

LOWER MANHATTAN DEVELOPMENT CORPORATION

Meeting of the Directors

Conducted Via Teleconference

March 15, 2022

MINUTES**In Attendance
Directors**

Holly Leicht, Chair
 Alicia Glen
 Catherine McVay Hughes
 Thomas Johnson
 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
 Matthew Acocella, Associate Counsel - ESD

The meeting of the Lower Manhattan Development Corporation (“LMDC”) was called to order at 10:30 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 due to the public health concerns and in accordance with current legislation, this meeting would be conducted by teleconference. 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 4:00 p.m. yesterday to publiccomment@renewnyc.com and that one comment was received which was distributed to the Directors and will be posted on the LMDC website with all of today’s Board material.

Before beginning with the substantive portion of the meeting the Chair first welcomed back Carl Rodrigues to the Board and asked the Directors whether anyone had any potential conflicts of interest with respect to any of the items on the proposed Agenda.

Hearing no conflicts, the Chair called on the Corporation's Audit and Finance Committee Chair, Director Tom Johnson, to provide a report on recent Audit and Finance Committee Meetings for the Directors' information.

Committee Chair Johnson reported that the Audit and Finance Committee (the "Committee") met on March 2, 2022 to review materials to be presented at this meeting. Committee Chair Johnson explained that the Committee reviewed the LMDC current year administrative budget variance report, which indicated that spending will be approximately 7% below the approved budget. He further explained that the Committee also reviewed the proposed upcoming fiscal year end March 31, 2023 budget, which is approximately 14 percent lower than the current budget. He explained that LMDC staff will begin working with Empire State Development and HUD on plans to transition responsibilities for projects and programs that will not be completed and fully reimbursed in 2022 to Empire State Development. He added that the Committee supports both the proposed budget and the transition planning.

It was noted that the Committee also received updates on funds in place for projects and programs and can report that several long term parks and open spaces projects funded by LMDC have been completed and are either fully reimbursed or are in the process of being fully

reimbursed. As a result, these projects are being closed.

Committee Chair Johnson reported that the Committee reviewed and discussed the funding request for website services, the time extension for advertising services and the request to redistribute World Trade Center Ship funds, all of which it supports. The Committee also met with the Internal Auditor and reported that no findings or irregularities were identified.

The Chair thanked Committee Chair Johnson for his report and also thanked staff for their hard work and diligence.

The Chair then called on Mr. Ciniello to present the Administrative items on the Agenda.

Mr. Ciniello presented a request for the Fiscal Year 2023 Administrative Budget which he noted is less than the previous year's budget and projected spending.

Hearing no response to a call for questions or comments from the Directors, and with the Chair again noting that the only comment received from the public was already summarized, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Approval of Lower Manhattan Development Corporation Fiscal Year 2022 – 2023 Budget

RESOLVED, that the budget of the Corporation for fiscal year 2022-2023 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.

* * *

Mr. Ciniello then presented a request to amend and extend LMDC's website services contract with NGenious Solutions Inc. by increasing the contract value by \$33,000 to keep the LMDC website operational through March 2023.

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

Authorization of Website Services Contract Amendment and Extension

RESOLVED, that the Corporation is hereby authorized to amend the agreement increasing the contract value by \$33,000, to \$196,000, and extending the agreement for one year through March 31, 2023, 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 funds included in the LMDC anticipated FYE 2023 Budget for Planning and Administration; 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.

* * *

Next, Mr. Ciniello presented a request to extend the advertisement placement services contract with Miller Advertising Inc. by extending the contract term by one year to March 31, 2023. Mr. Ciniello noted that funds already exist in this contract that should be sufficient to cover LMDC anticipated advertising placements.

Hearing no comments from the Directors and no related comments were received from the public, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Authorization of Advertising Services Contract Extension

RESOLVED, that the Corporation is hereby authorized to extend its contract for advertising placement services with Miller Advertising for one year through March 31, 2023, 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 appropriate LMDC anticipated FYE 2023 Budget for Planning and Administration or relevant Partial 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; 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.

* * *

Mr. Ciniello then presented a request to redistribute funds within the \$2.1 million World Trade Center Ship allocation. He explained that \$1.1 million was originally expected to fund contracts associated with the preservation, reconstruction and display of the ship remnant, while \$1 million was made available for legal, environmental and other World Trade Center Ship costs. Mr. Ciniello explained that up to \$1.5 million may be needed for contracts related to preservation, reconstruction, and display, but less than \$600,000 of the World Trade Center Ship allocation will be needed for legal, environmental and other costs. He explained that the request is to transfer allocated funds within an allocation and that no additional funds were being sought.

Hearing no other comments from the Directors and noting one related comment was received from the public and shared with the Board members in advance of the meeting, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Authorization to Redistribute Funds within Existing World Trade Center Ship Activity

RESOLVED, that the Corporation is hereby authorized to redistribute funds in the previously authorized \$2.1 million WTC Ship Remnant allocation; and be it

FURTHER RESOLVED, that the Corporation is hereby authorized to enter into subrecipient agreements or other contracts totaling up to \$1.5 million with the New York State

Museum and/or other parties necessary to preserve, reconstruct, and display the World Trade Center Ship Remnant at the New York State Museum; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds included in the Final Action Plan WTC Ship activity; 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 10:46 a.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary