

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

June 6, 2018

MINUTES

The following members of the Board of Directors were present:

Alicia Glen – Chair
Joanne Witty – Vice Chair
Margaret Anadu
Peter Aschkenasy
Martin Connor
Henry B. Gutman
Edna Wells Handy
James Katz*
Stephen Levin*
Stephen Merkel
Rebecca Miller
Martin Maher
Tucker Reed
Susannah Pasquantonio
William Vinicombe
Matthew Wing

*Not present at all times

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

Chair Glen called the meeting to order at approximately 11:08 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, Chair Glen welcomed three new directors: Rebecca Miller, appointed upon the nomination of State Senator Kavanagh; Brooklyn Borough Parks Commissioner Martin Maher, designated by Parks Commissioner Silver as his Alternate Director; and EDC Chief of Staff James Katz, designated by EDC President James Patchett as his Alternate Director.

1. Approval of Minutes

Upon motion duly made and seconded, the minutes of the February 7, 2018 Board of Directors meeting were unanimously¹ approved.

2. President's Report (Non-Voting Item) and Approval of the Fiscal Year 2019 Operating Budget, Capital Budget and PAAA Budget Report (Voting Item)

Mr. Landau reviewed the prior year's accomplishments, which included the completion and opening of the Pier 5 Uplands and the new Maintenance and Operations Building. He also reported that the Boathouse was substantially complete, with the bathrooms open to the public, and that BBP planned to license the below ground space to organizations for the storage of small non-motorized boats used in connection with free programming in the Park and to use the above ground space as a flexible space for community group meetings, recreational programming, and a park information center.

Mr. Landau also advised the Board that BBP had entered into an interim concession license with the Ice Cream Factory operator under the same terms as the expired lease, and planned to issue an RFP for use of the space later in the summer or early fall.

Mr. Landau proceeded to review Park programming from the past year, including the Nets' open practice and free glass blowing demonstrations by the Corning Museum of Glass. He also described the returning programming to the Park this season, including: (i) Brooklyn Bridge Park Conservancy's educational and fitness programming, and outdoor movie series on Pier 1, Movies with a View; (ii) Brooklyn Hip-Hop Festival; (iii) Photoville; and (iv) "Hot Dog Bus," the Public Art Fund mobile exhibit.

Mr. Landau then provided updates on: (i) the Pier 6 development site which now that the litigation is over is proceeding quickly and on schedule with expected completion next summer; and (ii) Pier 3, which is the last pier to be converted to parkland and scheduled to open in July. He also stated that this is the final season for the pop-up pool and at the end of the season, BBP will break ground on the Pier 2 Uplands project, which will add approximately three and a half acres to the Park and bring the Park to 95% complete.

Mr. Landau announced that the following concessions are currently open for the season: (i) Luke's Lobster; (ii) Forninos; (iii) Ample Hills; (iv) Pilot; and (v) Lizzmonade. He noted that BBP continues to collaborate with several non-profits in addition to Brooklyn Bridge Park Conservancy, including: (i) Brooklyn Children's Museum with Spark in Dumbo; (ii) Jane's Carousel; (iii) St. Ann's Warehouse; and (iv) Brooklyn Historical Society in the Empire Stores.

Mr. Landau advised the Board that this upcoming year, BBP will commence preventative maintenance work in the Park for the protection of the piers built on timber wood piles. He explained that BBP will be seeking Board approval for investigation and dive work later in the meeting.

Mr. Landau described upcoming Park projects including: (i) plans for a permanent pool, which will be developed after community planning sessions; (ii) the construction of Brooklyn Bridge Plaza; (iii) Spaceworks' redesign of the upper two floors of 334 Furman Street; (iv) the possible redesign of the Greenway; and (iv) the design of the northeast corner of Pier 6.

¹ Alternate Director Katz and Director Levin were not present for this vote.

Mr. Landau then presented the 2018 Operating and Capital Budget, noting that the operating budget increased approximately 10% due to the Park's growth. Chief Financial Officer Jelani Watkins presented the PAAA Budget Report.

At the conclusion of the presentation, Chair Glen welcomed Director Levin and introduced and welcomed James Katz. Director Merkel confirmed that the Audit and Finance Committee had reviewed and supported approval of the budget.

In response to a question from Director Levin, Mr. Landau responded the reimbursement for the scaffolding work under the Manhattan Bridge sits in the current budget, and Chair Glen added that it is Parks Department funds. Mr. Landau further explained that the Spaceworks project will be fully funded through the Department of Cultural Affairs and additional fundraising by Spaceworks, but that the funds were expected to pass through BBP.

