

Reply to Request for Proposals

TECHNICAL RESPONSE



PARKWAY

TOWN CENTER

Submitted to:



RACER Trust
c/o Bruce Rasher, Redevelopment Manager
2930 Ecorse Road
Ypsilanti, MI 48198

Submitted by:

LENNAR[®]

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June 21, 2013



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June 20, 2013

Bruce Rasher
Redevelopment Manager
RACER Trust
2930 Ecorse Road
Ypsilanti, MI 48198

**Re: Technical Response – “Parkway Town Center”
Delphi Trenton Industrial Land – ENFOS #10090**

Dear Mr. Rasher:

This response is being submitted by US Home Corporation (“Lennar”), incorporated in the State of Delaware, a wholly owned subsidiary of Lennar Corporation. Lennar is pleased to submit this response to your request for proposals for “Delphi Trenton Industrial Land – ENFOS #10090”.

Founded in 1954 in Miami, Florida, Lennar is one of the nation’s leading homebuilding and development companies. Lennar has been listed on the New York Stock Exchange for more than three decades (symbol: LEN). By choosing Lennar as the buyer and redeveloper for the “Parkway Town Center”, RACER Trust and the Ewing Township Redevelopment Agency will be selecting a team that has not only the expertise to complete the project, but also the capital to close the transaction and fund the development necessary to create value within the project and surrounding community.

Lennar has developed numerous projects throughout New Jersey and the United States. It has a successful track record with large scale mixed use redevelopment sites and environmental remediation. Subject to the execution of a Purchase and Sale Agreement acceptable to Lennar and RACER Trust, Lennar proposes to purchase the property described as 1445 Parkway Avenue, 79.8 acres.

Lennar’s successes in New Jersey, financial capability and team experience exceed any of our competitors. Lennar’s seasoned professionals are poised to join RACER Trust and the Ewing Township Redevelopment Agency in realizing their goals for the Parkway Avenue Redevelopment Area. Lennar’s commitment to this project, RACER Trust and the Ewing Township Redevelopment Agency is not conditioned on the performance of any other party and as such, Lennar is uniquely qualified to complete this transaction and maximize value for RACER Trust and Ewing Township.

Sincerely,

Robert Calabro
Director of Land, Lennar New Jersey Division
robert.calabro@lennar.com



Aerial Perspective of Parkway Town Center

VISION STATEMENT:

Parkway Town Center is envisioned as the new economic and geographic heart of Ewing Township. Serving as the replacement to the original economic engine of the area, the former GM - Inland Fisher Guide Plant, Parkway Town Center will serve as a new downtown for a municipality with a rich historic past. This proposal follows the site and development guidelines set forth by the RACER Trust Request for Proposals and the Parkway Avenue Redevelopment Plan.

Lennar views the Parkway Town Center as one of the most exciting sites in New Jersey due to its location, the underserved market, and proximity to transportation and employment options, among others. A primary goal of the Parkway Avenue Redevelopment Plan is to create a vibrant commercial and residential market for the area and Parkway Town Center satisfies this goal. This proposal will serve as a catalyst for the continued transformation of Ewing Township into a regional hub.

The physical manifestation of this vision is a mix of uses organized around a traditional, neighborhood street network connected to the surrounding neighborhoods. The design concept features many community-oriented and sustainable features as well as an emphasis on walkability, place-making, and traditional town center density. A community green located at the center of the site will serve as the primary community gathering space and will be accessed via the primary entrance

from Parkway Avenue.

A key advantage of the site is its proximity to the SEPTA West Trenton rail station, which is proposed to be moved adjacent to the site and provide the designation as a Transit-Oriented Development (TOD).

PROJECT SUMMARY:

The Parkway Town Center site concept is based on neo-traditional urban design principles (TND) including a mix of uses and building types overlaid onto a traditional street network. Two design scenarios are proposed for the development of the site. Scenario A consists of 820 residential units with 83,000 sf of retail space. Scenario B consists of 795 residential units and 123,000 sf of commercial/retail space. The difference is the site layout along the CSX Rail Spur to the south of the site.

A community-organizing street network radiates from a central neighborhood green which serves as the primary community gathering space and focus of the development. This space, Fisher Green (a nod to the site's history), will contain elements relating to the history of the site that will encourage a pride of place among residents. Fisher Green is located at the end of an entrance boulevard from Parkway Avenue. This entry will serve as the primary entrance to the site and tie directly into the existing entrance to Serenity Plaza. Alternate site access points include an entrance adjacent to the proposed rail station along Parkway Avenue, an access point from the Scotch Road extension, and a possible connection to Silvia Street south of the site beyond the CSX rail spur.

Following TND 'Best Design Practices', the site density transitions from higher density at the northwest corner of the site (closest to the proposed rail station) to lower density at the southwest. Higher density apartment and mixed-use buildings line Parkway Avenue and the West Trenton rail line. These buildings serve as the transition buffer to the lower density town home units that make up a majority of the site.



Conceptual Site Plan - Scenario A



View of Residential Area South of the Clubhouse



View of Fisher Green



View Looking Northwest



View Looking Southeast



View of Entrance Boulevard

PRECEDENT EXAMPLES:

Numerous successful town center examples were researched during the design of Parkway Town Center. Features such as architectural character, public space dimensions, street types and landscaping were analyzed and incorporated into Parkway Town Center.

Projects that influenced Parkway Town Center include Washington Town Center in Robbinsville, NJ; Kentlands in Gaithersburg, MD; Celebration Town Center in Celebration, FL; and Birkdale Village in Huntersville, NC. These projects were each designed as new town centers that serve the surrounding community. Each of them have similar architectural building types, densities, landscaping and mixed-use.



Town Center Precedent - Washington Town Center



Community Green Precedent - Birkdale Village



Walking Path - Celebration Town Center



Residential Architecture - RiverWalk (Lennar)

PROGRAM SUMMARY:

Residential Dwelling Units: 820 Total DU (795 DU - Scenario B)

	Single-Family Detached (Small Lot) & Twins (Scenario A)	25 DU
	Town Homes	200 DU
	Stacked Town Homes	200 DU
	Apartments*	250 DU
	Mixed-Use Apartments*	145 DU

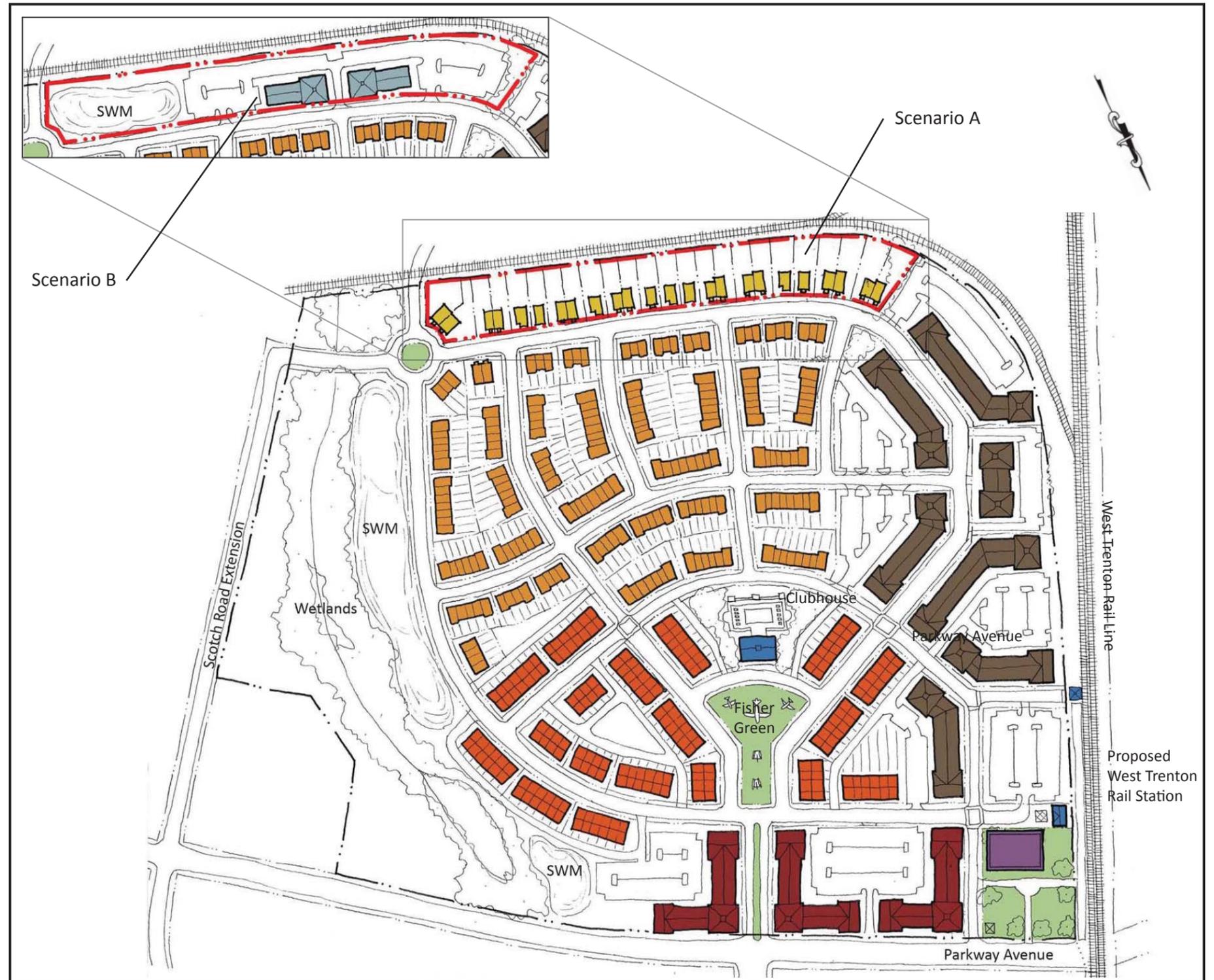
* Includes Affordable Housing units as required by State of New Jersey regulations and law.

Commercial: 83,000 SF (123,000 SF - Scenario B)

	Mixed-Use Retail / Ground Floor	70,000 SF
	Pad-Site Retail (Rail-Supported)	13,000 SF
	Office (Scenario B)	40,000 SF

Community Amenities:

	Community Greens
	Community Clubhouse & Pool

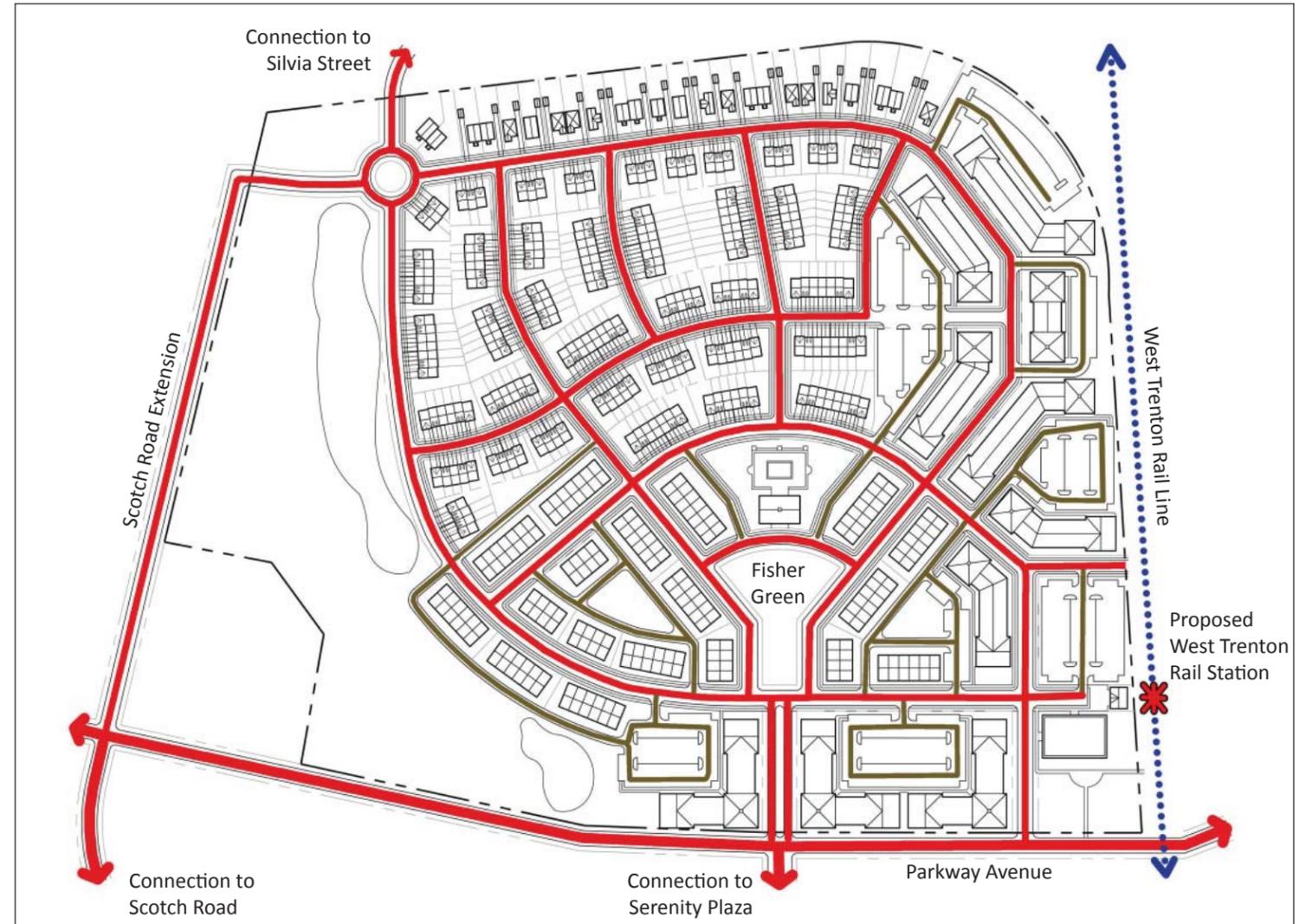
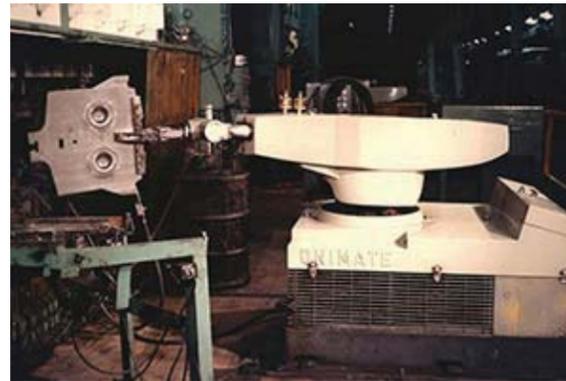


Program Diagram - Site Plan

SENSE OF PLACE:

The site is an important location within Ewing Township both economically and historically. Many local residents who worked at the manufacturing facility remain in the area and its importance to the community comes from the time spent at the facility and the numerous items of historical importance created there. Items such as the TBM Avenger bomber created during World War II and the Unimate automated hydraulic arm (the first programmable industrial robot to be used in the United States) established Ewing Township's prominence as an important historic American community.

Parkway Town Center seeks to emphasize this rich history as a manufacturing power. The central community green is named 'Fisher Green' in reference to the site's prior use as the Inland Fisher Guide Plant for General Motors. The streets will be named after other items of historical significance to the site such as Eastern Aircraft, Delphi, General Motors, Ternstedt Division and TBM Avenger, among others. Also, an area for displaying historic artifacts of Ewing Township will be reserved along the entrance boulevard and within Fisher Green.



SITE CONNECTIVITY:

As the new town center for Ewing Township, connectivity to the surrounding neighborhoods is an important aspect of the site concept. Despite the limitations of the elevated rail lines and the wetlands on the eastern side of the site, Parkway Town Center contains a connected network of tree and sidewalk lined streets that promote pedestrian activity and a neighborhood feel.



Existing Boulevard Entry View from Serenity Plaza

Parkway Avenue contains the primary access points for the site due to the rail and natural limitations. However, other site connections are proposed to an extension of Scotch Road and Silvia Street. These connections were mentioned as new possible network connections in the November 21, 2012 Mercer County RFP - Feasibility Assessment for Highway Improvements In the Parkway Avenue Redevelopment Area.



