservation of rights with respect to such period. Should this occur during the time period designated for the Phase II Highway Access Permit, the developer may be required to wait until new highway capacity becomes available under the Phase III Highway Access Permit.

A Fair Share Allocation Plan (“FSAP”) and agreement will be required as a condition of each additional highway access permit. Selected developers may be required to be a party to the FSAP.

3. WATERFRONT DEVELOPMENT PERMIT

A waterfront development permit is required to implement those improvements at the Peninsula regulated by NJDEP. As noted in previous sections, all proposals should consider the terms and conditions of the issued waterfront development permit and associated conservation easements.

The BLRA obtained a “Waterfront Development Permit for Upland and In-Water Development” (Permit No. 0901-02-0013.12 – WFD 050002 (Upland) and WFD 050003 (In-Water) effective December 14, 2005. The permit is valid for a period of five years from its issuance date, but does not expire if construction is ongoing.

Prior to initiating development activities, the selected redeveloper will be required to obtain a determination from NJDEP that the project is

consistent with the issued waterfront development permit.

The issued waterfront development permit does not authorize the construction of the proposed marinas. The designated redeveloper will be solely responsible for application and receipt of all approvals necessary for marina construction and operation. The BLRA will endorse and support such applications.

Pursuant to the terms and conditions of the issued waterfront development permit, a Conservation Easement was recorded on August 30, 2006, The Conservation Easement addresses three distinct areas: Restriction (1) public access to the waterfront; (2) maritime use restriction; and (3) five-year dry dock use restriction.

The Conservation Easement reserves, in perpetuity, public access over a portion of the Peninsula, including the water’s edge, for a walkway and parking spaces. With respect to the Maritime district, while not included as one of the districts subject to this RFP, it restricts all development within that area to Port Uses as defined in N.J.A.C. 7:7E-7.9. The Conservation Easement also restricts the dry dock area to dry dock affiliated purposes for a period of five years. While these are the primary restrictions associated with the Conservation Easement, they are not the only terms and conditions and the BLRA makes no representation to that effect.

In addition, a second “Waterfront Development Permit” (0900-04-0003.1 – WFD 040001) requires the recordation of a Conservation Easement to, inter alia, create an underwater habitat enhancement area in a portion of property identified as Block 412, Lot 7 and known as the South Channel. The BLRA anticipates recording this Conservation Easement within the next 30 days. The draft Conservation Easement details restrictions on development, construction activities and use of this area both during and after the habitat enhancement is completed. Respondents should note that the restrictions, which extend for five (5) years from recordation, will affect the timing of any marina development or other water-dependant uses within the Property.

Copies of the waterfront development permit documents referenced in this section are available to registered respondents.

4. SITE REMEDIATION APPROVALS

At the time of the initial conveyance of a portion of the Peninsula to the BLRA from the U.S. Army in 2001, the BLRA received a No Further Action (“NFA”) letter from NJDEP certifying that portion as clean and suitable for unrestricted use.

For the balance of the Peninsula, the BLRA has implemented remediation activities in accordance with a NJDEP approved Remedial Action Work Plan (“RAWP”) to address historic soil and groundwater impacts associated with prior military operations at the property. Total costs expended

to remediate the Peninsula were approximately \$11,600,000. On January 30, 2006, the BLRA received an NFA letter from NJDEP. The NFA letter represents confirmation by the NJDEP that the remaining portion of the Peninsula is in full compliance with the Technical Requirements for Site Remediation, N.J.A.C. 7:26E et seq, and, as such, is approved for restricted use. In addition, in March 2007, the United States Army issued a Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”) Covenant, clearing the way for development to move forward on the Peninsula. In pertinent part, the CERCLA Covenant acknowledges all response action necessary to protect human health and the environment with respect to any hazardous substances remaining on the Peninsula has been taken. In addition, copies of documents related to remediation activities conducted at the Peninsula are maintained at the Bayonne Public Library and available for public review.

As more fully described below, both Engineering and Institutional Controls have been implemented as NJDEP-approved remedial actions at specific locations of the Peninsula with restricted use (which may be referred to hereinafter as “Affected Areas”). The Engineering Controls generally exist in the form of asphalt and/or soil caps where compounds of concern remain above the most stringent soil cleanup criteria, while Institutional Controls consist of Deed Notices, as well as Classification Exception Areas (“CEAs”) for areas where the shallow groundwater at the Property exceeds the applicable Ground Water Quality Standards (“GWQSS”). A

CEA associated with naturally occurring inorganic compounds has been established for the Peninsula. In addition, CEAs for specific organic compounds encompassing discrete areas have been established at various locations on the Peninsula.

Other than the establishment of CEAs, there are no Affected Areas in the Loft district. The development blocks within Affected Areas located in the Landing district and Bayonne Point district are as follows:

Lots LA-3, LA-4, LA-5, LA-6, LA-7, and LA-8 in the Landing,
and
Lots P-1, P-2, P-3, P-4, P-5, P-6, P-7, P-10, P-12, P-13, P-16, P-17, P-18, and P-19 in Bayonne Point.

With respect to the Affected Areas, a final report summarizing the final phases of soil remediation activities, entitled “Soil Remedial Action Report,” was submitted to the NJDEP in December 2005. In accordance with the NJDEP approved RAWP and associated addendums, a Deed Notice establishing a non-residential end use for those parcels for which Engineering Controls was implemented. However, so long as the appropriate precautions and approvals are obtained, the NJDEP regulations allow residential, recreational, and/or other uses for the Property. If the end use of the Property requires alteration of an NJDEP approved Engineering Control and/or modification of the Deed Notice, they will both require prior NJDEP approval as outlined in the Technical Requirements of Site Remediation, N.J.S.A. 7:26E.

As previously discussed, both Engineering Controls and Institutional Controls have been implemented as NJDEP-approved remedial actions at specific locations of the Property or Affected Areas. With respect to soils, Engineering and Institutional Controls in the form of asphalt and/or soil caps and Deed Notices have been established where compounds of concern remain above the most stringent soil cleanup criteria. Likewise, an Institutional Control in the form of a CEA has been established for areas where the shallow groundwater at the Property exceeds the applicable GWQSSs. The intent of these Controls is to ensure that the remedial actions remain protective of human health and the environment. In order to undertake redevelopment activities within such areas, specific procedures and approvals may be required from the BLRA, NJDEP and/or the United States Army. Respondents are therefore directed toward the March 2006, "Procedural Guidance Document for Management of Post-Remediation Environmental Conditions," prepared by Excel Environmental Resources, Inc., to determine what, if any, procedures must be followed and approvals obtained based on the activity proposed. Respondents are solely responsible for securing all requisite approvals prior to initiating the proposed activity. Further, the BLRA makes no representation or warranty, expressed, implied or otherwise, that the requested activity will be approved or that the property will be suitable for Respondent's proposed use.

Copies of the documents referenced in this section, including an index of all environmental reports housed at the Bayonne Public Library, are available to registered respondents.

5. ARCHEOLOGICAL / HISTORICAL ARCHITECTURAL RESOURCES

Since the Property is placed on a landform made up entirely of fill, it is unlikely to possess significant archeological remains. However, the BLRA makes no representation with respect to the presence of archeological or historic architectural resources located on the Property.

6. AFFORDABLE HOUSING

The NJ Council on Affordable Housing ("COAH") growth share rules link the production of affordable housing with future residential and non-residential development in a municipality. The selected developer(s) shall be required to provide the means for producing the affordable housing required as a direct result of the proposed development in accordance with COAH requirements and the City of Bayonne's Housing Element as it may be amended. Developers should indicate how they propose to meet COAH requirements.

