

**LOWER MANHATTAN DEVELOPMENT CORPORATION**

Meeting of the Directors  
9/11 Memorial Museum  
Auditorium  
180 Greenwich Street  
New York, NY 10007

March 14, 2023

**MINUTES**

**In Attendance**

**Directors:**

Holly Leicht, Chair  
Catherine McVay Hughes  
Joshua Kraus  
Mehul Patel  
Carl Rodrigues  
Carl Weisbrod

**Staff Attending:**

**For Lower Manhattan Development Corporation**

Daniel Ciniello, President  
Stephen Konopko, Vice President, Internal Audit  
Debbie Royce, Corporate Secretary

**For Empire State Development**

Matthew Acocella, Associate Counsel  
Tobi Jaiyesimi, Assistant Vice President – Real Estate and  
Community Relations

The meeting of the Directors of Lower Manhattan Development Corporation (“LMDC”) was called to order at 9:00 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 Chair noted for the record that this was the first in-person Directors’ meeting since the declared COVID-19 state of emergency expired in September 2022. The Chair also thanked the 9/11 Memorial and Museum for hosting the meeting.

The Chair noted that the Directors had received the relevant written materials in advance of the meeting and could ask questions at any time. The Chair also noted for the record that the public was given the opportunity to comment on Agenda items by submitting written comments on or before 12:00 p.m. Monday March 13, 2022 to [publiccomment@renewnyc.com](mailto:publiccomment@renewnyc.com), and that no comments were received.

Before beginning with the substantive portion of the meeting the Chair asked the Directors whether anyone had any potential conflicts of interest with respect to any of the items on the proposed Agenda.

Hearing none, the Chair called for a motion to approve the Minutes of the Directors' meeting of July 19, 2022. Noting no corrections, and upon motion duly made and seconded, the following resolution was unanimously adopted:

#### Approval of Minutes

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RESOLVED, that the minutes of the meeting of the Corporation held on July 19, 2022, as presented to this meeting, are hereby approved and all actions taken by the Corporation's employees, officers or Directors in furtherance of the matters referred to therein are hereby ratified and approved as actions of the Corporation.

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The Chair then called on Director Weisbrod to provide the Corporation's Audit and Finance Committee Report on behalf of Committee Chair, Director Johnson, for the Directors' information.

Director Weisbrod noted that the Committee recently met to review the material that is being presented at today's meeting. He explained that the Committee reviewed the LMDC

administrative budget variance report that reflected year-to-date actual spending through February 2023 and projected spending through March 2023. He further noted that administrative spending is expected to come in approximately ten percent under budget for the fiscal year ending March 31, 2023.

Director Weisbrod explained that the Committee reviewed the proposed administrative budget for the coming fiscal year, beginning April 1, 2023 through March 31, 2024, which is twelve percent less than the current year's budget. He stated that the Committee fully supports the proposed budget. He further explained that the Committee received an update on non-administrative LMDC funding or funds in place for projects and programs, and that efforts continue to fulfill grant obligations and wind down LMDC operations.

Director Weisbrod advised that the Committee also discussed the administrative items on the Agenda for today's meeting, and that the Committee fully supports the requested approvals by the full Board.

Director Weisbrod noted that the Committee also reviewed the request on today's Agenda to amend Partial Action Plans 2, 10, S-2, and the Final Action Plan, the purpose of which is to preserve funds by transferring residual or unused funds to the affordable housing activity from other activities that can be closed out. He stated that the Committee supports these amendments to the relevant action plans.

Lastly, it was noted that the Committee met with the Corporation's Internal Auditor and that no significant issues were identified through ongoing internal audits.

The Chair thanked Director Weisbrod for the Committee Report then called on Mr. Ciniello to present the Administrative items on the Agenda.

Mr. Ciniello presented a request to ratify an emergency action taken by staff and approved by the Chair to extend LMDC's office space contract for an additional six month period through April 14, 2023.

