

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 29, 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
Peter Davidson
Juny Francois
Henry B. Gutman
Regina Myer
Stephen Levin
Seth Pinsky
John Raskin
Nanette Smith
Anne Strahle
Mathew Wambua
Joanne Witty

*Mr. Connor was not present during the voting portion of the agenda

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 10:00 am. 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 December 5, 2011 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 29, 2012

APPROVAL OF MINUTES TAKEN AT THE DECEMBER 5, 2011 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 December 5, 2011.

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Chairman Steel stated that at the last meeting the Board approved an amendment to the funding agreement between BBP and the City in which the City agreed to provide \$8.67 million dollars to BBP to be used for capital expenditures in the 2013 fiscal year. He then mentioned that the next five agenda items for consideration concerned capital construction in the Park, many of which were made possible by the City's 2013 funding, which represented a significant step towards the Park's progress.

Chairman Steel announced the second agenda item: the authorization to enter into a contract for Construction Manager Services relating to the Construction of Pier 2, the Pier 3 Uplands and John Street. Chairman Steel asked Ms. Klein, Director of Capital Operations of BBP, to present the next 5 items.

Ms. Klein presented that in January BBP released an RFP for construction management services for Pier 2, Pier 3 uplands and John Street. She stated that BBP received eight proposals and after reviewing the proposals, six firms were interviewed by the review committee. After the best and final offers were submitted, Turner Construction Company was selected.

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

In response to a question from Mr. Raskin, Ms. Klein advised that the source of funding for the Pier 2 and John Street sections would come from the recent amendment to the funding agreement, and the source of funding for the Pier 3 uplands is part of the original money that was allocated for fiscal year 2013 from the City as well as some of the Port Authority's money from fiscal year 2012.

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 29, 2012

AUTHORIZATION TO ENTER INTO A CONTRACT WITH TURNER CONSTRUCTION COMPANY (“TURNER”) FOR CONSTRUCTION MANAGEMENT SERVICES RELATED TO THE CONSTRUCTION OF PIER 2, THE PIER 3 UPLANDS AND THE JOHN STREET PORTIONS OF BROOKLYN BRIDGE PARK (THE “PARK”), AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED, that BBP is hereby authorized to enter into contract with Turner Construction Company for the performance of construction management services for the construction of Pier 2, the Pier 3 Uplands and the John Street portions of Brooklyn Bridge Park for a not-to-exceed contract price of \$3,880,107; and be it further

RESOLVED, that BBP is further authorized to hold an additional \$200,000 as an owner’s allowance and \$408,011 as an owner’s contingency in connection with the performance of such contract services by Turner Construction Company, for a total contract price authorization of \$4,488,117; 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 third agenda item: the authorization to enter into a Contract for General Contractor Services relating to Pier 2 Pile Repair. Chairman Steel then asked Ms. Klein, Director of Capital Operations of BBP, to present this item.

Ms. Klein presented the item and stated that in January BBP released an RFP for the general construction services for Pier 2 piles repair and BBP received eight proposals, and that four firms were then interviewed and given the opportunity to provide the best and final offers. BBP selected Phoenix Marine Co., Inc.

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 29, 2012

AUTHORIZATION TO ENTER INTO A CONTRACT WITH PHOENIX MARINE CO., INC. FOR GENERAL CONSTRUCTION SERVICES RELATED TO THE PIER 2 PILE REPAIRS, AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED, that BBP is hereby authorized to enter into contract with Phoenix Marine Co., Inc. for the performance of construction services for pile repairs to Pier 2 within the Park for a not-to-exceed contract price of \$3,466,740; and be it further

RESOLVED, that BBP is further authorized to hold an additional \$280,000 as an owner’s allowance and \$520,011 as an owner’s contingency in connection with the performance of such contract services by Phoenix Marine Co., Inc. for a total contract price authorization of \$4,266,751; 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 asked Ms. Klein to proceed with the fourth agenda item: the authorization to enter into an amendment of the contract with Michael Van Valkenburgh Associates.

Ms. Klein presented the item.

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

In response to a question from Ms. Strahle, Ms. Klein advised that the construction administration service fee ensured that the architect of record that designed the site ensures that all the specifications are met and makes sure that all materials are appropriate. Ms. Myer added that all these services would ensure quality control.

Mr. Gutman expressed his appreciation for the work done by Michael Van Valkenburgh Associates.

In response to a question from Mr. Levin about the timeline of the acquisition of the John Street site, Ms. Myer responded that the Park is working on two tracks: first, the Park is actively negotiating with Con Ed for acquisition of the site; and meanwhile, commencing a design and preconstruction process so that the Park is ready to construct upon acquisition. In response to an additional question from Mr. Levin, Ms. Myer stated that portion of the John Street site to be dedicated to development is set forth in the 2005 GPP.

