

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

June 5, 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 G. Offensend**  
**Seth Pinsky**  
**John Raskin**  
**Nanette Smith**  
**Anne Strahle**  
**Mathew Wambua**  
**Veronica M. White**  
**Joanne Witty**

\*Not present at all times

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 1:05 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 April 24, 2013 meeting of the Board of Directors. Chairman Steel asked if there were any changes or corrections.

Ms. Witty noted that she was present at the last meeting and requested that she be added to the list of Directors present. The minutes were corrected accordingly.

There being no further changes or corrections, Chairman Steel requested a motion to approve the minutes as so corrected. Upon the motion being duly made and seconded, the following resolution was unanimously<sup>1</sup> adopted:

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<sup>1</sup> Director Levin was not present for this vote.

June 5, 2013

**APPROVAL OF MINUTES TAKEN AT THE APRIL 24, 2013 MEETING OF THE DIRECTORS OF THE BROOKLYN BRIDGE PARK CORPORATION**

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**RESOLVED, that the Board of Directors hereby approves the minutes of the Board of Directors meeting held on April 24, 2013.**

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Chairman Steel announced the second agenda item: the approval of the Fiscal Year 2014 operating budget. Cedric Gaddy, BBP's Chief Financial Officer, presented the item.

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

Ms. Witty noted that the Fiscal Year 2014 budget reflected a specific time period and that the operating reserve would increase as new development sites come on line, but also dissipate rapidly as new sections of the Park open up. Mr. Raskin agreed and suggested that a 5 year budget be presented to the Board.

Ms. Myer agreed, and advised that such a multiyear budget would be more accurate after the RFPs for John Street and Empire Stores are awarded later this year. Mr. Pinsky added that BBP's Audit and Finance Committee is comfortable that the Park's budget is being managed prudently, but that BBP was not an organization flush with cash given its maritime maintenance obligations.

In response to questions from Mr. Raskin, Chairman Steel stated that a budget providing a 5 year perspective would be more informed after the award of the two RFPs and that BBP would likely be able to present a 5 year budget by the end of the calendar year.

In response to a question from Ms. Strahle, Ms. Myer clarified that the increase in the technology budget resulted from the planned website upgrade and the purchase of park operations software. Ms. White stated that the technology upgrade would be a good opportunity to streamline operations from the outset before the Park becomes complete.

In response to a question from Chairman Steel, Mr. Gaddy stated that the budget did not include monies relating to damage from Hurricane Sandy. Mr. Pinsky added that, notwithstanding the Sandy-related expenditures, he believes that BBP will likely beat their budget set for fiscal year 2013.

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:

June 5, 2013

**APPROVAL OF THE OPERATING BUDGET FOR THE BROOKLYN BRIDGE PARK CORPORATION'S FISCAL YEAR 2014 (JULY 2013 – JUNE 2014)**

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**RESOLVED, that the proposed Operating Budget for the Brooklyn Bridge Park Corporation ("BBP") for the period from July 1, 2013 through June 30, 2014 in the total sum of \$10,672,803 as presented at this meeting and ordered filed with the records of BBP be, and hereby is, subject to the availability of funds, ratified, approved and adopted in all respects; be it further.**

**RESOLVED, that the President of BBP, or her designee(s), be, and each of them hereby is, authorized and directed to cause BBP to undertake the tasks and incur the expenditures identified in the FY 2014 Operating Budget; and be it further**

**RESOLVED, that the President of BBP, or her designee(s), be, and each of them hereby is, authorized and empowered to execute all documents and to take all actions as necessary or appropriate to effectuate these resolutions.**

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Chairman Steel announced the third agenda item: the approval of the Fiscal Year 2014 capital budget. Leigh Trucks, BBP's Senior Project Manager, 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:

June 5, 2013

**APPROVAL OF THE CAPITAL BUDGET FOR THE BROOKLYN BRIDGE PARK CORPORATION'S FISCAL YEAR 2014 (JULY 2013 – JUNE 2014)**

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**RESOLVED, that that the proposed Capital Budget for the Brooklyn Bridge Park Corporation ("BBP") for the period from July 1, 2013 through June 30, 2014 in the total amount of \$31,270,000, as presented at this meeting and ordered filed with the records of BBP be, and hereby is, subject to the availability of funds, ratified, approved and adopted in all respects; and be it further**

**RESOLVED, that the President of BBP, or her designee(s), be, and each of them hereby is, authorized and directed to cause BBP to undertake the tasks and incur the expenditures identified in the FY 2014 Capital Budget; and be it further**

**RESOLVED, that the President of BBP, or her designee(s), be, and each of them hereby is, authorized and empowered to execute all documents and to take all actions as necessary or appropriate to effectuate these resolutions.**

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Chairman Steel announced the fourth agenda item: the authorization to amend the contract with Gardiner and Theobald LLP ("G&T") for owner's representative services. Ms. Trucks also presented this item.

Ms. Witty expressed her approval of the work that G&T has provided to the Park to date.

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:

June 5, 2013

**AUTHORIZATION TO AMEND THE CONTRACT WITH GARDINER AND THEOBALD, INC. AND AUTHORIZATION TO TAKE RELATED ACTIONS**

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**BE IT RESOLVED, that Brooklyn Bridge Park Corporation ("BBP") is hereby authorized to amend its contract with Gardiner and Theobald, Inc. ("G&T") to expand the scope of services to be provided by G&T through the 2014 calendar year, and to increase the contract price payable to G&T for such work by up to \$966,425, for a not-to-exceed total contract price of \$6,244,425; 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 fifth item on the agenda: the designation of the date of the annual meeting. Chairman Steel requested a motion to approve the resolution in accordance with BBP's Bylaws. Upon the motion being duly made and seconded, the following resolution was unanimously adopted:

June 5, 2013

**DESIGNATION OF THE MEETING HELD ON OCTOBER 2, 2013 AS THE ANNUAL MEETING OF THE BOARD OF DIRECTORS**

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**RESOLVED, that the Board of Directors hereby designates the Board of Directors meeting held on October 2, 2013 as the Annual Meeting of the Board of Directors in accordance with the Corporation's By-laws.**

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

Ms. Myer provided updates on: (i) Park programming, including the Pier 5 Sports Field and Permitting Updates; (ii) the John Street and Empire Stores RFPs; (iii) the federal conversion process with respect to the Tobacco Warehouse and the Empire Stores; and (iv) design of the Tobacco Warehouse and the planned addition to the Main Street section of the Park.

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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.

Ms. Contini expressed her approval of the programming schedule, Ms. Witty noted BBP's success of managing the ongoing construction, and Mr. Gutman congratulated BBP Staff on the progress of the conversion process.

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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, member of the Community Advisory Council and the Park Community Council, expressed concern that BBP focus on obtaining funding for Pier 3 and the Pier 5 uplands.

Nancy Webster, Executive Director of the Brooklyn Bridge Park Conservancy, provided an update on the Conservancy's events and activities, and noted the positive response to the opening of the picnic peninsula and the fields on Pier 5.

Dennis Lieber of Local 79 expressed his view on non-union construction labor jobs. Mr. Raskin expressed Senator Squadron's agreement with the sentiment expressed by the labor representatives.

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 1:45PM.

Respectfully submitted,

/s/ Suma Mandel  
Suma Mandel  
Secretary

Dated: July 31, 2013