

DRAFT - SUBJECT TO REVIEW AND REVISION

LOWER MANHATTAN DEVELOPMENT CORPORATION

Meeting of the Directors
Held at the Offices of the Corporation
One Liberty Plaza - 20th Floor
New York, New York 10006

December 18, 2006

MINUTES

In Attendance

Directors: Kevin Rampe, Chairman
Madelyn Wils

(via telephone) Lawrence T. Babbio, Jr.
Robert Balachandran
Daniel L. Doctoroff
Robert Douglass
James Kallstrom
Edward J. Malloy
William C. Rudin
Joshua Sirefman
Martha E. Stark
Carl B. Weisbrod

Staff Attending: For Lower Manhattan Development Corporation:

Allison Bailey, Acting Secretary of the Corporation
Irene Chang, General Counsel and Secretary of the Corporation
Daniel Ciniello, Senior Vice President - Operation
Michael Haberman, Vice President - Community Development and Relations
Eileen McEvoy, Assistant Secretary (via telephone)
Robert Miller, Chief Financial Officer
Edward Sidor, Director of Design

Other Staff

Counsel to the Board:

Elizabeth Condren, Esq., Fulbright & Jaworski

For Speaker Sheldon Silver:

Judy Rapfogel

For the Lower Manhattan Construction Command Center:

Charles Maikish, Executive Director
Daniel McCormack, First Deputy Director
David Ortega
Josh Rosenbloom, Director of Operations

Also Present:

The Public
The Media and Press

The meeting of the Lower Manhattan Development Corporation ("LMDC") was called to order at 8:04 a.m. It was noted for the record that notice to the public and news media of the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

The first order of business was the approval of the Minutes of the November 9, 2006 Directors' Meeting. There being no comments or corrections, upon motion duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATIONS OF ACTIONS TAKEN AT
THE NOVEMBER 9, 2006 MEETING OF THE DIRECTORS OF THE LOWER
MANHATTAN DEVELOPMENT CORPORATION

RESOLVED, that the minutes of the meeting of the Corporation held on November 9, 2006, as presented to this meeting, are hereby approved and all actions taken by the Directors presented at such meeting, as set forth in such minutes, are hereby in all respects and approved as actions of the Corporation.

* * *

The Chairman then asked Director Babbio to provide the Audit and Finance Report. Director Babbio opened the report by stating that the Committee considered the source of funding and the appropriateness of the projects on today's Agenda and based upon same, the Committee recommends the approval of those resolutions.

The Chairman then asked the Directors to approve the appointment of Irene Chang, LMDC's General Counsel, as the Corporation's Secretary. Said appointment, he noted, will be in addition to her responsibilities as General Counsel.

Chairman Rampe then explained that Allison Bailey would be moving on to the World Trade Center Memorial Foundation. He then expressed his appreciation to Ms. Bailey for her professionalism and dedication during her tenure as Secretary to

the Corporation.

The Chairman read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

Election of Secretary

RESOLVED, that Irene Chang is hereby elected Secretary of the Corporation in addition to her responsibilities as General Counsel, and shall serve until such time as her successor is duly elected or until her earlier resignation or removal.

* * *

Mr. McCormack then presented a request for authorization for the LMDC to accept funds on behalf of the Lower Manhattan Construction Command Center from the Port Authority, the MTA and the NYS Department of Transportation in an aggregate amount not to exceed \$34,700,000. Said funding, he explained, will be used for the Command Center's continuing operations.

Following Mr. McCormack's detailed presentation of the varying grant amounts and the potential uses thereof, the Chairman read the relevant resolution into the record and asked if the Directors had any questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Accept Funds from The Port Authority of New York and New Jersey, the Metropolitan Transportation Authority and the New York State Department of Transportation for Lower Manhattan Construction Command Center Operations

RESOLVED, that the Corporation is hereby authorized to accept funds, on behalf of the Lower Manhattan Construction Command Center (Command Center), from The Port Authority of New York and New Jersey, the Metropolitan Transportation Authority and the New York State Department of Transportation, in an aggregate amount of up to \$34,700,000 for Command Center's continuing operations, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized to take any such action and to execute such instruments as may be necessary or appropriate to effect the foregoing.

* * *

Mr. Rosenbloom then presented the background information regarding a request for authorization for the Command Center to enter into a grant agreement with the City of New York in an amount not to exceed \$2,141,000 to partially fund the first year of operations of a Construction Permit Enforcement Task Force. Among other things, Mr. Rosenbloom explained that the Task Force is a key component of the Command Center's Traffic Management Control.

Following this presentation, the Chairman read the relevant resolution into the record and asked if the Directors had any

questions or comments. Director Wils asked for the projected timeframe with regard to the receipt of funds and the start of implementing the Task Force process.

Mr. Maikish explained that a good deal of preplanning has gone into the Task Force with the Department of Transportation and the Police Department and therefore it is projected that the Task Force will be in place by early February.

Director Douglass inquired with regard to utilizing existing personnel from the various involved entities rather than hiring new people.

Mr. Maikish explained that initially personnel will basically be borrowed from the involved agencies. He further noted that recruiting is personally going on to have personnel moved Downtown, at least on an interim basis, to ensure that there is a dedicated force in place. This scenario, Mr. Maikish explained, will require some back filling of the ranks of the involved departments.

In response to a further question by Director Wils, the Directors were provided with the proposed numbers of the various agents and inspectors for the force.

Director Wils then asked where the core area for this force will be and she was informed that the core area will be the Canal Street stop.

Ms. Rapfogel then commented that the additional inspectors are critical to allowing the community to manage during this process.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Enter into Grant Agreement with The City of New York for Traffic Management and Construction Permit Enforcement Taskforce

RESOLVED, that the Corporation is hereby authorized to enter into a grant agreement with The City of New York to fund partially the first year of operations of a Construction Permit Enforcement Taskforce, a component of the Lower Manhattan Construction Command Center's Traffic Management Center, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that such agreement shall be for an initial one-year term, in an amount not to exceed \$2,141,000, which expenditures shall be funded through contributions by The Port Authority of New York and New Jersey, the Metropolitan Transportation Authority and the New York State Department of Transportation to the Corporation for Command Center's continuing operations; and be it

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized to take any such action and to

execute such instruments as may be necessary or appropriate to effect the foregoing.

* * *

Next, Mr. Ortega presented a request for authorization for LMDC to amend its agreement with Daniel J. Edelman, Inc. for communications and related services, to increase the total authorized expenditures thereunder by an additional \$700,000 and to extend the term of such agreement through November 30, 2007.

Following Mr. Ortega's full presentation, the Chairman read the relevant resolution into the record and asked if the Directors had any questions or comments. Director Weisbrod then stated that he believes that it should be made explicitly clear that the principal purpose of this website and Edelman's work on it should be focused almost exclusively on construction and construction related activities.

Mr. Maikish stated that discussions have been had with Edelman to further adjust the site to ensure that it focuses on construction information and delivery of that information to the various constituencies Downtown. Mr. Maikish further stated that the Command Center will keep Director Weisbrod apprised of these revisions.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Contract for Communications and Related Services

RESOLVED, that the Corporation is hereby authorized to amend its agreement with Daniel J. Edelman, Inc. for communications and related services and expenditures, to increase the total authorized expenditures thereunder by an additional \$700,000 to an amount not to exceed \$1,860,000 in the aggregate, and to extend the term of such agreement through November 30, 2007, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be funded through contributions by The Port Authority of New York and New Jersey, the Metropolitan Transportation Authority and the New York State Department of Transportation to the Corporation for the Lower Manhattan Construction Command Center's continuing operations; and be it

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized to take any such action and to execute such instruments as may be necessary or appropriate to effect the foregoing.

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There being no further business, the meeting was adjourned at 8:21 a.m.

Respectfully submitted,

Eileen McEvoy
Assistant Secretary