Existing West Trenton Rail Bridge over Parkway Avenue



Walking Trails & Stormwater Features - Celebration Town Center



Community Green Precedent - Kentlands



CONCEPTUAL GREEN PLAN

COMMUNITY AMENITIES & SUSTAINABILITY:

The community amenities for Parkway Town Center include public spaces, community greens, walking trails, historic displays, and a mixed-use town center boulevard. These spaces may be used by all Ewing Township residents and will help to create a sense of place for the Township. Private amenities are also important to future residents of Parkway Town Center. The primary residential amenities include a private clubhouse with community rooms and work-out spaces and recreation areas with an outdoor pool and lounge area. Lennar has built many successful residential amenity areas that residents continually mention as an important aspect of their purchase decision.

Sustainability features are also an important aspect of the site. These features include clustered development; street trees; sidewalks and walking trails to encourage walkability; public transportation options; tree and wetlands preservation; sustainable stormwater management practices; and implementation of green building practices where applicable.



Clubhouse & Amenity Precedent - RiverWalk (Lennar)



Pedestrian-Friendly Streetscape



Single-Family Detached Elevation



Typical Ground Floor



Typical Second Floor

SINGLE-FAMILY DETACHED HOMES:

Small-Lot: 3-4 bedrooms - 2 full baths, 1 half baths

Area:

Living Area: Small Lot - 2,800± sf
Garage Area: Small Lot - 300± sf

Parking:

All Single-Family Detached Homes will have off-street parking spaces:

Garage spaces: 1
Driveway spaces: 2

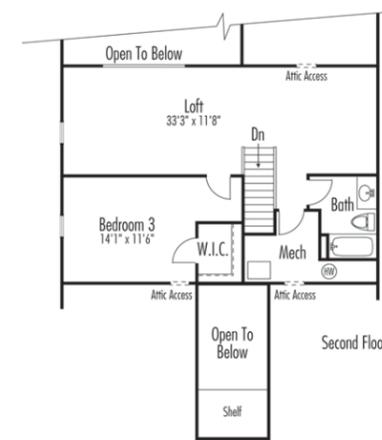
Additional on-street guest parking



Twin Elevation



Typical Ground Floor



Typical Second Floor

TWIN HOMES:

3 bedrooms - 3 full baths

Area:

Living Area: 2,400± sf
Garage Area: 220± sf

Parking:

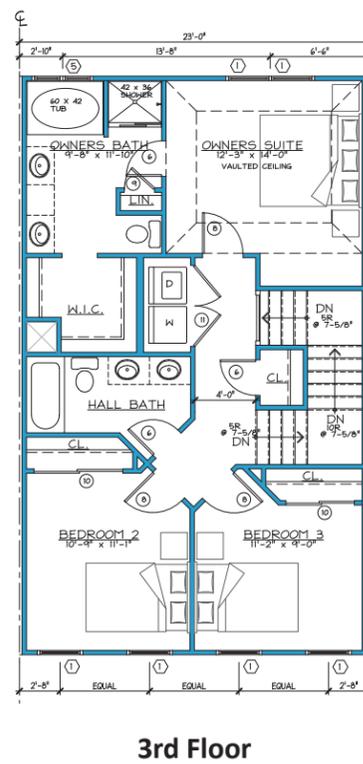
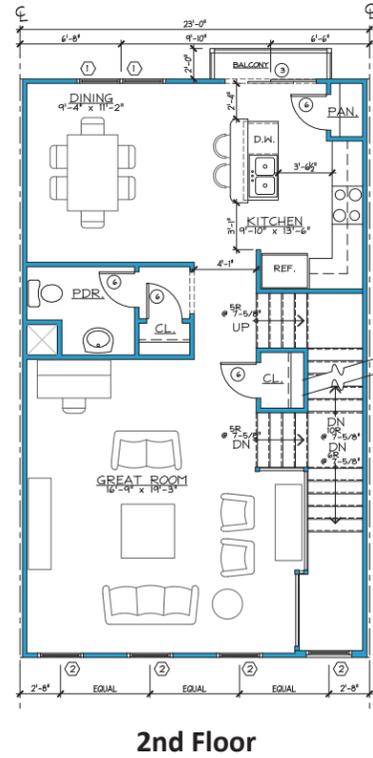
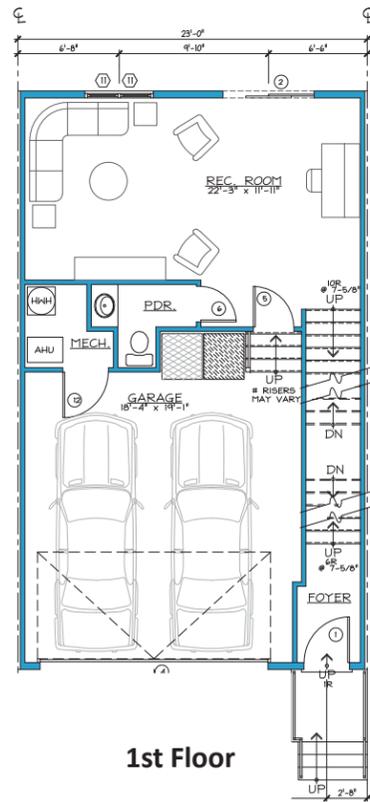
All Twin Homes will have off-street parking spaces:

Garage spaces: 1
Driveway spaces: 1

Additional on-street guest parking



Conceptual Elevation



TOWN HOMES:

3 bedrooms - 2 full baths, 2 half baths

Area:

Living Area: 1,750± sf
Garage Area: 350± sf

Parking:

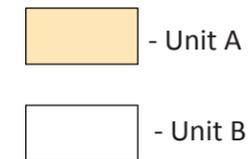
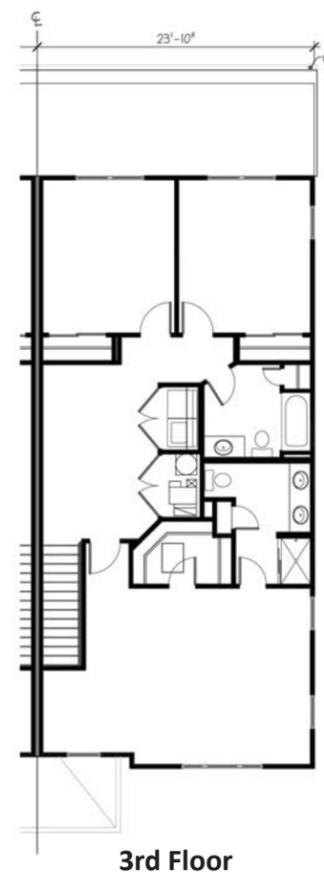
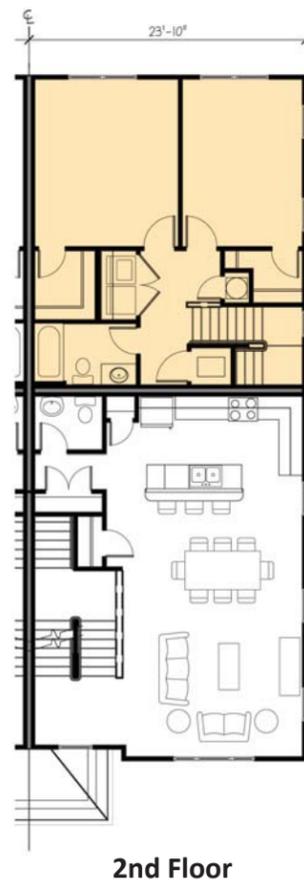
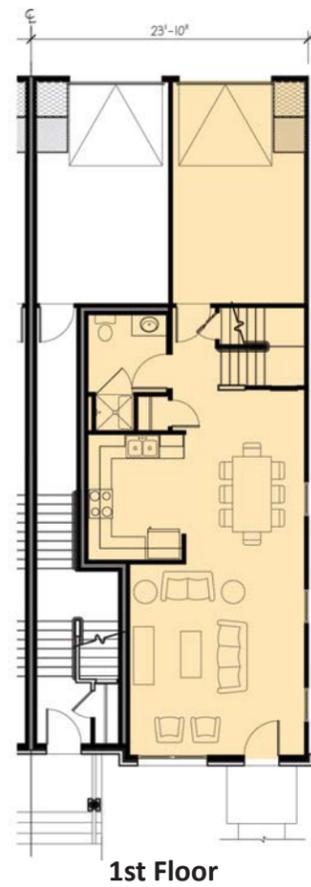
All Town Homes will have off-street parking spaces:

Garage spaces: 2
Driveway spaces: 2

Plus additional on-street guest parking



Conceptual Elevation



STACKED TOWN HOMES:

2- 3 bedrooms - 2 full baths, 2 half baths

Area:

Living Area: Unit A: 1,140 [±]sf
Unit B: 1,730 [±]sf

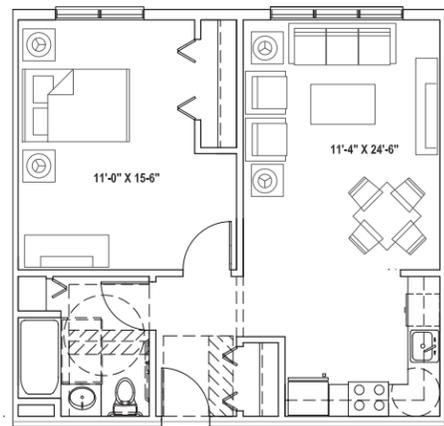
Garage Area: Unit A: 250 [±]sf
Unit B: 250 [±]sf

Parking:

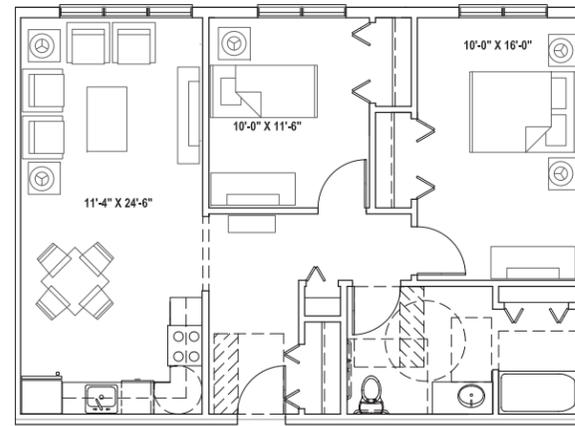
All Units will have off-street parking spaces:
Garage space: 1
Driveway space :1
Plus additional on-street guest parking



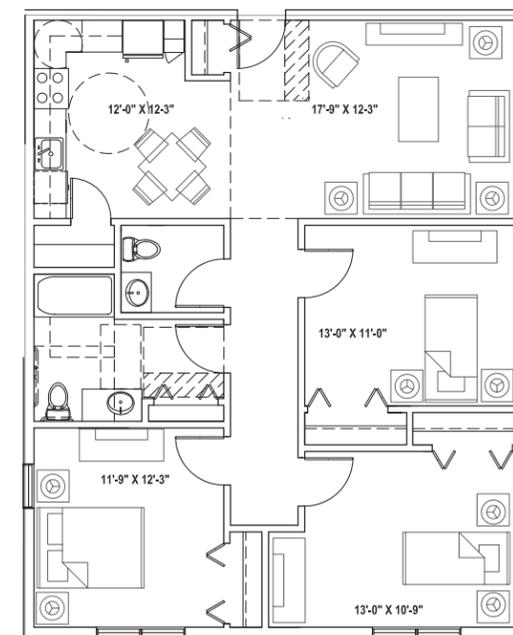
Conceptual Elevation



1 Bedroom



2 Bedroom



3 Bedroom

APARTMENTS:

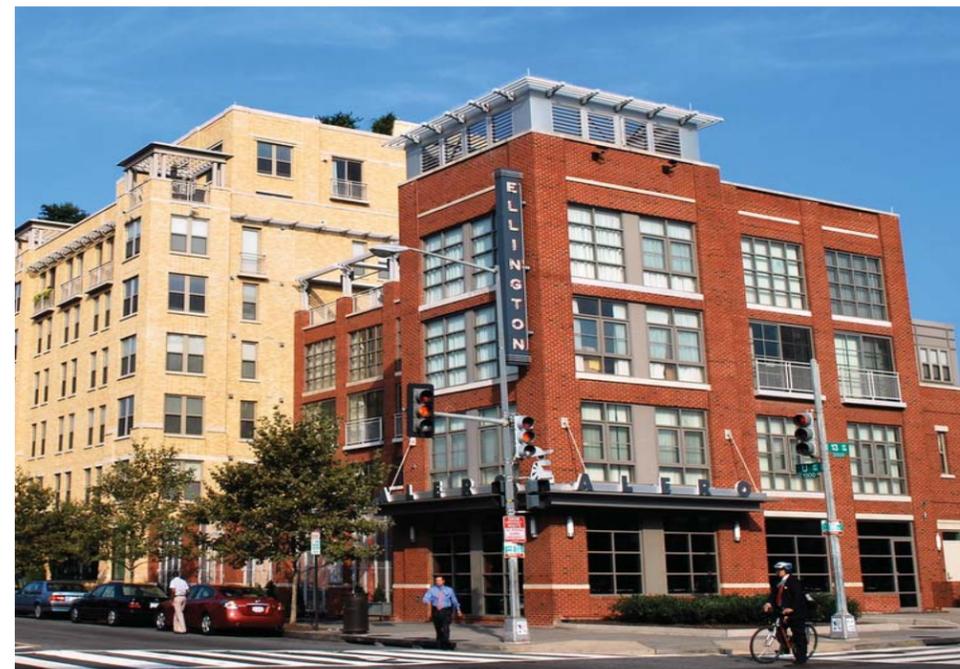
1 Bedrooms, 2 Bedrooms and 3 Bedrooms

Area:

Living Area: 1 Bedroom - 630 [±] sf
 2 Bedroom - 900 [±] sf
 3 Bedroom - 1,100 [±] sf

Parking:

All Units will have off-street and guest parking spaces in surface lots adjacent to the building.



MIXED-USE:

Mixed-Use - Ground Floor
Residential Space - Floors 2-4

Area:

Retail: 70,000 SF
Residential: 145 DU

Parking:

Surface Parking - All parking for retail and residential will adhere to Land Use Regulations for Parking and Loading requirements.



RETAIL / OFFICE SPACE:

Mixed-Use Ground Floor
 Pad-Site (Rail Station)
 Office (Scenario B)

Area:

Retail: 83,000 SF (Includes Ground Floor Mixed-Use)
 Office (Scenario B): 40,000 SF

Parking:

All parking for office and retail will adhere to Land Use Regulations for Parking and Loading requirements.

SALES STRATEGY & TENANT PROFILE

SALES STRATEGY

Parkway Town Center will be the epicenter of the Parkway Avenue Redevelopment Area. This 79.8 acre parcel will become the premier mixed-use destination in Mercer County offering living, shopping, restaurant and services all in one convenient location. The retail center will be connected to the proposed residential community through a beautifully landscaped promenade, which will include attractive architecture, beautiful landscaping, benches, green spaces, pavers, statues, and decorative storefronts to create high quality curb appeal and ambiance. Our open-air format will consist of local specialty retailers including restaurants. The specialty center format caters to a distinctive market niche and offers the consumer a different type of shopping experience than the usual regional or strip mall. The design of the residential component of this development will be unparalleled as the residents enjoy the benefits of a traditional neighbor organized around a network of pedestrian friendly, tree lined sidewalks and streets offering access to the retail center without the need to drive in their cars.

The sales and marketing strategy for the project will begin with the development of the project's core consisting of mixed residential/retail lining a boulevard leading to the projects main green which will be made available to display the history of Ewing Township and the redevelopment area. Sales and leasing of the retail space, apartments and for sale housing will happen on-site immediately following ground breaking. The leasing and sales of the various housing types will lead retail growth as mass is established by people living within the project. As demand for services continue through the occupancy of the homes, retail will be brought on line. It is anticipated 5 years will be needed from ground breaking until the final homes and retail spaces are occupied.

TENANT PROFILE

The tenant profile for residential will consist mostly of home buyers seeking new homes, those looking to down size from existing suburban houses into smaller units, and rental tenants. The potential home buyers and rental tenants will be drawn to the mixed-use, sense of place created at the town center as well as the variety of transportation options, including a new West Trenton station that will connect into Philadelphia and possibly New York. Due to the nature of town home and apartment development and the size of the units, the typical tenant profile will consist of young adults just beginning their families and active adults looking to downsize into smaller units.



PUBLIC FINANCIAL INCENTIVES & INFRASTRUCTURE IMPROVEMENTS

PUBLIC FINANCIAL INCENTIVES

No public incentives are required at this time upon which purchase of the property are contingent. Lennar reserves the right to seek public funding with the township, county and state for funding of infrastructure and affordable housing, as required by State law and regulation.

Lennar has yet to identify the exact extent of the need for public infrastructure improvements as the final site plan has yet to be agreed upon by Lennar, RACER and the Ewing Township Redevelopment Agency. For the development to have its greatest economic impact on the community, infrastructure improvements to the SEPTA West Trenton line, Parkway Avenue and Scotch Road will most likely need to take place. Lennar reserves the right to seek public funding for these improvements.

PUBLIC INFRASTRUCTURE IMPROVEMENTS

No public infrastructure improvements are required at this time. Lennar reserves the right to seek public funding with the township, county and state for funding of infrastructure and affordable housing, as required by State law and regulation.

As mentioned above, Lennar has yet to identify the exact extent of the need for public infrastructure improvements as the final site plan has yet to be agreed upon by Lennar, RACER and the Ewing Township Redevelopment Agency. For the development to have its greatest economic impact on the community, infrastructure improvements to the SEPTA West Trenton line, Parkway Avenue and Scotch Road will most likely need to take place. Lennar has reviewed existing traffic studies to surrounding project intersections and roads. Final traffic studies based on the final site plan traffic generation will determine if any infrastructure improvements are necessary and their associated costs will be determined at that time. Lennar reserves the right to seek public funding for these improvements.

Stormwater management areas, a community green, and a neighborhood amenity area with a clubhouse and pool are included in the proposed development of which the costs will be borne by Lennar. Other items such as a trail and park system along the east side of the site, a new train station and platform for the West Trenton rail line, and regional pedestrian and bicycle connections are proposed, but have not been determined for the responsibility of the associated costs. Lennar reserves the right to seek public funding for these improvements and will work in conjunction with RACER Trust, Ewing Township, and other related entities to determine cost responsibilities.



JOB CREATION

A primary emphasis of this proposal is the effect on employment opportunities for Ewing Township and the surrounding region. The mixed-use town center will create approximately 660 permanent and construction employment opportunities. Most of the full-time job opportunities will be for retail, consisting of general service, merchandise and restaurants. Pad-site retail adjacent to the proposed rail station will serve local residents and potential commuters. The proposed retail will generate approximately 350 full-time jobs. Approximately 10 full-time employees will be generated by the for-sale housing and rental apartments. In addition to the full-time jobs generated by the site, an additional 300± construction jobs will be created by the construction of the proposed development.

An alternative option for the south portion of the site (listed as Option B in the program) allows for approximately 40,000 sf of Class A office space on a portion of the site that may be more suitable for this use than residential due to contamination issues. This option will create approximately 200 additional employees.

As a portion of a larger redevelopment area delineated by Ewing Township, this site is meant to serve as the primary residential/mixed-use area. Adjacent properties to the north may serve as the location of the primary employment center for the Redevelopment Area.

PARKWAY TOWN CENTER Retail Job Creation

Tenant	SF	Total Employees (Per Store)	Projected Management 20%	Projected Full Time 40%	Projected Part Time 40%	Overall Projected Payroll
Retail Pad (Convenience Store)	10,000	15	3	6	6	\$ 367,320.72
Retail Pad (Dry Cleaners)	3,000	10	2	4	4	\$ 244,880.48
Ground Floor Retail (Mixed Use) - General Services	2,200	10	2	4	4	\$ 244,880.48
Ground Floor Retail (Mixed Use) - General Services	2,200	10	2	4	4	\$ 244,880.48
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Ground Floor Retail (Mixed Use) - General Services	2,200	10	2	4	4	\$ 244,880.48
Ground Floor Retail (Mixed Use) - General Services	2,200	10	2	4	4	\$ 244,880.48
Ground Floor Retail (Mixed Use) - Restaurant	5,200	25	5	10	10	\$ 612,201.20
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Ground Floor Retail (Mixed Use) - Restaurant	5,200	25	5	10	10	\$ 612,201.20
Ground Floor Retail (Mixed Use) - Restaurant	5,200	25	5	10	10	\$ 612,201.20
Total	83,000	350	70	140	140	\$ 8,570,816.80

Payroll Back up

	Hourly Wage	Weekly Hours	Weekly Earnings	Annual Earning
Management	\$ 17.31	42	\$ 727.02	\$ 37,805.04
Full Time Employee	\$ 12.52	40	\$ 500.80	\$ 26,041.60
Part Time Employee	\$ 12.52	25	\$ 313.00	\$ 16,276.00

Notes:

1. For Sale housing will generate 4 full time jobs through the HOA management company creation.
2. Apartment rentals will generate 5 full time jobs through the creation of a building maintenance company.
3. The above numbers do not take into account the possible 40,000 SF of office space in lieu of SFD homes.



TAX IMPACT:

The proposed development of the site will dramatically increase tax ratables for the township when compared to the existing condition. The site as it currently stands is assessed at \$940,000 and yields approximately \$48,000 of municipal taxes based on the 2013 tax rate of \$5.107 per \$100 value. The proposed development will yield a fully built-out assessment of approximately \$151,000,000 and will generate approximately \$4,626,000 of municipal taxes per year. This is a tax benefit of approximately \$4,578,000 per year. For reference, when General Motors closed the plant in 1998, the property was assessed for approximately \$7,000,000.

PARKWAY TOWN CENTER							
TOWNSHIP TAX REVENUE PER YEAR OVER FULL BUILD-OUT							
Component	2015	2016	2017	2018	2019	2020 (Full Build-out)	
Single Family Detached					12	13	25
Tax Revenue					124,998.52	135,415.07	
Stacked Townhome		50	50	50	50	0	200
Tax Revenue		367,642.72	367,642.72	367,642.72	367,642.72	-	
Townhome		50	50	50	50	0	200
Tax Revenue		436,575.73	436,575.73	436,575.73	436,575.73	-	
Apartments (Includes anticapped COAH)	100	145	150				395
Tax Revenue	\$ 271,466.14	\$ 393,625.90	\$ 407,199.21				
Retail (83,000 SF)	20000	30000	33000				83,000
Tax Revenue	\$ 18,455.96	\$ 27,683.94	\$ 30,452.33	\$ -	\$ -	\$ -	
Total Tax Revenue/Year	\$ 289,922.10	\$ 1,515,450.38	\$ 2,757,320.37	\$ 3,561,538.81	\$ 4,490,755.78	\$ 4,626,170.84	

PARKWAY TOWN CENTER Assumed Value and Project Tax Revenue

Component	No./SF
Single Family Detached	25
Stacked Townhome	200
Townhome	200
Apartments (Includes potential COAH)	395
Retail	83,000
Total Assessed Value (Full Build-out)	\$ 151,000,000.00
Equalization Rate (59.99%)	\$ 90,584,900.00
Total Tax Revenue (\$5.107/\$100)	\$ 4,626,170.84
Total Tax Revenue for Municipal Purposes (24.12%)	\$ 1,115,832.41
Total Tax Revenue for School Purposes (55.12%)	\$ 2,549,945.37
Total Tax Revenue for County Purposes (18.2%)	\$ 841,963.09
Total Tax Revenue for County Open Space Purposes (.68%)	\$ 31,457.96
Total Tax Revenue for Library Purposes (1.86%)	\$ 86,046.78



IMPACT ON REMEDIATION:

1. Indicate whether or not the Redeveloper is prepared to acquire the Property and commence its redevelopment project at the Property prior to RACER Trust completing its obligations for completing remedial activities at the Property.

Lennar anticipates that some of the remedial activities that RACER trust must perform to fulfill its obligation to remediate the site may not be completed prior to site acquisition and redevelopment. In particular, the remedial investigation and any necessary remedial actions for groundwater (including source removal) are likely to continue for at least several years or longer, even after any source areas have been identified. Lennar will consider a phased redevelopment plan that permits any invasive remedial activities (e.g. excavation) to be completed prior to construction.

2. Discuss how the Redeveloper proposes to coordinate its development project with RACER Trust's remedial activities at the Property.

Lennar anticipates the need to perform additional remedial actions to bridge the gap between remediation for residential and non-residential use scenarios. These additional actions may include vapor intrusion investigation/mitigation, additional soil excavation in some areas of the site including those with elevated PCB concentrations, and presumptive/alternative remedies. To the extent practical, Lennar can coordinate these remedial actions to coincide with and complement those that RACER Trust proposes to perform. Based on the additional evaluations to be performed during due diligence, the site redevelopment plan may be modified to consider the existing site environmental conditions, contaminant concentrations and distribution, and other considerations (e.g., wetlands, riparian zones, etc.). Lennar recommends monthly meetings or conference calls between RACER Trust's LSRP and Lennar's LSRP to coordinate site remedial activities within the project.

