

Brooklyn Bridge Park Corporation d/b/a
Brooklyn Bridge Park
Meeting of the Directors
Held at Brooklyn Public Library, Brooklyn Heights Branch
Brooklyn, NY

February 22, 2011

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
Debra Feinberg
Juny Francois
Henry B. Gutman
Paul Nelson
Seth Pinsky
John Raskin
Nanette Smith
Matthew Wambua
Joanne Witty

Also present were staff of Brooklyn Bridge Park (hereafter “BBP” or the “Corporation”), the Mayor’s Office and 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 1:10 P.M. Jennifer Klein, Director of Capital Improvements and Secretary of BBP, served as secretary of the duly constituted meeting and confirmed that a quorum was present.

The first order of business was the approval of the minutes of the November 17, 2010 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:

APPROVAL OF MINUTES TAKEN AT THE NOVEMBER 17, 2010 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 November 17, 2010.

Chairman Steel announced the second item on the agenda, the approval of the By-Laws of the Brooklyn Bridge Park Community Advisory Council (“CAC”). He asked Ellen Ryan, Vice President for Strategic Partnerships, to present the item.

Ms. Ryan requested that the directors (i) approve the by-laws which had been adopted by the CAC, and (ii) recommend to the CAC that it vote to amend Section II (e) of its by-laws. Such amendment would clarify that it is the by-laws of the CAC, not the by-laws of BBP, which need to be amended, subject to BBP Board approval, to increase the number of CAC members.

Chairman Steel noted that with the recommended change and approval of the by-laws of the CAC, the appointment process for CAC members would be established by the CAC and the Board of Directors. Chairman Steel added that the Board of Directors looked forward to working with the CAC on future appointments, recommendations and all other matters.

Mr. Raskin stated that he would be voting in favor of this item and recommended that the Board of Directors use its authority to help strengthen the CAC as an independent body of community representatives. Mr. Raskin further commented that he expected that the CAC would continue to develop its own by-laws and hoped that the Board would be open to any future changes, amendments or updates that the CAC would be interested in enacting over time.

Chairman Steel then added that Mr. Raskin had commented about the CAC and its process at the last board meeting and he believed that today’s presentation was in spirit with Mr. Raskin's comments from the last meeting.

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:

February 22, 2011

BROOKLYN BRIDGE PARK CORPORATION – Authorization to Approve the By-Laws of the Brooklyn Bridge Park Community Advisory Council (“Advisory Council”); Recommendation to the Advisory Council to amend its by-laws, and Authorization to Take Related Actions

BE IT RESOLVED, that the Corporation hereby (i) approves the By-Laws of the Brooklyn Bridge Park Community Advisory Council (the “Advisory Council”) , which By-Laws are attached hereto as Attachment A; (ii) recommends that the Advisory Council vote to amend Section II(e) of its by-laws to provide that it is the by-laws of the Advisory Council, not the by-laws of the Corporation, which need to be amended, subject to Corporation Board approval, to increase the number of Advisory Council members, be it further RESOLVED; that the President of the Corporation 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.

* * *

[Approved By-Laws are attached to these minutes as Attachment A]

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Chairman Steel announced that the next and last item for consideration by the Directors was an amendment to the planning and design contract between Michael Van Valkenburgh Associates (“MVVA”) and the Corporation. He asked Ms. Klein to present this item.

Ms. Klein presented the proposed authorization to amend the design contract between MVVA and BBP to increase the scope to include additional design services in connection with the construction of Pier 5 and to increase the contract price.

In response to a question from Mr. Nelson, Ms. Klein stated that BBP was discussing with its engineers and other consultants whether or not Pier 5 could support a bubble structure. In response to a question from Mr. Raskin, Ms. Klein stated that the funds for the increase to this amendment would be coming from BBP’s budget which included allowances for construction administration, design services and engineering. In response to an additional question from Mr. Raskin, Ms. Klein stated the work on Pier 5 was part of Phase I construction and this authorization was not for additional funds but to use funds already allocated for this work.

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:

February 22, 2011

BROOKLYN BRIDGE PARK CORPORATION - Authorization to amend the contract with Michael Van Valkenburgh Associates, Inc. for Design and Engineering Services Related to Brooklyn Bridge Park, and Authorization to Take Related Actions

BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“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 construction of Pier 5 in Brooklyn Bridge Park and to increase the contract price payable to MVVA for such work by up to Seven Hundred Fifty Thousand Eight Hundred and Eighty Two Dollars (\$750,882) for a not-to-exceed total contract price of \$22,144,341; 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.