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:

February 29, 2012

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

BE IT RESOLVED, that BBP is hereby authorized to amend its contract with MVVA to increase the scope of services to be provided by MVVA in connection with construction of Pier 2, the uplands of Piers 3 and 4, John Street, and the Squibb Park Bridge and to increase the contract price payable to MVVA for such work by up to Two Million Two Hundred and Ten Thousand Four Hundred and Four dollars (\$2,210,404) for a not-to-exceed total contract price of \$24,351,745; 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 asked Ms. Klein to proceed with the fourth agenda item: the authorization to enter into an amendment of the contract with Halcrow Engineers.

Ms. Klein 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:

February 29, 2012

AUTHORIZATION TO AMEND THE CONTRACT WITH HALCROW ENGINEERS PC ("HALCROW") FOR THIRD PARTY INSPECTION SERVICES RELATED TO THE PIER 2 PILE REPAIRS AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED, that BBP is hereby authorized to amend its contract with Halcrow to increase the scope of services to be provided by Halcrow in connection with pile and marine repairs of Pier 2 in Brooklyn Bridge Park and to increase the contract price payable to Halcrow for such work by up to Three Hundred and Fifty Two Thousand Dollars (\$352,000) for a not-to-exceed total contract price of \$940,000; 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 sixth item on the agenda: the authorization to enter into a contract for the fabrication and installation of a pool. Chairman Steel then asked Jennifer Klein, VP of Capital Operations of BBP, to present this item.

Ms. Klein presented the item.

Mr. Raskin expressed his enthusiasm for the project as getting the pool operational was one of Senator Squadron's priorities and that Senator Squadron is reiterating his commitment to obtain funding for this project.

In response to a question from Ms. Witty, Ms. Klein stated that BBP was working on determining the pool's operating costs and associated source of funds Ms. Myer added that BBP was also working with the Conservancy on this issue.

In response to a question from Mr. Raskin, Ms. Klein stated that the pool will be 30 feet x 50 feet with a depth of 3.5 feet.

Chairman Steel asked if there were any other questions or 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:

February 29, 2012

AUTHORIZATION TO ENTER INTO A CONTRACT WITH NORBERTO AND SONS, INC. TO PROVIDE ENGINEERING, DESIGN AND PERMITTING SERVICES AND TO CONSTRUCT A TEMPORARY POOL AT THE PIER 2 UPLANDS IN BROOKLYN BRIDGE PARK AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED, that BBP is hereby authorized to enter into contract with Norberto and Sons, Inc. for the performance of engineering, design, permitting, and construction services for a temporary pool in Brooklyn Bridge Park for a not-to-exceed contract price of \$181,100; and be it further

RESOLVED, that BBP is further authorized to hold an additional \$18,110, as an owner's contingency for a total contract price authorization of \$199,210; 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 that the seventh item on the agenda related to the requirements of Public Authority Accountability Act. Chairman Steel asked Ms. Suma Mandel, General Counsel for Brooklyn Bridge Park, to present this item.

Ms. Mandel presented the item.

Chairman Steel asked if there were any questions with regard to these resolutions. 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 29, 2012

AUTHORIZATION FOR THE CORPORATION TO RATIFY AND ADOPT POLICIES AS REQUIRED BY THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY THE PUBLIC AUTHORITIES ACT OF 2009 AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED that the Board ratifies the previously adopted policies set forth below for FY 2012:

- Procurement Policy, attached hereto as Exhibit A;

FURTHER RESOLVED that the Board adopts the following policies which are attached as exhibits hereto:

- Policy on Salary, Compensation, Reimbursements, Time and Attendance, attached hereto as Exhibit B;
- Policy on the Acquisition and Disposition of Real Property, attached hereto as Exhibit C;
- Policy on the Disposition of Personal Property, attached hereto as Exhibit D;

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

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Chairman Steel announced the eighth item on the agenda: the authorization to renew the contract with Parks Enforcement Patrol. Chairman Steel asked Jeffrey Sandgrund, VP of Operations of BBP to present the item.

Mr. Sandgrund presented the item.

