

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

February 7, 2018

MINUTES

The following members of the Board of Directors were present:

Joanne Witty – Vice Chair
Martin Connor
Henry B. Gutman
Edna Wells Handy
Shari Hyman
Stephen Merkel
Susannah Pasquantonio
William Vinicombe
Sonam Velani, Alternate Director for Alicia Glen
Matthew Wing

Also present was the staff of Brooklyn Bridge Park Corporation (“BBP”) and members of the public.

Vice Chair Witty called the meeting to order at approximately 11:07 a.m. Suma Mandel, Secretary and General Counsel of BBP, served as secretary of the duly constituted meeting and confirmed that a quorum was present.

Prior to proceeding with the agenda items, Vice Chair Witty advised the Board the Bylaws had been amended to allow each of the three *ex-officio* Directors to designate an Alternative Director to serve in their absence, and welcomed Sonam Velani, who was designated by Chair Glen as her Alternate Director.

1. Approval of Minutes

Upon motion duly made and seconded, the minutes of the October 4, 2017 Board of Directors meeting were unanimously approved.

2. Approval of the Appointment of Chair of Audit and Finance Committee

Vice Chair Witty requested that the Board approve the appointment of Director Merkel as the new Chair of the Audit and Finance Committee, noting that he has served as a member of the Committee for the past 4 years.

Upon motion duly made and seconded, the appointment was unanimously approved.

3. Authorization to Enter into a License Agreement for the Redevelopment and Use of the Upper Floors of 334 Furman Street

Executive Vice President David Lowin presented the item. In response to a question from Vice Chair Witty, Director Merkel confirmed that the Audit and Finance Committee was comfortable proceeding with the authorization. Vice Chair Witty also verified that the Budget and Operations Committee reviewed and were comfortable with the proposal.

Upon motion duly made and seconded, the resolutions attached hereto as Schedule A were unanimously adopted.

4. Authorization to Enter into Agreements relating to Capital and Special Projects

Mr. Landau presented the item. In response to questions from Director Wells Handy regarding BBP's monitoring of existing vendors' M/WBE participation, Pat Kirshner, BBP's Vice President of Special Projects & Maritime Maintenance, explained that these contracts are amendments to existing contracts; she believed that Special Testing is a MBE but the others are not. Director Wells Handy advised that continued monitoring of ongoing contracts is necessary in order to meet M/WBE goals. Ms. Kirshner stated that BBP is meeting its overall goals, with 27% of subcontracted expenditures going to M/WBEs. Mr. Lowin noted that the contracts that are the subject of the proposed resolution are soft cost contracts with few or no subcontractors and that it is easier to fulfill the requirements with hard cost contracts where there are subcontractors. Director Gutman suggested that BBP impress upon these consultants that M/WBE participation is a serious concern for the Board. In response to a question from Director Wells Handy, Director Gutman suggested that BBP specifically advise BBP's owner's representative Gardiner & Theobald that since part of their job is to monitor the goals, they should be an example. Director Wells Handy recommended that BBP also request that the consultants provide their workforce composition numbers. Director Merkel proposed that the Board's authorization to enter into these amendments be accompanied by a non-binding set of requests for the companies to provide information regarding its workforce composition. Director Merkel noted that the Audit and Finance Committee had reviewed this authorization and found that the proposed expenditures were within the reserves and budgets.

Upon motion duly made and seconded, the resolutions attached hereto as Schedule B were unanimously adopted.

5. President's Report (Non-Voting Item)

Mr. Landau advised the board that Amy Kleitman had joined BBP as Associate General Counsel, Mike Lampariello, BBP's Assistant Vice President of Operations had departed, and that Jaimie Warren would be joining as the new Assistant Vice President of Operations.

With respect to litigation, he reported that: (i) the parties had concluded oral arguments in the Pier 6 BHA litigation and were awaiting a decision; in the meantime, the developer is proceeding with construction at its own risk; (ii) the Appellate Division upheld the lower court's decision dismissing the petition in the Pier 1 Save the View Now litigation; and (iii) the parties had settled the Squibb Park litigation.

He proceeded to update the Board on park construction at (i) 330 Furman Street, which is complete and awaiting final City sign-offs; (ii) the Boathouse building, which is nearing completion and

will include a boat storage area, a flexible multi-use space, a park information center and public bathrooms; (iii) Pier 3, which is on schedule to open during the summer; (iv) Pier 2 Uplands, which is scheduled to commence construction in the fall; and (v) the Plaza, which will include a flexible space and is intended to also include an ice skating installation in the winter. Mr. Landau noted that BBP is working with the CAC and the community to ensure that the plan for the Plaza takes into account community desires and concerns.

