

LOWER MANHATTAN DEVELOPMENT CORPORATION

Meeting of the Directors

Conducted Via Video and Teleconference

March 31, 2021

MINUTES**In Attendance
Directors**

Holly Leicht, Chair
 Alicia Glen
 Catherine McVay Hughes
 Thomas Johnson
 Joshua Kraus
 Pedram Mahdavi
 Mehul Patel
 Carl Weisbrod

Staff Attending:**For Lower Manhattan Development Corporation:**

Daniel Ciniello, President
 Stephen Konopko, Vice President, Internal Audit
 Debbie Royce, Corporate Secretary
 Goldie Weixel, Senior Managing Attorney - ESD

The meeting of the 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 due to the public health concerns and as authorized by an Executive Order of the Governor, this meeting would be conducted by video and teleconference. The Chair also noted for the record that the public was given the opportunity to comment on the Agenda items by submitting written comments on or before 4:00 p.m. yesterday to publiccomment@renewnyc.com and that one comment was received and will be summarized during the public comments portion of today’s Agenda.

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

Hearing no conflicts, the Chair called for a motion to approve the Minutes of the Directors' meeting of February 11, 2021. Noting no corrections, and 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 February 11, 2021, 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 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 22, 2021 to review materials presented at this meeting. He reported that the Committee received a brief update on the status of the Site 5 including staff focus on executing the term sheet, related agreements and plans to modify the General Project Plan.

Committee Chair Johnson explained that the Committee reviewed the LMDC current year administrative budget variance report which indicated that spending will be approximately 6% below the approved budget. He further explained that the Committee also reviewed the proposed upcoming fiscal year budget which it fully supports.

It was noted that the Committee also received updates on funds in place for projects and programs and it was further noted that staff continues working with grant recipients, HUD and City and State officials to identify existing projects in need of additional funding and potential affordable housing projects the Corporation can support. The Committee also reviewed and discussed the pre-qualified legal counsel, environmental services and external audit contract value increases and extensions, as well as the cost estimating contract zero-dollar time extension, all of which it supports. The Committee also met with the Internal Auditor and reported that no findings or irregularities were identified, noting that the Committee is very pleased with the way the Corporation is run.

The Chair thanked Committee Chair Johnson for his report and added a brief update on Site 5 noting that the term sheet and related documents have been executed. She added that the Corporation received one public comment from Todd Fine which she proceeded to summarize.

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

Mr. Ciniello presented a request for the Fiscal Year 2022 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 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 2021 – 2022 Budget

RESOLVED, that the budget of the Corporation for fiscal year 2021-2022 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 then presented a request to amend and extend the pre-qualified legal counsel contracts with Carter Ledyard & Milburn LLP and Venable LLP which would enable staff to continue to obtain legal services on an as needed basis, primarily for Site 5 related matters which would be paid for by the Site 5 developer, and other ongoing or future LMDC legal matters which would be paid for with LMDC funds.

Director Glenn questioned whether the requested additional \$700,000 would be sufficient in light of what could be a heavy negotiation. Mr. Ciniello explained that the \$700,000 would supplement over \$100,000 that is already available in these contracts and that it is not expected that much of these funds would be needed for non-Site 5 matters. Chair Leicht added that the cost agreement recently executed requires the developer to put up \$1.5 million in an Imprest Account which can be replenished if necessary to cover such costs.

Hearing no other 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 to Amend the Pre-Qualified Legal Counsel Services Contracts

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 \$700,000, to an amount not to exceed \$4,400,000 in the aggregate, and the term of such agreements shall be extended 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 FYE 2022 and anticipated FYE 2023 Administrative Budgets, 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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Next, Mr. Ciniello presented a request to amend and extend the environmental services contract with AKRF, Inc. by increasing the contract value by \$650,000 also primarily for costs associated with the Site 5 development. Mr. Ciniello noted that funds already exist in this contract that should be sufficient to cover other LMDC environmental services not related to Site 5.

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 to Extend Agreement with AKRF, Inc. for Environmental Services

RESOLVED, that the amount of the Corporation's expenditures authorized under the agreement and amendments with AKRF, Inc. shall increase by \$650,000, to an amount not to exceed \$3,070,000 in the aggregate, and the term of such agreement shall be extended 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 FYE 2022 and anticipated FYE 2023 Administrative Budgets, 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 then presented a request to extend the contract with Faithful + Gould, Inc. through September 2023 for cost estimating, scheduling, construction feasibility, or pre-construction services as are needed going forward. Mr. Ciniello noted no additional funds were being sought.

Director Patel asked how much money remains on the contract and Mr. Ciniello replied that over \$200,000 is still available.

Hearing no other 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 to Extend Terms of Agreement with Faithful + Gould for Cost Estimating, Scheduling, Construction Feasibility, and Pre-Construction Services

RESOLVED, that the Corporation is hereby authorized to amend its contract with Faithful + Gould for cost estimating, scheduling, construction feasibility and pre-construction services, by extending the term of such agreement for 18 months through September 30, 2022 with no additional funds requested, 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 relevant Action Plans or appropriate LMDC Administrative Budgets; 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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Lastly, Mr. Ciniello presented a request to amend and extend the external audit services contract with EFPR Group increasing funding by \$40,000 per year for the next three years. Mr. Ciniello noted that this is the same fee charged in prior years and that EFPR was selected through an RFP conducted by Empire State Development who will also use EFPR as its external auditor.

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 to Extend and Amend the EFPR Group External Auditing Services Contract

RESOLVED, that the Corporation is hereby authorized to amend its agreement with EFPR Group for independent auditing services for up to a three year period for \$120,000, 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 Administrative Budgets for fiscal years ending March 31, 2021, 2022 and 2023; 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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There being no further business, the meeting was adjourned at 9:22 a.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary