

Memorandum

PRIVILEGED AND CONFIDENTIAL ATTORNEY OPINION WORK PRODUCT

To: File

From: Gibson, Dunn & Crutcher LLP

Re: Coles Interview Memorandum

On February 19, 2014, Linda Coles was interviewed by Reed Brodsky and Alyssa Kuhn of Gibson Dunn. Coles was not represented by counsel during the interview. All information contained herein was provided by Coles or as indicated. Coles 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 Gibson Dunn protocol, and requesting that Coles refrain from discussing the investigation and interview with others. Coles stated that she 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 1981, Coles graduated from Cook College with a degree in biology. In 2006, Coles earned her Master's Degree in Environmental Science from the New Jersey Institute of Technology. In 1988, Coles joined DEP as an Environmental Specialist in the Division of Water Quality. Before joining the DEP, Coles worked for the U.S. Geological Survey and held other geology and engineering positions. Coles's current position is Supervising Environmental Specialist. Coles also held this position in 2013. In her current position, Coles supervises one employee.

II. Superstorm Sandy Aid

A. May 9, 2013 Meeting

Coles recalled that she had communicated with Stephen Marks, Hoboken's Business Administrator, prior to the May 9, 2013 meeting. After Superstorm Sandy hit, Coles

volunteered to conduct outreach to towns and sewerage authorities to assess their needs and see how the DEP could help. Coles stated that she was assigned to conduct outreach to Hoboken and Bay Head, New Jersey, and that Marks was her primary point of contact in Hoboken.

Coles attended the May 9, 2013 meeting with Mayor Zimmer, Marks, the Rockefeller Group, Fred Worstell (Dresdner Robin), Lori Grifa (Wolff & Samson), and other members of the DEP. Coles recalled that she was invited to the May 9, 2013 because she was assigned outreach to Hoboken after Superstorm Sandy.

Coles recalled that the May 9, 2013 meeting was about flood prevention, and, specifically, the construction of flood walls in Hoboken. Coles recalled that public-private partnerships were discussed regarding funding the flood walls. Coles did not recall who spoke during the meeting. Coles said that she remembered being nervous during the meeting because there were a lot of high-level DEP officials in attendance, which was not the norm for the DEP's meetings with municipalities and utility authorities. Coles recalled that sometime after the meeting, she discussed land acquisition with Hoboken. Coles took notes during the meeting.

Coles did not recall the Rockefeller Group's North End development being discussed during the May 9, 2013 meeting. Coles did not recall ever hearing that Sandy aid was tied to endorsing Governor Christie, political affiliation, or the Rockefeller Group's development project.

B. Interactions with Hoboken Post-May 9, 2013 Meeting

Coles continued to assist Hoboken after the May 9, 2013 meeting. Specifically, Coles had been in contact with Marks and Kevin Wynn, an engineer at Hatch Mott MacDonald, regarding Hoboken's Letter of Intent for a wet weather pump station. Hoboken submitted a Letter of Intent, along with a plan created by Hatch Mott Macdonald, to the Environmental Infrastructure Financing Program, a loan program administered by the DEP and the New Jersey Environmental Infrastructure Trust ("EIT"). After Hoboken submitted its Letter of Intent, Coles explained that she was asked to provide a list of all funding Hoboken had applied for, and whether they had received any FEMA funding. Coles recalled that the information she received from Hoboken did not always match the information from her state sources. In addition, Coles explained that she also communicated with Marks and Wynn regarding the specifics of their plan when determining what level of review the project would receive at the DEP. Coles explained that, after discussing the details of Hoboken's plan with her superiors, it was determined that Hoboken's plan would receive "Level 2" review.

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Coles stated that she has not had any conversations with Mayor Zimmer after the May 9, 2013 meeting, but has communicated with Marks and Wynn. Coles stated that she has never received direction to stop assisting Hoboken.