

Brooklyn Bridge Park Corporation d/b/a  
Brooklyn Bridge Park  
Meeting of the Board of Directors  
The Visitor Center at the Boathouse  
Brooklyn Bridge Park

October 12, 2022

MINUTES

The following members of the Board of Directors were present:

Henry B. Gutman – Acting Chair  
James Archer  
Gregg Bishop  
Martin Connor  
Jeffrey D. Friedlander  
Stephen Levin  
Martin Maher  
Stephen Merkel  
Susannah Pasquantonio

Also present were the staff of BBP and Nancy Webster, Executive Director of the Brooklyn Bridge Park Conservancy (the “Conservancy”).

Before convening the meeting, in the absence of the Chair and Vice Chair and upon motion duly made and seconded, the Directors selected Director Gutman as Acting Chair. Acting Chair Gutman called the meeting to order at approximately 10:15 a.m. In the absence of Amy Lojek, BBP’s Secretary, Acting Chair Gutman asked Eric Landau, BBP’s President, to appoint an Acting Secretary. Mr. Landau appointed Joel Bermejo, BBP’s Deputy General Counsel, who confirmed that a quorum was present. Acting Chair Gutman then welcomed the Board, BBP staff, and Ms. Webster.

**1. Approval of Minutes**

Upon motion duly made and seconded, the minutes of the June 1, 2022 Board of Directors meeting were approved unanimously.

**2. Presentation of the President’s Report (Non-Voting Item); Annual Report and Annual Audit Report (Non-Voting Item); and Approval of Fiscal Year 2022 Audited Financial Statements and Investment Report**

Mr. Landau provided park updates, including: (i) events and programming, including the Conservancy Gala, the Brooklyn Nets Open Practice, and the *Black Atlantic* public art installation; (ii) completed projects, including the Pier 6 Northwest Corner, the Pier 6 Dog Run, the installation of pickleball courts at Pier 2, and the Pier 1 Tot Lot; (iii) concessions, including the Fulton Ferry Landing concession and the Requests for Proposals for the Smokestack Building and Pier 2 Roller-Rink concessions; (iv) maritime preventative maintenance project progress; and (v) planned projects, including the Empire Fulton Ferry

and DUMBO Rip Rap, and the renovations of the Pier 1 Entrance, the 99 Plymouth Environmental Education Center, and 334 Furman.

In response to questions from Directors, Mr. Landau and David Lowin, BBP's Executive Vice President, explained the on-time and on-budget progress of the maritime preventative maintenance and the related periodic maintenance; BBP's consultation with the Community Advisory Council ("CAC") on the Pier 1 Entrance project; and the 99 Plymouth Environmental Education Center project schedule.

Jelani Watkins, BBP's Chief Financial Officer and Treasurer, then presented the Fiscal Year 2022 Audited Financial Statements and Investment Report, with updated Financial Statements.

Director Merkel, Chair of the Audit & Finance Committee, confirmed that the Committee had reviewed and was comfortable proceeding with the resolutions proposed. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule A** were unanimously adopted.

**3. Appointment of Jeffrey D. Friedlander to the Governance Committee**

Acting Chair Gutman proposed the appointment of Director Friedlander to the Governance Committee. Upon motion duly made and seconded, the appointment was unanimously approved.

**4. Annual Approval of Policies Relating to the Public Authorities Accountability Act of 2005, as amended by the Public Authorities Reform Act of 2009**

Mr. Bermejo presented the proposed re-adoption of 11 existing Board policies, and the adoption of a new policy on Board self-evaluations.

In response to questions from Directors, Mr. Bermejo explained PAAA requirements, ABO guidance, and the proposed evaluations process. Acting Chair Gutman noted that the Brooklyn Navy Yard found a similar process beneficial. As Chair of the Governance Committee, he confirmed that the Committee had reviewed and was comfortable proceeding with the resolutions proposed. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule B** were unanimously adopted.

**5. Authorization to Enter into Amendments Relating to Existing Owner's Representative, Maritime Engineering, and Scaffolding Services Agreements**

Mr. Lowin presented three proposed amendments to existing contracts with Gardiner & Theobald, Inc., BBP's owner's representative; Jacobs Engineering Group Inc., BBP's maritime engineer, and Starr Industries, LLC, BBP's scaffolding contractor.

In response to questions from Directors, Acting Chair Gutman and Mr. Landau explained the history of the debris and scaffolding issue, possible resolutions of the matter, and the steps taken by BBP to resolve the matter.

Director Merkel, Chair of the Audit & Finance Committee, confirmed that the Committee had reviewed and was comfortable proceeding with the authorization. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule C** were unanimously adopted.

**6. Authorization to Enter into a Twenty-Second Amendment to the Funding Agreement with the City of New York**

Mr. Bermejo presented a proposed twenty-second amendment to the funding agreement between the City and BBP, to capture \$470,000 allocated by Councilmember Restler for the renovation of the 99 Plymouth Environmental Education Center.

Director Merkel confirmed that the Audit & Finance Committee had reviewed and was comfortable proceeding with the authorization. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule D** were unanimously adopted.

**7. Authorization to Enter into a Renewal of the Contract with The Doe Fund, Inc. for Maintenance and Sanitation Services in the Park**

Jeffrey Sandgrund, BBP's Chief Operating Officer, presented a proposed renewal of the contract with the Doe Fund, Inc. for maintenance and sanitation services in the park.

Director Merkel confirmed that the Audit & Finance Committee had reviewed and was comfortable proceeding with the authorization. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule E** were unanimously adopted.

**8. Public Comment**

Ms. Webster commented on the special nature of the area under the Manhattan Bridge, expressed hope that the Conservancy could soon return to programming in that area, and noted that the proposed renovation would double the Conservancy's programming capacity.

Acting Chair Gutman thanked the Conservancy for its programming for park users.

**9. Adjournment**

Acting Chair Gutman noted that the final item on the agenda was an Executive Session and asked whether there was any Director who believed that an Executive Session was necessary. Hearing none, and there being no further business, Acting Chair Gutman requested a motion to adjourn the meeting, and upon the motion being duly made and seconded, the meeting was adjourned at approximately 11:45 a.m.

Respectfully submitted,

/s/ Joel Bermejo  
Joel Bermejo  
Acting Secretary

**SCHEDULE A**

October 12, 2022

**APPROVAL OF FISCAL YEAR 2022 ("FY 2022") AUDITED FINANCIAL STATEMENTS AND INVESTMENT REPORT AND AUTHORIZATION TO TAKE RELATED ACTIONS**

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BE IT RESOLVED that the FY 2022 Audited Financial Statements of Brooklyn Bridge Park Corporation ("BBP") attached hereto as **Exhibit A** and as certified as accurate by the President and Chief Financial Officer of BBP as set forth in **Exhibit B** are hereby approved; and be it further

RESOLVED, that the FY 2022 Investment Report attached hereto as **Exhibit C** is hereby approved; and be it further

RESOLVED, that the President of BBP or their designee(s) be authorized to present the above-referenced audited financial statements, certification, and investment report to the Members of BBP; and be it further

RESOLVED, that the President of BBP or their designee(s) be authorized to report the audited financial statements and investment report and post them on its website in accordance with the provisions of PAAA; and be it further

RESOLVED, that the President of BBP and their designee(s) be and each hereby is authorized and empowered to take all actions as the President or their designee(s) may deem necessary or appropriate to effectuate these resolutions.

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**SCHEDULE B**

October 12, 2022

**ANNUAL APPROVAL OF POLICIES RELATING TO THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY THE PUBLIC AUTHORITIES REFORM ACT OF 2009 AND AUTHORIZATION TO TAKE RELATED ACTIONS**

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BE IT RESOLVED that the policies set forth below are hereby approved:

- A. Mission Statement, adopted on October 3, 2019;
- B. Contracts by the Corporation - Procurement Policy, adopted on October 3, 2019;
- C. Investment Guidelines, adopted on July 21, 2010;
- D. Salary, Compensation, Travel, Reimbursements, Time and Attendance Policy, adopted on October 10, 2018;
- E. Code of Ethics for Members, Directors and Officers, adopted on September 22, 2010;
- F. Policy on the Acquisition and Disposition of Real Property, adopted on February 29, 2012;
- G. Policy on the Disposition of Personal Property, adopted on February 29, 2012;
- H. Policy on Protection for Whistleblowers, adopted on December 5, 2011;
- I. Policy on Indemnification and Defense of Members, Directors and Officers, adopted on December 5, 2011;
- J. Policy on Extension of Credit to Officers, Directors and Employees, adopted on December 5, 2011; and
- K. Policy on Discretionary Spending, adopted on September 30, 2020; and
- L. Policy on Board Self-Evaluation, adopted on October 12, 2022;

and be it further

RESOLVED, that the President of BBP and their designee(s) be and each hereby is authorized and empowered to take all actions as the President or their designee(s) may deem necessary or appropriate to effectuate these resolutions.

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**SCHEDULE C**

October 12, 2022

**AUTHORIZATION TO ENTER INTO AMENDMENTS RELATING TO EXISTING OWNER’S REPRESENTATIVE, MARITIME ENGINEERING, AND SCAFFOLDING SERVICES AGREEMENTS AND AUTHORIZATION TO TAKE RELATED ACTIONS**

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BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to enter into the amendments described on **Attachment B** 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.

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**SCHEDULE D**

October 12, 2022

**AUTHORIZATION TO ENTER INTO A TWENTY-SECOND AMENDMENT TO THE FUNDING AGREEMENT WITH THE CITY OF NEW YORK**

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RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to enter into a Twenty-Second Amendment to its Funding Agreement with The City of New York (the “City”) for the development of Brooklyn Bridge Park, to increase the funding commitment by the City by \$470,000 for capital funding associated with the renovation of the Education Center at 99 Plymouth Street, for a total funding commitment by the City of \$292,565,000; 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 agreement.

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**SCHEDULE E**

October 12, 2022

**AUTHORIZATION TO ENTER INTO A RENEWAL OF THE CONTRACT WITH THE DOE FUND, INC. FOR MAINTENANCE AND SANITATION SERVICES IN THE PARK**

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BE IT RESOLVED, that BBP is hereby authorized to enter into four one-year extensions to the contract with The Doe Fund, Inc. for the performance of sanitation and custodial services within the Park for a not-to-exceed amount of \$2,000,000, inclusive of a contingency; 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 agreement.

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