Chairman Steel asked if there were any comments or questions with regard to these resolutions. 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 (except for Mr. Benepe who recused himself from the vote):

February 29, 2012

AUTHORIZATION TO RENEW ITS CONTRACT WITH THE NEW YORK CITY DEPARTMENT OF PARKS & RECREATION – PARK ENFORCEMENT PATROL DIVISION (“PEP”) FOR SECURITY SERVICES FOR BROOKLYN BRIDGE PARK (THE “PARK”), AND AUTHORIZATION TO TAKE RELATED ACTIONS

RESOLVED, that BBP is hereby authorized to renew its contract with PEP for a period of up to sixteen months commencing on March 1, 2012, for security services for the Park, for a not-to-exceed price of Six Hundred and Eighty Four Thousand Three Hundred and Ninety Eight Dollars (\$684,398), inclusive of 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 resolutions.

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Chairman Steel asked Mr. Sandgrund to present the ninth item on the agenda: the authorization to enter into a short term maintenance contract.

Mr. Sandgrund presented the item.

Chairman Steel asked if there were any questions with regard to these resolutions. 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 29, 2012

AUTHORIZATION TO ENTER INTO A CONTRACT WITH THE DOE FUND, INC. ("DOE") FOR THE PERIOD FROM MARCH 22, 2012 THROUGH JUNE 30, 2012 FOR MAINTENANCE AND SANITATION SERVICES FOR BROOKLYN BRIDGE PARK, AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED, that the BBP is hereby authorized to enter into a contract with Doe for the period from March 22, 2012 through June 30, 2012 for maintenance and sanitation services for Brooklyn Bridge Park at the rates charged by Doe under their existing contract with BBP; and be it further

RESOLVED, that the President, and 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.

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Chairman Steel asked Ellen Ryan, VP of Strategies and Partnerships of BBP, to present the next two items.

Ms. Ryan announced the tenth item on the agenda: the authorization to establish a Programming and Public Art Committee.

Chairman Steel asked if there were any questions with regard to these resolutions. 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 29, 2012

AUTHORIZATION TO DESIGNATE A PROGRAMMING AND PUBLIC ART COMMITTEE, AND AUTHORIZATION TO TAKE RELATED ACTIONS

RESOLVED, that the Board of Directors hereby designates a Programming and Public Art Committee from among its members to have the responsibility of reviewing proposed public programs for the Park, implementing and monitoring a continuing public art program, and recommending innovative events and activities that ensure the Park reaches its full potential for its constituencies;

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

Anita Contini, Co-Chair
Danny Simmons, Co-Chair
Adrian Benepe
Nanette Smith
Joanne Witty

; 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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Ms. Ryan next presented the eleventh item on the agenda: the approval of the recommendation of the Brooklyn Bridge Park Community Advisory Council to designate a replacement organization representative.

Mr. Gutman recognized Ms. Hahn's services stating that she was very active, enthusiastic and committed to the Park for over the past decade. Ms. Ryan added that Ms. Hahn will continue working with the park as a zone gardener volunteer. Chairman Steel also thanked Ms. Hahn for her service and thanked Mr. Holmes in advance for the service he is going to provide.

Chairman Steel asked if there were any questions with regard to these resolutions. 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 29, 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: Paul Holmes, as successor to Ursula Hahn, of Concord Village Owners, Inc.; 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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Ms. Myer next presented the President's Report. She provided an update on: (i) the Pier 1 RFP, thanking CAC for their participation with respect to holding public workshops to determine what common design attributes they felt most complemented the Park; (ii) the Pier 5 construction; (iii) the Tobacco Warehouse litigation; (iv) the installation of the Mark Di Suvero sculpture in association with the Brooklyn Bridge Park Conservancy and Storm King Art Center; (v) Spring preparation and programming; and (vi) the Travel and Leisure magazine award to Jane's Carousel and the 2011 AIA award to BBP.

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Chairman Steel asked whether there were any additional matters that the Directors would wish to discuss.

At this time, several members of the Board publicly recognized the achievement of significant progress in Park construction and recognized the vital roles the Mayor, Regina Myer and the Brooklyn Bridge Park Corporation, Adrian Benepe and the City Department of Parks, elected officials and community played in this effort.

Chairman Steel then invited the public to make statements.

Ms. Webster, Executive Director of the Brooklyn Bridge Park Conservancy, stated that she would like to second all the comments about Ms. Myer and Mr. Benepe. She also stated that she was looking forward to working with Ms. Contini and Mr. Simmons and other committee members on the public art and programming in the Park.

Mr. Fleming, a member of CAC, provided suggestions with respect to the designs presented in certain Pier 1 RFP proposals.

In response to questions from Judy Stanton, a member of the Brooklyn Heights Association, Ms. Myer responded that BBP was targeting July for the pool opening, the staging area for the Squibb Bridge construction would be on Furman Street and BBP was targeting spring for the selection of a Pier 1 developer.

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 11:00 AM.

Respectfully submitted,

/s/ Suma Mandel
Suma Mandel
Secretary

Dated: April 19, 2012