

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

June 5, 2014

MINUTES

The following members of the Board of Directors were present:

Alicia Glen – Chair
Peter Aschkenasy
Steven M. Cohen
Martin Connor
Henry B. Gutman
Edna Wells Handy
Shari Hyman
Kyle E. Kimball
Stephen Levin*
Stephen Merkel
David Offensend
John Raskin
Nanette Smith
Anne Strahle
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.

Chair Glen called the meeting to order at approximately 4:00 PM. Suma Mandel, Secretary and General Counsel of BBP, served as secretary of the duly constituted meeting and confirmed that a quorum was present.

1. Approval of Minutes

Upon motion duly made and seconded, the minutes of the April 1, 2014 Board of Directors meeting were unanimously approved as submitted.¹

¹ Director Levin was not present for this vote.

2. Approval of the Fiscal Year 2014 Capital Budget

Pat Kirshner, BBP's Vice President of Capital Planning and Construction, presented the item. After discussion by the Board, and upon motion duly made and seconded, the resolutions attached hereto as Schedule A were unanimously adopted.²

3. Approval of the Fiscal Year 2014 Operating Budget

Cedric Gaddy, BBP's Chief Financial Officer, presented the item. After discussion by the Board, and upon motion duly made and seconded, the resolutions attached hereto as Schedule B were unanimously adopted.³

4. Approval of the PAAA Financial Report

Mr. Gaddy presented the item. Director Kimball stated that the Audit and Finance Committee had reviewed and approved the report prior to the meeting. Upon motion duly made and seconded, the resolutions attached hereto as Schedule C were unanimously adopted.⁴

5. Authorization to Enter into a Thirteenth Amendment of the Funding Agreement with the City of New York

Ms. Kirshner presented the item. Upon motion duly made and seconded, the resolutions attached hereto as Schedule D were unanimously adopted.⁵

6. Authorization to Enter into a Contract for Architect Services for the Pier 5 Maintenance and Operation Facility

Ms. Kirshner presented the item. After discussion by the Board, and upon motion duly made and seconded, the resolutions attached hereto as Schedule E were unanimously adopted.⁶

7. Approval of the Recommendation of the Brooklyn Bridge Park Community Advisory Council to Designate a Replacement Organization Representative

Belinda Cape, BBP's Vice President of Strategic Partnerships, presented the item. Upon motion duly made and seconded, the resolutions attached hereto as Schedule F were unanimously adopted.⁷

8. Designation of the October 1, 2014 Meeting as the Annual Meeting

Chair Glen requested a motion to designate the October 1, 2014 board meeting, as the same may be rescheduled by BBP Staff, as the Annual Meeting of the Board of Directors in accordance with BBP's Bylaws. Upon motion duly made and seconded, the designation was approved.⁸

² Director Levin was not present for this vote.

³ Director Levin was not present for this vote.

⁴ Director Levin was not present for this vote.

⁵ Director Levin was not present for this vote.

⁶ Director Levin was not present for this vote.

⁷ Director Levin was not present for this vote.

⁸ Director Levin was not present for this vote.

9. Discussion of Brooklyn Bridge Park Community Advisory Council Resolution dated May 27, 2014 and Recommendation for Next Steps

Ms. Myer advised the Board of a resolution passed by the Brooklyn Bridge Park Community Advisory Council ("CAC") at its May 27 meeting which requested a review of the General Project Plan, as well as a letter dated June 3 from State Senator Squadron, Assemblymember Millman and Councilmember Levin requesting that consideration of the CAC resolution be added to the Board's June agenda. Copies of both documents were distributed to the directors at their seats.

Ms. Myer stated that while there is no basis for additional review of the General Project Plan, BBP would continue to work with the community to address traffic concerns. Specifically, with respect to the concerns noted regarding the traffic near Pier 6, Ms. Myer informed the Board that BBP intended to take the following actions: (i) enforce BBP's contractual rights with respect to the 360 Furman Street public parking garage, including requiring the parking garage to add necessary signage and be staffed with sufficient employees to ensure the safe and expeditious flow of traffic, and qualified supervisory personnel to oversee its operations; (ii) install paid parking meters at the parking spaces along the Pier 6 loop road; (iii) continue to work with Park Enforcement Patrol on enforcement against double parked vehicles along the Pier 6 loop road; and (iv) engage a traffic consultant to perform a study of the traffic patterns surrounding Pier 6 to understand what other steps could be taken to further alleviate the problem.

After discussion by the Board, and upon motion duly made and seconded, the Board adopted Ms. Myer's recommendations. Directors Raskin and Levin opposed. Director Wells Handy abstained, indicating that she was not yet ready to vote because she had not seen the June 3 letter until arriving at the meeting and she had not been fully briefed on the matter.