Following the Directors' adoption of the foregoing resolutions, Chairman Steel stated that the BBP Committee on Alternatives to Housing ("CAH") had been working with Bay Area Economics ("BAE") to identify nine potential alternatives to the current park management financing plan and BAE was now ready to present its draft report to the Board. Chairman Steel asked Ron Golem from BAE to present such report.

Mr. Golem provided an overview of the study which addressed two primary purposes, (i) how much revenue could the alternatives generate to replace residential ground leases and pilot tax payments and (ii) for those alternatives, how do they compare in terms of risk, timing and other factors to the sources of funding that were currently in the park's funding model for those sites. Mr. Golem added that (i) this presentation initiated a 60-day public comment period on the report, (ii) a public hearing would be held on March 31st at St. Francis College regarding this report and (iii) written testimonials would be accepted via email until April 25th. Mr. Golem noted that the report would be available at BBP's website and anticipated a final report to be issued by late May after which the CAH would vote upon which alternative revenue sources to present to the BBP board for consideration.

After Mr. Golem finished his oral presentation, Mr. Raskin stated that there were many options in the report that could add financing to the Park, that options such as Watchtower properties, were not included in the report that the estimates in the report appeared to be conservatives. Mr. Raskin noted that future payments from nearby properties, that are currently tax-exempt, could be a potential alternative source of revenue if they are rezoned.

Mr. Benepe stated that the creation of a Park Improvement Districts had not worked throughout the City, primarily because residents within the district are resistant to paying additional taxes. Mr. Benepe added that a fee based recreational facility to generate revenue seemed optimistic because fees that were collected in the current park system were insufficient in covering park operations. Mr. Benepe noted that traditionally fundraising for operations and maintenance is particularly challenging and expressed that the report's projections, in some cases, appeared optimistic.

In response to questions from Ms. Witty and Mr. Gutman about the Watchtower properties, Mr. Golem stated that the report considered profits from incorporating Watchtower development into the General Project Plan, although conversion of the Watchtower properties from tax exempt to taxable properties did not meet the threshold parameters of the study. Mr. Gutman raised the idea of receiving a one-time payment from the Witnesses for reducing the height of the hotel and conference center planned for Pier 1, so as to not interrupt the views from the Watchtower properties, thereby enhancing the sale value of such properties. Mr. Golem stated that the hotel is long and not as tall and that the report discussed a different idea: the possibility of shrinking the footprint of the hotel and increasing the height which would be possible without affecting the view corridor of Brooklyn Heights.

Chairman Steel reiterated that the draft report would be made available on BBP's website and that a public hearing would be held on March 31st at St. Francis College regarding this report.

Ms. Myer next presented the President's report. She provided an update on (i) the lawsuit challenging the adaptive re-use of the Tobacco Warehouse by St. Ann's Warehouse, (ii) the future issuance of a request for proposals for the Empire Stores property, (iii) the history and structure of the CAC, and (iv) the request for proposals for the Pier 6 Concession. Ms. Myer also informed the Board of the issuance of a request for proposals for a bicycle concession at Pier 1. Ms. Myer anticipated having a detailed update at the next meeting regarding the opening of additional portions of the park and park programming.

Chairman Steel asked members of the public if they had any statements.

Judi Francis, on behalf of the Brooklyn Bridge Park Defense Fund, thanked the committee and Mr. Golem for the report on alternatives to housing. Ms. Francis stated that there were many options to pay for the park and to protect the park for the public and thanked the elected officials for acting as a safeguard for public lands.

In response to a question from Ms. Francis, Mr. Golem stated that the Watchtower properties were not included in the report because BAE did not see any motivation or interest from Watchtower based on discussions to pursue this option, thus no value was assigned to the Watchtower option in the report.

In response to a question from Tony Manheim, founding member of the Brooklyn Bridge Park Coalition, Ms. Myer stated that the next anticipated Board meeting would be scheduled within the next two months.

Mr. Manheim stated he received no response from BAE after being advised that BAE wished to speak to him regarding various permutations to the report. Mr. Manheim stated he was ready, willing and able to meet, discuss and explore with BAE the alternative of building the housing and hotel across the street from the park rather than within the park.

John Dew, Co-Chair of the CAC, thanked the Board for approving the CAC By-Laws.

Being no further business, Chairperson Steel asked for a motion to adjourn the meeting and upon the motion being duly made and seconded, the meeting was adjourned at 2:01 PM.

