

Brooklyn Bridge Park Corporation d/b/a
Brooklyn Bridge Park
Meeting of the Directors
Held at Brooklyn Bridge Park Offices
334 Furman Street
Brooklyn, NY

April 19, 2012

MINUTES

The following members of the Board of Directors were present at the meeting:

Robert Steel – Chairman
Peter Aschkenasy
Adrian Benepe
Martin Connor
Anita Contini
David G. Offensend
Henry B. Gutman
Stephen Levin*
Seth Pinsky
John Raskin
Nanette Smith*
Anne Strahle
Mathew Wambua
Joanne Witty*

*Arrived after the meeting was called to order.

Also present were staff of Brooklyn Bridge Park (hereafter “BBP”), the Mayor’s Office, the New York City Department of Parks and Recreation, the New York City Economic Development Corporation and members of the press and public.

Robert Steel, Chairman of the Board of Directors, called the meeting to order at approximately 1:05pm. Suma Mandel, General Counsel and Secretary of BBP, served as secretary of the duly constituted meeting and confirmed that a quorum was present. Chairman Steel reviewed BBP’s policy with respect to limiting public speakers to one three-minute turn each to ensure that everyone has an opportunity to speak, with additional questions if there is time left.

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The first order of business was the approval of the minutes of the February 29, 2012 meeting of the Board of Directors. Chairman Steel asked if there were any changes or corrections.

Mr. Offensend noted that he was not present at the last meeting and therefore, should be removed from the list of Directors present. The minutes were corrected accordingly.

There being no further changes or corrections, Chairman Steel requested a motion to approve the minutes. Upon the motion being duly made and seconded, the following resolution was unanimously adopted:

April 19, 2012

APPROVAL OF MINUTES TAKEN AT THE FEBRUARY 29, 2012 MEETING OF THE DIRECTORS OF THE BROOKLYN BRIDGE PARK CORPORATION

RESOLVED, that the Board of Directors hereby approves the minutes of the Board of Directors meeting held on February 29, 2012.

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Chairman Steel announced the second agenda item: the authorization to enter into the Ninth Amendment to the Funding Agreement between BBP and the City of New York ("City")

Ms. Leigh Trucks, Project Manager of BBP, presented the item.

Chairman Steel asked if there were any questions or comments from Board members.

Mr. Raskin stated that this was a very important step toward realizing the recommitment of the \$55 million that the City committed to the Park last year, and thanked the City.

Chairman Steel asked if there were any additional questions or comments from Board members. There being none, Chairman Steel requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolutions were unanimously adopted:

April 19, 2012

AUTHORIZATION TO ENTER INTO A NINTH AMENDMENT TO THE FUNDING AGREEMENT WITH THE CITY OF NEW YORK (THE "CITY") FOR THE DEVELOPMENT OF BROOKLYN BRIDGE PARK AND AUTHORIZATION TO TAKE RELATED ACTION

RESOLVED, that BBP is hereby authorized to enter into a Ninth Amendment to its Funding Agreement with the City for the development of Brooklyn Bridge Park to increase the funding commitment by the City by Sixty Six Million Five Hundred Thousand Dollars (\$66,500,000) for construction of Pier 2, the Pier 3 uplands, the John Street portion of the Park, and other landscape elements throughout the Park uplands a total funding commitment of the City of One Ninety Eight Million Six Hundred Eleven Thousand Dollars (\$198,611,000); and be it further

RESOLVED, that the President of BBP and her designees be and each hereby is authorized and empowered to execute, deliver and to take all other actions and to execute such other documents as she or they may deem necessary or appropriate to effectuate these resolutions.

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Chairman Steel announced the third agenda item: the authorization to enter into a Maintenance and Sanitation Contract for the Park with the Doe Fund.

Mr. Jeffrey Sandgrund, Director of Operations of BBP, presented the item.

Chairman Steel asked if there were any questions or comments from Board members.

In response to questions from Mr. Raskin, Mr. Sandgrund stated that proposals were also received from Atlantic Maintenance, U. Arias Corporation, Wildcat and Quality Business Services, and that the proposals ranged from approximately \$250,000 to \$1.3 million. In response to an additional question from Mr. Raskin, Mr. Sandgrund stated that the proposed contract from Doe was at a lower rate than the current contract that BBP has with Doe as the result of a different staffing structure.

There being no further questions, Chairman Steel requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolutions were unanimously adopted:

April 19, 2012

AUTHORIZATION TO ENTER INTO A CONTRACT WITH THE DOE FUND INC. FOR MAINTENANCE AND SANITATION SERVICES AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED, that BBP is hereby authorized to enter into contract with The Doe Fund, Inc. for the performance of maintenance and sanitation services within the Park for a not-to-exceed contract price of \$298,844, inclusive of a \$49,808 contingency; and be it further

RESOLVED, that the President, or her designees, be, and each of them hereby is, authorized and directed, in the name and on behalf of BBP, to execute and deliver any and all documents and take all such actions as the President or the President's designees may deem necessary or proper to effectuate the foregoing and in connection with the implementation of the work pursuant to the agreement.

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Chairman Steel announced the fourth agenda item: the authorization to approve the appointment of Juny Francois to the Programming and Public Art Committee.

Ms. Ellen Ryan, VP of Partnerships presented the item.

