

**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

June 2, 2004

**MINUTES****In Attendance****Directors:**

John C. Whitehead, Chairman  
 Paul Crotty  
 Christy Ferer  
 Robert Harding  
 Sally Hernandez-Pinero  
 Thomas Johnson  
 Edward Lewis  
 Edward J. Malloy  
 Stanley Shuman  
 Carl Weisbrod  
 Madelyn Wils

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

Kevin Rampe, President and CEO  
 Irene Chang, General Counsel  
 Daniel Ciniello, Senior Vice President -  
 Operations  
 Anita Contini, Vice President - Memorial,  
 Cultural and Civic Programs  
 Christopher Glaisek, Director of Urban  
 Planning for Planning, Design &  
 Development  
 Dyana Lee, Vice President for Investigations  
 Peter Madden, Senior Project Manager  
 Robert Miller, Chief Financial Officer  
 Amy Peterson, Vice President - Development  
 Programs & Economics  
 Stefan Pryor, Senior Vice President - Policy  
 and Program  
 Joanna Rose, Assistant Vice President -  
 Communications and Press Secretary  
 Chara Ann Tappin, Community Liaison

Other Staff

**For Governor Pataki:**

Doug Blais

**For Mayor Bloomberg:**

Daniel Doctoroff

**For Chairman Whitehead:**

Edward Novotny, Advisor

**For HUD:**

Jan Opper, Senior Program Officer

**Counsel to the Board:**

Jason R. Lilien, Esq.  
Weil, Gotshal & Manges LLP

**Also Present:**

The Public  
The Media and Press

The meeting of the Lower Manhattan Development Corporation ("LMDC") was called to order at 8:05 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.

Next, the Chairman called for the approval of the Minutes of the April 13, 2004 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 APRIL 13, 2004 MEETING OF THE DIRECTORS OF THE LOWER  
MANHATTAN DEVELOPMENT CORPORATION

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RESOLVED, that the minutes of the meeting of the Corporation held on April 13, 2004, 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.

\* \* \*

Chairman Whitehead began his report by discussing the World Trade Center Environmental Impact Statement and Memorial and Redevelopment Plan. The Chairman thanked and congratulated Kevin Rampe, Irene Chang, Andrew Winter and the entire LMDC staff for their successful efforts in this regard.

The Chairman then discussed the LMDC's cultural programming effort both on and off the World Trade Center site. Chairman Whitehead ended his report by citing real estate statistics documenting positive trends in the Lower Manhattan market.

President Rampe opened his report by noting that Governor Pataki's May 5<sup>th</sup> address marked approximately one year since his first major speech on Lower Manhattan. Mr. Rampe went on to note that a key milestone set forth in the Governor's speech of a year ago - a thorough environmental review of the World Trade Center site - has been met.

President Rampe then explained that in his recent speech, Governor Pataki had announced the recommendation of a new East River tunnel which would create a direct link between Lower Manhattan and Long Island & JFK Airport. He further explained that LMDC is actively involved in structuring the team to begin the environmental review of the tunnel project and will work to identify and secure funds for that project.

President Rampe then provided an outline of the items to be presented. He noted, in closing that Andrew Winters, the Vice President of Planning and Design Development, was leaving LMDC to join NYC 2012. He thanked him for his significant contributions to LMDC and went on to note that the Directors will be asked to appoint Betty Chen as Mr. Winters' replacement.

The Chairman then read the appointment resolution into the

record. Following said recitation and upon motion duly made and seconded, the following resolution was unanimously adopted:

Election of Officer

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RESOLVED, that Betty Chen is hereby elected Vice President for Planning, Design and Development of the Corporation, and shall serve until such time as her successor is duly elected and qualified or until her earlier resignation or removal.

\* \* \*

Next, Director Johnson stated that the funding and Partial Action Plan proposals to be considered by the Directors at this meeting had been reviewed by the Audit and Finance Committee and that all are recommended for approval.

Director Johnson also noted that the Committee had reviewed the reallocations of past spending that Mr. Rampe and LMDC staff had recommended. Said reallocations, he noted, would align those expenditures more accurately with the major programmatic aspects of LMDC's work under the various partial action plans. The Committee, Mr. Johnson explained, is in favor of that.

In closing, Director Johnson noted that the Committee had not had an opportunity to review a budget variance report because final figures were not available from ESD as yet. He stated that report will be reviewed by the committee when it

became available.

The Chairman then called upon Ms. Chang to provide a presentation on the Environmental Impact Statement and the General Project Plan. The materials and resolutions for which, he noted, had been sent to the Board in advance of the meeting.

Ms. Chang began her report by outlining the steps, including the various public hearings, that had been taken thus far in connection with the overall approval of the World Trade Center Memorial and Redevelopment Plan.

First, she explained that the Directors would be asked to approve the Record of Decision and Findings Statement ("ROD") under the National Environmental Policy Act ("NEPA") and the New York State Environmental Quality Review Act ("SEQRA").

Ms. Chang explained, in part, that the ROD represents the culmination of LMDC's extensive environmental review process and sets forth LMDC's findings under NEPA and SEQRA based on the Final Generic Environmental Impact Statement ("FGEIS") as approved by the Directors in April. She noted that, among other things, the ROD includes a summary of and responses to comments on the FGEIS received through the May 24<sup>th</sup> comment deadline.

Following Ms. Chang's extensive presentation with regard to the ROD, Director Crotty inquired as to why the Directors must consider the northern access option and scenario one in particular. Ms. Chang replied that the chief motivator in looking at some northern access options was the independence of Freedom Tower and the Performing Arts Center operations. Ms. Chang further explained that both scenarios were generated by the different security options that may be used by the Port Authority.

Mr. Crotty voiced his concern that scenario one appears to have the potential for being burdensome on the surrounding community.

Ms. Chang noted that at present it is possible that there may be more benefit to one area than to another. But, as the process proceeds, there will be further refinement in an effort to allow things to work smoothly.

Director Crotty then asked if he was correct in his view that the ROD expresses no preference with regard to either scenario and Ms. Chang stated that that was correct.

Ms. Chang moved on to outlining the UDC Act Findings that the Directors were being asked to adopt. She then asked Mr. Winters to provide information regarding the affirmation of the General Project Plan for the LMDC Memorial and Cultural Program.

Mr. Winters provided an overview of the process involved in connection with this affirmation detailing, in part, the modifications made to the General Project Plan, which was originally adopted by the Director's on June 17, 2003.

Following the presentation, Mr. Crotty asked how wide Greenwich Street will be with 25 foot sidewalks on each side. Mr. Winters informed him that with the sidewalks and four lanes, it will be over 90 feet wide.

Director Wils then inquired as to the grading for the memorial site from West Street to Greenwich Street. Mr. Winters informed her that the grading plan presently attempts to keep the memorial as close to the grading of the surrounding sidewalk as possible. He further explained that for much of the site, there will be no separation whatsoever.

Director Wils then requested information with regard to



what the proposed plans might be for accommodating tour buses and black cars. Mr. Winters mentioned several possibilities that have been informally discussed but explained that no formal plan existed at this point.

Mr. Winters concluded his presentation and Ms. Chang went on to provide a clarification with regard to the override as it refers to the southern site and as described in a portion of the General Project Plan.

Included in the remainder of Ms. Chang's presentation, was reference to the proposed acquisition of 130 Liberty Street.

Following Ms. Chang's further presentation and upon motion duly made and seconded, the following resolution was unanimously adopted with regard to the World Trade Center Memorial and Redevelopment Plan (The Chairman noted for the record that Director Ferer had recused herself from voting on the following resolution.):