7. OTHER APPROVALS

The selected developer will be solely responsible for all other approvals concerning the project. These approvals include, but are not limited to: (a) Redevelopment Plan consistency determination by the BLRA; (b) preliminary and final site plan approval, (c) NJDEP waterfront development permit consistency determination (as described above), (d) NJDOT highway access permit (as described above), (e) preliminary and final subdivision approval, (e) COAH compliance determination, (f) “will serve” letter from PSE&G, (g) Passaic Valley Sewer Commission endorsement, (h) NJDEP treatment works approval, (i) NJDEP water extension permit, (j) Bayonne building permit, (k) Hudson Essex Passaic Soil Conservation District Soil Erosion and Sediment Control Certification, (l) NJDEP and Army Corps of Engineers permits for marina construction, and, as applicable, NJDEP and US Army Deed Notice alteration. The BLRA agrees to reasonably cooperate with the selected redeveloper in submitting and securing all approvals.

8. LITIGATION

The BLRA executed a contract for the sale of approximately 90 upland acres in the Maritime District at the Peninsula in Bayonne Harbor with the Port Authority of New York and New Jersey (“PA”), dated as of September 21, 2007, (the “Contract”). Execution of the Contract had been authorized at respective meetings of both the PA and the BLRA on September 20, 2007. The BLRA was advised on September 27, 2007 that the meeting at which the Contract had been authorized by the BLRA was not in compliance with the Open Public Meetings Act, *N.J.S.A. 10:4-6, et seq.* (the “OPMA”). After reviewing the facts, the BLRA determined that the September 20, 2007, meeting was in violation of the OPMA. On November 1, 2007, the BLRA adopted a Resolution voiding the Contract and invited any entity (including the PA) interested in purchasing the Maritime District to make a proposal. On November 26, 2007, after reviewing several proposals, the BLRA approved an agreement with Ports America Inc., to sell the Maritime District for \$90 million. The PA filed suit on November 26, 2007, challenging the ability of the BLRA to void the Contract. The PA, the BLRA, Ports America Inc., and other parties to that litigation filed motions for summary judgment. On July 7, 2008, Thomas P. Olivieri, P.J. Chancery Division, Superior Court of New Jersey, dismissed the complaint of the PA in its entirety with prejudice and ordered the *lis pendens* filed by the PA to be removed. Under New Jersey Court Rule, the PA has 45 days from the formal entry of the Court’s order dismissing the action to file an appeal.

H. Economic Incentives

Various economic incentives and programs are available to facilitate retail and commercial development on the Peninsula. These include (a) benefits associated with the Peninsula's inclusion in Bayonne's Urban Enterprise Zone (Bayonne UEZ), (b) benefits from the anticipated participation of the New Jersey Economic Development Authority (NJEDA) in the redevelopment of the Peninsula, (c) the services of the Bayonne Economic Development Corporation (Bayonne EDC), (d) consultation and financial assistance by virtue of the City's designation as a State urban aid municipality and smart growth area and (e) certain financing programs that the BLRA has to offer to redevelopers.

Businesses that are members of the Bayonne UEZ are eligible for sales tax exemptions on building materials, services and most tangible personal property; corporate tax credits for hiring full time employees, tax credit against the Corporate Business Tax for a portion of certain investments on the Peninsula; low-interest loans, subsidized unemployment insurance costs, and job training assistance. Qualified retailers are also permitted to charge half the normal state sales tax. See www.bayonnenj.org/uez for additional information about the Bayonne UEZ.

The NJEDA provides assistance in the form of low-interest financing assistance, including tax-exempt and taxable bond financing, loans, loan guarantees, venture capital and business and tax incentives. For a more detailed description of these programs go to www.njeda.com.

The Bayonne EDC offers programs to assist businesses including a commercial loan program, business development consultation, and access to other financial assistance.

The City of Bayonne has been designated as a State urban aid municipality and smart growth area which qualifies some projects for additional economic development incentives.

The BLRA has certain bonding powers which allow it to serve as a conduit for redevelopers interested in borrowing money through the municipal bond market on a tax-exempt or taxable basis. For example, the BLRA issued \$16,400,000 aggregate principal amount of Revenue Bonds, Series 2006 A (Royal Caribbean Project) (AMT) and \$100,000 Federally Taxable Revenue Bonds, Series B (Royal Caribbean Project) to fund certain improvements

to the terminal and berth that services Royal Caribbean. This bond issue was secured by the general credit of Royal Caribbean. Similarly, the BLRA is prepared to consider the issuance of bonds to fund infrastructure improvements required to serve the Landing, Loft and Bayonne Point districts. In certain instances, the City of Bayonne may also consider the execution of a tax agreement that provides for payments-in-lieu-of-taxes (PILOTs) and the issuance of bonds secured by such PILOTs in order to fund infrastructure or other extraordinary expenses. For example, the City and the BLRA have recently authorized such a funding for Bayonne Crossing, a retail power center being constructed on Route 440 south of the Peninsula.

I. Other Terms

1. COST OF PREPARATION

Each RFP submission and all information required to be submitted pursuant to this RFP shall be prepared at the sole cost and expense of the respondent. There shall be no claims whatsoever against the BLRA, its staff, or its professional consultants, including, but not limited to, engineers, attorneys, planners, architects, and surveyors, for reimbursement for the payment of costs or expenses incurred in the preparation of the RFP submission or other information related in any way to this RFP.

If the respondent chooses to include material of a proprietary nature in the RFP response, the BLRA will keep such material confidential to the extent permitted by law. The respondent must specifically identify each page of its submission that contains such information by properly marking the applicable pages. Preferably, any sections which contain material of a proprietary nature shall be severable or removable from the response to assist the BLRA in protecting this information. The respondent also shall include the following notice in the introduction to the relevant response:

“The data on pages ____, identified by ____ (symbol) are labeled ‘Proprietary Information’, contain information that, if disclosed, would cause substantial injury to [Respondent’s] competitive position. [Respondent] requests that such data be used only for the evaluation of the response, and understands that disclosure will be limited only to the extent that the BLRA determines it proper or to the extent that the BLRA deems disclosure necessary according to law. If a Redevelopment Agreement is awarded to [Respondent], the BLRA will have the right to use or disclose that data as provided in the Agreement executed with the Respondent.”

The BLRA will use its best efforts to prevent the unauthorized disclosure of this information and apply the above proprietary standard to marked data. However, the BLRA, its staff, agents, and professional consultants assume no liability for any loss, damage, or injury that may result from any disclosure or use of marked data or any disclosure of this or other information. Further, the respondent acknowledges that all such information shall be disclosed to and shared with those consultants and professionals whom the BLRA has engaged to assist it with this project.

2. DISPOSAL OF RFP SUBMISSION

Once opened, all RFP submissions are the property of the BLRA and will not be returned. At the conclusion of the RFP process, the BLRA may dispose of any and all copies of the submissions received in whatever manner it deems appropriate. However, prior to such disposal, the BLRA will make every effort to prevent the unauthorized disclosure of proprietary information provided same is properly identified. In no event will the BLRA assume liability for any loss, damage or injury that may result from any disclosure of any information contained in the RFP submission.

3. SOLE DISCRETION, NO LIABILITY

The BLRA shall be the sole judge of each respondent's conformance with the requirements of this RFP and the merits of the response. The BLRA reserves the right: to amend, modify or withdraw this RFP; to waive any requirements of this RFP; to require supplemental statements and information from any respondent to this RFP; to award a Redevelopment Agreement to entities which have not responded to this RFP; to accept or reject any or all responses; to negotiate or hold discussions with one or more of the respondents which may result in a designation; to issue a subsequent RFP to a shortlist of RFP respondents or a list based on a new competitive basis; to correct deficient responses that do not completely conform with this RFP; to reject any or all responses and to cancel this RFP, in whole or in part, for any reason or no reason in the BLRA's sole discretion. The BLRA may exercise any such rights in its sole discretion at any time, without notice or liability to any respondent or other parties for their costs, expenses or other obligations incurred in the preparation of a response or otherwise; and to waive any condition or modify any provision of this RFP with respect to one or more respondents.

To the extent stated, the information set forth in this RFP concerning the Property, its condition, financial and legal status, and other matters is

believed to be accurate, but is not so warranted, and there should be no meaning attributed to any of the terms hereunder that are not explicitly set forth. The BLRA assumes no responsibility for errors or omissions. Respondents are advised to verify independently the accuracy of all information and to make their own judgments of the risks involved in development of the Property as contemplated in this RFP.