Director Raskin then made a motion to consider the CAC's request and to conduct and complete a broader review prior to selecting a developer for the Pier 6 development sites, which motion was seconded. A discussion by the Board followed. Chair Glen then agreed to put a discussion of the CAC resolution on the agenda for the August Board meeting. Chair Glen further stated that she could not agree to have a vote without more clarity on what the Board was being asked to vote on and instructed Director Raskin that if he intended to present a particular motion, he should circulate materials to the Board for consideration in advance of the meeting. Director Raskin stated that he would work with the CAC to construct what exactly the Board would be asked to vote on and withdrew his motion.

10. President's Report

Ms. Myer then updated the Board on the Park's progress, including (i) the opening of Pier 2 and the Pier 4 beach in May, (ii) programming, (iii) concessions, (iv) preparation for the 4th of July fireworks show, (v) construction, and (vi) the Pier 6 development sites RFP process.

11. Public Comment

Members of the public spoke, including representatives of the Brooklyn Bridge Park Conservancy, BuildUp NYC, the CAC, the Carroll Gardens Neighborhood Association and One Brooklyn Bridge Park, as well as other local residents.

12. Adjournment

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 5:25 PM.

Respectfully submitted,

/s/ Suma Mandel

Suma Mandel

Secretary

Dated: August 6, 2014

Schedule A

June 5, 2014

**APPROVAL OF THE CAPITAL BUDGET FOR THE BROOKLYN BRIDGE PARK CORPORATION'S FISCAL YEAR 2015
(JULY 2014– JUNE 2015)**

RESOLVED, that that the proposed Capital Budget for Brooklyn Bridge Park Corporation ("BBP") for the period from July 1, 2014 through June 30, 2015 in the total amount of \$65,780,000, 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 2015 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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Schedule B

June 5, 2014

APPROVAL OF THE OPERATING BUDGET FOR THE BROOKLYN BRIDGE PARK CORPORATION'S FISCAL YEAR 2015 (JULY 2014 – JUNE 2015)

RESOLVED, that the proposed Operating Budget for Brooklyn Bridge Park Corporation ("BBP") for the period from July 1, 2014 through June 30, 2015 in the total sum of \$23,681,800 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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Schedule C

June 5, 2014

AUTHORIZATION TO APPROVE FINANCIAL REPORT REQUIRED PURSUANT TO THE REQUIREMENTS OF PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY THE PUBLIC AUTHORITIES REFORM ACT OF 2009 ("PAAA") AND TO TAKE RELATED ACTIONS AS REQUIRED BY PAAA

RESOLVED, that the proposed Budget and Financial Plan of Brooklyn Bridge Park Corporation ("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 her 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, 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.

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Schedule D

June 5, 2014

AUTHORIZATION TO ENTER INTO A THIRTEENTH AMENDMENT TO THE FUNDING AGREEMENT WITH THE CITY OF NEW YORK FOR THE DEVELOPMENT OF BROOKLYN BRIDGE PARK AND AUTHORIZATION TO TAKE RELATED ACTIONS

RESOLVED, that Brooklyn Bridge Park Corporation ("BBP") is hereby authorized to enter into a Thirteenth 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 \$150,000 for capital expenditures associated with the construction a vehicle turnaround for a total funding commitment by the City of \$282,111,000; and be it further

RESOLVED, that the President of BBP, 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 of BBP or her 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

June 5, 2014

Authorization to Enter into a Contract for Design Services for the Pier 5 Maintenance and Operation Facility and Authorization to Take Related Actions

BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to enter into contract with Architecture Research Office (“ARO”) for the performance of design, co-ordination and construction administration services in connection with a Maintenance and Operation Facility and Boathouse within the Park, for a not-to-exceed contract price of \$1,109,317; and be it further

RESOLVED, that BBP is further authorized to hold an additional \$35,000 as an owner’s allowance and \$112,361 as an owner’s contingency in connection with the performance of such contract services by ARO, for a total contract price authorization of \$1,256,678; 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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Schedule F

June 5, 2014

BROOKLYN BRIDGE PARK CORPORATION – APPROVAL OF THE BROOKLYN BRIDGE PARK COMMUNITY ADVISORY COUNCIL’S RECOMMENDATION TO APPOINT NEW MEMBERS, AND AUTHORIZATION TO TAKE RELATED ACTIONS

RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) hereby approves the Brooklyn Bridge Park Community Advisory Council’s (“CAC”) recommendation to appoint Carolyn Ziegler to replace Jane McGroarty as the Organization Representative for the Brooklyn Heights Association; 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 take all actions as the President of BBP or her designee(s) may deem necessary or appropriate to effectuate these resolutions.

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