Approval of the Record of Decision and Findings Statement for the World Trade Center Memorial and Redevelopment Plan; Affirmation of Land Use Improvement Project Findings Pursuant to Sections 10(c) (1), (2) and (3) of the New York State Urban Development Corporation Act; Affirmation of Civic Project Findings Pursuant to Sections 10(d) (1), (2), (3) and (4) of the New York State Urban Development Corporation Act; Affirmation of Project Findings Pursuant

to Section 10(g) of the New York State Urban Development Corporation Act; Affirmation of the General Project Plan for the World Trade Center Memorial and Cultural Program; Override of Certain Provisions of the Zoning Resolution of the City of New York Adoption of the Determination and Findings Pursuant to the New York State Eminent Domain Procedure Law and Section 13 of the New York State Urban Development Corporation for the 130 Liberty Street Acquisition; Authorization to Acquire Real Property by Eminent Domain; and Authorization to Take Related Actions; Authorization of Expenditures and Related Agreements Concerning the Acquisition of 130 Liberty Street; Authorization to Issue Final Conformity Determination Under the Clean Air Act

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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 and adopts the Record of Decision and Findings Statement (hereinafter referred to as the "ROD") for the World Trade Center Memorial and Redevelopment Plan in the form submitted to this meeting and finds that the ROD meets the requirements of the National Environmental Policy Act and the New York State Environmental Quality Review Act, a copy of which ROD is hereby ordered filed with the records of the Corporation; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee is hereby authorized to take such action as deemed necessary or appropriate in connection with the ROD pursuant to the National Environmental Policy Act, the New York State Environmental Quality Review Act and any other applicable law, including without limitation, the providing, filing or making available of copies of the ROD and/or digests thereof and the publication of the notices relating to the ROD.

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 World Trade Center Memorial and Cultural Program Land Use and Civic Improvement Project (Project), the Corporation hereby affirms, pursuant to Sections 10(c)(1), (2) and (3) of the New York State Urban Development Corporation Act, that: (i) the area in which the Project is to be located is a substandard or insanitary area, or is in danger of becoming a substandard or insanitary area, and tends to impair or arrest the sound growth and development of the municipality; and (ii) the Project consists of a plan or

undertaking for the clearance, replanning, reconstruction and rehabilitation of such area and for recreational and other facilities incidental or appurtenant; and (iii) the Project affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.

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 Project, the Corporation hereby affirms, pursuant to Sections 10(d)(1), (2), (3) and (4) of the New York State Urban Development Corporation Act, that: (i) there exists in the area in which the Project is to be located a need for the cultural, recreational, community, municipal or other civic facilities to be included in the Project; and (ii) the Project, as described in the General Project Plan, will consist of a building or buildings or other facilities which are suitable for cultural, recreational, community, municipal or other civic purposes; and (iii) the Project will be leased to or owned by the State or an agency or instrumentality thereof, a municipality or an agency or instrumentality thereof, a public corporation, or any other entity that is carrying out a community, municipal or other civic purpose, and that adequate provision has been, or will be, made for the payment of the cost of acquisition, construction, operation, maintenance and upkeep of the Project; and (iv) the plans and specifications assure or will assure adequate light, air, sanitation and fire protection.

RESOLVED, that, on the basis of the materials presented to this meeting, which indicate that no families or individuals reside in or are to be displaced from the Project area, the Corporation hereby affirms that the requirements of Section 10(g) of the New York State Urban Development Corporation Act are satisfied.

RESOLVED, that, pursuant to Section 16 of the New York State Urban Development Corporation Act, after due consideration of (1) the testimony given at the public hearings on February 18, 2004 on the Amended General Project Plan; (2) the entire record of those hearings; (3) all written comments received on the Project and Amended General Project Plan; and (4) the materials presented to this meeting, copies of which are hereby ordered filed with the records of the Corporation, the Corporation hereby (1) modifies the Amended General Project Plan as set forth in the form submitted to this meeting, a copy of which is hereby ordered filed with the records of the Corporation; (2) affirms the General Project Plan as so amended and modified

(hereinafter referred to as the "General Project Plan"); and (3) finds that the General Project Plan meets the requirements of the New York State Urban Development Corporation Act; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee is hereby authorized to take such action as deemed necessary or appropriate in connection with the General Project Plan as so modified required pursuant to the New York State Urban Development Corporation Act and any other applicable law, including without limitation, the providing, filing or making available of copies of such Plan and/or digests thereof and the publication of the notices relating to such Plan.

RESOLVED, that, in connection with the General Project Plan, the Corporation hereby finds, pursuant to Section 16(3) of the Urban Development Corporation Act, that it is not feasible or practicable for the project or the actions contemplated therein to be in conformance with the Zoning Resolution of the City of New York; provided, however, that the project will be built in compliance with applicable New York City Building Code requirements.

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 makes and adopts, after full consideration of the matters set forth or referred to therein, the Determination and Findings for the World Trade Center Memorial and Cultural Program Land Use and Civic Improvement Project (Determination and Findings) made pursuant to the New York State Eminent Domain Procedure Law in the form submitted to this meeting and finds that the Determination and Findings meets the requirements of Sections 201-204 of the New York State Eminent Domain Procedure Law and Section 6 of the New York State Urban Development Corporation Act, a copy of which Determination and Findings is hereby ordered filed with the records of the Corporation; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee is hereby authorized to take such action as deemed necessary or appropriate in connection with the Determination and Findings pursuant to the New York State Eminent Domain Procedure Law and the New York State Urban Development Corporation Act and any other applicable law, including without limitation, the providing, filing or making available of copies of the Determination and Findings and/or digests thereof and the publication of the notices relating to the Determination and Findings; and be it

FURTHER RESOLVED, that it is necessary and convenient for the Corporation to acquire, for its immediate or future use in furtherance of its corporate purposes, in connection with the Project, all or part of the real property (as such term is defined by Section 3(8) of the New York State Urban Development Corporation Act), that is described in the attached Determination and Findings as 130 Liberty Street, New York, NY for purposes of Project construction and development, all as more fully set forth in the Determination and Findings; and be it

FURTHER RESOLVED, that at such time or times and upon such terms that the President of the Corporation or his designee deems appropriate, the officers of the Corporation be, and each of them hereby is, authorized to cause the Corporation to acquire all or any part of 130 Liberty Street together with all improvements, appurtenances and interests except as otherwise provided in the Determination and Findings; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, designated as the officer to execute the certificate of corporate purposes specified in Section 13 of the New York State Urban Development Corporation Act, and to make all agreements, execute all other instruments or take any other action as the President or his designee may deem necessary or appropriate in order that the Corporation may acquire real property pursuant to these resolutions; and be it

FURTHER RESOLVED, that it is the policy of the Corporation, as expressed in Section 301 of the New York State Eminent Domain Procedure Law, to make every reasonable and expeditious effort to justly compensate persons for the acquisition of the real property above described by negotiation and agreement; and be it

FURTHER RESOLVED, that the Corporation shall, in accordance with the New York State Eminent Domain Procedure Law, bargain in good faith with the owners of such parcel of land in an effort to arrive at a negotiated purchase price; and be it

FURTHER RESOLVED, that at such time as the President of the Corporation or his designee deems appropriate, the Corporation shall make written offers to the owners of interests in 130 Liberty Street in an amount equal to one hundred percent of the Corporation's highest approved appraisal of any such interest or

in such other amount or for other consideration as may be agreed to in writing by the owners of any such interest; and be it

FURTHER RESOLVED, that in connection with the Project and prior to any acquisition of land therefore, the Corporation shall publish all required notices, and comply with any and all other provisions of the New York State Eminent Domain Procedure Law, the New York State Urban Development Corporation Act, or any other applicable provision of law; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee is authorized to take such action, commence such litigation, or execute on behalf of the Corporation such documents as he may consider necessary or appropriate in connection with the resolutions adopted today and in furtherance of the Project.

RESOLVED, that to carry out the Determination and Findings referred to above and pursuant to the Memorandum of Understanding entered into by the Corporation on February 26, 2004 with Allianz Global Risks US Insurance Company, AXA Corporate Solutions Insurance Company, Deutsche Bank, AG, and Taunus Corporation relating to the parcel of land and building located at 130 Liberty Street, a copy of which has previously been filed with the records of the Corporation, and consistent with the Determination and Findings referred to above, the Corporation is authorized to enter into an agreement with Deutsche Bank Trust Company America to acquire the property located at 130 Liberty Street for an acquisition price of up to \$90,000,000 in the aggregate, such amount being the amount that the Corporation and such parties have agreed is the fair market value of such property; and be it

FURTHER RESOLVED, that, subject to the conditions in such agreement and below, the Corporation is authorized to perform all of its obligations under such agreement, including payment of closing costs, filing fees and apportionments, and to acquire title to such property; and be it

FURTHER RESOLVED, that in connection with the acquisition of such property, the Corporation is authorized to expend out the Corporation's funds an amount not to exceed \$300,000 to obtain such title insurance as the President of the Corporation determines is necessary; and be it

FURTHER RESOLVED, that each of the foregoing agreements and expenditures shall be subject to (a) the approval of Partial

Action Plan 7 by HUD, which includes such expenditures, (b) the completion by the Corporation and other responsible governmental authorities of all required environmental, eminent domain, and other reviews in connection with the World Trade Center Memorial and Cultural Program, with all required findings and determinations, and (c) approval of the final World Trade Center Memorial and Cultural Program by the Board of Directors of the Corporation; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to execute and deliver any and all documents and related agreements and to take all related actions as he or she may consider to be necessary or appropriate to effectuate the foregoing resolutions.

RESOLVED, that the President of the Corporation or his designee is hereby authorized, following receipt and consideration of public comments received on the Draft Conformity Determination under the Clean Air Act, to issue and release a Final Conformity Determination under the Clean Air Act and to take such other action as deemed necessary or appropriate in connection with the determination, including, without limitation, the publication of notices and the making of a report or reports to the Board of Directors.

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Three individual requests for additional funding of certain contracts were then presented, as follows: Ms. Chang asked the Directors to authorize LMDC to amend its contracts for Environmental and Land Use Counsel; Ms. Chen presented a request to the Directors to authorize the expenditure of additional funds for Environmental Consultant Services; and lastly, Ms. Leicht asked the Directors to authorize LMDC to increase expenditures for the final design of Louis Nevelson Plaza. Following these presentations, Director Hernandez-Pinero asked for a clarification with regard to the timeframe and payments

made under the legal contracts and was provided with same by Ms. Chang.

Director Wils, with regard to the same funding request, stated that paragraph five of the materials should be corrected as it states "... the offsite projects to be funded by LMDC," when, in fact those projects will be considered for funding but are currently not funded by LMDC. President Rampe agreed to correct the wording.

With regard to the Nevelson Plaza, Director Weisbrod praised the planning team for their work on this. He then asked if the community group that currently maintains the Plaza will continue to do so after the Plaza is rebuilt. Ms. Leicht stated that arrangements for the on-going maintenance of the Plaza were still being worked out. There being no further questions or comments, the Chairman read the following resolution into the record. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

Authorization of Additional Expenditures for Environmental  
and Land Use Counsel

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RESOLVED, that the Corporation is authorized to amend its agreements with Carter Ledyard & Milburn and LeBoeuf, Lamb, Greene & MacRae for legal services on an as needed basis in the areas of environmental, land use and real estate law in



connection with planning matters and development projects in Lower Manhattan to (i) increase the expenditures under such agreements by an additional \$2,500,000 to an amount not to exceed \$4,500,000 in the aggregate for both agreements, and (ii) extend the term of each of such agreements for an additional one (1) year period; and be it

FURTHER RESOLVED, that of such expenditures, \$500,000 shall be derived from funds included in Partial Action Plan 7, \$1,500,000 shall be derived from funds to be included in Partial Action Plan 8, and \$500,000 shall be derived from funds included for planning and administration in the Corporation's annual budget for fiscal year ending March 31, 2005; and be it

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

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Authorization of Additional Expenditures for Environmental Consultants

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RESOLVED, that the Corporation is hereby authorized to amend its agreements with The Louis Berger Group and AKRF, Inc. for environmental consulting and review services to (i) increase the expenditures under such agreements by an additional \$3,570,000 to an amount not to exceed \$8,611,000 in the aggregate for both agreements, and (ii) extend the term of each of such agreements for an additional one (1) year period; and be it

FURTHER RESOLVED, that of the expenditures approved hereunder, \$70,000 shall be derived from funds included in Partial Action Plan 4, \$500,000 shall be derived from funds included in Partial Action Plan 7, \$2,000,000 shall be derived from funds to be included in Partial Action Plan 8, and \$1,000,000 shall be derived from funds included for planning and administration in the Corporation's annual budget for fiscal year ending March 31, 2005; 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 and appropriate to effect the foregoing.

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Authorization to Increase Expenditures for House Urban  
Design Consulting Services Relating to Louise Nevelson  
Plaza

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RESOLVED, the Corporation is hereby authorized to amend its agreement with Smith-Miller & Hawkinson for urban design services in connection with the Corporation's Public Realm Study to increase the expenditures thereunder by an additional \$300,000 to an amount not to exceed \$735,000 in the aggregate, which expenditure shall be derived 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 and appropriate to effect the foregoing.

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The Directors were then requested by Ms. Brown to approve amendments to Partial Action Plan 4. The Chairman noted that no additional funding was being requested.

Ms. Brown noted that the Plan had been approved by HUD on August 6, 2003. She then read the list of amendments to the plan, including the reallocation of money originally intended for the beautification of the Deutsche Bank Building to the Neighborhood and Open Space projects as specified in the approved Partial Action Plan. The Chairman then read the related resolution into the record and upon motion duly made and

seconded, the following resolution was unanimously adopted (It was noted for the record that Director Wils recused herself from voting on the following resolution.):

Approval of Amendment to Partial Action Plan 4

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RESOLVED, that the amendments to the Partial Action Plan for Short-Term Capital Projects, Long-Term Planning and Supplemental Funds for Business Recovery (Partial Action Plan 4), are hereby approved in the form as presented to this meeting (as amended, the "Amended Partial Action Plan 4"), a copy of which shall be filed with these resolutions in the records of the Corporation; and be it

FURTHER RESOLVED, that the authority granted to the President on August 14, 2003 to expend the Corporation's funds to carry out the Short-Term Capital Projects set forth in the original Partial Action Plan 4 shall, from and after this date, be extended to the Short-Term Capital Projects set forth in the Amended Partial Action Plan 4; and be it

FURTHER RESOLVED, that in connection with the Hudson River Park improvements set forth in the Amended Partial Action Plan 4, the President of the Corporation is authorized and directed to conduct and complete, on behalf of the Corporation, all such environmental reviews and assessments under the National Environmental Policy Act of 1969 and the New York State Environmental Quality Review Act, as may be required in connection with each of the Short Term Capital Projects, and is authorized to make, on behalf of the Corporation, all such modifications, findings and determinations thereunder as shall, in his judgment, be necessary and appropriate on the basis of such reviews and assessments, and the President shall communicate such modifications, findings, and determinations to the Board of Directors; and be it

FURTHER RESOLVED, that the subrecipient agreement with the Hudson River Park Trust that the Board on July 10, 2003 authorized the Corporation to enter into shall include the Hudson River Park improvements set forth in the Amended Partial Action Plan 4; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee is hereby further authorized to publish and file such notices and take all such other actions as he or such designee may consider to be necessary or appropriate to carry out the foregoing, including, without limitation, securing the release of funding for such Projects from HUD and making changes to the Amended Partial Action Plan 4 to comport with applicable HUD requirements and to reflect public comments received on such Plan.

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Next, Ms. Brown asked the Directors to approve the issuance of Partial Action Plan 8 for the World Trade Center Memorial and Cultural Program Related Initiatives and Downtown Community and Cultural Center. This was followed by the presentations of certain requests for funding under said Partial Action Plan.

First, Ms. Contini asked the Directors to authorize LMDC to enter into Sub-recipient Agreements with Story Corps and Living Memorial Projects. Ms. Katsimatides, provided background information with regard to this request.

Next, Ms. Contini presented a request for authorization for LMDC to enter into a sub-recipient agreement for the 92<sup>nd</sup> Street Lower Manhattan Community and Cultural Feasibility Study.