The BLRA shall not be obligated to pay any fee, cost or expense for brokerage commissions or finder's fees, other than to its broker as identified herein, with respect to the execution of any agreement which results from this RFP. It shall be a condition of designation, if granted, that the respondent agree to pay the commission or other compensation due any broker or finder in connection with the transaction, and to indemnify and hold harmless the BLRA from any obligation, liability, cost or expense incurred by it as a result of any claim for commission or compensation brought by any broker or finder by reason of the transaction.

The City is not party to this RFP, has made no representations to any prospective respondents and shall have no liability whatsoever in connection with this RFP. This RFP is provided by the BLRA, and its content, use and representations are solely the responsibility of the BLRA.

Exhibit 1.

Submission Checklist

Peninsula at Bayonne Harbor

Request for Proposals and Qualifications

1. Identification of Respondent Team
2. Developer Qualifications / Prior Experience
3. Statement of District(s) for which Purchase is Sought
4. Financial Offer (sealed envelope)
 - a. Base Purchase Price
 - b. Infrastructure Cost (attach Infrastructure Budget Form)
 - c. Participation Payment
5. Project Narrative (attach Development Matrix Form)
6. Concept Site Plan
7. Employment Generation Estimate
8. Financial Information and Supporting Market Data
9. Payment and Performance Guarantee
10. Project Schedule
11. Executed Acknowledgement and Confidentiality Statement
Authorization for Submission

Exhibit 2. Development Matrix

LANDING DEVELOPMENT MATRIX FORM. PRIMARY STREET LAYOUT

DEVELOPER NAME:

DIRECTIONS: FILL IN ALL REVELANT CELLS.

[IF PROPOSING DIFFERENT BLOCK LAYOUT PROVIDE EQUIVALENT INFORMATION KEYED TO THAT BLOCK PLAN]

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9
Area Calculations									
Acres	1.51	1.08	1.63	2.44	2.86	0.61	0.52	0.87	1.53
Block Area (SF)	65,983	47,055	71,038	106,381	124,580	26,674	22,539	37,693	66,678

A. PRINCIPAL AND ACCESSORY USES

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9
Principal Uses: Indicate proposed uses with an "X" in the appropriate box.									
Multi-Family Housing									
Townhouse (1-family)									
Townhouse (2-family)									
Personal Sales & Services									
Retail Sales & Services									
Grocery and Produce Store									
Eating & Drinking Establishments									
Marketplace									
Movie/Performing Arts Theatre									
Commercial Recreation									
Marina									
Multi-media Production Facility									
Cultural Use									
Hotel									
Conference Center									
Financial Institution									
Office									
Research & Development									
Child Care Center									
Open Space									
Ferry Terminal									
Parking Facility									
Other : _____									
Other : _____									

Refer to Redevelopment Plan Section 2.1.3 for definitions.

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9
Accessory Uses: Indicate proposed uses with an "X" in the appropriate box.									
Parking Facility									
Plaza									
Other : _____									
Other : _____									

Refer to Redevelopment Plan Section 2.1.3 for definitions.

Exhibit 2.

LANDING DEVELOPMENT MATRIX FORM. PRIMARY STREET LAYOUT

B. DEVELOPMENT ASSUMPTIONS

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9
<i>Residential Development: Indicate the number of residential buildings in each principal use to be constructed on development block.</i>									
Multi-Family Housing									
Townhouse (1-family)									
Townhouse (2-family)									
Total Buildings	0	0	0	0	0	0	0	0	0

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9
<i>Residential Development: Indicate the total number of dwelling units in each residential principal use located on the development block.</i>									
Multi-Family Housing									
Townhouse (1-family)									
Townhouse (2-family)									
Total Dwelling Units	0	0	0	0	0	0	0	0	0
Total Dwelling Units in District	0								

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9
<i>Residential Development: Indicate the total floor area for each residential principal use located on the development block (do no include floor area of ancillary uses)</i>									
Multi-Family Housing									
Townhouse (1-family)									
Townhouse (2-family)									
Total Residential Floor Area	-	-	-	-	-	-	-	-	-

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9
<i>Residential Development: Indicate total bedroom count for each residential principal use.</i>									
Multi-Family Housing									
Townhouse (1-family)									
Townhouse (2-family)									
Total Bedrooms	0	0	0	0	0	0	0	0	0

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9
<i>Non-Residential Development: Indicate the number of buildings of each principal use.</i>									
Personal Sales & Services									
Retail Sales & Services									
Grocery and Produce Store									
Eating & Drinking Establishments									
Marketplace									
Movie/Performing Arts Theatre									
Commercial Recreation									
Marina									
Multi-media Production Facility									
Cultural Use									
Hotel									
Conference Center									
Financial Institution									
Office									
Research & Development									
Child Care Center									
Open Space									
Ferry Terminal									
Parking Facility									
Other :									
Other :									
Total Non-Residential Bldgs	0	0	0	0	0	0	0	0	0

Exhibit 2.

LANDING DEVELOPMENT MATRIX FORM. PRIMARY STREET LAYOUT

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9	
<i>Non-Residential Development: Indicate the floor area of each principal use. In the case of a hotel, also indicate the number of rooms.</i>										
Personal Sales & Services										
Retail Sales & Services										
Grocery and Produce Store										
Eating & Drinking Establishments										
Marketplace										
Movie/Performing Arts Theatre										
Commercial Recreation										
Marina										
Multi-media Production Facility										
Cultural Use										
Hotel										
Conference Center										
Financial Institution										
Office										
Research & Development										
Child Care Center										
Open Space										
Ferry Terminal										
Parking Facility										
Other :										
Other :										
Total Floor Area Non-Residential	0	0	0	0	0	0	0	0	0	0

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9	
<i>Accessory Use Development: Indicate the floor area of each accessory use other than parking</i>										
Other :										
Other :										
Total Floor Area Accessory	0	0	0	0	0	0	0	0	0	0

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9	
<i>Accessory Use Residential: Parking Structures</i>										
Total Area (SF)										
Number of Levels										
Spaces / Level										
Number of Structured Parking Spaces										0
Average Stall Size (SF)										

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9	
<i>Accessory Use Residential: Surface Parking</i>										
Total Area (SF)										
Number of Surface Parking Spaces										0
Average Stall Size (SF)										

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9	
<i>Accessory Use Non-Residential Parking: Parking Structures</i>										
Total Area (SF)										
Number of Levels										
Spaces / Level										
Number of Structured Spaces										0
Stall Size (SF)										

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9	
<i>Accessory Use Non-Residential Parking: Surface Parking</i>										
Total Area (SF)										
Number of Surface Spaces										0
Stall Size (SF)										

Exhibit 2.

C. AFFORDABLE HOUSING

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6	LA-7	LA-8	LA-9
<i>Indicate the number of proposed affordable low- and moderate-income (COAH) dwellings units within each development block</i>									
Multi-Family Housing									
Townhouse (1-family)									
Townhouse (2-family)									
Total Affordable Dwelling Units	0	0	0	0	0	0	0	0	0
Ratio of Affordable Dwelling Units to Total Units	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total Number of Affordable Units in Block	0								
Total Ratio of Affordable Dwelling Units to Total Units	#DIV/0!								

Exhibit 2.

LANDING DEVELOPMENT MATRIX FORM. ALTERNATIVE STREET LAYOUT

DEVELOPER NAME:

DIRECTIONS: FILL IN ALL REVELANT CELLS.

[IF PROPOSING DIFFERENT BLOCK LAYOUT PROVIDE EQUIVALENT INFORMATION KEYED TO THAT BLOCK PLA]

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
Area Calculations						
Acres	1.54	1.11	2.39	2.81	1.24	2.79
Block Area (SF)	67,258	48,469	104,056	122,387	54,015	121,345

A. PRINCIPAL AND ACCESSORY USES

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
Principal Uses: Indicate proposed uses with an "X" in the appropriate box.						
Multi-Family Housing						
Townhouse (1-family)						
Townhouse (2-family)						
Personal Sales & Services						
Retail Sales & Services						
Grocery and Produce Store						
Eating & Drinking Establishments						
Marketplace						
Movie/Performing Arts Theatre						
Commercial Recreation						
Marina						
Multi-media Production Facility						
Cultural Use						
Hotel						
Conference Center						
Financial Institution						
Office						
Research & Development						
Child Care Center						
Open Space						
Ferry Terminal						
Parking Facility						
Other : _____						
Other : _____						

Refer to Redevelopment Plan Section 2.1.3 for definitions.

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
Accessory Uses: Indicate proposed uses with an "X" in the appropriate box.						
Parking Facility						
Plaza						
Other : _____						
Other : _____						

Refer to Redevelopment Plan Section 2.1.3 for definitions.

Exhibit 2.

B. DEVELOPMENT ASSUMPTIONS

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Residential Development: Indicate the number of residential buildings in each principal use to be constructed on development block.</i>						
Multi-Family Housing						
Townhouse (1-family)						
Townhouse (2-family)						
Total Buildings	0	0	0	0	0	0

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Residential Development: Indicate the total number of dwelling units in each residential principal use located on the development block.</i>						
Multi-Family Housing						
Townhouse (1-family)						
Townhouse (2-family)						
Total Dwelling Units	0	0	0	0	0	0
Total Dwelling Units in District	0					

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Residential Development: Indicate the total floor area for each residential principal use located on the development block (do not include floor area of ancillary uses)</i>						
Multi-Family Housing						
Townhouse (1-family)						
Townhouse (2-family)						
Total Residential Floor Area	-	-	-	-	-	-

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Residential Development: Indicate total bedroom count for each residential principal use.</i>						
Multi-Family Housing						
Townhouse (1-family)						
Townhouse (2-family)						
Total Bedrooms	0	0	0	0	0	0

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Non-Residential Development: Indicate the number of buildings of each principal use.</i>						
Personal Sales & Services						
Retail Sales & Services						
Grocery and Produce Store						
Eating & Drinking Establishments						
Marketplace						
Movie/Performing Arts Theatre						
Commercial Recreation						
Marina						
Multi-media Production Facility						
Cultural Use						
Hotel						
Conference Center						
Financial Institution						
Office						
Research & Development						
Child Care Center						
Open Space						
Ferry Terminal						
Parking Facility						
Other : _____						
Other : _____						
Total Non-Residential Bldgs	0	0	0	0	0	0

Exhibit 2.

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Non-Residential Development: Indicate the floor area of each principal use. In the case of a hotel, also indicate the number of rooms.</i>						
Personal Sales & Services						
Retail Sales & Services						
Grocery and Produce Store						
Eating & Drinking Establishments						
Marketplace						
Movie/Performing Arts Theatre						
Commercial Recreation						
Marina						
Multi-media Production Facility						
Cultural Use						
Hotel						
Conference Center						
Financial Institution						
Office						
Research & Development						
Child Care Center						
Open Space						
Ferry Terminal						
Parking Facility						
Other :						
Other :						
Total Floor Area Non-Residential	0	0	0	0	0	0

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Accessory Use Development: Indicate the floor area of each accessory use other than parking</i>						
Other :						
Other :						
Total Floor Area Accessory	0	0	0	0	0	0

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Accessory Use Residential: Parking Structures</i>						
Total Area (SF)						
Number of Levels						
Spaces / Level						
Number of Structured Parking Spaces						0
Average Stall Size (SF)						

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Accessory Use Residential: Surface Parking</i>						
Total Area (SF)						
Number of Surface Parking Spaces						0
Average Stall Size (SF)						

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Accessory Use Non-Residential Parking: Parking Structures</i>						
Total Area (SF)						
Number of Levels						
Spaces / Level						
Number of Structured Spaces						0
Stall Size (SF)						

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Accessory Use Non-Residential Parking: Surface Parking</i>						
Total Area (SF)						
Number of Surface Parking Spaces						0
Stall Size (SF)						

Exhibit 2.

C. AFFORDABLE HOUSING

	LA-1	LA-2	LA-3	LA-4	LA-5	LA-6
<i>Indicate the number of proposed affordable low- and moderate-income (COAH) dwellings units within each development block</i>						
Multi-Family Housing						
Townhouse (1-family)						
Townhouse (2-family)						
Total Affordable Dwelling Units	0	0	0	0	0	0
Ratio of Affordable Dwelling Units to Market Rate Dwelling Units	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total Number of Affordable Units in District	0					
Total Ratio of Affordable Dwelling Units to Market Rate Dwelling Units in District	#DIV/0!					

Exhibit 2.

LOFT DEVELOPMENT MATRIX FORM. PRIMARY STREET LAYOUT

DEVELOPER NAME:

DIRECTIONS: FILL IN ALL REVELANT CELLS.

[IF PROPOSING DIFFERENT BLOCK LAYOUT PROVIDE EQUIVALENT INFORMATION KEYED TO THAT BLOCK PLA]

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
Area Calculations								
Acres	2.96	2.96	2.96	2.92	0.34	0.34	0.35	0.41
Block Area (SF)	128,853	128,887	128,853	127,185	14,824	14,901	15,047	18,011

A. PRINCIPAL AND ACCESSORY USES

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
Principal Uses: Indicate proposed uses with an "X" in the appropriate box.								
Multi-Family Housing								
Townhouse (1-family)								
Townhouse (2-family)								
Live Work Unit								
Personal Sales & Services								
Retail Sales & Services								
Commercial Recreation								
Marina								
Civic								
Hotel								
Open Space								
Multi-media Production Facility								
Other :								
Other :								

Refer to Redevelopment Plan Section 2.1.3 for definitions.

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
Accessory Uses: Indicate proposed uses with an "X" in the appropriate box.								
Parking Facility								
Plaza								
Other :								
Other :								

Refer to Redevelopment Plan Section 2.1.3 for definitions.

B. DEVELOPMENT ASSUMPTIONS

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
Residential Development: Indicate the number of residential buildings in each principal use to be constructed on development block.								
Multi-Family Housing								
Townhouse (1-family)								
Townhouse (2-family)								
Total Buildings	0	0	0	0	0	0	0	0

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
Residential Development: Indicate the total number of dwelling units in each residential principal use located on the development block.								
Multi-Family Housing								
Townhouse (1-family)								
Townhouse (2-family)								
Total Dwelling Units	0	0	0	0	0	0	0	0
Total Dwelling Units in District	0							

Exhibit 2.

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
<i>Residential Development: Indicate the total floor area for each residential principal use located on the development block (do not include floor area of ancillary uses)</i>								
Multi-Family Housing								
Townhouse (1-family)								
Townhouse (2-family)								
Total Residential Floor Area	-	-	-	-	-	-	-	-

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
<i>Residential Development: Indicate total bedroom count for each residential principal use.</i>								
Multi-Family Housing								
Townhouse (1-family)								
Townhouse (2-family)								
Total Bedrooms	0	0	0	0	0	0	0	0

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
<i>Non-Residential Development: Indicate the number of buildings of each principal use.</i>								
Live Work Unit								
Personal Sales & Services								
Retail Sales & Services								
Commercial Recreation								
Marina								
Civic								
Hotel								
Open Space								
Multi-media Production Facility								
Other :								
Other :								
Total Non-Residential Bldgs	0	0	0	0	0	0	0	0

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
<i>Non-Residential Development: Indicate the floor area of each principal use. In the case of a hotel, also indicate the number of rooms.</i>								
Live Work Unit								
Personal Sales & Services								
Retail Sales & Services								
Commercial Recreation								
Marina								
Civic								
Hotel								
Open Space								
Multi-media Production Facility								
Other :								
Other :								
Total Floor Area Non-Residential	0	0	0	0	0	0	0	0

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
<i>Accessory Use Development: Indicate the floor area of each accessory use other than parking</i>								
Other :								
Other :								
Total Floor Area Accessory	0	0	0	0	0	0	0	0

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
<i>Accessory Use Residential: Parking Structures</i>								
Total Area (SF)								
Number of Levels								
Spaces / Level								
Number of Structured Parking Spaces								0
Average Stall Size (SF)								

Exhibit 2.