Jennifer Klein, Secretary

Dated: _____

ATTACHMENT A

**BY-LAWS OF THE
BROOKLYN BRIDGE PARK COMMUNITY ADVISORY COUNCIL
DRAFT JANUARY 10, 2011 APPROVED BY THE CAC JANUARY 11, 2011**

I. PURPOSE

In accordance with the by-laws of the Brooklyn Bridge Park Corporation (the “Corporation”), the Brooklyn Bridge Park Community Advisory Council (the “Advisory Council”) has been established to provide advice to the Corporation. It is anticipated that the Corporation will provide the Advisory Council with information on a timely basis on major aspects of its policies and operations affecting Brooklyn Bridge Park (the “Park”) to enable the Advisory Council to properly fulfill its advisory role to the Corporation. The Advisory Council will invite and consider commentary from the public and the Corporation and provide recommendations to the Board of Directors (the “Board of Directors”) and staff of the Corporation on such major aspects of its policies and operations affecting the Park.

II. MEMBERSHIP

In accordance with the provisions of the by-laws of the Corporation, the Advisory Council shall consist of members who are representative of communities neighboring the park and of a wide variety of local interests and concerns. The by-laws of the Corporation set the initial Advisory Council Membership at 27 members, ~~which shall be the maximum number of members of the Advisory Council.~~ Advisory Council Members shall include:

- (a) One representative each from Brooklyn Community Board 2 (CB 2) and Community Board 6 (CB 6), both of whom shall serve at the pleasure of the Board appointing them.
- (b) The remaining members of the Advisory Council shall be representatives of local community, park, environmental, civic, recreation, and business organizations, and other established organizations with a relevant interest in or relationship to the Park (hereafter a “Community Organization”) or at-large members (“At-Large Members”). Each member designated by a Community Board or a Community Organization may be referred to as an “Organization Representative.” The term “member” in these by-laws refers to both Organization Representatives and At-Large Members.
- (c) Pursuant to the by-laws of the Corporation, the initial members of the Advisory Council were appointed by the Directors of the Corporation at the September 22 and November 17, 2010 Board of Directors meetings. The initial Advisory Council members and their respective Community Organizations, if any, are set forth below:

**INITIAL MEMBERS OF THE
BROOKLYN BRIDGE PARK COMMUNITY ADVISORY COUNCIL**

<u>MEMBER NAME</u>	<u>COMMUNITY ORGANIZATION (IF ANY)</u>
Benjamin Bankson	Willowtown Association
Ed Brown	Ingersoll Houses Tenant Association
Kate Collignon	Member-at-Large
Norman Cox	Columbia Waterfront Neighborhood Association
John Dew	Brooklyn Community Board 2
Angela Ferrante	Atlantic Avenue Local Development Corporation
J. Peter Flemming	Park Community Council
Judi Francis	Brooklyn Bridge Park Defense Fund
Doreen Gallo	Dumbo Neighborhood Alliance
Ursula Hahn	Concord Village Owners
Howard Kolins	Boerum Hill Association
Anthony Mannheim	Member-at-Large
Jane McGroarty	Brooklyn Heights Association
Adam Steven Meshberg	Vinegar Hill Neighborhood Association
William Orme	Member-at-Large
Paul Palazzo	Fort Greene Association
Matthew H. Parker	Member-at-Large
Maria Pagano	Carroll Gardens Neighborhood Association
Tom Potter	Brooklyn Bridge Park Boathouse
Milton Puryear	Brooklyn Greenway Initiative
David Reiss	Brooklyn Community Board 6
Roy Sloane	Cobble Hill Association
T.K. Small	Member-at-Large
Nancy Webster	Brooklyn Bridge Park Conservancy
Elizabeth Toledo	Dodge YMCA
Seth Unger	Member-at-Large
Joan Zimmerman	Fulton Ferry Landing Association

(d) If any Organization Representative of the Advisory Council no longer wishes to serve or is removed as described in paragraph (g) below, the Community Organization that designated such person shall designate a replacement representative, subject to approval by a majority of the Advisory Council and approval by a majority vote of the Board of Directors unless such Community Organization is itself replaced as described in subparagraphs (f) or (g) below.

