

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 17, 2009

MINUTES

In Attendance

Directors:

Avi Schick, Chairman
Lawrence T. Babbio, Jr.
Amanda Burden
Robert Douglass (via telephone)
Robert Harding
Caswell Holloway
Thomas Johnson
Kate Levin
Robert C. Lieber
Julie Menin
William Ruden
Carl Weisbrod
John Zuccotti

Staff Attending:

For Lower Manhattan Development Corporation:

David Emil, President
Irene Chang-Cimino, General Counsel and
Corporate Secretary
Daniel A. Ciniello, Senior Vice President
Errol Cockfield, Vice President -
Communications & Community Affairs
Sayar Lonial, Director of Planning and
Development
Robert Miller, Chief Financial Officer
Philip Plotch, Director of WTC Redevelopment
& Special Projects
Angela Rossi, Director of Projects and
Programs
Other Staff

For the Lower Manhattan Construction Command Center:

Robert Harvey, Acting Executive Director

Counsel to the Board:

Caitlin Halligan, Weil, Gotshal & Manges

Also Present:

David Isay, Founder & President - StoryCorps

Brian Rafferty, Chairman - Project Rebirth

Frank Sanchis, III - Senior VP, Municipal Arts Society

Jim Whitaker, Founder & President - Project Rebirth

The Public

The Media and Press

The meeting of the Lower Manhattan Development Corporation ("LMDC") was called to order at 9:35 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.

First, Chairman Schick noted that, as has become the practice, since the Directors had received the resolutions for consideration in advance of today's meeting, he would not read the entire resolution into the record.

Chairman Schick then called for the approval of the Minutes

of the October 6, 2009 Directors' Meeting.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES

RESOLVED, that the minutes of the meeting of the Corporation held on October 6, 2009, 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 approved as actions of the Corporation.

* * *

Chairman Schick then opened the Chairman's report by noting that representatives from each of the following LMDC Memorial partners: "Tribute in Light", "StoryCorps" and "Project Rebirth" were present at the meeting to provide presentations regarding the Memorial.

Next, the Chairman reported that the deconstruction has resumed at 130 Liberty Street and that Bovis and LVI are working to take it down as safely and efficiently as possible.

The Chairman then asked Director Johnson to provide the Audit and Finance Report.

Director Johnson noted that the Committee reviewed the budget variance reports for LMDC and LMCCC for the second quarter of the fiscal year which ended September 30, 2009. He stated that those reports indicated that expenditures were below budgeted levels.

Director Johnson further noted that the Committee met to review the purpose, cost justification and the availability of funds for the financial resolutions being presented for consideration today and that the Committee recommends that the item be considered for approval by the Board.

Finally, Director Johnson noted that the Committee met with the Internal Auditor and that there was nothing of merit to report to the Board.

Ms. Chang-Cimino then asked the Directors to authorize certain actions in connection with the East River Waterfront Access Project including the approval of the Environmental Assessment and the Section 106 Finding.

Following the full detailed presentation, the Chairman called for questions or comments. Hearing none, and upon motion

duly made and seconded, the following resolution was unanimously adopted:

East River Waterfront Access Project: Approval of
Environmental Assessment; Approval of Section 106 Finding

RESOLVED, that, on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the East River Waterfront Access Project at Catherine, Rutgers and Montgomery Slips ("Project"), the Corporation hereby approves and adopts the environmental assessment ("EA") in the form submitted to this meeting; and be it

FURTHER RESOLVED, that on the basis of the materials presented to this meeting, copies of which are hereby ordered filed with the records of the Corporation, the Corporation hereby approves the draft programmatic agreement for the Project prepared pursuant to Section 106 of the National Historic Preservation Act and determines that the draft programmatic agreement is adequate for the purposes of public review, which may be coordinated with the National Environmental Policy Act review process; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee is authorized to execute and deliver any and all documents and take all related actions as he may in his sole discretion consider necessary or appropriate to effectuate the foregoing resolutions, including to request a release of funds from the federal Department of Housing and Urban Development.

* * *

Mr. Plotch then asked the Directors to authorize LMDC to amend its contract with Smith-Miller+Hawkinson for design work on the Louise Nevelson Plaza.