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
--	------	------	------	------	------	------	------	-------

Accessory Use Residential: Surface Parking

Total Area (SF)									
Number of Surface Parking Spaces									0
Average Stall Size (SF)									

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
--	------	------	------	------	------	------	------	-------

Accessory Use Non-Residential Parking: Parking Structures

Total Area (SF)									
Number of Levels									
Spaces / Level									
Number of Structured Spaces									0
Stall Size (SF)									

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
--	------	------	------	------	------	------	------	-------

Accessory Use Non-Residential Parking: Surface Parking

Total Area (SF)									
Number of Surface Spaces									0
Stall Size (SF)									

C. AFFORDABLE HOUSING

	I0-1	I0-2	I0-3	I0-4	I0-5	I0-7	I0-9	I0-11
--	------	------	------	------	------	------	------	-------

Indicate the number of proposed affordable low- and moderate-income (COAH) dwellings units within each development block

Multi-Family Housing								
Townhouse (1-family)								
Townhouse (2-family)								
Total Affordable Dwelling Units	0	0	0	0	0	0	0	0
Ratio of Affordable Dwelling Units to Total Units	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total Number of Affordable Units in Block	0							
Total Ratio of Affordable Dwelling Units to Total Units	#DIV/0!							

Exhibit 2.

LOFT DEVELOPMENT MATRIX FORM ALTERNATE STREET LAYOUT

DEVELOPER NAME:

DIRECTIONS: FILL IN ALL REVELANT CELLS.

[IF PROPOSING DIFFERENT BLOCK LAYOUT PROVIDE EQUIVALENT INFORMATION KEYED TO THAT BLOCK

	L0-1	L0-2	L0-3	L0-4
Area Calculations				
Acres	4.6	4.72	4.21	4.64
Block Area (SF)	200,552	205,614	183,248	201,917

A. PRINCIPAL AND ACCESSORY USES

	L0-1	L0-2	L0-3	L0-4
Principal Uses: Indicate proposed uses with an "X" in the appropriate box.				
Multi-Family Housing				
Townhouse (1-family)				
Townhouse (2-family)				
Live Work Unit				
Personal Sales & Services				
Retail Sales & Services				
Commercial Recreation				
Marina				
Civic				
Hotel				
Open Space				
Multi-media Production Facility				
Other : _____				
Other : _____				

Refer to Redevelopment Plan Section 2.1.3 for definitions.

	L0-1	L0-2	L0-3	L0-4
Accessory Uses: Indicate proposed uses with an "X" in the appropriate box.				
Parking Facility				
Plaza				
Other : _____				
Other : _____				

Refer to Redevelopment Plan Section 2.1.3 for definitions.

Exhibit 2.

B. DEVELOPMENT ASSUMPTIONS

	I 0-1	I 0-2	I 0-3	I 0-4
<i>Residential Development: Indicate the number of residential buildings in each principal use to be constructed on development block.</i>				
Multi-Family Housing				
Townhouse (1-family)				
Townhouse (2-family)				
Total Buildings	0	0	0	0

	I 0-1	I 0-2	I 0-3	I 0-4
<i>Residential Development: Indicate the total number of dwelling units in each residential principal use located on the development block.</i>				
Multi-Family Housing				
Townhouse (1-family)				
Townhouse (2-family)				
Total Dwelling Units	0	0	0	0
Total Dwelling Units in District	0			

	I 0-1	I 0-2	I 0-3	I 0-4
<i>Residential Development: Indicate the total floor area for each residential principal use located on the development block (do not include floor area of ancillary uses)</i>				
Multi-Family Housing				
Townhouse (1-family)				
Townhouse (2-family)				
Total Residential Floor Area	-	-	-	-

	I 0-1	I 0-2	I 0-3	I 0-4
<i>Residential Development: Indicate total bedroom count for each residential principal use.</i>				
Multi-Family Housing				
Townhouse (1-family)				
Townhouse (2-family)				
Total Bedrooms	0	0	0	0

	I 0-1	I 0-2	I 0-3	I 0-4
<i>Non-Residential Development: Indicate the number of buildings of each principal use.</i>				
Live Work Unit				
Personal Sales & Services				
Retail Sales & Services				
Commercial Recreation				
Marina				
Civic				
Hotel				
Open Space				
Multi-media Production Facility				
Other :				
Other :				
Total Non-Residential Bldgs	0	0	0	0

	I 0-1	I 0-2	I 0-3	I 0-4
<i>Non-Residential Development: Indicate the floor area of each principal use. In the case of a hotel, also indicate the number of rooms.</i>				
Live Work Unit				
Personal Sales & Services				
Retail Sales & Services				
Commercial Recreation				
Marina				
Civic				
Hotel				
Open Space				
Multi-media Production Facility				
Other :				
Other :				
Total Floor Area Non-Residential	0	0	0	0

Exhibit 2.

	I0-1	I0-2	I0-3	I0-4
<i>Accessory Use Development: Indicate the floor area of each accessory use other than parking</i>				
Other :				
Other :				
Total Floor Area Accessory	0	0	0	0

	I0-1	I0-2	I0-3	I0-4
<i>Accessory Use Residential: Parking Structures</i>				
Total Area (SF)				
Number of Levels				
Spaces / Level				
Number of Structured Parking Spaces				0
Average Stall Size (SF)				

	I0-1	I0-2	I0-3	I0-4
<i>Accessory Use Residential: Surface Parking</i>				
Total Area (SF)				
Number of Surface Parking Spaces				0
Average Stall Size (SF)				

	I0-1	I0-2	I0-3	I0-4
<i>Accessory Use Non-Residential Parking: Parking Structures</i>				
Total Area (SF)				
Number of Levels				
Spaces / Level				
Number of Structured Spaces				0
Stall Size (SF)				

	I0-1	I0-2	I0-3	I0-4
<i>Accessory Use Non-Residential Parking: Surface Parking</i>				
Total Area (SF)				
Number of Surface Spaces				0
Stall Size (SF)				

C. AFFORDABLE HOUSING

	I0-1	I0-2	I0-3	I0-4
<i>Indicate the number of proposed affordable low- and moderate-income (COAH) dwellings units within each development block</i>				
Multi-Family Housing				
Townhouse (1-family)				
Townhouse (2-family)				
Total Affordable Dwelling Units	0	0	0	0
Ratio of Affordable Dwelling Units	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total Number of Affordable Units in	0			
Total Ratio of Affordable Dwelling U	#DIV/0!			

Exhibit 2. Bayonne Point

BAYONNE POINT DEVELOPMENT MATRIX FORM PRIMARY STREET LAYOUT

DEVELOPER NAME:

DIRECTIONS: FILL IN ALL REVELANT CELLS. *DO NOT FILL IN OR CHANGE CELLS THAT HAVE* COLOR PATTERN
 [IF PROPOSING DIFFERENT BLOCK LAYOUT PROVIDE EQUIVALENT INFORMATION KEYED TO THAT BLOCK PLAN]

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
Area Calculations														
Acres	16.76	2.75	1.42	0.99	2.29	2.27	1.99	1.68	4.31	3.25	2.49	1.68	2.52	3.02
Block Area (SF)	730,251	119,952	61,765	43,059	99,608	98,807	86,885	73,061	187,847	141,702	108,449	73,114	109,749	131,407

A. PRINCIPAL AND ACCESSORY USES

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
Principal Uses: Indicate proposed uses with an "X" in the appropriate box.														
Multi-Family Housing														
Townhouse (1-family)														
Townhouse (2-family)														
Personal Sales & Services														
Retail Sales & Services														
Eating & Drinking Establishments														
Marketplace														
Commercial Recreation														
Entertainment														
Marina														
Multi-media Production Facility														
Cultural Use														
Hotel														
Conference Center														
Financial Institution														
Office														
Research & Development														
Child Care Center														
Civic														
Open Space														
Passenger Terminal														
Other : _____														
Other : _____														

Refer to Redevelopment Plan Section 2.1.3 for definitions.

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
Accessory Uses: Indicate proposed uses with an "X" in the appropriate box.														
Parking Facility														
Plaza														
Other : _____														
Other : _____														

Refer to Redevelopment Plan Section 2.1.3 for definitions.

Exhibit 2.

B. DEVELOPMENT ASSUMPTIONS

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Residential Development: Indicate the number of residential buildings in each principal use to be constructed on development block.</i>														
Multi-Family Housing														
Townhouse (1-family)														
Townhouse (2-family)														
Total Buildings	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Residential Development: Indicate the total number of dwelling units in each residential principal use located on the development block.</i>														
Multi-Family Housing														
Townhouse (1-family)														
Townhouse (2-family)														
Total Dwelling Units	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Dwelling Units in District	0													

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Residential Development: Indicate the total floor area for each residential principal use located on the development block (do not include floor area of ancillary uses)</i>														
Multi-Family Housing														
Townhouse (1-family)														
Townhouse (2-family)														
Total Residential Floor Area	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Residential Development: Indicate total bedroom count for each residential principal use.</i>														
Multi-Family Housing														
Townhouse (1-family)														
Townhouse (2-family)														
Total Bedrooms	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Non-Residential Development: Indicate the number of buildings of each principal use.</i>														
Personal Sales & Services														
Retail Sales & Services														
Eating & Drinking Establishments														
Marketplace														
Commercial Recreation														
Entertainment														
Marina														
Multi-media Production Facility														
Cultural Use														
Hotel														
Conference Center														
Financial Institution														
Office														
Research & Development														
Child Care Center														
Civic														
Open Space														
Passenger Terminal														
Other : _____														
Other : _____														
Total Non-Residential Bldgs	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Exhibit 2.

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Non-Residential Development: Indicate the floor area of each principal use. In the case of a hotel, also indicate the number of rooms.</i>														
Personal Sales & Services														
Retail Sales & Services														
Eating & Drinking Establishments														
Marketplace														
Commercial Recreation														
Entertainment														
Marina														
Multi-media Production Facility														
Cultural Use														
Hotel														
Conference Center														
Financial Institution														
Office														
Research & Development														
Child Care Center														
Civic														
Open Space														
Passenger Terminal														
Other :														
Other :														
Total Floor Area Non-Residential	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Accessory Use Development: Indicate the floor area of each accessory use other than parking</i>														
Other :														
Other :														
Total Floor Area Accessory	0	0	0	0	0	0	0	0	0	0	0	0	0	0

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Accessory Use Residential: Parking Structures</i>														
Total Area (SF)														
Number of Levels														
Spaces / Level														
Number of Structured Parking Spaces														0
Average Stall Size (SF)														

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Accessory Use Residential: Surface Parking</i>														
Total Area (SF)														
Number of Surface Parking Spaces														0
Average Stall Size (SF)														

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Accessory Use Non-Residential Parking: Parking Structures</i>														
Total Area (SF)														
Number of Levels														
Spaces / Level														
Number of Structured Spaces														0
Stall Size (SF)														

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Accessory Use Non-Residential Parking: Surface Parking</i>														
Total Area (SF)														
Number of Surface Spaces														0
Stall Size (SF)														

Exhibit 2.

C. AFFORDABLE HOUSING

	P-1	P-3	P-4	P-5	P-6	P-8	P-10	P-11	P-12	P-13	P-14	P-16	P-17	P-18
<i>Indicate the number of proposed affordable low- and moderate-income (COAH) dwellings units within each development block</i>														
Multi-Family Housing														
Townhouse (1-family)														
Townhouse (2-family)														
Total Affordable Dwelling Units	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Ratio of Affordable Dwelling Units to Total Dwelling Units	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Total Number of Affordable Units in Block	0													
Total Ratio of Affordable Dwelling Units to Total Dwelling Units	#DIV/0!													

Exhibit 3.

INFRASTRUCTURE BUDGET FORM THE LANDING DISTRICT

COMPONENT	NOTES	ESTIMATED COST
DEMOLITION	<i>Existing buildings, debris, asphalt, underground utilities, etc.</i>	\$
BULKHEADING	<i>320 feet - Based upon Original Redevelopment Plan Street Layout. Costs shall consider demolition of collapsed structure necessary to install bulkhead.</i>	\$
STORMWATER MANAGEMENT	<i>Collection and treatment in accordance with NJDEP Waterfront Development Permit and BMUA requirements</i>	\$
TELEPHONE / CATV DISTRIBUTION	<i>Verizon & Cablevision manhole and conduit system. Includes any deposits/payments required by utility providers</i>	\$
POTABLE WATER DISTRIBUTION	<i>Per Bayonne MUA requirements</i>	\$
BULK FILL AND GRADING	<i>Raise the site above the floodplain in accordance with NJDEP-approved Master Grading Plan</i>	\$
SURCHARGING	<i>Soil surcharging of roadways (if necessary)</i>	\$
SANITARY SEWER COLLECTION	<i>In accordance with Bayonne MUA requirements. Must address relocation of existing pump station</i>	\$
PUBLIC OPEN SPACES	<i>Includes all public open spaces and Hudson River Waterfront Walkway. Walkway design shall be in accordance with BLRA standards.</i>	\$
NATURAL GAS DISTRIBUTION	<i>BLRA has provided a deposit to PSEG for gas work.</i>	\$
ELECTRICAL POWER DISTRIBUTION	<i>Manhole and conduit system, transformer pads and switches. Includes any deposits required by PSEG</i>	\$
RIGHT OF WAY IMPROVEMENTS	<i>Includes paving, sidewalks, signage, street lighting, landscaping, traffic control, curbs, striping, etc.</i>	\$
MISCELLANEOUS	<i>All other costs (e.g. soil erosion control, sureties, trailers, etc.)</i>	\$
ENGINEERING, PERMITTING & CONSTRUCTION ADMIN.		\$
TOTAL		\$ -

**** Notes**

- All utility costs shall consider the impact of deep crossing installations.
- All infrastructure costs shall consider the requirement to maintain utility service to existing users during construction.
- All infrastructure costs shall consider the requirement to maintain ingress/egress to existing users during construction.
- All infrastructure costs shall assume that a primary utility loop, as defined in this RFP, will be provided by the

Exhibit 3.

INFRASTRUCTURE BUDGET FORM THE LOFT DISTRICT

COMPONENT	NOTES	ESTIMATED COST
DEMOLITION	<i>Existing buildings, debris, asphalt, underground utilities, etc.</i>	\$
BULKHEADING	<i>550 feet - Based upon Original Redevelopment Plan Street Layout - Assume BLRA to perform 1,050 feet of bulkheading in 2008/09. Costs shall consider demolition of collapsed structure necessary to install bulkhead.</i>	\$
STORMWATER MANAGEMENT	<i>Collection and treatment in accordance with NJDEP Waterfront Development Permit and BMUA requirements</i>	\$
TELEPHONE / CATV DISTRIBUTION	<i>Verizon & Cablevision manhole and conduit system. Includes any deposits/payments required by utility providers</i>	\$
POTABLE WATER DISTRIBUTION	<i>Per Bayonne MUA requirements</i>	\$
BULK FILL AND GRADING	<i>Raise the site above the floodplain in accordance with NJDEP-approved Master Grading Plan</i>	\$
SURCHARGING	<i>Soil surcharging of roadways (if necessary)</i>	\$
SANITARY SEWER COLLECTION	<i>In accordance with Bayonne MUA requirements. Assumes no relocation of existing BMUA pump station.</i>	\$
PUBLIC OPEN SPACES	<i>Includes all public open spaces and Hudson River Waterfront Walkway. Walkway design shall be in accordance with BLRA standards.</i>	\$
NATURAL GAS DISTRIBUTION	<i>BLRA has provided a deposit to PSEG for gas work.</i>	\$
ELECTRICAL POWER DISTRIBUTION	<i>Manhole and conduit system, transformer pads and switches. Includes any deposits required by PSEG</i>	\$
RIGHT OF WAY IMPROVEMENTS	<i>Includes paving, sidewalks, signage, street lighting, landscaping, traffic control, curbs, striping, etc.</i>	\$
MISCELLANEOUS	<i>All other costs (e.g. soil erosion control, suretys, trailers, etc.)</i>	\$
ENGINEERING, PERMITTING & CONSTRUCTION ADMIN.		\$
TOTAL		0

**** Notes**

- All utility costs shall consider the impact of deep crossing installations.
- All infrastructure costs shall consider the requirement to maintain utility service to existing users during construction
- All infrastructure costs shall consider the requirement to maintain ingress/egress to existing users during construction.
- All infrastructure costs shall assume that a primary utility loop, as defined in this RFP, will be provided by the BLRA.

