

Brooklyn Bridge Park Corporation d/b/a
Brooklyn Bridge Park
Meeting of the Directors
Held at City Hall, New York, NY

November 17, 2010

MINUTES

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

Robert Steel - Chairman
Peter Aschkenasy
Adrian Benepe
Martin Connor (Via Satellite)
Anita Contini
Peter Davidson
Debra Feinberg
Juny Francois
Henry B. Gutman
Paul Nelson
David G. Offensend
Seth Pinsky
John Raskin
Daniel E. Simmons, Jr.
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 (“NYCEDC”), and members of the press and public.

Robert Steel, Chairman of the Board of Directors, called the meeting to order at approximately 1:45 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 September 22, 2010 meeting of the Board of Directors. Chairman Steel asked if there were any changes or corrections. Ms. Witty and Mr. Gutman stated that they did not attend the September 22, 2010 meeting of the Directors but were listed as present. Chairman Steel requested a motion to approve the resolution, inclusive of the changes indicated. Upon the motion being duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES TAKEN AT THE SEPTEMBER 22, 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 September 22, 2010.

Chairman Steel announced the second item on the agenda, the authorization of the Corporation to enter into a consulting contract with HNTB New York Engineering & Architecture, PC (“HNTB”). He asked Ms. Klein to present the item.

Ms. Klein presented a proposed consultant contract with HNTB for (i) design and engineering services associated with the construction of a bridge and connections to both Squibb Park and BBP, (ii) development of construction documents and (iii) construction administration services.

In response to a question from Ms. Witty, Mr. Benepe stated that the continued intention for Squibb Park is for use by Public School 8 unless closure would be needed during construction for public safety. Mr. Raskin added that the construction of Squibb Park Bridge is a long awaited great step in the park’s development and was part of the Memorandum of Understanding that Senator Squadron and Assembly Member Millman negotiated with The City of New York.

In response to a question from Mr. Nelson, Regina Myer, President of BBP, stated that the earliest estimated completion date for the construction of Squibb Park Bridge would be during 2012 and that BBP would provide a progress report to the Directors once project work commences.

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:

November 17, 2010

BROOKLYN BRIDGE PARK CORPORATION –Authorization to Enter into a Contract with HNTB New York Engineering & Architecture, PC for Design and Engineering Services Related to the Squibb Park Bridge, and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of BBP, BBP is hereby authorized to enter into contract with HNTB for a contract limit no greater than \$445,148; 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 that the next item for consideration by the directors was the authorization for the Corporation to enter into a Conditional Designation Letter with St. Ann's Warehouse ("St. Ann's"). He asked Ms. Myer to present such item.

Ms. Myer requested authorization from the directors for BBP to enter into a proposed Conditional Designation Letter with St. Ann's to lease and rehabilitate the Tobacco Warehouse and to take related actions. Ms. Myer explained the background of the Tobacco Warehouse, provided details about the RFP's distribution, evaluation, and future approval requirements, described the proposals received from Lava Brooklyn and St. Ann's, and provided information on the community briefing and feedback process.

In response to a question from Mr. Gutman, Ms. Myer agreed that the designated proposal would be open to refinement after designation of a tenant at the Tobacco Warehouse.

In response to a statement made by Mr. Simmons, Ms. Myer stated that eight weeks was a typical period of time for a City procurement to be publicized and made available.

Ms. Myer explained the financials of the two proposals and the subtenant use of Tobacco Warehouse.

Messrs Raskin and Nelson and Ms. Feinberg commented that they would vote against this item. Mses. Contini and Witty, Commissioner Benepe, Messrs Davidson, Gutman and Simmons expressed why they were in favor of this item.

There being no further questions, Chairman Steel requested a motion to approve the resolution. A motion was duly made and seconded. Ms. Feinberg and Messrs Nelson and Raskin opposed. The following resolutions were adopted:

November 17, 2010

BROOKLYN BRIDGE PARK CORPORATION –Authorization to Enter into a Conditional Designation letter with St. Ann's Warehouse to lease, rehabilitate the Tobacco Warehouse, and Authorization to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of BBP, BBP is hereby authorized to enter into a conditional designation letter with St. Ann's Warehouse; 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 pursuant to the agreement.

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Chairman Steel announced that the next item for consideration by the directors was the appointment of remaining initial Community Advisory Council (“CAC”) members. He asked Ellen Ryan, Vice President for Strategic Partnerships, to present such item.

Ms. Ryan presented the proposed appointment of the remaining two initial members, Anthony Manheim and William Orme, to the CAC.

Mr. Raskin added that he supported the appointments and that the board should carefully consider steps it can take to strengthen the CAC and ensure that its membership is reflective of the community. Chairman Steel suggested that a description of the CAC formation process be provided at the next meeting. In response to a question from Ms. Francois, Ms. Ryan provided background information on the remaining two initial members of the CAC. Mr. Nelson discussed why he would like to add a new member to the CAC at the next opportunity.

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:

November 17, 2010

BROOKLYN BRIDGE PARK CORPORATION - Authorization to appoint the remaining two additional members of the Brooklyn Bridge Park Community Advisory Council (BBPCAC) and Authorization to take Related Actions.

BE IT RESOLVED, that upon the basis of the materials presented at this meeting (the “Materials”), a copy of which Materials is hereby ordered filed with the records of the Corporation, and be it further

RESOLVED; resolved that the following persons shall be the remaining two additional members appointed to the BBPCAC:

Anthony Manheim, William Orme

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.

* * *

Following the Directors’ adoption of the foregoing resolutions, Ms. Myer presented the President’s report. Ms. Myer provided an update on the Corporation’s correspondence and the Main Street portion of BBP, review of CAC’s first public meeting and the scheduling of the upcoming public meetings for the CAC and the Committee on Alternatives to Housing.

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

Nancy Webster, Executive Director of the Brooklyn Bridge Park Conservancy and Co-Chair of the CAC provided a report on the inaugural CAC meeting that took place on October

26, 2010. Ms. Webster stated that two measures were passed, the first requesting that the Tobacco Warehouse RFP respondents be made public before the selection of the Lead Tenant and the second recommending that the Atlantic Avenue Betterment Association be included on the CAC.

Jane McGroarty, President of the Brooklyn Heights Association, stated that the Tobacco Warehouse should be left as public parkland and expressed her concerns about the RFP process, including explaining how the issuance of a Request for Qualifications could have enriched the process and made it more transparent.

John Stubbs, Vice President of Field Projects for the World Monuments Fund, explained his history of working with the St. Ann's, his support of plans for the Tobacco Warehouse and the capacity of St. Ann's to make it work.

Sandy Balboza, from the Atlantic Avenue Betterment Association, stated that she attended the two RFP meetings for the Tobacco Warehouse and the community was unanimous in asking for the RFP not to be sent out, that parts of the park should not be given away and that the community is not being heeded. She also stated why additional members should be added to the CAC.

Doreen Gallo, Executive Director of the DUMBO Neighborhood Alliance, stated her concern that not enough was being done to protect the park and that more attention should be paid to the neighborhood's historic assets that are being lost to development.

Keith Stubblefield, Chief Financial Officer of BAM, spoke on behalf of Karen Brooks Hopkins, President of BAM, to reiterate her support for the dedication of the tobacco warehouse space for cultural uses and thanked the Board for their decision.

Paul Thompson, founding Principal of the Urban Assembly School of Music and Art, stated that students from his school would deeply benefit from having access to activities at the Tobacco Warehouse.

Ella Weiss, President of the Brooklyn Arts Council, stated her support of the proposed use of Tobacco Warehouse as a cultural facility, and that it will reinforce the existing commitment to the neighborhood as an arts destination.

Peter Flemming, Co-Chair of the Brooklyn Bridge Park Council and appointee to the CAC, protested the rush to judgment and the RFP process for the Tobacco Warehouse. He also stated that he opposed giving away a piece of the park to a theater company.

Susan Feldman, Artistic Director of St. Ann's Warehouse, explained her appreciation of the public passion opposing the project and looks forward to working with everyone in the community.

Ms. Webster stated that Brooklyn Bridge Park Conservancy extended their congratulations to St. Ann's Warehouse on its Conditional Designation. She added that the Conservancy is prepared to assist and puts itself forward to help with public access, public

outreach, facilitating community input and helping to integrate programming in the Tobacco Warehouse

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 3:19 PM.

Jennifer Klein, Secretary

Dated: _____