Hearing no response to a call for questions or comments from the Directors and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

#### Ratification of Office Space Contract Amendment

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RESOLVED, that the amendment entered into by the Corporation with The Counsel for State Governments to extend use of office space for a six month period through April 14, 2023, for an additional \$48,000, to an amount not to exceed \$293,400, as described in the materials presented to this meeting is hereby ratified and approved in all respects; 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; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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Mr. Ciniello then presented a request to approve the proposed \$761,000 LMDC administrative budget for Fiscal Year 2023-2024. Mr. Ciniello noted that budget is approximately one hundred thousand dollars less than the current Fiscal Year budget that ends

this month, and should be sufficient to keep LMDC operating as-is for another year through March 2024.

The Chair thanked Mr. Ciniello for his and staff's efforts to continue to bring LMDC to closure and decreasing the action plans and budget.

Hearing no response to a call for questions or comments from the Directors and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

#### Approval of the Lower Manhattan Development Corporation - Budget for Fiscal Year 2023 – 2024

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RESOLVED, that the budget of the Corporation for fiscal year 2023-2024 is hereby adopted as presented to this meeting; and be it

FURTHER RESOLVED, that the proper officers of the Corporation are authorized and directed to implement and carry out said budget for the Corporation and are directed to inform the Board of material variances from the budget; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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Mr. Ciniello next presented a request to authorize an amendment and extension of LMDC's office space agreement with the Counsel of State Governments. He noted that this item would extend LMDC's agreement and increase the contract value by \$41,600 so that LMDC can continue using a portion of the office space it's currently using for up to an additional eleven months. He further noted that a reduction in rent had been negotiated with the Counsel of

State Governments so that LMDC would pay approximately \$4,000 a month, roughly half of the previous rent. He advised that the extended lease would be subject to a ninety day notice period to vacate if the landlord finds another tenant to take the whole floor.

Hearing no response to a call for questions or comments from the Directors and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

#### Authorization to Amend and Extend Office Space Agreement

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RESOLVED, that the Corporation is hereby authorized to amend and extend the agreement with The Counsel of State Governments, LTD. (CSG) for use of a portion of its office space located at 22 Cortlandt Street, 22nd Floor, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that such amended agreement shall be for an additional \$41,600, to an amount not to exceed \$335,000, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from the Corporation's anticipated Fiscal Year End 2024 Administration Budget; 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; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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Mr. Ciniello next presented a request to authorize an extension and amendment of the agreement for LMDC's website services. He explained the need to maintain LMDC's website for as long as LMDC is operating, and that the monthly cost of \$2,700 to maintain and operate the

website will remain the same. He further noted that NGenious Solutions has been a responsive and diligent vendor, and has consistently provided excellent service.

Hearing no response to a call for questions or comments from the Directors and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

#### Authorization of Website Services Contract Amendment and Extension

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RESOLVED, that the Corporation is hereby authorized to amend the agreement increasing the contract value by \$34,000, to \$230,000, and extending the agreement for one year through March 31, 2024, with NGenious Solutions LLP for website hosting, maintenance, support and content management services, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from the Corporation's anticipated Fiscal Year End 2024 Administration Budget; 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; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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Mr. Ciniello next presented a request to authorize a zero-dollar time extension of LMDC's advertising services contract. He stated there is a continuing need for LMDC to place public notices for upcoming approvals and public hearings.

Hearing no response to a call for questions or comments from the Directors and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

#### Authorization of Advertising Services Contract Extension

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RESOLVED, that the Corporation is hereby authorized to extend its contract for advertising placement services with Miller Advertising for one year through March 31, 2024, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from the Corporation's anticipated Fiscal Year End 2024 Administration Budget; 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; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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Mr. Ciniello next presented a request to authorize an amendment and extension of LMDC's contracts with legal counsel on the Empire State Development pre-qualified counsel list. He explained that this is a request to increase the value of the contracts by an additional one hundred and fifty thousand dollars, and that most, if not all, of the anticipated legal services needed will relate to the World Trade Center site real estate transactions, where third parties will ultimately be responsible for paying these costs out of imprest accounts set up for the projects. He noted that LMDC nevertheless needs the contract values to be increased to request the legal services necessary to fulfill the real estate transactions.

The Chair asked Mr. Ciniello whether these legal services would mostly pertain to World Trade Center Site Five. Mr. Ciniello responded yes, for World Trance Center Site Five or the street transactions to transfer ownership of certain streets related to the development that has already taken place.