3. Discuss how Redeveloper's redevelopment project may avoid or reduce the costs of remedial activities for RACER Trust (e.g., where redevelopment infrastructure may meet or exceed a cleanup requirement and otherwise ensure protection of human health and the environment) at the property.

Lennar understands that RACER Trust is obligated to remediate to a non-residential use scenario and that the majority of the site will be remediated through the use of engineering and institutional controls. RACER Trust will excavate some areas that contain higher concentrations of PCBs and hexavalent chromium. Lennar anticipates that the mixed-use development will also incorporate engineering and institutional controls that, in some instances, may be required to be more protective of human health than those required for a non-residential use scenario. Lennar may consider coordinating its remedial efforts at the site with RACER Trust and, to the extent practical, design the remedial actions using alternative remedies instead of presumptive remedies such that there is a cost reduction that benefits Lennar and RACER Trust.



IMPACT ON REMEDIATION (CONT.):

4. Discuss how Redeveloper's redevelopment project allows for the non-disturbance and continuance in place of any structures contemplated in RACER Trust's remediation plans, such as pre-existing slabs, remedial systems, and the like, at the Property.

Lennar understands that RACER Trust proposes to use existing concrete slabs and pavement as engineering controls. No other remedial systems (e.g., pump and treat) currently exist on the site or are proposed at this time. Lennar may perform other studies (e.g., structural, geotechnical) to evaluate the suitability to re-use in place existing concrete and paved surfaces. Full-depth reclamation, which uses the materials from deteriorated asphalt pavement, and, with the addition of cement, creates a new stabilized base, may be considered during redevelopment (see below). It is possible that one or more groundwater monitoring wells may need to be sealed and relocated during redevelopment. Lennar will coordinate with RACER Trust, to the extent necessary, suitable areas to relocate monitoring wells. GTA understands that RACER Trust may use fencing/signage as a remedial strategy to minimize disturbance to environmentally sensitive areas. Lennar may modify its redevelopment plan to also minimize such disturbances and, to the extent possible, eliminate the need to further remediate these areas.

5. Identify any remedial activities to be undertaken by Redeveloper at the Property and how any such remedial activities proposed by Redeveloper will interact with those to be conducted by RACER Trust at the Property.

As described above, Lennar anticipates the need to perform additional remedial actions to bridge the gap between remediation for residential and non-residential use scenarios. These additional actions may include vapor intrusion investigation/mitigation, additional soil excavation in some areas of the site including those with elevated PCB concentrations (see below), and presumptive/alternative remedies. To the extent practical, Lennar can coordinate its remediation plan with RACER Trust during the design phase and construction phase to benefit both parties.

6. Provide an acknowledgement of the use restrictions and limitations (e.g., deed restrictions and engineering controls) and for providing access for RACER Trust for the purpose of carrying out its obligations with respect to satisfying to cleanup requirements at the Property.

Lennar acknowledges that there will be deed restrictions and engineering controls on the Property. Lennar will work with RACER to evaluate RACER Trust's remedial obligations, access easements, and future obligations for operations and maintenance of the engineering and institutional controls established for soil, groundwater, or other environmental media. Lennar acknowledges access will have to be provided to RACER Trust for the purpose of carrying out its obligations to satisfying the cleanup requirements of the Property.

REDEVELOPMENT AGREEMENT TERMS:

The following terms are proposed to be modified. Please note the following prior to reviewing the proposed changes:

- Lennar has not had the benefit of a legal review and reserves its rights to do so.
- A conceptual site plan has been included in the submission and it is recognized the final site plan will be created with input from Ewing Township Redevelopment Agency and RACER.
- No negotiations between the parties on creating the site plan have occurred.
- No public financing has been contemplated by Lennar to date. Lennar will require public financing and as such further revisions to the agreement to include Financial Agreements will be required to address public financing should Lennar be selected as the successful bidder.

Page 2, last WHEREAS, delete “portion of the” and replace with “entire”; delete “consisting of Block [____], Lot [____].”

Page 5, ARTICLE I DEFINITIONS AND INTERPRETATIONS, “Certificate of Occupancy”, add to end of paragraph, “Certifies of Occupancy for any individual for sale home shall also indicate that a Certificate of Completion has been issued for the home.”

Page 11, ARTICLE I DEFINITIONS AND INTERPRETATIONS, “Uncontrollable Circumstances”, delete (ii) in its entirety.

Page 13, ARTICLE I DEFINITIONS AND INTERPRETATIONS, Section 1.02. **Interpretation and Construction.** (h), delete in its entirety,

Page 15, ARTICLE III FINANCIAL OBLIGATIONS, SECTION 3.03. **Consultant Costs to be Paid by Redeveloper.** insert “\$10,000”

Page 24, ARTICLE V REDEVELOPMENT PROJECT OVERSIGHT, **SECTION 5.01. Progress Meetings.** second paragraph, fourteenth line, following “Schedule.” add “Provided, however, that the Agency shall only be privy to the public financial documents of Lennar Corporation as published for public interpretation pursuant to SEC requirements.”

Page 26, ARTICLE VI REPRESENTATIONS AND WARRANTIES; REDEVELOPER COVENANTS, **SECTION 6.01. Representations and Warranties by the Redeveloper.** delete “is” replace with “intends to be”; add to the end of the paragraph, Upon Completion, Redeveloper will no longer be the owner of any of the parcels.”

Page 33, ARTICLE VII SECURITY FOR CONSTRUCTION OF REDEVELOPMENT PROJECT, **SECTION 7.01. Performance and Payment Bonds.** add to end of paragraph, “ This requirement shall apply to all site work contracts in excess of \$500,000”



REDEVELOPMENT AGREEMENT TERMS (CONT.):

Page 37, ARTICLE VIII TRANSFERS, **SECTION 8.05. Notice of Permitted Transfers.** add to end of paragraph, "This requirement shall not apply to individuals for sale homes that have received a Certificate of Occupancy."

Page 48, ARTICLE XI EVENTS OF DEFAULT AND REMEDIES, **SECTION 11.04. Specific Performance.** insert at beginning of paragraph, "Upon the Redeveloper taking title to the Property,"



LENNAR AFFILIATES, STRUCTURE & FINANCIAL CAPABILITY:



LENNAR®

- Quality, value and integrity since 1954
- Over 750,000 homes in 40 markets coast to coast
- Listed on the New York Stock Exchange
- A full range of services including mortgage, title and affinity partner programs


**EVERYTHING'S
INCLUDED
HOMES**

Lennar Corporation



Lennar New Jersey Division



PARKWAY
TOWN CENTER

LENNAR® 25

LENNAR AFFILIATES, STRUCTURE & FINANCIAL CAPABILITY:

Lennar Corporation (Regional):

900 Associates in 12 divisions throughout New York, New Jersey, Massachusetts, Virginia, Maryland, the Carolinas, Georgia and Florida

Fred Rothman - Regional President

Responsible for all operations in New York, New Jersey, Massachusetts, Virginia, Maryland, the Carolinas, Georgia and Florida (the "Region"). Over his 25-plus year career, Mr. Rothman has owned several real estate development companies with primary focus in Florida and the Northeast. In addition to development companies he has owned, Mr. Rothman has held senior management positions with three public homebuilders: Toll Brothers, DR Horton and most recently Lennar. His experience touches all aspects of real estate development, sales, deal structuring and operations

Officers

Name	Corporate Position	Appointed	Job Title
Miller, Stuart A.	Chief Executive Officer	10/16/2008	
Gross, Bruce	Chief Financial Officer	05/18/2004	Chief Financial Officer
Jaffe, Jonathan M.	Chief Operating Officer	10/16/2008	
Beckwitt, Richard	President	04/13/2011	
Bessette, Diane	Treasurer	10/16/2008	Treasurer
Sustana, Mark	Secretary	04/21/2005	General Counsel
Bompensa, Donald	Vice President	01/01/2004	Division President - New Jersey
Calabro, Robert	Vice President	04/01/2006	Region Vice President - Northeast Region
Goldfinger, Joel	Vice President	11/02/2007	Division Controller – New Jersey
Bernstein, Susan	Assistant Secretary	11/02/2007	Contracts Manager New Jersey
Mignone, Anthony	Assistant Secretary	1/30/2012	VP Project Manager - Central Jersey Division



LENNAR AFFILIATES, STRUCTURE & FINANCIAL CAPABILITY:

Lennar New Jersey Division:

53 associates throughout New Jersey

Donald Bompensa - Division President

Responsible for all aspects of running the New Jersey Division including profit and loss, overseeing product development, home construction, land acquisition and marketing. Mr. Bompensa joined U.S. Home Corporation in 1977 as a Laborer and has been with the homebuilding and land development operations for over 35 years. Mr. Bompensa was promoted to Division President in 2001.

