

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 24, 2013

MINUTES

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

Robert Steel – Chairman
Peter Aschkenasy
Martin Connor
Peter Davidson
Juny Francois
Henry B. Gutman
Stephen Levin
Seth Pinsky
John Raskin
Daniel Simmons, Jr.
Nanette Smith
Anne Strahle
Joanne Witty

Also present was the staff of Brooklyn Bridge Park (“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 3:10 PM. Suma Mandel, Secretary and General Counsel 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 two-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 20, 2013 meeting of the Board of Directors. Chairman Steel asked if there were any changes or corrections. There being none, Chairman Steel requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolution was unanimously adopted:

April 24, 2013

APPROVAL OF MINUTES TAKEN AT THE FEBRUARY 20, 2013 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 20, 2013.

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Chairman Steel announced the second agenda item: the authorization to enter into a client services contract with ADP Total Source, Inc. Ms. Mandel presented the item.

Chairman Steel asked if there were any 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 24, 2013

AUTHORIZATION TO ENTER INTO A CLIENT SERVICES CONTRACT WITH ADP TOTALSOURCE, INC. AND TO TAKE RELATED ACTIONS

BE IT RESOLVED, that BBP is hereby authorized to enter into a client services agreement with ADP TotalSource, Inc. and such other agreements as may be necessary for the establishment of new health insurance, retirement and other benefit plans for BBP's employees; and be it further

RESOLVED, that the President, or her designee(s), 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 designee(s) may deem necessary or proper to effectuate the foregoing and in connection with the implementation of the services pursuant to the agreement.

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Chairman Steel announced the third agenda item: the authorization to amend the contract with Halcrow Engineers P.C. to include parkwide maritime inspections. Jennifer Klein, BBP's Vice President of Capital Planning and Construction, presented the item.

Chairman Steel asked if there were any 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 24, 2013

AUTHORIZATION TO AMEND THE CONTACT WITH HALCROW ENGINEERS P.C. TO INCLUDE PARKWIDE MARITIME INSPECTIONS AND TO TAKE RELATED ACTIONS

BE IT RESOLVED, that BBP is hereby authorized to amend its contract with Halcrow Engineers, P.C. ("Halcrow") to increase the scope of services to be provided by Halcrow to include marine inspection services, and to increase the contract price payable to Halcrow for such work by up to \$243,459, for a not-to-exceed total contract price of \$1,560,462; 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 resolutions and in connection with the implementation of the work pursuant to the amended contract.

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Chairman Steel announced the fourth agenda item: the authorization to amend the contract with Michael Van Valkenburgh Associates, Inc. ("MVVA") for design and engineering services. Ms. Klein also presented this item.

In response to a question from Mr. Raskin, Ms. Klein confirmed that improvements to the Main Street Section of the Park arose from the agreement regarding the conversion process. Mr. Raskin expressed his appreciation that BBP is quickly moving forward with the conversion process.

In response to a question from Mr. Davidson, Ms. Klein explained that the total contract price includes all of the engineering services for the Park as well as all subcontractors who are directly contracted through MVVA in addition to design services.

Chairman Steel asked if there were any further 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 24, 2013

AUTHORIZATION TO AMEND THE CONTRACT WITH MICHAEL VAN VALKENBURGH ASSOCIATES, INC. FOR DESIGN AND ENGINEERING SERVICES RELATED TO BROOKLYN BRIDGE PARK, AND TO TAKE RELATED ACTIONS

BE IT RESOLVED, that BBP is hereby authorized to amend its contract with Michael Van Valkenburgh Associates, Inc. ("MVVA") to increase the scope of services to be provided by MVVA in connection with design and coordination services for the Main Street conversion site and Pier 6, and to increase the contract price payable to MVVA for such work by up to \$1,743,933 for a not-to-exceed total contract price of \$27,250,417; and be it further,

RESOLVED, that the President, or her designee(s), 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 designee(s) may deem necessary or proper to effectuate the foregoing resolutions and in connection with the implementation of the work pursuant to the amended contract.

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Chairman Steel announced the fifth agenda item: the approval of Brooklyn Bridge Community Council's recommendation to designate a replacement organization representative of a community organization. Ms. Teresa Gonzalez, BBP's Vice President of Strategic Partnerships, presented the item.

Chairman Steel asked if there were any 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 24, 2013

APPROVAL OF BROOKLYN BRIDGE PARK COMMUNITY ADVISORY COUNCIL'S RECOMMENDATION TO DESIGNATE A REPLACEMENT ORGANIZATION REPRESENTATIVE OF A COMMUNITY ORGANIZATION, AND AUTHORIZATION TO TAKE RELATED ACTIONS

RESOLVED, that BBP hereby approves the Brooklyn Bridge Park Community Advisory Council's recommendation to designate the following replacement Organization Representative of a Community Organization: Leonard Jordan, as successor to Paul Holmes, Concord Village; and be it further

RESOLVED, that the President, or her designee(s), be, and each of them hereby is, authorized and directed, in the name and on behalf of BBP, to take all actions as the President or the President's designee(s) may deem necessary or appropriate to effectuate these resolutions.

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Chairman Steel then asked Ms. Myer to present the President's Report.

Ms. Myer provided updates on: (i) the opening of Squibb Park Bridge; (ii) Park construction; (iii) Park programming; (iv) the John St and Empire Stores RFPs; (v) Tobacco Warehouse St. Ann's Warehouse; and (vi) the replacement parcel design.

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Chairman Steel thanked Ms. Myer for her report and then asked if there were any more questions or comments from the Board.

In response to questions from Mr. Raskin, Ms. Myer stated that BBP is encouraging the Pier 1 developers and union representatives to communicate and that the design of the Pier 1 development is still under review. David Lowin added that the design for the Pier 1 development was roughly 70% complete.

In response to a question from Mr. Simmons, Ms. Myer stated that the opening of the Squibb Park Bridge is reanimating the area, but that BBP would not know the impact on Park visitorship until the visitor counts are conducted. Mr. Gutman, Mr. Levin and Mr. Davidson expressed their approval of the bridge.

Mr. Levin expressed his desire for the Pier 1 developers and unions to communicate as much as possible. In response to a question from Mr. Simmons with respect to whether BBP had any leverage, Ms. Myer stated that BBP could only encourage conversation. Mr. Connor concurred.

In response to a question from Mr. Simmons, Ms. Myer stated that St. Ann's Warehouse will be responsible for the design of the outdoor space in the Tobacco Warehouse and has retained MVVA to do so, and that BBP will be permitting the space.

In response to a question from Ms. Francois, Ms. Myer stated that the Pier 2 should be finished by the end of the year.

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Chairman Steel then asked if the public had any statements or questions.

Dan Wolcott of BuildUp New York expressed his view that the Pier 1 development should be built with union labor.

Peter Flemming of the Park Community Council expressed his view that BBP should focus on obtaining funding for certain unfunded sections of the Park.

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 3:50PM.

Respectfully submitted,

/s/ Suma Mandel
Suma Mandel
Secretary

Dated: June 5, 2013