Mr. Plotch explained that the amendment would extend the contract term for nine months through September 30, 2010 and increase the contract amount by \$20,000.

Following the full presentation, the Chairman called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Contract with Smith-Miller+Hawkinson

RESOLVED, that the Corporation is hereby authorized to amend its agreement with Smith-Miller + Hawkinson for design work on Louise Nevelson Plaza to increase the authorized expenditures thereunder by an additional \$20,000 to an amount not to exceed \$841,000 in the aggregate and to extend the term of such agreement for an additional nine-month period through September 30, 2010, as described in the materials presented to the Board at this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds included in Partial Action Plan 4; and be it

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

* * *

Next, Mr. Lonial asked the Directors to authorize LMDC to amend Partial Action Plan 12 and to amend the two Subrecipient Agreements with the City of New York in connection with the Fulton Corridor Revitalization Project.

Mr. Lonial explained that amendments will be sought to decrease funds from the Fulton Street Revitalization Incentives and Streetscape Program by \$700,000 and to increase the funds for the Fulton Corridor Revitalization Open Spaces Agreement by \$700,000.

The Chairman added that these minor amendments will allow the money to flow to complete the parks.

The Chairman then called for questions or comments. Director Burden asked if the funds will be equally distributed among all of the parks or if it is intended for one of the parks.

Mr. Lonial noted that bids have gone out on all four parks and that LMDC has been moving funding around throughout the process to ensure that all of the parks are completed. He added that this last bit of funding is meant to ensure that the Pearl Street Playground can be completed as planned.

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

Authorization to Amend Partial Action Plan 12;
Authorization to Amend Subrecipient Agreements with The
City of New York

RESOLVED, that the Corporation is hereby authorized to amend Partial Action Plan 12 (the "Amended Partial Action Plan"), 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 submit for public comment and review by the federal Department of Housing and Urban Development ("HUD") the Amended Partial Action Plan, as may be required; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee is hereby authorized to make such changes to the Amended Partial Action Plan as may be necessary or appropriate to comport with applicable HUD requirements and to reflect any public comments solicited and received thereon; and be it

FURTHER RESOLVED, that (i) the previous authorization to provide funding to The City of New York for the Fulton Corridor Revitalization: Incentive and Streetscape is hereby reduced by \$700,000 and (ii) the Corporation is hereby authorized to amend its subrecipient agreement with The City of New York for the Fulton Corridor Revitalization: Open Spaces to increase the authorized expenditures thereunder by \$700,000 to an amount not to exceed \$16,465,950 in the aggregate, 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.

* * *

The Chairman then introduced representatives from three of LMDC's partners involved in Memorial-related activities. Each provided a presentation regarding their interim memorial project. Before the individual presentations were provided,

Chairman Schick explained that LMDC would be seeking authorization to increase funding to these three partners to take some of the projects to completion or to the point when the Memorial and Memorial Museum are open and can take over and assume operations.

Following these detailed presentations, the Chairman called for questions or comments on any of the foregoing requests. Director Menin first noted that she believes each of the projects is outstanding. She then asked if there is an expectation that LMDC will continue to fund the latter two projects once the Memorial is up and running.

Chairman Schick stated that that was not the expectation and that they will then work within the Memorial program and operations budget.

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

Authorization to Amend Subrecipient Agreement with Project Rebirth, Inc.

RESOLVED, that the Corporation is hereby authorized to amend its subrecipient agreement with Project Rebirth, Inc. for Project Rebirth to increase the authorized expenditures thereunder by \$300,000 to an amount not to exceed \$1,300,000 in the aggregate, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that expenditures approved hereby shall be allocated from the Lower Manhattan Cultural and Community Events and Installations allocation in the Final Action Plan; 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.

* * *

Authorization to Amend Partial Action Plan 8, the Final Action Plan; Authorization to Amend Subrecipient Agreement with StoryCorps, Inc.