Mr. Landau noted that jurisdiction of Fulton Ferry Landing, which includes the the Ice Cream Factory and Bargemusic, had been transferred to BBP. He advised the board that the Ice Cream Factory's lease had expired, and that BBP intended to enter into an interim concession license with the operator under the same terms as the expired lease, with a view toward issuing an RFP for the space later in the year. He then provided further Park updates, including (i) the returning concessionaires for the 2018 season, such as Pilot, Luke's Lobster, Ample Hill's, Forninos, and Lizzmonade; (ii) the opening of restaurants in the development sites; (iii) upcoming events in the Parks, including the Brooklyn Hip Hop Festival, Corning Museum of Glass, the Nets open practice, Movies with a View, and Conservancy education and fitness programs; and (iv) the return of of the Pop-Up Pool for final season.

6. Public Comment

There were no public comments.

7. Adjournment

Vice Chair Witty asked whether the Directors wished to go into the Executive Session. There being none, Vice Chair Witty requested a motion to adjourn the meeting, and upon the motion being duly made and seconded, the meeting was adjourned at approximately 11:52 a.m.

Respectfully submitted,

/s/ Suma Mandel

Suma Mandel
Secretary

Dated: June 6, 2018

February 7, 2018

AUTHORIZATION TO ENTER INTO A LICENSE AGREEMENT FOR THE REDEVELOPMENT AND USE OF THE UPPER FLOORS OF 334 FURMAN STREET

BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to enter into a license agreement for space on the first and second floors and the entire third floor of 334 Furman Street with Spaceworks NYC, Inc. as described in the memo to the Board dated as of even date herewith; and be it further

RESOLVED, that the President of BBP, or their designee(s) be and each hereby is authorized and empowered to take all actions and execute such documents as the President or their designee(s) may deem necessary or appropriate to effectuate the foregoing.

* * *

February 7, 2018

**AUTHORIZATION TO ENTER INTO AGREEMENTS RELATING TO CAPITAL AND SPECIAL PROJECTS AND
AUTHORIZATION TO TAKE RELATED ACTIONS**

BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to enter into the agreements described on Exhibit A attached hereto, provided that the agreements are accompanied by a non-binding request that the contractors provide information regarding their minority and female workforce participation; and be it further

RESOLVED, that the President of BBP, or their 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 their designee(s) may deem necessary or proper to effectuate the foregoing and in connection with the implementation of the work pursuant to the agreements.

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Exhibit A
CAPITAL PROJECT AGREEMENTS

| Contractor Name | Project Site | Agreement/ Amendment | Requested Authorization Amount | Source of Funds | Total Amount under New Agreement | Description of Project |
|--|---|-------------------------|--------------------------------------|---|-------------------------------------|---|
| Gardiner & Theobald | Parkwide | Amendment | \$487,853 | Capital Maintenance Reserve: \$120,000 Maritime Reserve: \$267,853 Operating Budget: \$100,000 | \$8,754,087* | Additional owner's representative services, including project supervision and cost management services for 334 Furman upper floor redevelopment, as well as parkwide capital maintenance and maritime projects. |
| Michael Van Valkenburgh Associates, Inc. | Parkwide | Amendment | \$272,325 | Capital Maintenance Reserve: \$169,985 Operating Budget: \$102,340 | \$33,514,922 | Design and construction administration services for the Pier 2 parking lot, Pier 6 Northwest corner, and parkwide Greenway. Inclusive of design services for various parkwide capital maintenance projects. |
| AKRF, Inc. | Pier 3 and Pier 2 Uplands | Amendment | \$140,716 | Capital Budget | \$4,056,219 | Environmental and planning services, including permitting and storm water pollution prevention plans. |
| Architecture Research Office (ARO) | Maintenance & Operations Facility, Boathouse and Pier 6 Restroom | Amendment | \$245,000 | Capital Budget: \$180,000 Capital Maintenance Reserve: \$65,000 | \$1,501,678 | The extension of design, co-ordination and construction administration services in connection with the Maintenance & Operations Facility and Boathouse |

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|----------------------------------|---------------------------|--------------|--------------------|-----------------------------|-----------|---|
| | | | | | | and design services for the Pier 6 restroom expansion. |
| Ove Arup & Partners PC | Squibb Park Bridge | Amendment | \$197,040 | Capital Maintenance Reserve | \$713,040 | Design services related to Pier 5, Squibb Park Bridge retrofit and reseating, and future maintenance inspections of Squibb Park Bridge. |
| Special Testing & Consulting LLC | Pier 3 and Pier 2 Uplands | Amendment | \$150,000 | Capital Budget | \$516,000 | Required special inspections for above deck and landscape work. |
| | | TOTAL | \$1,492,934 | | | |

*Note due to a clerical error, the "Total Amount under New Agreement" for Gardiner & Theobald was incorrectly reported as \$7,182,356 in the June 7, 2016 Board item and minutes. The Board had in fact approved a total of \$8,266,234 in total contract value.