Exhibit 3.

INFRASTRUCTURE BUDGET FORM BAYONNE POINTE SOUTH

COMPONENT	NOTES	ESTIMATED COST
DEMOLITION	<i>Existing buildings, debris, asphalt, underground utilities, etc.</i>	\$
BULKHEADING	<i>1,740 feet - Assume BLRA to perform 1,400 feet of bulkheading in 2009. Costs shall consider demolition of collapsed structure necessary to install bulkhead.</i>	\$
STORMWATER MANAGEMENT	<i>Collection and treatment in accordance with NJDEP Waterfront Development Permit and BMUA requirements</i>	\$
TELEPHONE / CATV DISTRIBUTION	<i>Verizon & Cablevision manhole and conduit system. Includes any deposits/payments required by utility providers</i>	\$
POTABLE WATER DISTRIBUTION	<i>Per Bayonne MUA requirements</i>	\$
BULK FILL AND GRADING	<i>Raise the site above the floodplain in accordance with NJDEP-approved Master Grading Plan</i>	\$
SURCHARGING	<i>Soil surcharging of roadways (if necessary)</i>	\$
SANITARY SEWER COLLECTION	<i>In accordance with Bayonne MUA requirements. Assumes no relocation of existing BMUA pump station.</i>	\$
PUBLIC OPEN SPACES	<i>Includes all public open spaces and Hudson River Waterfront Walkway. Walkway design shall be in accordance with BLRA standards. Walkway costs shall include any improvements necessary to convert Berth S-1 into a publicly accessible facility.</i>	\$
NATURAL GAS DISTRIBUTION	<i>BLRA has provided a deposit to PSEG for gas work.</i>	\$
ELECTRICAL POWER DISTRIBUTION	<i>Manhole and conduit system, transformer pads and switches. Includes any deposits required by PSEG</i>	\$
RIGHT OF WAY IMPROVEMENTS	<i>Includes paving, sidewalks, signage, street lighting, landscaping, traffic control, curbs, striping, etc.</i>	\$
MISCELLANEOUS	<i>All other costs (e.g. soil erosion control, sureties, trailers, etc.)</i>	\$
ENGINEERING, PERMITTING & CONSTRUCTION ADMIN.		\$
TOTAL		0

**** Notes**

- All utility costs shall consider the impact of deep crossing installations.
- All infrastructure costs shall consider the requirement to maintain utility service to existing users during construction.
- All infrastructure costs shall consider the requirement to maintain ingress/egress to existing users during construction.
- All infrastructure costs shall assume that a primary utility loop, as defined in this RFP, will be provided by the

Exhibit 3.

INFRASTRUCTURE BUDGET FORM BAYONNE POINTE NORTH

COMPONENT	NOTES	ESTIMATED COST
DEMOLITION	<i>Existing buildings, debris, asphalt, underground utilities, etc.</i>	\$
BULKHEADING	<i>1,380 feet - Costs shall consider demolition of collapsed structure necessary to install bulkhead.</i>	\$
BERTH	<i>New berth, dredging, and upland infrastructure necessary to accommodate second passenger ship vessel berth</i>	\$
STORMWATER MANAGEMENT	<i>Collection and treatment in accordance with NJDEP Waterfront Development Permit and BMUA requirements</i>	\$
TELEPHONE / CATV DISTRIBUTION	<i>Verizon & Cablevision manhole and conduit system. Includes any deposits/payments required by utility providers</i>	\$
POTABLE WATER DISTRIBUTION	<i>Per Bayonne MUA requirements</i>	\$
BULK FILL AND GRADING	<i>Raise the site above the floodplain in accordance with NJDEP-approved Master Grading Plan</i>	\$
SURCHARGING	<i>Soil surcharging of roadways (if necessary)</i>	\$
SANITARY SEWER COLLECTION	<i>In accordance with Bayonne MUA requirements.</i>	\$
PUBLIC OPEN SPACES	<i>Includes all public open spaces.</i>	\$
NATURAL GAS DISTRIBUTION	<i>BLRA has provided a deposit to PSEG for gas work.</i>	\$
ELECTRICAL POWER DISTRIBUTION	<i>Manhole and conduit system, transformer pads and switches. Includes any deposits required by PSEG</i>	\$
RIGHT OF WAY IMPROVEMENTS	<i>Includes paving, sidewalks, signage, street lighting, landscaping, traffic control, curbs, striping, etc.</i>	\$
MISCELLANEOUS	<i>All other costs (e.g. soil erosion control, suretys, trailers, etc.)</i>	\$
ENGINEERING, PERMITTING & CONSTRUCTION ADMIN.		\$
TOTAL		0

**** Notes**

- All utility costs shall consider the impact of deep crossing installations.
- All infrastructure costs shall consider the requirement to maintain utility service to existing users during construction
- All infrastructure costs shall consider the requirement to maintain ingress/egress to existing users during construction.
- All infrastructure costs shall assume that a primary utility loop, as defined in this RFP, will be provided by the BLRA.

Exhibit 4.

ENGINEER'S PRELIMINARY ESTIMATE

PENINSULA AT BAYONNE HARBOR

ON-SITE INFRASTRUCTURE COSTS - LANDING DISTRICT

Opinion of Probable Cost to Construct

7/10/2008

COMPONENT	ESTIMATED COST
	The Landing
HUDSON RIVER WATERFRONT WALKWAY	\$2,652,000
RIGHT OF WAY IMPROVEMENTS	\$3,109,800
DEMOLITION	\$2,331,266
POTABLE WATER DISTRIBUTION	\$715,950
STORMWATER MANAGEMENT SYSTEM	\$1,513,750
CABLE / TELECOM DISTRIBUTION	\$1,121,500
NATURAL GAS DISTRIBUTION	\$126,750
ELECTRICAL DISTRIBUTION	\$649,500
SANITARY SEWAGE COLLECTION SYSTEM	\$1,815,500
OPEN SPACE IMPROVEMENTS	\$200,000
MARITIME INFRASTRUCTURE	\$1,040,800
BULK FILL & GRADING	\$4,924,000
SOIL EROSION & SEDIMENT CONTROL	\$94,560
MISC.	\$1,940,000
SUBTOTAL	\$22,235,376

ENGINEERING / CONSTRUCTION ADMIN @12%	\$3,335,306
CONTINGENCY @15%	\$3,335,306
GRAND TOTAL	\$28,905,989

SEE DETAIL BACKUP IN DOCUMENTS AVAILABLE TO REGISTRANTS

Exhibit 4.