Robert Calabro - Director of Land

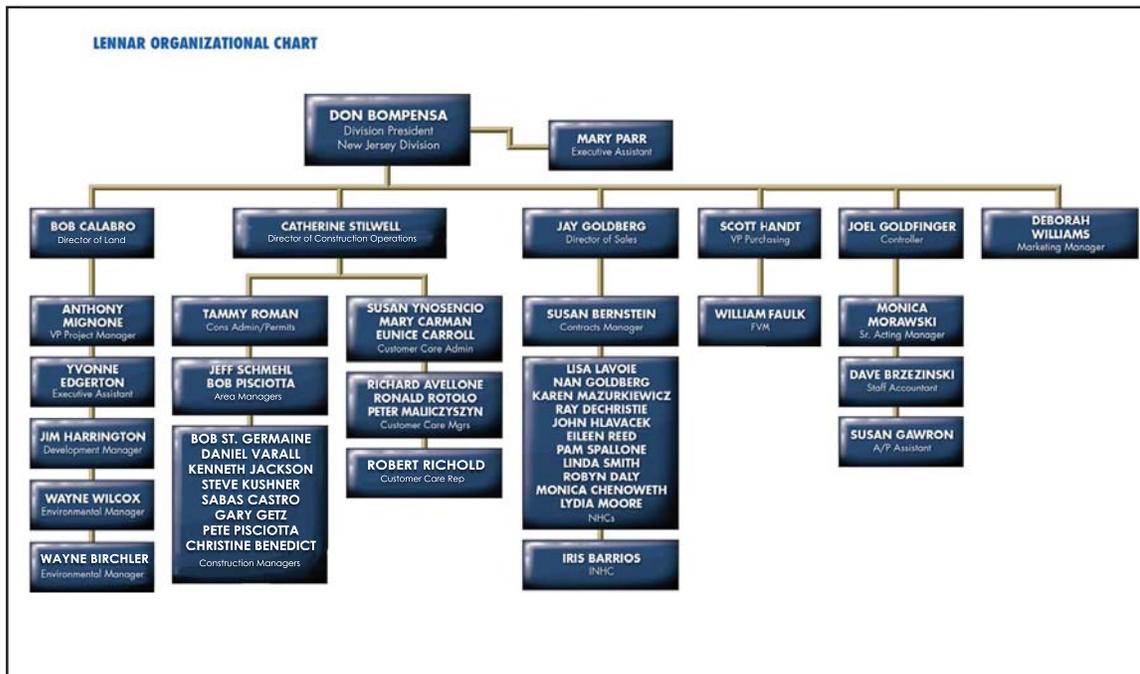
Responsible for all acquisitions, entitlements, litigation, and supervision of land management personnel. Mr. Calabro has more than 22 years experience in the entitlement, development and management of large scale residential projects. Mr. Calabro holds a BS degree in Industrial Engineering and Operations Research from Virginia Tech.

Major accomplishments include the approval and development of several 1300+ homesite active adult golf communities and many single-family residential communities.

Anthony Mignone - Entitlements and Development Manager

Responsible for site planning, feasibility analyses, entitlements and development. Mr. Mignone has more than 15 years experience in land planning and real estate development including management of residential and industrial projects. Mr. Mignone holds a BS and MS in Civil Engineering from New Jersey Institute of Technology.

Major accomplishments include the planning, approval and successful implementation of several large scale communities throughout New Jersey.



LENNAR AFFILIATES, STRUCTURE & FINANCIAL CAPABILITY:

Lennar Financial Capability:

Lennar Corporation, founded in 1954, is one of the nation's leading builders of quality homes for all generations. The Company builds affordable, move-up and retirement homes primarily under the Lennar brand name. Lennar's Financial Services segment provides mortgage financing, title insurance and closing services for both buyers of the Company's homes and others. Lennar's Rialto Investments segment is focused on distressed real estate asset investments, asset management and workout strategies. Lennar's homebuilding operations include the construction and sale of single-family attached and detached homes, as well as the purchase, development and sale of residential land directly and through unconsolidated entities in which we have investments. Lennar's Financial Services reportable segment provides mortgage financing, title insurance and closing services for both buyers of our homes and others. Previous press releases and further information about the Company may be obtained at the "Investor Relations" section of the Company's website, www.lennar.com.

Lennar's Financial Capability has continued to increase in past few years following the housing market downturn. 2012 Operating Results from the 2012 Annual Report include:

- Revenues of \$4.1 billion - up 33% from 2011
- Net earnings of \$679.1 million, compared to net earnings of \$92.2 million in 2011
- Financial Services operating earnings of \$84.8 million compared to \$20.7 million in 2011
- Deliveries of 13,802 homes, up 27% from 2011
- New orders of 15,684 homes, up 37% from 2011
- Homebuilding cash and cash equivalents of \$1.1 billion
- At year end, Lennar owned and controlled approximately 128,500 homesites

Comments From the Earnings Call:

QUOTES FROM STUART MILLER, CEO:

"Lennar is positioned with a strong balance sheet, is in the right markets, with an exceptional management team and a well constructed strategy to perform solidly as market conditions continue to improve."

"All of the segments of our Company are performing well, and are extremely well-positioned."

QUOTES FROM RICK BECKWITT, PRESIDENT:

"Our key land associates have the knowledge and ability to negotiate complex deals. We do not shy away from complicated deal structures."

"We have the financial strength of a large company, but the agility and expertise of sophisticated private investors."

"We are not a big bureaucratic organization where the deal needs to fit within a box."



PARKWAY
TOWN CENTER

LENNAR® 28

RELEVANT EXPERIENCE & PROJECTS SUMMARY:

Lennar has developed thousands of homesites in hundreds of communities since 1954. We are happy to provide detailed information on our completed projects across the USA as part of our continued discussions. In the meantime, additional information on some of the communities across the nation can be found at www.Lennar.com and www.lennarcommunities.com. Relevant examples of our communities and capabilities in New Jersey include Greenbrair Fox Ridge in Wharton, NJ; Henley on Hudson in Weehawken, NJ; River Walk in Burlington Township, NJ; and Coventry Park in Morris Plains, NJ. Snapshots of these redevelopment projects are attached.



PARKWAY
TOWN CENTER

PROJECT DESCRIPTION:

Greenbriar Fox Ridge is a Luxury, Active Adult Condominium community located in Rockaway Township, NJ. The community features 336 one and two-bedroom, single-level condominium homes that range in size from 979 to 1,997 square feet. The homes are situated in three-story, mid-rise buildings over one level underground parking.

GreenBriar Fox Ridge includes a 16,000 square-foot clubhouse that features a fitness center, outdoor swimming pool, social rooms and a tennis court, among other amenities. One- and two-bedroom homes are priced from the \$200,000.

Period of Performance: 2006-2018

Reference: James Lutz
Township Engineer

Rockaway Township
65 Mount Hope Road
Rockaway, NJ 07866
P. 973-983-2810



PROJECT DESCRIPTION:

Henley on Hudson is a joint venture between Lennar and Roseland Property Company in Weehawken, NJ. The development consists of 240 condominiums/flats and 58 single-family town homes located along the Hudson River waterfront that boasts spectacular Manhattan skyline views.

The elegantly-designed condos/flats are single-level homes that range in size from 912 to 1,722 square feet of living space at pre-construction prices starting in the \$500,000s. Community amenities include a private 6,000 square-foot clubhouse with a club room, theater room, billiards and gaming lounge, state-of-the-art fitness center, Yoga/Pilates room, Children's Play Studio and an outdoor, resort-style infinity pool.

