

SOUTH JERSEY PORT CORPORATION



SPECIAL BOARD OF DIRECTORS MEETING MONDAY, JANUARY 13, 2025

THE CHAIRMAN COMMENCES MEETING WITH PLEDGE OF ALLEGIANCE AND ROLL CALL

OPEN PUBLIC MEETINGS ACT STATEMENT:

Pursuant to the provisions of the Open Public Meetings Act, Chapter 231, Public laws of 1975, adequate notice of this meeting has been provided. On December 3, 2024, the Board Secretary of the Corporation sent a legal notice with a schedule of Regular Meetings to be held by the South Jersey Port Corporation's Board of Directors, during the calendar year 2025, indicating the time and place to the County Clerks within the seven counties of the Port District and the Secretary of State. A legal notice was sent to the following newspapers: Courier-Post, South Jersey Times and the Burlington County Times.

In addition, the meeting schedule was posted at the Port Corporation's designated Bulletin Board at the main entrance to the Broadway Terminal, its official place for posting and maintaining a schedule of the monthly Board of Director's Meetings for 2025. The meeting schedule was also placed on the Port Corporation's website at www.southjerseyport.com.

ACTION ITEMS:

**A. RESOLUTION 2025-01-0001: APPROVAL TO EXECUTE
LEASE AND SUBLEASE AT 325 JEFFERSON ST. CAMDEN**

**B. RESOLUTION 2025-01-0002: APPROVAL TO ENGAGE
SPECIAL COUNSEL TO REPRESENT AND PROVIDE
PROFESSIONAL LEGAL SERVICES TO AND FOR THE
SOUTH JERSEY PORT CORPORATION**



ACTION ITEM:

A. RESOLUTION 2025-01-0001: APPROVAL TO EXECUTE LEASE AND SUBLEASE AT 325 JEFFERSON ST. CAMDEN

REQUEST

Staff is requesting Board approval to execute a master lease with Impulse Properties LLC of Passaic New Jersey as landlord and SJPC as tenant, and to simultaneously execute a sublease with SJPC as sublandlord and AAA Salt LLC of Camden, New Jersey as subtenant, for an approximately 2.29-acre paved lot at 325 Jefferson St. (corner of S. 4th St.) in Camden.

BACKGROUND

SJPC is expecting to receive a shipment of approximately 50,000 metric tons of road salt at the Broadway Terminal in late January from AAA Salt, which is under contract to supply road salt for resale to NJDOT, with another 50,000 metric tons expected next December, and there is currently no SJPC- owned property with the space to accommodate either of these shipments. AAA Salt is an affiliate of Allied Salt, SJPC's current salt tenant, which leases approximately 2.5 acres from SJPC at 1101 S. 2nd St., but that site is already being used to stockpile and package salt for shipment to Home Depot for retail use. Impulse Properties is the owner of the former Maafco licorice plant, which includes the lot at 325 Jefferson St. Impulse is willing to lease out the lot in question until such time as they are able to sell the entire Maafco plant. SJPC would be entering into the lease/sublease agreement in order to more efficiently facilitate the importation and storage of salt. In addition to the sublease revenue, SJPC will receive substantial terminal handling revenue from accommodating the salt shipments via Broadway Terminal.

Key Master Lease Terms

- Landlord – Impulse Properties; Tenant - SJPC
- Initial lease term: upon execution, and extending through March 31, 2026
- Month to month extension option
- 30-day mutual termination provision
- Rent: \$7,500 per month for approx. 2.29 acres (\$0.90 per square foot per year)
- 2 months security deposit due upon execution
- 5% rent escalation after 12 months
- Property to be returned to former condition upon lease expiration or termination



Key Sublease Terms

- Sublandlord – SJPC; Subtenant – AAA Salt
- Initial lease term: upon execution, and extending through March 31, 2026
- Month to month extension option
- 30-day mutual termination provision
- Rent: \$10,973 per month for approx. 2.29 acres (\$1.32 per square foot per year)
- 2 months security deposit due upon execution
- 5% rent escalation after 12 months
- SJPC is responsible for submission of the NJDEP industrial stormwater discharge permit application
- SJPC and AAA split the costs of permit submission 50/50
- Allied/Subtenant responsible for any costs of site preparation and or compliance required for the operation
- Liability protection provision for SJPC in sublease if lot is not cleared of salt at lease expiration or termination
- Property to be returned to former condition upon lease expiration or termination

RECOMMENDATION:

Staff is therefore requesting Board approval to execute a master lease with Impulse Properties LLC of Passaic New Jersey as landlord and SJPC as tenant, and to simultaneously execute a sublease with SJPC as sublandlord and AAA Salt LLC of Camden New Jersey as subtenant, for an approximately 2.29-acre paved lot at 325 Jefferson St. (corner of S. 4th St.) in Camden.