RESOLVED, that the Corporation is hereby authorized to amend Partial Action Plan 8 and the Final Action Plan (the "Amended Action Plans"), 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 submit for public comment and review by the federal Department of Housing and Urban Development ("HUD") the Amended Action Plans, as may be required; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee is hereby authorized to make such changes to the Amended Action Plans as may be necessary or appropriate to comport with applicable HUD requirements and to reflect any public comments solicited and received thereon; and be it

FURTHER RESOLVED, that the Corporation is hereby authorized to amend its subrecipient agreements with StoryCorps, Inc., formerly Sound Portraits Productions, to increase the authorized expenditures thereunder by \$400,000 to an amount not to exceed \$1,900,000 in the aggregate and to extend the term of such agreement for an additional two-year period through October 31, 2011, 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.

* * *

Authorization to Amend Partial Action Plan 8, the Final Action Plan; Authorization to Amend Subrecipient Agreement with Municipal Art Society

RESOLVED, that the Corporation is hereby authorized to amend Partial Action Plan 8 and the Final Action Plan (the "Amended Action Plans"), 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 submit for public comment and review by the federal Department of Housing and Urban Development ("HUD") the Amended Action Plans, as may be required; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee is hereby authorized to make such changes to the Amended Action Plans as may be necessary or appropriate to comport with applicable HUD requirements and to reflect any public comments solicited and received thereon; and be it

FURTHER RESOLVED, that the Corporation is hereby authorized to amend its subrecipient agreement with Municipal Art Society to increase the authorized expenditures thereunder by \$695,000 to an amount not to exceed \$3,840,000 in the aggregate and to extend the term of such agreement for an additional two-year period through October 31, 2011, 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.

* * *

Next, the Chairman presented a request for authorization for LMDC to amend Partial Action Plan S-2 with regard to 130 Liberty Street.

Following a detailed presentation of the specifics of this request, the Chairman called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Partial Action Plan S-2

RESOLVED, that the Corporation is hereby authorized to amend Partial Action Plan S-2 (the "Amended Partial Action Plan S-2"), 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 submit for public comment and review by the federal Department of Housing and Urban Development ("HUD") the Amended Partial Action Plan S-2; and be it

FURTHER RESOLVED, that the President of the Corporation is hereby authorized to make such changes to the Amended Action Plan S-2 as may be necessary or appropriate to comport with applicable HUD requirements and to reflect any public comments solicited and received on such Amended Partial Action Plan S-2, provided any changes so made shall be consistent with the criteria set forth in such Amended Partial Action Plan S-2; 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.

* * *

Chairman Schick then asked the Directors to authorize LMDC to amend its agreement with Thacher Associates, LLC for integrity monitoring and related services at 130 Liberty Street.

Following his presentation, the Chairman called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Agreement with Thacher Associates, LLC

RESOLVED, that the Corporation is hereby authorized to amend its agreement with Thacher Associates, LLC for integrity monitoring and related services at 130 Liberty Street, to increase the authorized expenditures thereunder by \$1,150,000, to an amount not to exceed \$6,790,000 in the aggregate, and to extend the term of such agreement for an additional eight-month period through December 31, 2010, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from recovery of funds through pending indemnity and insurance claims, through funds included in Partial Action Plan 7 and Partial Action Plan S-2, and that the Corporation shall seek recovery of these funds through indemnity or insurance claims to the extent possible; 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.

* * *

Lastly, the Chairman asked the Directors to authorize LMDC to amend its agreement with Inventus for document copying and related services in connection with the 130 Liberty Street deconstruction.

Following his presentation, the Chairman called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Agreement with Inventus

RESOLVED, that the Corporation is hereby authorized to amend its agreement with Inventus for document copying, imaging, and related services to increase the authorized expenditures thereunder by up to \$150,000, to an amount not to exceed \$1,000,000 in the aggregate, and to extend the term of such agreement for an additional one-year period through December 31, 2010, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from recovery of funds through pending indemnity and insurance claims, through Partial Action Plan 7, or through Partial Action Plan S-2, as may be appropriate, and any remainder through the Legal Affairs Department budget for fiscal year 2009-2010 and fiscal year 2010-2011, and that the Corporation shall seek recovery of these funds through indemnity or insurance claims to the extent possible; 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.

* * *

There being no further business, the meeting was adjourned at 9:57 a.m.

Respectfully submitted,

Eileen McEvoy
Assistant Secretary