

Memorandum

PRIVILEGED AND CONFIDENTIAL ATTORNEY OPINION WORK PRODUCT

To: File

From: Gibson, Dunn & Crutcher LLP

Re: Cantor Interview Memorandum

On January 31, 2014, Raymond Cantor was interviewed by Reed Brodsky and Rachel Brook of Gibson Dunn. Cantor was not represented by counsel during the interview. All information contained herein was provided by Cantor or as indicated. Cantor has not read or reviewed the memorandum and has not adopted or approved its contents. Brodsky began the interview by administering the standard *Upjohn* warnings per the Gibson Dunn protocol, and requesting that Cantor refrain from discussing the investigation and interview with others per Gibson Dunn protocol. Cantor stated that he agreed, understood, and did not have any questions.

This memorandum does not contain a verbatim transcript of what was said at the meeting; rather it is a summary of the discussion that reflects counsel's mental thoughts and impressions and is therefore protected from disclosure by the attorney work product doctrine.

I. Background

In 1984, Cantor graduated from New York Law School. After law school, he worked for the New Jersey legislature. He then held various governmental affairs positions over the years. In January 2010, he began working for Commissioner Bob Martin and is now the Chief Advisor of the New Jersey Department of Environmental Protection ("DEP"). In his role as Chief Advisor, Cantor advises Commissioner Martin on policy, management, and legal issues, and he has direct responsibility for the Office of Legal Affairs within DEP. Cantor has several policy advisors that work for him.

II. Superstorm Sandy Aid and Interactions with Mayor Dawn Zimmer

Cantor participated in one meeting with Mayor Zimmer that occurred on or about April 26, 2013. The meeting took place in a conference room in the DEP's office. In attendance at the meeting were Mayor Zimmer and a staff member from her office, Cantor,

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Eric Daleo from the Governor's Office of Rebuilding and Recovery ("GORR"), Marilyn Lennon from the DEP Land Use Management, and others. Mayor Jerrimiah Healy, the mayor of Jersey City, was planning to attend the meeting as well but ultimately did not.

The conversation during this meeting centered around regulations that would allow for development in cities, including Hoboken. FEMA was in the process of re-mapping the New Jersey Coast for High Velocity Zones, or "V Zones" (zones that receive a large amount of wave action and, thus, more damage). Less development is permitted in High Velocity Zones, and several areas of Hoboken had been designated as High Velocity Zones for the first time. The meeting was scheduled to discuss ways to allow for more development. Jersey City also wanted to be involved in the meeting given the designation of certain zones as V Zones in the most recently released maps. Mayor Zimmer specifically brought up the issue of how to protect buildings in V Zones from flooding, since elevation is not permitted in V Zones. She brought up making adjustments to elevators and other structures currently at the ground level. During the meeting, the participants discussed what was feasible given the existing regulations, and Cantor said Mayor Zimmer was told that some of her proposals were not allowed under the current rules.

After this meeting, Cantor asked his staff to try to find regulations that would allow Hoboken to protect its buildings, but the National Flood Insurance Program ("NFIP"), which is FEMA's flood insurance program, did not allow for certain types of building. Cantor's staff could not figure out a solution for Mayor Zimmer's request from this meeting at the time.

The April 26, 2013 meeting lasted approximately one hour. Development projects were only discussed in two contexts: (1) in the context of the need for regulatory changes to allow for development in Hoboken; and (2) in the context of the piers on which development was currently not permitted. Mayor Zimmer said that Hoboken did not want development on piers, but the DEP participants responded that Jersey City wanted such development.

The Rockefeller Group was not discussed during this meeting, and Cantor said he did not recall hearing about the Rockefeller Group until Mayor Zimmer's MSNBC interview.