Chairman Steel asked if there were any other questions or comments from Board members. There being none, Chairman Steel requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolutions were unanimously adopted:

April 19, 2012

AUTHORIZATION TO APPOINT A MEMBER OF THE PROGRAMMING AND PUBLIC ART COMMITTEE AND AUTHORIZATION TO TAKE RELATED ACTIONS

RESOLVED, that the Board of Directors hereby appoints the following person to serve on the Programming and Public Art Committee at the pleasure of the Board:

Juny Francois

; and be it further

RESOLVED, that the President, or her designees, be, and each of them hereby is, authorized and directed, in the name and on behalf of BBP, to execute and deliver any and all documents and take all such actions as the President or the President's designees may deem necessary or proper to effectuate the foregoing.

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Chairman Steel announced the fifth agenda item: the authorization to approve the recommendation of the Parks Community Advisory Council to designate a replacement Organization Representative.

Ms. Ryan presented the item.

Chairman Steel asked if there were any further comments. There being none, Chairman Steel requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolutions were unanimously adopted:

April 19, 2012

**APPROVAL OF BROOKLYN BRIDGE PARK COMMUNITY ADVISORY COUNCIL ("BBPCAC")
RECOMMENDATION TO DESIGNATE A REPLACEMENT ORGANIZATION REPRESENTATIVE OF A
COMMUNITY ORGANIZATION, AND AUTHORIZATION TO TAKE RELATED ACTIONS**

RESOLVED, that BBP hereby approves the BBPCAC's recommendation to designate the following replacement Organization Representative of a Community Organization: Nat Rubin, as successor to Christian Haag, of the Atlantic Avenue Local Development Corporation; and be it further

RESOLVED, that the President of BBP and her designees be and each hereby is authorized and empowered to take all actions and execute such documents as she or they may deem necessary or appropriate to effectuate these resolutions.

* * *

Ms. Myer next presented the President's Report.

Ms. Myer announced that the Park had received an offer from Mr. Joshua Rechnitz, the founder and chairman of New York City Fieldhouse Inc., to donate a \$40 million indoor recreational and a cycling facility at no cost to BBP or the City which would provide year-round indoor recreation. NYC Fieldhouse and Brooklyn Bridge Park will undertake extensive outreach to provide the public with additional information about the proposal. Once concluded, the Fieldhouse will refine its proposal and this Board will determine whether to accept the offer and commence requisite land use and environmental reviews that will include public comment periods.

Ms. Myer also discussed: (i) the Pier 1 RFP; (ii) the Tobacco Warehouse litigation; (iii) construction progress; (iii) Park concessions; (iv) the hiring of seasonal gardeners; (v) Park events and programming; and (vi) the merging of BBP and the Brooklyn Bridge Park Conservancy's websites.

Finally, she announced that Ms. Ryan resigned to become the Interim Executive Director of Open House New York and thanked Ms. Ryan for her contributions to the Park.

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Chairman Steel thanked Ms. Myer and her staff and asked whether there were any additional matters that the Directors would wish to discuss.

In response to questions from Mr. Levin, Ms. Myer stated that the Fieldhouse will be at the location of an existing maintenance and operation garage and that the exact size of the facility would be considered during the design process.

In response to a question from Ms. Contini, Ms. Myer stated that the Home Depot facility in Los Angeles represented an example of a successful cycling facility, but that the Park is working with the donor to ensure that the Fieldhouse meets the indoor recreational needs of Park users.

Ms. Witty stated that the concept of an enclosed all year round recreation facility was initially in the 2001 illustrative Park plan, but ultimately was too expensive to execute as contemplated. Ms. Witty expressed her appreciation of the possibility of now bringing an indoor recreational facility to the Park with private funding. Mr. Raskin, Mr. Gutman and Mr. Levin also each expressed their appreciation for the opportunity provided by the donor's offer of the Fieldhouse.

In response to a question from Mr. Gutman, Ms. Myer discussed the extent to which delaying the Empire Stores RFP or other revenue sources like Pier 1 would have an adverse effect on BBP's ability to operate and maintain the Park.

In response to a question from Mr. Levin, Ms. Myer stated that, as a result of lawsuits, while events are not currently being held in the Tobacco Warehouse, the facility is open during the daylight hours.

Chairman Steel then asked whether there were any additional matters that the Directors would wish to discuss. There being none, Chairman Steel then invited the public to make statements.

Ms. Webster, Executive Director of the Brooklyn Bridge Park Conservancy, expressed her excitement with respect to Pier 5, the Funding Agreements for Pier 2 and the Fieldhouse and stated that the Conservancy is prepared to assist with the public and community outreach process for the Fieldhouse.

In response to a question from Mr. Fleming, a member of CAC, Ms. Myer confirmed that the the Fieldhouse would be located south of the Transit building and stated that the Fieldhouse was not currently anticipated to produce revenue to the Park. In response to further questions from Mr. Fleming, Ms. Myer confirmed that she anticipated certain programming elements for the Fieldhouse comparable to those of the Y or YMCA would be discussed in depth with the community. In response to an additional question from Mr. Fleming about whether the Park was considering attempting to distinguish the Empire Stores from the issues in the Tobacco Warehouse litigation, Chairman Steel answered that all possible options were being considered.

In response to a comment by Mr. Fleming, Ms. Witty added that it was not anticipated that the recreational facility in the 2001 plan would generate revenue, but rather would be revenue-neutral.

There being no further business, Chairman Steel asked for a motion to adjourn the meeting and upon the motion being duly made and seconded, the meeting was adjourned at approximately 1:40 PM.

Respectfully submitted,

/s/ Suma Mandel

Suma Mandel

Secretary

Dated: June 19, 2012