Henley on Hudson takes full advantage of its vibrant and convenient waterfront setting. Port Imperial's nearby Shops at Riverwalk has evolved into a dynamic and animated riverfront destination featuring such dining, shopping and conveniences as Son Cubano, A&P, Starbucks, Gionnone Wines, Floris Nail & Spa, Ben & Jerry's, Riverwalk Cleaners and Wells Fargo.

The location is particularly friendly for commuters, as the Port Imperial commuter ferry to Manhattan and Light Rail station are nearby, and several major highways are just a short drive away.

Period of Performance: 2005-2018

Reference: Frank Tattoli
Building Inspector

Township of Weehawken
400 Park Avenue
Weehawken, N.J. 07086
P. 201-319-6005



PROJECT DESCRIPTION:

Lennar, with Alberto & Associates, was the winning design team selected among five teams to redevelop 50+ acres near the Delaware River in Burlington Township, NJ. Land use approvals, site engineering and architectural documentation was secured for the 250 unit development of the site and two new, higher density residential product-types for Lennar.

The winning site plan proposed 68 “stacked” town homes surrounding a village green, clubhouse and pool that served as the center of the neighborhood. This neighborhood center is surrounded by 182 town homes which line a traditional network of tree-lined streets and a pedestrian greenway network of walks, public amenities and recreation areas.

The stacked town home product consists of a mix of two and three bedroom units set in a 24' x 59' footprint. This unique design has front porches overlooking a traditional village green and hidden, alley-loaded garages in the rear. The traditional town home product consists of three bedroom units with footprint options of 20' x 38' and 23' x 38'.

Full planning approvals and architectural documents were secured in one year (2011) and construction began in early 2012.

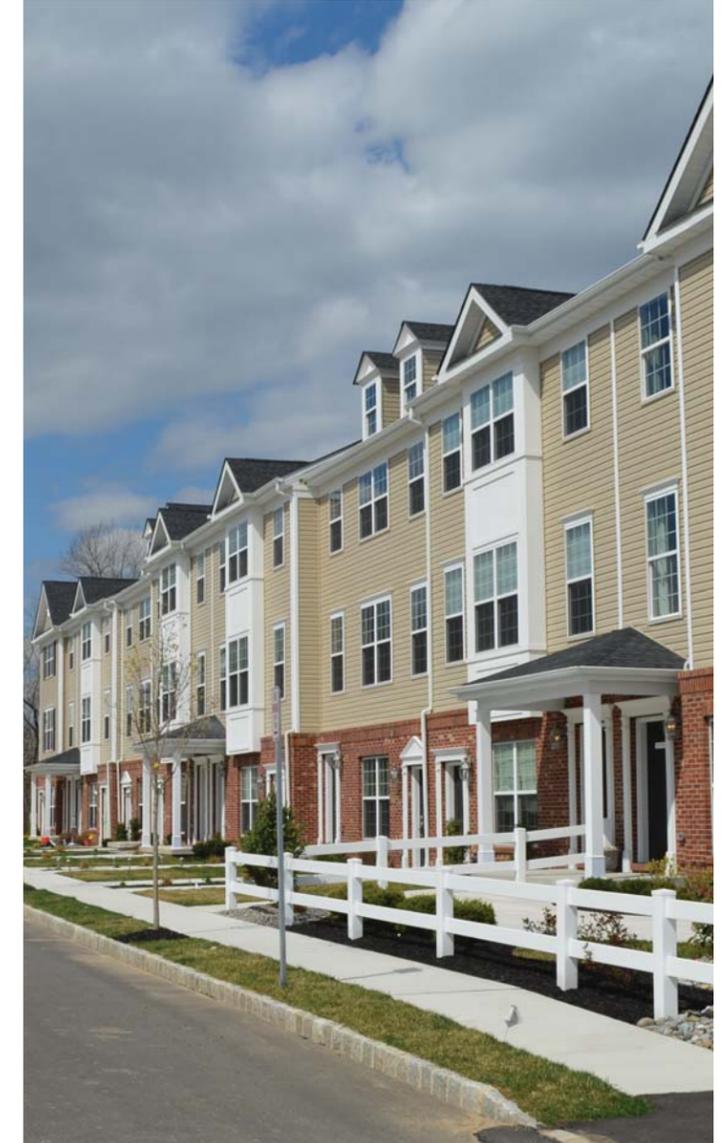
Period of Performance: 2011-2018

References:

Scott Hatfield, PE
Township Engineer

Walter Corter
Business Administrator

Burlington Township
851 Old York Road
Burlington NJ, 08016
P. 609-386-4444



PROJECT DESCRIPTION:

Coventry Park at Morris Plains is a 70 unit residential development in Morris Plains, NJ. Lennar developed a new stacked town home residential product type that is a unique product that appear as town homes on the exterior yet provide twice the density with one unit on the ground and second floor and a second unit above.

The development has been extremely successful with 75% of the units selling within the first year of construction. All dwelling units have individual internal stairs, front doors at grade and private garages. The mix of unit plan options include two and three bedroom unit types and are contained in three stories of stick-framed construction.

Period of Performance: 2010-2013

Reference: Leon Hall
Township Engineer

Borough of Morris Plains
531 Speedwell Avenue
Morris Plains, N.J. 07950
P. 973-538-8834





GREENBRIAR WESTLAKE JACKSON, NJ

PROJECT DESCRIPTION:

Lennar developed this project which included the engineering, approvals, architecture and construction of 1415 single-family housing units. The project consisted primarily of 1 & 2-story, 2-3-bedroom, 2-1/2 bath homes. Site features included a 40,000 sq ft clubhouse, 18 hole golf course, greenbelt walkways, and common recreation space.

Period of Performance: 1999–2006

Reference: Daniel Burke, PE
Township Engineer

Jackson Township
95 W. Veterans Hwy
Jackson, NJ 08527
P. 732-928-1200



GREENBRIAR OCEANAIRE WARETOWN, NJ

PROJECT DESCRIPTION:

Lennar is the developer of this project consisting of the design and construction of 1314 single-family detached housing units. The project includes engineering, approvals, architecture and construction for site plan, homes, clubhouse, site improvements and landscape. The project contains 1 & 2-story, 2-3-bedroom, 2-1/2 bath units. Site features include a 38,000 sq ft clubhouse, 18 hole golf course, greenbelt walkways, and common recreation space.

This project's major infrastructure included design and construction of a 450,000-gallon water tank which services the Greenbriar Oceanaire community and Waretown water system.

Period of Performance: 1999-Present

Reference: Diane Ambrosio
Municipal Clerk

Waretown (Ocean Township)
50 Railroad Avenue
Waretown, NJ 08758
P. 609-693-9655



GREENBRIAR STONEBRIDGE MONROE, NJ

PROJECT DESCRIPTION:

Lennar is the developer of this project consisting of the design and construction of 973 single-family detached housing units. The project includes engineering, approvals, architecture and construction for site plan, homes, clubhouse, site improvements and landscape. The project contains 1 & 2-story, 2-3-bedroom, 2-1/2 bath units. Site features include a 40,000 sq ft clubhouse greenbelt walkways, and common recreation space.

Period of Performance: 2006 - Present

Reference: Ernest Feist, PE
Township Engineer

Monroe Township
1 Municipal Plaza
Monroe, NJ 08831
P. 732-521-4400



CENTRE PLACE AT EDISON EDISON, NJ

PROJECT DESCRIPTION:

Lennar was the developer of this project which consisted of the engineering, approvals, architecture and construction of 178 single-family townhomes and 198 condo/flats. The project consisted primarily of 2 & 3-story, 2-3-bedroom, 2-1/2 bath homes.

Period of Performance: 2005–2011

Reference: John A. Medina
Township Engineer

Edison Township
100 Municipal Boulevard
Edison, NJ 08817
P. 732-287-0900

PROJECT TEAM:



Architect / Planner*:

Alberto & Associates
132 Kings Highway East
Haddonfield, NJ 08033
Tel. (856) 354-1223



Civil/Site Engineer:

Omland Engineering Associates, Inc.
54 Horsehill Road
Cedar Knolls, NJ 07927
Tel. (973) 359-8400



Environmental Engineer:

Geo-Technology Associates, Inc.
24 Worlds Fair Dr., Suite B
Somerset, NJ 08873
Tel. (732) 271-9301



Legal:

Fox Rothschild, LLP
20th Floor
2000 Market Street
Philadelphia, PA 19103-3222
Tel. (215) 299-2000



PARKWAY
TOWN CENTER

* Booklet Prepared by Lennar & Alberto & Associates

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