

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

February 20, 2013

MINUTES

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

Robert Steel – Chairman
Peter Aschkenasy
Martin Connor
Anita Contini
Henry B. Gutman
Stephen Levin
David Offensend
Seth Pinsky
John Raskin
Daniel Simmons, Jr.
Nanette Smith
Anne Strahle
Mathew Wambua
Veronica White
Joanne Witty

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 1:15 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 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 October 2, 2012 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:

February 20, 2013

APPROVAL OF MINUTES TAKEN AT THE OCTOBER 2, 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 October 2, 2012.

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Chairman Steel announced the second agenda item: the Authorization to Enter into an Amendment of the Contract with Kelco Construction, Inc. Ms. Jennifer Klein, BBP's Vice President of Capital 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:

February 20, 2013

AUTHORIZATION TO AMEND THE CONTRACT WITH KELCO CONSTRUCTION INC. FOR GENERAL CONSTRUCTION SERVICES WITHIN BROOKLYN BRIDGE PARK AND TO TAKE RELATED ACTIONS

BE IT RESOLVED, that Brooklyn Bridge Park ("BBP") is hereby authorized to amend the contract with Kelco Construction Inc. for the performance of construction services within the Brooklyn Bridge Park by \$1,499,863 for a total contract price authorization of \$21,877,615; 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 work pursuant to the agreement.

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Chairman Steel announced the third agenda item: the Authorization to Enter into An Operating Agreement with the New York City Departments of Parks for the operation and maintenance of Squibb Park. Ms. Mandel presented the item.

In response to a question from Mr. Connor, Ms. Myer responded that the cost of maintenance of Squibb Park would be BBP's responsibility and that cost was included in the Park's maintenance budget, and BBP did not anticipate bringing additional staff to perform the work. In response to an additional question from Mr. Connor, Mr. Sandgrund advised that he did not believe that the Parks Department had an estimate of the costs of maintaining Squibb Park and that there is very little maintenance associated with Squibb Park which can easily be absorbed into the overall costs of maintaining Brooklyn Bridge Park.

In response to a question from Mr. Levin, Ms. White confirmed that the operating agreement would not change Squibb Park's designation as a City park.

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:

February 20, 2013

AUTHORIZATION TO ENTER INTO AN OPERATING AGREEMENT WITH THE NEW YORK CITY DEPARTMENT OF PARKS FOR THE OPERATION AND MAINTENANCE OF SQUIBB PARK AND TO TAKE RELATED ACTIONS

BE IT RESOLVED, that Brooklyn Bridge Park (“BBP”) is hereby authorized to enter into an Operating Agreement with New York City Department of Parks for the Operation and Maintenance of Squibb Park; 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.

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Chairman Steel announced the fourth agenda item: the approval of Brooklyn Bridge Park Community Advisory Council’s recommendation to designate a replacement organization representation of a Community Organization. Ms. Mandel also presented this 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:

February 20, 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 Brooklyn Bridge Park (“BBP”) hereby approves the Brooklyn Bridge Park Community Advisory Council’s recommendation to designate the following replacement Organization Representative of a Community Organization: Glenn Kelly, as successor to Barbara Brookhart, the Carroll Gardens Neighborhood Association; 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 announced the fifth agenda item: authorization to enter into a concession lease for the Pier 6 concession with Fornino’s – the Art and Science of Pizza. Mr. David Lowin, BBP’s Vice President of Real Estate, noted that revised board materials had been distributed to directors in order to correct an error with respect to the length of the lease term and presented the item.

In response to a question from Mr. Simmons, Mr. Lowin stated that although the guaranteed minimum was \$36,000, BBP expected that the actual rent will be higher, as it will be based on ten percent of gross sales.

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:

February 20, 2013

AUTHORIZATION TO ENTER INTO A CONCESSION LEASE FOR THE PIER 6 CONCESSION AND TO TAKE RELATED ACTION

BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to enter into a concession lease with an affiliate of Fornino’s – the Art and Science of Pizza at the renovated head house structure located at Pier 6; 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.

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Chairman Steel announced the sixth agenda item: the authorization to enter into a concession lease for the Smokestack Building with USS Nautilus LLC, otherwise known as No. 7 Sub, which would in turn sublease part of the space to Luke’s Lobster. Mr. Lowin presented the item.

In response to a question from Mr. Simmons, Mr. Lowin advised that he believed that the reason that the percentage rent payable in connection with the No. 7 Sub operation was higher than the percentage rent payable in connection with the Luke’s Lobster operation was a result of the two businesses having different price points and profit margins.

In response to a question from Chairman Steel, Mr. Lowin advised that he anticipated receiving actual rent in excess of the base rent, but not to the same extent as for the Pier 6 building.

Chairman Steel asked if there were any additional comments or questions. 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:

February 20, 2013

AUTHORIZATION TO ENTER INTO A CONCESSION LEASE FOR THE SMOKESTACK BUILDING AND TO TAKE RELATED ACTIONS

BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to enter into a concession lease for the Smokestack Building with USS Nautilus LLC or an entity affiliated with USS Nautilus LLC; 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.

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

Ms. Myer provided updates on: (i) the effects of Hurricane Sandy on the Park; (ii) Park construction; (iii) park visitorship; (iv) spring programming; (v) concessions; (vi) the Pier 1 development; (vii) the conversion process; (viii) the Empire Stores and John Street development RFPs; (viii) the withdrawal of the Fieldhouse proposal; and (ix) press and correspondence.

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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 a question from Ms. Strahle, Ms. Myer advised that Starwood has indicated that they are willing to enter into negotiations with the hotel union, but that they felt that such discussions would be premature at this point in time when the hotel has not yet been constructed. In response to a question from Ms. Witty, Ms. Myer confirmed that whether to use union labor was an issue between the union and the hotel, not the union and BBP's board.

In response to a question from Mr. Offensend, Ms. Myer advised that BBP has been working very closely with State Parks and the National Parks Service on the conversion process, and while there is not an exact timeline, she would advise the board of critical dates once she has them.

In response to a question from Mr. Gutman, Ms. Myer advised that two key measures were taken to address safety in Squibb Park – lighting and a smoother grade for wheelchair accessibility. Ms. Witty added that, the additional egress from Squibb Park provided by the bridge also makes that park safer.

In response to a question from Mr. Raskin, Ms. Myer discussed the reasons that the Park fared well during Hurricane Sandy. Ms. Myer stated that that the biggest impact from the storm was the damage to the Park's electrical systems and that the surfaces of two of the playgrounds were also damaged. Ms. Myer advised that the Park was working closely with OMB and the Parks Department on the FEMA application, and has received a small amount of insurance. Ms. White added that overall, the parks which were built more recently using more of a living shoreline sustained less damage. Mr. Pinsky agreed with Ms. White, and stated that that the big challenge was inundation, which led to systems damage, and that in the future more robust systems would need to be developed or the systems would need to be elevated.

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

Josh Gold from the Hotel Trades Council expressed his view that the hotel development should use union labor.

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 1:50 PM.

Respectfully submitted,

/s/Suma Mandel

Suma Mandel
Secretary

Dated: April 24, 2013