ENGINEER'S PRELIMINARY ESTIMATE

ON-SITE INFRASTRUCTURE COSTS - LOFT DISTRICT

Opinion of Probable Cost to Construct

7/10/2008

COMPONENT	ESTIMATED COST The Loft
SHORELINE STABILIZATION	\$1,760,000
HUDSON RIVER WATERFRONT WALKWAY	\$3,400,000
RIGHT OF WAY IMPROVEMENTS	\$4,284,250
DEMOLITION	\$8,617,000
POTABLE WATER DISTRIBUTION	\$831,070
STORMWATER MANAGEMENT SYSTEM	\$1,388,000
CABLE / TELECOM DISTRIBUTION	\$1,157,700
NATURAL GAS DISTRIBUTION	\$126,650
ELECTRICAL DISTRIBUTION	\$698,900
SANITARY SEWAGE COLLECTION SYSTEM	\$270,900
OPEN SPACE IMPROVEMENTS	\$1,200,000
BULK FILL & GRADING	\$4,660,000
SOIL EROSION & SEDIMENT CONTROL	\$97,890
MISC.	\$1,840,000
SUBTOTAL	\$28,572,360

ENGINEERING / CONSTRUCTION ADMIN @12%	\$4,285,854
CONTINGENCY @15%	\$4,285,854
GRAND TOTAL	\$37,144,068

SEE DETAIL BACKUP IN DOCUMENTS AVAILABLE TO REGISTRANTS

Exhibit 4.

ENGINEER'S PRELIMINARY ESTIMATE

ON-SITE INFRASTRUCTURE COSTS - BAYONNE POINT

COMPONENT	ESTIMATED COST Bayonne Pointe
SHORELINE STABILIZATION	\$22,125,000
HUDSON RIVER WATERFRONT WALKWAY	\$9,180,000
RIGHT OF WAY IMPROVEMENTS	\$6,995,925
DEMOLITION	\$10,158,000
POTABLE WATER DISTRIBUTION	\$989,479
STORMWATER MANAGEMENT SYSTEM	\$4,608,828
CABLE / TELECOM DISTRIBUTION	\$1,357,450
NATURAL GAS DISTRIBUTION	\$176,455
ELECTRICAL DISTRIBUTION	\$748,900
SANITARY SEWAGE COLLECTION SYSTEM	\$541,285
OPEN SPACE IMPROVEMENTS	\$2,440,000
MARITIME INFRASTRUCTURE	\$5,000,000
BULK FILL & GRADING	\$6,236,000
SOIL EROSION & SEDIMENT CONTROL	\$82,670
MISC.	\$2,740,000
SUBTOTAL	\$51,254,992

ENGINEERING / CONSTRUCTION ADMIN @12%	\$7,688,249
CONTINGENCY @15%	\$7,688,249
GRAND TOTAL	\$66,631,490

SEE DETAIL BACKUP IN DOCUMENTS AVAILABLE TO REGISTRANTS

Exhibit 5. Acknowledgement and Confidentiality Statement

Date:

Bayonne Local Redevelopment Authority
51 Port Terminal Boulevard
Suite 21
Bayonne, NJ 07002

Re: Acknowledgement of Terms and Confidentiality Agreement

Ladies and Gentlemen:

In connection with our submission of a proposal with regard to a portion of the Peninsula at Bayonne Harbor in response to the Request for Proposals and Qualifications (“RFP”) dated July 2008 issued by the Bayonne Local Redevelopment Authority (“BLRA”), we hereby (1) acknowledge and agree to the terms and conditions of the RFP, and (2) agree that, without the prior written consent of the BLRA, we will not, and will direct and cause our representatives not to, disclose to any person or entity the nature of any discussions or negotiations (if any) taking place concerning the RFP or any of the terms, conditions or other facts with respect thereto, including the status thereof.

We agree that all press and other inquiries concerning the RFP will be referred, without further comment, to the BLRA. The BLRA will be responsible for coordinating and issuing all press, intergovernmental and public announcements, as well as arranging all press conferences and ceremonies, unless the BLRA agrees otherwise in writing. On behalf of ourselves and our representatives, we agree not to discuss any negotiations concerning the RFP with the press or other media without the prior written consent of the BLRA.

If the foregoing agreements are not complied with, the BLRA, in its sole discretion, may, as applicable (1) withdraw our proposal from consideration in designating a developer under the RFP, or (2) if we have been designated as a developer under the RFP, terminate our designation and withdraw from negotiations with us regarding the RFP.

We agree that this Acknowledgement of Terms and Confidentiality Agreement shall remain in effect unless and until (1) a binding Redevelopment Agreement with respect to the RFP is entered into between the BLRA and us, or (2) a binding Redevelopment Agreement with respect to the RFP is entered into between the BLRA and any third party, or (3) the BLRA cancels or otherwise terminates the RFP process.

Exhibit 5.

We agree that money damages would not be a sufficient remedy for any breach of this agreement by us or our representatives and that, in addition to all other remedies which may be available, the BLRA shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach.

It is further understood and agreed that no failure or delay by the BLRA in exercising any right, power or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise thereof preclude any other or further exercise thereof or of any other right, power or privilege hereunder.

We hereby represent that the individual signing this letter agreement is duly authorized to execute and deliver this letter agreement on our behalf.

This agreement shall be governed by and construed in accordance with the law of the State of New Jersey.

We enter into this agreement in consideration for the BLRA considering our response to the RFP and understand and agree that it is a condition to the BLRA considering such response that we enter into and comply with this agreement.

Sincerely,

By: _____
(Name and Title)

Exhibit 6. Documents Available to Registrants

LISTING OF SUPPLEMENTAL DOCUMENTS AVAILABLE TO REGISTERED RESPONDENTS THROUGH THE CUSHMAN & WAKEFIELD WEBSITE

ENGINEERING / SURVEY

1. Peninsula at Bayonne Harbor Boundary Survey - Boundary survey for entire Peninsula at Bayonne Harbor, 2001.
2. Filed Subdivision Maps - Subdivision maps for each of the three RFP districts, 2005.
3. Aerial Photography - georeference aerial photography of Peninsula and vicinity, 2002
4. Construction Bid Tabulations - unit cost submissions in connection with infrastructure work for which BLRA has received bids, 2003-2007.
5. Conceptual Cost Estimate Back-Up - Unit Costs and Quantities for BLRA engineer conceptual cost estimate for infrastructure construction for each of the three RFP districts, 2008.
6. Transportation Analysis Technical Memorandum - analysis of impact of traffic on local and state highways, including a discussion of potential traffic mitigation measures and improvement, 2003.
7. Geotechnical Data - soil boring logs from multiple sources, early 1900s through present.
8. Topographic Survey - survey of entire Peninsula using 1 foot contours, 2002.
9. Hydrographic Surveys - survey of entire riparian using 1 foot contours, 2003 – 2006.
10. LGA Engineering, Inc. Master Development Site Plan – base infrastructure plans approved in connection with Waterfront Development Permit 2005.
11. Langan Engineering Bayonne Bay Infrastructure Plans – construction plans for current infrastructure work in Bayonne Bay, 2008.

PLANNING

1. Peninsula at Bayonne Harbor Redevelopment Plan w/amendments - last amended 2008.
2. Buildings 32 & 42 Reuse Study – basic engineering information and feasibility analysis of building reuse, 2005.
3. Building 100 Plans – original US Army construction plans (not complete), 1942.

PERMITS

1. NJDEP “Master” Waterfront Development Permit & Conservation Easement, 2005 and 2006.
2. US Army Corps of Engineers Permit – South Side (Bulkhead, Ferry and Fishing Pier), 2008.
3. Highway Access Permit 1 – issued NJDOT permit for initial development as required under New Jersey highway access code, 2007.

SITE REMEDIATION

1. Procedural Guidance Document - procedures required to undertake post-remediation work in deed notice areas, 2006.
2. Deed Notice - NJDEP deed notice for affected areas.
3. CERCLA - for affected areas, issued by US Army, 2007
4. No Further Action Letters - issued by NJDEP for soil & groundwater, 2007
5. Document Index - listing of environmental documents, reports, etc. in repository housed at Bayonne Public Library

Exhibit 6.

TITLE DOCUMENTS1.

1. Quitclaim Deeds from US Army – 2001, 2002
2. Executed Redevelopment Agreements – Harbor Station, Bayonne Bay, Maritime districts and Bayonne Point (Royal Caribbean)
3. Dry Dock Lease

ADDITIONAL DOCUMENTS WILL BE ADDED FROM TIME TO TIME **