(e) If the Advisory Council desires to add a Community Organization (in addition to those set forth in subparagraph (c) above) but in no event to increase the number of Advisory Council members unless the Corporation's By-Laws are amended for an increase, or replace a Community Organization (whether by voluntary withdrawal, or by termination as set forth in subparagraph (g) below), members may make nominations in consultation with the Governance Committee of the Corporation. Such nominations, if seconded, will require a majority vote of the

Advisory Council. The selection of any such new Community Organization shall also be subject to approval by a majority vote of the Board of Directors, whose purpose in approving the nominated Community Organization shall be to confirm that overall, the Advisory Council membership reflects a balanced representation of the different neighborhoods and interest groups served by the Park. Once approved by the Board of Directors, such newly approved Community Organization shall designate one Organization Representative to serve as its official representative on the Advisory Council.

(f) Community Organizations, unless they are terminated as provided in subparagraph (g) below, shall have the right to have their designated Organization Representatives serve on the Advisory Council for two year terms, except that the initially selected Organization Representatives will serve until December 31, 2012. Thereafter the term of all Organization Representatives shall expire on December 31 of even numbered years. Community Organizations shall file formal designations of their Organization Representative at the beginning of each term with the Advisory Council in order to participate in Advisory Council activities, in a manner determined by the Membership Committee.

(g) If an Organization Representative (or his or her Temporary Representative, as defined below) fails to attend more than fifty percent (50%) of the regularly scheduled Advisory Council meetings in any calendar year, both the individual Organization Representative and the Community Organization shall cease to be a member of the Advisory Council and the Community Organization shall lose the right to designate any replacement or future Organization Representatives to the Advisory Council. The Chair shall review attendance records on an annual basis and issue termination notices to any such delinquent Organization Representative and Community Organization. Upon receipt of a termination notice, such Organization Representative and Community Organization shall have thirty (30) days to appeal their termination to the Advisory Council. Any determination to reinstate a delinquent Organization Representative or Community Organization shall be by majority vote of the Advisory Council.

(h) The term of any Member-at-Large shall expire after two consecutive two-year terms of service (except that the initial term may be longer or shorter than two years depending on the date of appointment pursuant to the last sentence of this paragraph). The Advisory Council shall have the right to replace a Member-at-Large (i) at the end of his or her second term; (ii) upon the voluntary withdrawal of such Member-at-Large; or (iii) when he or she fails to attend more than fifty percent (50%) of the regularly scheduled Advisory Council meetings in any calendar year, provided, however, that in the case of such Member-at-Large's failure to attend 50% of regularly scheduled meetings, such Member shall have thirty (30) days from receipt of a termination notice from the Chair to appeal such termination to the Advisory Council, which shall decide such appeal by a majority vote. Consistent with the procedures instituted by the Membership Committee, members may make nominations for Members-at-Large who should represent a wide variety of local interests and concerns. Such nominations, if seconded, will require a majority vote of the Advisory Council. The selection of any such new Member-at-Large shall also be subject to approval by a majority vote of the Board of Directors, whose purpose in approving the nominated Member-at-Large shall be to confirm that overall, the Advisory Council membership reflects a balanced representation of the different neighborhoods and interest groups served by the Park. The first of the two terms of a Member-at-Large so elected shall end on December 31st of the next even numbered year after the current year.

III. OFFICERS

(a) The officers of the Advisory Council shall consist of two Co-Chairs, presently John Dew and Nancy Webster, a Secretary, currently Joan Zimmerman. All Advisory Council officers shall be members of the Advisory Council. The present Co-Chairs, as set forth in paragraph II(c) were appointed on September 22, 2010 by the Board of Directors.

(b) Commencing as of January 1, 2012, the positions of Chair and Co-Chair shall be appointed as follows: (i) one of the two positions will always be the appointed by CB2; (ii) the other position will always be appointed by a vote of the Advisory Council; (iii) the appointments of Chair and Co-Chair will rotate every year between the CB 2 appointee and the Advisory Council appointee.

(c) The duties of the Chair shall be as follows:

1. To conduct all meetings of the Advisory Council.
2. To interpret and enforce Robert's Rules of Order.
3. To decide any questions of order.
4. To represent and stand for the Advisory Council and perform all necessary functions according to decisions duly made by all the Advisory Council, including communications of Advisory Council decisions to the pertinent government agencies authorities and officials.

5. To perform all acts, orders and proceedings of the Advisory Council, including issuance of letters communicating council actions.

6. To prepare and deliver the Chair's report to all meetings of the Board of Directors and to make other necessary reports.

7. To keep the Advisory Council members apprised of all material information and matters regarding the Park coming to the Chair's attention.

(d) The duties of the Co-Chair shall be to take on the duties of the Chair in the Chair's absence.

(e) The Secretary shall be selected by the Chair and shall serve a one year term. The Secretary shall be responsible for the minutes and attendance records of each meeting of the Advisory Council and its Executive Committee.