ACTION ITEM:

B. RESOLUTION 2025-01-0002: APPROVAL TO ENGAGE SPECIAL COUNSEL TO REPRESENT AND PROVIDE PROFESSIONAL LEGAL SERVICES TO AND FOR THE SOUTH JERSEY PORT CORPORATION

REQUEST

Staff requests Board approval to engage Gregory A. Lomax, Esquire (Member), and his law firm, Lauletta Birnbaum, as Special Counsel to represent, and provide professional legal services to and for, the South Jersey Port Corporation (“SJPC”) in connection with the appeal of a final order(s), and then in connection with any and all matters upon remand to the trial court from the said appeal, in the matter of Holtec Technology Center, LLC vs. South Jersey Port Corporation, Docket No. CAM-C-55-20, currently pending in the Superior Court of New Jersey, Camden County, Chancery Division (hereinafter the “Holtec Matter”). Such engagement shall be subject to entry into an agreement for such services as is approved by the SJPC Executive Director and Director of Legal and Regulatory Affairs.

BACKGROUND

The decision to engage special counsel to represent and provide professional legal services to and for the SJPC lies solely with the Board. The SJPC is in need of special counsel to handle the appeal of the entry of a final order(s) entered in the Holtec litigation against it, inclusive of the order for summary judgement, and the order for counsel fees and other such fees/costs. SJPC currently has counsel engaged to represent it in the Holtec Matter; but has sought out new counsel to handle the now appeal of the final order(s) that have been entered in the matter as of December 20, 2024. SJPC desires to engage special counsel that specializes in appellate legal practice, and Gregory A. Lomax, Esquire, and his firm of Lauletta Birnbaum, do as a portion of their practice specialize in providing appellate services. Interviews of firms were undertaken by the SJPC’s Executive Director, Director of Legal and Regulatory Affairs, and a two (2) Board member litigation control group, for purposes of vetting possible attorneys and law firms to undertake the representation of the SJPC in the appeal, and any remand matters, in and of the Holtec Matter. Based upon such interviews, recommendation is made that Gregory A. Lomax, Esquire and his law firm of Lauletta Birnbaum be engaged by the Board to serve as Special Counsel by the SJPC to handle the appeal, and any matters upon remand, of the Holtec Matter.

RECOMMENDATION:

Staff recommends Board approval to engage Gregory A. Lomax, Esquire

SOUTH JERSEY PORT CORPORATION
Board of Directors Meeting – January 13, 2025



(Member/Partner), and his law firm, Lauletta Birnbaum, as Special Counsel to represent, and provide professional legal services to and for, the SJPC in connection with the appeal of a final order(s), and then in connection with any and all matters upon remand to the trial court from the said appeal, in the Holtec Matter. Such engagement shall be subject to entry into an agreement for such services as is approved by the SJPC Executive Director and Director of Legal and Regulatory Affairs.



MATTERS INVOLVING LITIGATION, PERSONNEL MATTERS & SPECIAL MATTERS

The subject matter is covered by one or more of the following legal exemptions:

- Matters made confidential by state, federal law or rule by court.
 - Disclosure would result in an unwarranted invasion of individual privacy, unless the person affected consents in writing.
 - Disclosure would impair the body's right to receive federal or state funds.
 - Collective bargaining.
 - Lease or acquisition of property, setting of banking rates, investment of public funds if disclosure would harm the public interest.
 - Investigations into violations of law.
 - Strategies to protect public security.
 - Pending, ongoing or anticipated litigation or contract negotiation, including attorney-client privilege. The threat of litigation must be more than theoretical for this exemption to apply.
 - Personnel matters affecting employees of the public bodies, unless all parties request or consent to a public hearing. Prior to discussion of personnel, affected employees must be given notice, known as a Rice notice, which gives the employee the right to request a public hearing.
 - Proceedings that could result in a suspension, civil penalty, or loss of a license or permit.
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1. COUNSEL'S REPORT