MINUTES OF THE MEETING

Members of the Authority present: Joseph McNamara, Vice Chairman; Matt McDermott representing the Executive Branch; Jim Leonard representing the State Treasurer; Paul Yuen representing the Commissioner of the Department of Labor and Workforce Development; Nancy Graves representing the Commissioner of the Department of Banking and Insurance, Colleen Kokas representing the Commissioner of the Department of Environment Protection, Public Members: Marjorie Perry, Charles Sarlo, Larry Downes, Harold Imperatore, Brian Nelson, Third Alternate Public Member; and Rodney Sadler, Non-Voting Member.

Present via conference call: Public Members: Richard Tolson, and Elliot M. Kosoffsky, Second Alternate Public Member.

Also present: Michele Brown, Chief Executive Officer of the Authority; Timothy Lizura, President and Chief Operating Officer; Bette Renaud, Deputy Attorney General; Brett Tanzman, Governor’s Authorities’ Unit; and staff.

Absent: Al Koeppe, Chairman; and Ray Burke, First Alternate Public Member.

Pursuant to the Internal Revenue Code of 1986, Ms. Brown announced that this was a public hearing and comments are invited on any Private Activity bond projects presented today.

In accordance with the Open Public Meetings Act, Ms. Brown announced that notice of this meeting has been sent to the Star Ledger and the Trenton Times at least 48 hours prior to the meeting, and that a meeting notice has been duly posted on the Secretary of State’s bulletin board at the State House.

MINUTES OF AUTHORITY MEETING

The next item of business was the approval of the November 15, 2012 meeting minutes. A motion was made to approve the minutes by Ms. Perry, seconded by Mr. McDermott, and was approved by the 11 voting members present.

Ms. Kokas abstained because she was not present.

The next item of business was the approval of the November 15, 2012 executive session meeting minutes. A motion was made to approve the minutes by Mr. McDermott, seconded by Mr. Tolson, and was approved by the 11 voting members present.

Ms. Kokas abstained because she was not present.

FOR INFORMATION ONLY: The next item was the presentation of the Chief Executive Officer’s Monthly Report to the Board

Mr. Sarlo entered the meeting at this time.
AUTHORITY MATTERS

ITEM: 2013 Strategic Business Plan
REQUEST: To approve the Authority’s proposed 2013 Strategic Business Plan.
MOTION TO APPROVE: Ms. Perry SECOND: Ms. Graves AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 1

ITEM: 2013 Fiscal Plan
REQUEST: To approve the Authority’s proposed 2013 Fiscal Plan.
MOTION TO APPROVE: Ms. Perry SECOND: Mr. McDermott AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 2

BOND PROJECTS

AMENDED BOND RESOLUTIONS

PROJECT: Pivotal Utility Holdings, Inc. APPL.#37825
LOCATION: Various
PROCEEDS FOR: Bond Refunding
FINANCING: $40,000,000 Tax-Exempt Bond
MOTION TO APPROVE: Ms. Perry SECOND: Mr. Yuen AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 3

ITEM: Pivotal Utility Holdings, Inc.
LOCATION: Various
REQUEST: To approve amended and restated loan agreements and trust indentures to include an additional interest rate mode ($39,000,000 - 1996 Bonds - P08623).
MOTION TO APPROVE: Mr. McDermott SECOND: Mr. Yuen AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 4

ITEM: Pivotal Utility Holdings, Inc.
LOCATION: Various
REQUEST: To approve amended and restated loan agreements and trust indentures to include an additional interest rate mode ($46,500,000 - 2005 Bonds - P16448).
MOTION TO APPROVE: Ms. Perry SECOND: Mr. McDermott AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 5
ITEM: Pivotal Utility Holdings, Inc.
LOCATION: Various
REQUEST: To approve amended and restated loan agreements and trust indentures to include an additional interest rate mode ($54,600,000 - 2007 Bonds - P18067).
MOTION TO APPROVE: Ms. Perry SECOND: Mr. Yuen AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 6

COMBINATION PRELIMINARY AND BOND RESOLUTIONS

PROJECT: Ironbound Community Corp. APPL.#37751
LOCATION: Newark/Essex Cty
PROCEEDS FOR: Refinancing
FINANCING: Up to $4,700,000 Tax-Exempt Bond
MOTION TO APPROVE: Mr. Leonard SECOND: Mr. McDermott AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 7

PROJECT: Matrix/SJP Riverfront Plaza I Urban Renewal, LLC APPL.#37780
LOCATION: Newark/Essex Cty
PROCEEDS FOR: Construction
FINANCING: $10,541,703 (Taxable) Redevelopment Area Bond
MOTION TO APPROVE: Mr. Leonard SECOND: Mr. Downes AYES: 12
RESOLUTION ATTACHED AND MARKED EXHIBIT: 8

Ms. Perry recused herself because she is familiar with the project.

PROJECT: Uncommon Properties, LLC APPL.#37823
LOCATION: Newark/Essex Cty
PROCEEDS FOR: Renovations
FINANCING: $14,938,000 (Taxable) Qualified Zone Academy Bond
MOTION TO APPROVE: Ms. Perry SECOND: Mr. Yuen AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 9

PRELIMINARY RESOLUTIONS

PROJECT: Metaline Products Co, Inc. APPL.#37820
LOCATION: South Amboy/Middlesex
PROCEEDS FOR: Acquisition and Renovations
MOTION TO APPROVE: Mr. McDermott SECOND: Mr. Yuen AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 10
PUBLIC HEARING ONLY

PROJECT: The Freehold Young Men’s Christian Assoc.  APPL.#37786
LOCATION: Multi City/Monmouth Cty
PROCEDURES FOR: Refinancing
PUBLIC HEARING: Yes
PUBLIC COMMENT: None

LOANS/GRANTS/GUARANTEES

STATEWIDE LOAN POOL PROGRAM

PROJECT: Everflow supplies, Inc. or Nominee  APPL.#37755
LOCATION: Carteret/Middlesex Cty
PROCEDURES FOR: Acquisition of existing building
FINANCING: $4,050,000 with a $1,250,000 (30.864%) EDA participation
MOTION TO APPROVE: Ms. Perry SECOND: Mr. McDermott AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 11

LOAN TO LENDERS PROGRAM

ITEM: Superstorm Sandy Small Business Assistance
REQUEST: To approve a new, $2 million lending program aimed at assisting Community Development Financial Institutions that are providing loans to small businesses affected by Superstorm Sandy.
MOTION TO APPROVE: Ms. Perry SECOND: Mr. Yuen AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 12

PROJECT: Community Loan Fund of New Jersey, Inc.  APPL.#37830
LOCATION: New Brunswick/ Middlesex
PROCEDURES FOR: Revolving Loan Fund
FINANCING: $500,000 Loan to Lender Program Loan
MOTION TO APPROVE: Mr. Nelson SECOND: Ms. Perry AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 13
ITEM: PUST and HDSRF award Program Funding Status and Fiscal Administration
REQUEST: To approve the following recommendations:
- Issue new approvals for both programs up to the cumulative amount of current fiscal years appropriations: FY12 & FY13 for both Funds.
- Notify Treasury each month of approvals so that OMB can encumber that amount of funding to ensure that this cash is set aside and available to fund projects when they are ready to close.
- Amend our grant agreements to make the awards conditional upon EDA’s receipt of appropriations and add language noting that funding is not a General Obligation of the Authority.
- Report monthly to the Board the funding status of each Fund.

MOTION TO APPROVE: Ms. Perry SECOND: Mr. Yuen AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 14

The following projects were presented under the Petroleum Underground Storage Tank Program.

MOTION TO APPROVE: Mr. Yuen SECOND: Mr. Downes AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 15

PROJECT: Annettee Austin APPL.#36930
LOCATION: Asbury Park/Monmouth
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $23,338 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Flammaron Francis APPL.#37396
LOCATION: Teaneck/Bergen
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $5,773 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Phyllis Hundley APPL.#37639
LOCATION: Franklin/Somerset
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $158,380 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Charles Laverty APPL.#37445
LOCATION: Barnegat/Ocean
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $124,114 Petroleum UST remediation, Upgrade and Closure Fund Grant
PROJECT: Geraldyn Mijares-Eshevarri  APPL.#37160
LOCATION: Jersey City/Hudson
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $127,933 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Tisha Perez  APPL.#37333
LOCATION: Marlborough/Monmouth
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $150,989 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Pererson-Little VFW  APPL.#37317
LOCATION: Cape May City/Cape May
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $166,111 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Josefa Ramaroson  APPL.#37657
LOCATION: Freehold Twp/Monmouth
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $73,300 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Augustine Rojas  APPL.#37587
LOCATION: Perth Amboy/Middlesex
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $132,107 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Roselle Catholic High  APPL.#37282
LOCATION: Roselle/Union
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $375,297 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Helen Tweed  APPL.#37572
LOCATION: Shrewsbury/Monmouth
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $130,551 Petroleum UST remediation, Upgrade and Closure Fund Grant

PROJECT: Norine L. Cohen  APPL.#37559
LOCATION: Morristown/Morris
PROCEEDS FOR: Remediation, Upgrade, Closure
FINANCING: $906,806 Petroleum UST remediation, Upgrade and Closure Fund Grant
<table>
<thead>
<tr>
<th>PROJECT</th>
<th>APPL.</th>
<th>LOCATION</th>
<th>PROCEEDS FOR</th>
<th>FINANCING</th>
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<tbody>
<tr>
<td>Hopatcong Auto Service</td>
<td>37434</td>
<td>Hopatcong/Sussex</td>
<td>Remediation, Upgrade, Closure</td>
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<td>Leopold L. Otway</td>
<td>#37480</td>
<td>South Brunswick/Middlesex</td>
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<td>Joseph Tittermary</td>
<td>374246</td>
<td>Delran/Burlington</td>
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<td>Transworld Transmission</td>
<td>#34108</td>
<td>New Providence/Union</td>
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<td>$171,951 Petroleum UST remediation, Upgrade and Closure Fund Grant</td>
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<td>Richard B. Treacy III</td>
<td>#37711</td>
<td>Roxbury/Morris</td>
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<td>Tim Wallace</td>
<td>#37395</td>
<td>Somers Point/Atlantic</td>
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<td>Yeong Gi Yi</td>
<td>#37556</td>
<td>North Brunswick/Middlesex</td>
<td>Remediation, Upgrade, Closure</td>
<td>$101,001 Petroleum UST remediation, Upgrade and Closure Fund Grant</td>
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</tbody>
</table>
CLEAN ENERGY SOLUTIONS

ITEM: EDA-BPU Clean Energy Program MOU Amendment
REQUEST: To approve and authorize the execution of the MOU amendment between the BPU and the Authority’s CEO, subject to the review and approval of the Attorney General’s Office, concerning the approval of the EDA program funding, program modifications and new program administrative fee structure.
MOTION TO APPROVE: Mr. Yuen  SECOND: Mr. Nelson  AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 16

INCENTIVE PROGRAMS

BUSINESS EMPLOYMENT INCENTIVE PROGRAM
BUSINESS RETENTION & RETIREMENT ASSISTANCE GRANT PROGRAM
SALES & USE TAX EXEMPTION PROGRAM

PROJECT: Caduceus, Inc.  APPL.#37807
LOCATION: Jersey City/Hudson  BUSINESS: Healthcare Information
GRANT AWARD: 80% Business Employment Incentive grant, 10 years
MOTION TO APPROVE: Ms. Perry  SECOND: Mr. McDermott  AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 17

PROJECT: Delcath Systems, Inc.  APPL.#37802
LOCATION: TBD  BUSINESS: Medical Device Technology
GRANT AWARD: 40% Business Employment Incentive grant, 10 years
MOTION TO APPROVE: Ms. Perry  SECOND: Mr. Yuen  AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 17

PROJECT: Ferring Production, Inc.  APPL.#37822
LOCATION: Parsippany-Troy Hills/Morris  BUSINESS: Pharmaceutical
GRANT AWARD: 70% Business Employment Incentive grant, 10 years
MOTION TO APPROVE: Ms. Perry  SECOND: Mr. McDermott  AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 17

PROJECT: Rosenwach Group, Inc.  APPL.#37827
LOCATION: Franklin/Somerset  BUSINESS: Manufacturing
GRANT AWARD: 50% Business Employment Incentive grant, 10 years
MOTION TO APPROVE: Mr. McDermott  SECOND: Mr. Nelson  AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 17
PROJECT: United Parcel Service, Inc. and/or Subsidiaries APPL.#37787
LOCATION: Paramus/Bergen BUSINESS: Shipping
GRANT AWARD: $6,444,000 Business Retention and Relocation Assistance grant, 4 years
MOTION TO APPROVE: Mr. McDermott SECOND: Mr. Yuen AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 18

PROJECT: United Parcel Service, Inc. and/or Subsidiaries APPL.#37801.
LOCATION: Paramus/Bergen
GRANT AWARD: $428,906 Sales Tax Exemption Program
MOTION TO APPROVE: Ms. Perry SECOND: Mr. Nelson AYES: 13
RESOLUTION ATTACHED AND MARKED EXHIBIT: 19

ECONOMIC REDEVELOPMENT AND GROWTH PROGRAM

ITEM: Modification to Hurdle Rate Model
REQUEST: Approve modification of the Hurdle Rate Model used by Authority staff to determine the maximum Internal Rate of Return for projects seeking assistance under the Economic Redevelopment and Growth Grant (“ERG”) program. The modifications will involve (1) adding Cape May as an anchor city and (2) upgrading the functionality of the model such that a project specific rate of return may be calculated for projects in Atlantic City.
MOTION TO APPROVE: Mr. McDermott SECOND: Mr. Leonard AYES: 12
RESOLUTION ATTACHED AND MARKED EXHIBIT: 20
Mr. Tolson left the meeting.

ITEM: Harrah’s Atlantic City Holding Inc.
REQUEST: To approve the application of Harrah’s Atlantic City Holding Inc. for reimbursement of certain taxes for an Atlantic city project under a “state incentive grant by the EDA pursuant to the Economic Redevelopment and Growth Program set forth in NJSA 52:27D-49c (“Act”) for the amount not to exceed $24,128,000.
MOTION TO APPROVE: Ms. Perry SECOND: Mr. Downes AYES: 12
RESOLUTION ATTACHED AND MARKED EXHIBIT: 21
GROW NEW JERSEY ASSISTANCE PROGRAM

PROJECT: Deep Foods Inc.
LOCATION: Union Twp/Union
REQUEST: To agree with the finding that jobs are at risk as represented in the CEO certification
MOTION TO APPROVE: Ms. Perry  SECOND: Mr. Nelson  AYES: 12
RESOLUTION ATTACHED AND MARKED EXHIBIT: 22

PROJECT: Deep Foods Inc.
LOCATION: Union Twp/Union
REQUEST: To approve the $26,907,293 Grow New Jersey award
MOTION TO APPROVE: Mr. Leonard  SECOND: Mr. Yuen  AYES: 12
RESOLUTION ATTACHED AND MARKED EXHIBIT: 23

ITEM: Grow New Jersey Assistance Program
REQUEST: To approve the request to delegate to staff the authority to amend elements of an approval under the Grow New Jersey Assistance Program provided the action taken by staff would not result in an increase in the amount of the grant.
MOTION TO APPROVE: Mr. Yuen  SECOND: Mr. McDermott  AYES: 12
RESOLUTION ATTACHED AND MARKED EXHIBIT: 24

URBAN TRANSIT HUB TAX CREDIT PROGRAM

ITEM: Urban Transit Hub Tax Credit Program/Business Employment Incentive Program (BEIP) - Proposed Rule Amendments
REQUEST: To approve proposed rules amendments to delineate provisions relating to the approval process under the Urban Transit Hub Tax Credit Program and particularly, challenges to EDA determinations made under the program; and to clarify certain eligibility requirements under the Business Employment Incentive Program. Authorize staff to submit the rule amendment for publication in the January 22, 2013 edition of the NJ Register, subject to final review and approval by the Office of the Attorney General and the Office of Administrative Law.
MOTION TO APPROVE: Mr. Downes  SECOND: Mr. Yuen  AYES: 12
RESOLUTION ATTACHED AND MARKED EXHIBIT: 25
ITEM: Medco Health solutions, Inc. P09810  
Franklin Lakes, NJ - $2,556,288 BEIP

Medco Health solutions of Willingboro, Inc. P09810  
Franklin Lakes, NJ - $2,975,312 BEIP

REQUEST: 1. Consent to the acquisition of Medco Health Solutions, Inc. and its subsidiaries by Express Scripts, Inc., and 2. Consent to the addition of Medco Health Services, Inc. a wholly owned subsidiary to the Medco grant.

MOTION TO APPROVE: Mr. Yuen  
SECOND: Mr. Downes  
AYES: 12

RESOLUTION ATTACHED AND MARKED EXHIBIT: 26

ITEM: Lonza Group Ltd. and subsidiaries to Lonza America, Inc and subsidiaries  
BEIP Application P37418, BRRAG Application P37427

REQUEST: Consent to the change in the applicant and grantee from Lonza Group Ltd. and subsidiaries.