At the request of Director Levin, Mr. Landau clarified that Board approval today was the first step for preventative maintenance work, but there would be ongoing discussions at Board, CAC and community board meetings until the work is complete. In response to a question from Director Miller about maritime work, Mr. Landau confirmed that BBP shares information and best practices with other entities in the City and also works with CH2M Jacobs, a company that is expert in the field. He stated that BBP's Executive Vice President David Lowin would be going into more detail about this later in the meeting.

Chair Glen commented that the budget reflects the culmination of many of years of work, including the pool, capital projects, maritime maintenance and continued operation of the Park.

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

3. Authorization to Enter into Agreements relating to Special Projects

Executive Vice President David Lowin presented the item.

Director Merkel confirmed that the Audit and Finance Committee was comfortable proceeding based on the expectation of reimbursement for the emergency work. Chair Glen reaffirmed that expectation on behalf of City Hall.

In response to a question from Director Wells Handy regarding workforce as well as M/WBE, Mr. Lowin stated that BBP has been diligently working to obtain workforce diversity information for its contractors since the last Board meeting. He explained that BBP received eight bids for the scaffolding contract and although one company was an M/WBE, their proposal was significantly more expensive than the others. Mr. Landau confirmed that BBP obtained the workforce participation information for the other contracts as requested in the prior meeting. Chair Glen suggested that there be a short discussion regarding BBP's M/WBE goals and broader inclusion in general at a future meeting.

Director Wells Handy also suggested that there be an ad hoc committee to work with BBP Staff on the maritime maintenance contracts. Chair Glen said she would discuss this with the Governance Committee and chairs of other committees, and Director Levin supported the idea and volunteered to serve on such a committee.

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

4. Authorization to Enter into Agreements relating to Capital Projects

Jeffrey Sandgrund, BBP's Chief Operating Officer, presented the item.

In a response to a question from Director Gutman, Mr. Sandgrund stated that BBP was aiming to commence construction this summer and anticipates completion by October. Director Merkel advised the Board that the Audit and Finance Committee had reviewed and was comfortable proceeding with the authorization. In response to a question from Director Wells Handy, Mr. Sandgrund stated that BBP has met or exceeded its M/WBE goals of 20% of subcontracted amounts and its workforce participation goals of 25% on all these contracts.

The board unanimously approved the request. Upon motion duly made and seconded, the resolutions attached hereto as Schedule C were unanimously adopted.

5. Authorization to Enter into Agreements relating to Park Operations

Assistant Vice President of Operations Jamie Warren presented the item. Director Aschkenasy advised the Board that the Park Budget and Operations Committee had reviewed and was comfortable proceeding with the authorization. Mr. Landau noted that the Parks Enforcement Patrol officers currently in the Park were the best BBP has had and requested that Alternate Director Maher pass that information on to Director Silver.

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

6. Standing Designation of October Meeting as Annual Meeting

Chair Glen noted that the Board has, in the past, made the designation of the annual meeting each year, and that the Governance Committee has recommended that for administrative convenience, the Board simply make a standing designation. Chair Glen then requested a motion for a standing designation that BBP's Annual Meeting occur in October, as the same may be adjourned or rescheduled by BBP Staff, and at a time and location to be determined by BBP Staff. This designation would remain effective until revocation by the Board. Upon motion duly made and seconded, the designation was approved.

7. Public Comment

Nancy Webster of the Brooklyn Bridge Park Conservancy spoke.

8. Adjournment

Chair Glen noted that Executive Session is a standing agenda item and that she did not believe that there was a need to go into the Executive Session.

There being no further business, Chair Glen requested a motion to adjourn the meeting, and upon the motion being duly made and seconded, the meeting was adjourned at approximately 11:57 a.m.

Respectfully submitted,

/s/ Suma Mandel

Suma Mandel

Secretary

Dated: October 10, 2018

June 6, 2018

APPROVAL OF THE FISCAL YEAR 2019 OPERATING BUDGET, CAPITAL BUDGET AND PAAA BUDGET REPORT

RESOLVED, that the proposed Operating Budget for the Brooklyn Bridge Park Corporation (“BBP”) for the period from July 1, 2018 through June 30, 2019 in the total sum of \$12,469,184 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 proposed Capital Budget for the Brooklyn Bridge Park Corporation (“BBP”) for the period from July 1, 2018 through June 30, 2019 in the total amount of \$11,765,326, 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 their 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 Fiscal Year 2019 Operating Budget and Capital Budget; and be it further

RESOLVED, that the proposed Budget and Financial Plan of BBP be submitted to the New York State Authorities Budget Office in accordance with PAAA; and be it further

RESOLVED, that the President of BBP, or their designee(s), be, and each of them hereby is, authorized and directed to cause BBP to undertake the tasks to be in compliance with PAAA; and be it further

RESOLVED, that the President of BBP, or their 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.