The Chair thanked Mr. Ciniello for his response. Hearing no response to a call for further questions or comments from the Directors and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

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Authorization to Amend and Extend the Pre-Qualified Legal Counsel Services Contracts

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RESOLVED, that the amount of the Corporation's expenditures authorized under the agreements and amendments with one or more law firms on the Empire State Development Pre-Qualified Counsel List shall increase by \$150,000, to an amount not to exceed \$7,000,000 in the aggregate, and the term of such agreements shall be extended through December 31, 2024, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds included in the Corporation's anticipated Fiscal Year End 2024 Administration Budget, relevant Partial Action Plans, or funds paid by the World Trade Center Site 5 developer; 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; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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Mr. Ciniello next presented the final administrative contract item, a request to authorize a zero-dollar time extension of LMDC's contract with AKRF, Inc. for environmental services for an additional year through March 2024. He explained that AKRF's services may be needed for Site Five development matters or other remaining projects that LMDC is winding down.

Hearing no response to a call for questions or comments from the Directors and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

#### Authorization of Environmental Services Contract Extension

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RESOLVED, that the Corporation is hereby authorized to extend its contract for environmental services with AKRF, Inc. for one year through March 31, 2024, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds included in the Corporation's anticipated Fiscal Year End 2024 Administration Budget, relevant Partial Action Plans, or funds paid by the World Trade Center Site 5 developer; 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; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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The Chair then invited Mr. Ciniello to present the Action Plan Amendments item on the Agenda.

Mr. Ciniello presented a request to amend Partial Action Plans 2, 10, S-2, and the Final Action Plan, which would authorize staff to prepare these amended actions plans for public comment, and to close two of the action plans, 2 and 10, and transfer the residual funds to the active Final Action Plan. He explained that the closing of action plans is essential to the winding down of LMDC operations, and that the transfer of funds is intended to preserve these monies possibly for affordable housing projects or programs. He noted that the Directors were not being asked to authorize specific use of these funds at this time.

Mr. Ciniello explained that the fourth action plan that will be amended is a technical amendment to Action Plan S-2 clarifying the use of funds for the East River Waterfront Project.

The Chair asked Mr. Ciniello to explain Action Plans 2 and 10 which will be closed out.

Mr. Ciniello explained that Action Plan 2 related to business recovery grants primarily run by Empire State Development, but that these activities are closed with no further applications being accepted. He further explained that LMDC supplemented the grant program with grant funds received from the U.S. Department of Housing and Urban Development, and that most if not all of the post-grant requirement work has been completed. He advised that Action Plan 10 included approximately thirteen different activities, eleven of which were already closed. He stated that LMDC can now close the East River Access program, which included work on four different slips, including the Peck Slip area and the East River Waterfront Pier 42 project, and that the funding remaining in this action plan is not needed to fulfill LMDC's commitment.

Director Rodrigues asked whether the money being transferred to the affordable housing use, were there existing projects that are planned or existing projects that could be topped off with this approximately forty-five million dollars. Mr. Ciniello advised that the Corporation would come back to the Directors for any further required authorizations.

Hearing no response to a call for further questions or comments from the Directors and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Authorization to Amend Partial Action Plans 2, 10, S-2, and the Final Action Plan

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RESOLVED, that the Corporation is hereby authorized to amend Partial Action Plan (PAP) 2, 10, S-2 and the Final Action Plan (FAP) by reducing the PAP 2 Job Creation & Retention Program budget to \$115,573,070, the PAP 10 East River Waterfront Access and Pier 42 budgets to \$7,446,086.68 and \$10,772,900, respectively, to increase the FAP Affordable Housing and Administrative budgets to \$45,080,000 and \$2,557,898.05, respectively, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the Corporation is hereby authorized to amend PAP S-2 to broaden the use of East River Esplanade funds to include Pier 42 upland and comfort station work; 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 shall be 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 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.

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation’s employees, Officers or Directors are hereby ratified and approved in all respects.

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Following the presentation and noting there was no further business, the meeting was adjourned at 9:20 a.m.

Respectfully submitted,

Debbie Royce  
Corporate Secretary