MOTION TO APPROVE: Mr. Yuen  
SECOND: Mr. Downes  
AYES: 12

RESOLUTION ATTACHED AND MARKED EXHIBIT: 27

ITEM: Tropical Cheese Industries, Inc.  
$45,000 UEZ Energy Sales Tax Exemption

REQUEST: To approve the application of Tropical cheese Industries, Inc. application to participate in the U-STX program.

MOTION TO APPROVE: Ms. Perry  
SECOND: Mr. McDermott  
AYES: 12

RESOLUTION ATTACHED AND MARKED EXHIBIT: 28

ITEM: NextStage Capital II, LP.

REQUEST: To approve the amendment of terms of the $2 million investment in NextStage Capital II that was approved on March 15, 2012.

MOTION TO APPROVE: Ms. Perry  
SECOND: Mr. Imperatore  
AYES: 12

RESOLUTION ATTACHED AND MARKED EXHIBIT: 29
ITEM: PNC Business Growth Fund.
REQUEST: To approve the extension of the PNC Business Growth fund for one year.
MOTION TO APPROVE: Mr. McDermott SECOND: Mr. Yuen AYES: 12
RESOLUTION ATTACHED AND MARKED EXHIBIT: 30

ITEM: Write Off of Loans.
REQUEST: To approve the write off of loans with recourse.
MOTION TO APPROVE: Ms. Perry SECOND: Ms. Graves AYES: 12
RESOLUTION ATTACHED AND MARKED EXHIBIT: 31

FOR INFORMATION ONLY: The next item is a summary of the projects approved under Delegated Authority in November 2012:


Community Economic Development Program: Millville Urban Redevelopment Corp.

FOR INFORMATION ONLY: Technical Assistance for Small Businesses. The next item is an update on the Technical Assistance contract with the UCEDC and informs the members that the contract will be renewed for a second year as permitted by the November 2011 board approval.

REAL ESTATE

ITEM: FMERA Purchase & Sale Agreement with AcuteCare Mgt Services, LLC.
REQUEST: To approve consent to FMERA entering into a redevelopment agreement with AcuteCare Mgt Services, LLC for redevelopment of the former Patterson Army Health Clinic in the Oceanport Section of the former Fort Monmouth property.

ITEM: Right of Entry Agreement Extension Authority Owned Property
South East Avenue and Pamphylia, Bridgeton, NJ
MOTION TO APPROVE: Mr. Downes SECOND: Ms. Perry AYES: 11
RESOLUTION ATTACHED AND MARKED EXHIBIT: 32

Mr. Nelson recused himself because his firm represents one of the host communities.
REQUEST: Approval to execute the Authority's standard right of Entry Agreement with Tri-County Community Action Partnership for two (2) years, on terms acceptable to the CEO, President/COO and the Attorney General's Office with an option to extend, if necessary as authorized under the Real Estate Division Operating Authority.

MOTION TO APPROVE: Mr. Mc Dermott  SECOND: Mr. Imperatore AYES: 12

RESOLUTION ATTACHED AND MARKED EXHIBIT: 33

ITEM: Technology Centre of NJ Operating Budget – 2013
REQUEST: To approve the 2013 budget of Technology Centre of NJ, LLC.

MOTION TO APPROVE: Mr. Sarlo  SECOND: Mr. Yuen AYES: 12

RESOLUTION ATTACHED AND MARKED EXHIBIT: 34

PUBLIC COMMENT

There were no comments from the public.

EXECUTIVE SESSION

The next item was to adjourn the public session of the meeting and enter into Executive Session to discuss a public investment. The minutes will be made public when the need for confidentiality no longer exists.

MOTION TO APPROVE: Mr. Leonard  SECOND: Mr. Yuen AYES: 12

RESOLUTION ATTACHED AND MARKED EXHIBIT: 35

The Board returned to Public Session.
The being no further business, on a motion Mr. Leonard, and seconded by Mr. Yuen, the meeting was adjourned at 12:00pm.

Certification: The foregoing and attachments represent a true and complete summary of the actions taken by the New Jersey Economic Development Authority at its meeting.

Kim Ehrlich, Assistant Secretary