IV. COMMITTEES

(a) Executive Committee-The Executive Committee shall have the authority to act on behalf of the Advisory Council between meetings. Actions taken by the Executive Committee on behalf of the Advisory Council shall be subject to Advisory Council ratification or disapproval at the next meeting in accordance with voting and quorum requirements set forth below. In addition to the Chair, Co-Chair and Secretary, the Executive Committee shall be comprised of the Chair of the Membership Committee together with the Chairs of each other committee of the Advisory Committee established pursuant to subsection (c) of this Article.

(b) Membership Committee – The Membership Committee shall solicit and review

nominations and renominations of At-Large Members and Community Organizations, and shall propose a recommended slate of At-Large Members and Community Organizations. Prior to October 1st of each odd year Community Organizations and Members-at-Large who wish to be renominated for another two-year term shall give written notice to that effect to the Chair. The Membership Committee will conclude this process in November of each odd year. Such recommendation will consider criteria such as but not limited to, diversity of membership, geographic or functional representation, affiliation with Brooklyn Bridge Park and/or any stated advisory needs of the Board of Directors or staff of the Corporation. The Chair and members of the Membership Committee shall be selected by the Chair and Co-chair, subject to confirmation and approval by the Advisory Council.

(c) By a majority vote of the Executive Committee, the Executive Committee may establish or disband such other committees of the Advisory Council, and may delegate such powers and duties to such committees, as the Executive Committee deems advisable. The Advisory Council may establish any additional committees as it deems advisable. The Chair of any such designated committee, whether established by the full Advisory Council or the Executive Committee, shall be selected by the Chair and Co-Chair, and the Committee chair so selected shall select the members of such committee, provided, however, that no member of the Advisory Council shall serve on more than two committees of the Advisory Council.

(d) Committee resolutions may be adopted by a majority vote of the members present at a committee meeting. All resolutions so adopted must be then presented to the next succeeding full Advisory Council meeting for adoption, modification or rejection. Committee resolutions submitted for consideration by the full Advisory Council shall be included on the agenda of the Advisory Council meeting at which such resolution is to be considered. Copies of the text of the committee resolution, noting the name of the committee of origin, and the number of committee members voting yes, no and abstaining shall be made available to Advisory Council members prior to start of the Advisory Council meeting at which such committee resolution is to be considered.

(e) Any member of a committee who attends less than 50% of the scheduled meetings of said committee may be subject to removal or replacement by a majority vote of the Executive Committee.

V. MEETINGS

The Advisory Council shall meet generally every two months on a schedule established by the Executive Committee and at least two weeks prior to the regular meetings of the Board of Directors. Special meetings may be scheduled by the Co-Chairs as needed, including whenever possible preceding special meetings of the Board of Directors. All Advisory Council and Advisory Council committee meetings shall be open to the public. Notice of all regular Advisory Council meetings shall be e-mailed to the members not less than 14 days prior to the meeting date, and as far in advance of a special meeting as practical. Advisory Council agendas are to be prepared by the Chair and Co-Chair.

VI. VOTING

(a) A quorum shall consist of a simple majority of the Advisory Council. Meetings may be conducted without a quorum present, but any actions taken in such circumstances shall not be deemed official and valid.

(b) All actions shall be decided by a majority of those present and voting.

(c) Community Organizations may designate by letter or e-mail in advance of any meeting, a Temporary Representative to take part in and vote at Advisory Council meetings in place of the Community Organization's Organization Representative. Such Temporary Representative must vote in person at said meeting and attendance by the Temporary Representative shall be deemed attendance by the Organization Representative for whom they are attending. There shall be no proxy voting. The Organization Representative must provide the Temporary Representative with sufficient information to participate fully in the discussion of the matters on the agenda.

VII. ADOPTION AND AMENDMENTS

These by-laws shall become effective upon approval by majority vote of the Advisory Council and approval by the Board of Directors. Proposed amendments to these by-laws must be included in the notice for the meeting at which they will be considered. Such amendments will be adopted by the above process.

VIII. CONDUCT OF MEETINGS

The most recent edition of Robert's Rules of Order shall govern all matters pertaining to parliamentary proceedings not covered by these by-laws. The usual order of business of the Advisory Council shall be:

- (1) Call to Order
- (2) Approval of Minutes
- (3) Report of the Chair and Co-Chair
- (4) Committee Reports
- (5) Other Business
- (6) New Business
- (7) Public Session
- (8) Adjournment

The usual order of business may be altered by the Chair.