June 6, 2018

AUTHORIZATION TO ENTER INTO AGREEMENTS RELATING TO MARITIME MAINTENANCE 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; 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.

* * *

Exhibit A
MARITIME MAINTENANCE & SPECIAL PROJECT AGREEMENTS

Contractor Name	Project Site	Agreement/ Amendment	Requested Authorization Amount	Source of Funds	Total Amount under New Agreement	Description of Project
CH2M Engineering P.A.	Parkwide	Contract Amendment	\$894,093	Maritime Reserve	\$1,624,992.63	Implementation of preventative maintenance plan for existing timber piles. This will be an epoxy grout encapsulation system. Inclusive of a full survey of timber piles and an update to BBP's lifecycle cost model. Also includes design and resident engineering services for Empire Fulton Ferry rip rap, Fulton Ferry Landing, Jay Street bulkhead, Pier 3 subsidence, New Dock Street bulkhead, and Pier 5 subway piles, and a study or parkwide pier load ratings.
Phoenix Marine Company, Inc.	Pier 3 & Pier 5	Contract Amendment	\$1,721,773	Maritime Reserve	\$12,721,773	Pier 5 subway pile repairs and emergency repairs at the Pier 3 upland connector bridge. Scope includes topside excavation and the re-stabilization of the water side slope.
Starr Industries, LLC	Main St	New Contract	\$609,147	Operating Budget	\$609,147	Installation, maintenance and removal of overhead scaffolding at Main Street Park under the Manhattan Bridge. It is expected the BBP will be reimbursed by New York City for these costs.
TOTAL			\$3,225,013			

June 6, 2018

**AUTHORIZATION TO ENTER INTO AGREEMENTS RELATING TO CAPITAL AND CAPITAL MAINTENANCE
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; 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.

* * *

Exhibit A
CAPITAL PROJECT AND CAPITAL MAINTENANCE AGREEMENTS

Contractor Name	Project Site	Agreement/ Amendment	Requested Authorization Amount	Source of Funds	Total Amount under New Agreement	Description of Project
Kelco Construction Inc.	Pier 2 Uplands	New Contract	\$13,919,933	Capital Budget: \$11,487,239 Capital Maintenance Reserve: \$2,432,694	\$13,919,933	Construction of the Pier 2 Uplands. This 3.4 acre section of the Park will include a continuation of the sound attenuating berm, new lawn and a water feature. Scope also includes capital maintenance work to reconfigure the Furman Street parking lot and rebuild Furman Street sidewalk, and to replace light fixtures at the Pier 3/4 Uplands and the Pier 5 Picnic Peninsula with energy efficient fixtures.
Kelco Construction Inc.	Pier 1 Weir Paths	New Contract	\$465,175	Capital Maintenance Reserve	\$465,175	Reconstruction of the paths at the Pier 1 Water Gardens. Scope includes demolition of the existing paths and reconstruction with concrete and asphalt.
D'Onofrio General Contractors Corp.	Pier 6 & Water Street	New Contract	\$354,539	Capital Maintenance Reserve	\$354,539	Installation of an expansion joint between Piers 5 & 6. Includes the installation of a pedestrian crosswalk on Water Street and Old Dock Street.
TDI Construction Inc.	Parkwide	New Contract	\$392,150	Capital Maintenance Reserve	\$392,150	Concrete deck spall repairs at Piers 2, 5 & 6.
		TOTAL	\$15,131,797			

AUTHORIZATION TO ENTER INTO AGREEMENTS RELATING TO PARK OPERATIONS

BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to extend its contract with The Doe Fund, Inc. for a period of up to one year for the performance of maintenance and sanitation services within the Park for a not-to-exceed contract price of \$545,581; and be it further

RESOLVED, that BBP is hereby authorized to enter into a one-year extension of the Park Enforcement Patrol Agreement with the New York City Department of Parks and Recreation for security services for a not-to-exceed contract price of \$1,634,761; 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 of BBP 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.

* * *