Following this presentation, Director Wils commented that she supports StoryCorps, but stated her concern about the narrow

focus of the project. She was informed that, in fact, this forum will be open to everyone and that outreach to the community as well as to the victim's families is planned.

Director Ferer asked if there is some sort of guarantee that can be obtained that this program's work can become part of the memorial museum. She was assured that that could be done.

Director Weisbrod expressed his support for the Story Corps Program and asked what the timeframe for the project was. He was informed that the goal is to be open by September 11, 2004.

Ms. Rapfogel noted that Speaker Sheldon Silver has successfully spearheaded legislation to ensure that offensive material displayed by street vendors will cease to be a problem.

There being no further questions or comments the Chairman read the relevant resolution into the record.

Following the Chairman's recitation of the resolution approving the issuance of Partial Action Plan 8, Director Lewis asked for clarification regarding the allocation of \$50 million dollars for a cultural program and a separate allocation of \$1 million for licensing. President Rampe explained that the \$50

million represents a portion that reflects costs that are already being incurred in planning and related expenses. The \$1 million to go to the World Trade Center Memorial Foundation serves, President Rampe noted, as a place holder as an actual figure is not known at this time. He explained that the actual figure will be money that would be coming to the Corporation from licensing fees received from others and then subsequently be granted to the Foundation.

Director Lewis then asked with regard to the \$50 million, if LMDC is making a judgment about the kind of cultural programs that will be funded. President Rampe stated that LMDC had not yet made such judgments.

There being no further questions or comments, the Chairman called for a motion on the previously recited resolution. Upon motion duly made and seconded, the following resolution was adopted: (It was noted for the record that Directors Ferer and Shuman recused themselves from voting on the following resolution.)

#### Approval of Issuance of Partial Action Plan 8

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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) a

Partial Action Plan for the expenditure of the Corporation's funds for the following purposes:

1. An allocation of up to \$50,000,000 for costs related to the development, preparation and implementation of the World Trade Center Memorial and Cultural Program;
2. An allocation of up to \$1,000,000 for the World Trade Center Memorial Foundation, Inc., derived from license fees expected to be earned from copyrighted materials relating to the World Trade Center Memorial and Cultural Program;
3. An allocation of up to \$796,900 for costs related to the Story Corps/Living Memorial Project;
4. An allocation of up to \$100,000 for costs related to a feasibility study of a Downtown Community and Cultural Center;
5. An allocation of up to \$2,731,415.79 for planning and administrative activities of the Corporation.

and be it

FURTHER RESOLVED, that the agreements necessary to implement Partial Action Plan 8, and the expenditures to be incurred by the Corporation in connection therewith, shall be submitted separately to the Board of Directors for authorization; and be it

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

\* \* \*

The Chairman then read the resolution relating to Story Corps into the record, noting beforehand that Director Shuman was recusing himself from voting on that resolution.

Following the Chairman's recitation of the resolution, Director Wils asked for further information on the involvement of September's Mission and their Living Memorial project.

President Rampe explained that whereas, StoryCorps allows someone to go to a booth and tell their story, the Living Memorial provides an internet application that allows the victims' family members and acquaintances to do the same. The objective of both is to archive the materials for a permanent collection in the Memorial Center and for historical purposes.

There being no further questions or comments, the Chairman then called for a motion on the previously recited resolution and upon motion duly made and seconded, the following resolution was adopted:

Authorization to Enter into Sub-recipient Agreements with Story Corps and Living Memorial Projects

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RESOLVED, that the Corporation is hereby authorized to enter into sub-recipient agreements with (1) Sound Portraits Productions, for costs associated with the installation, operation and maintenance of an oral history recording (Story Corps) booth at the World Trade Center site in an amount not to exceed \$500,000, and (2) September's Mission, for costs associated with the Living Memorial Project, an internet-based portal that seeks to centrally archive and make accessible information related to the terrorist attacks of September 11, 2001 and February 26, 2003, in an amount not to exceed \$296,000; and be it



FURTHER RESOLVED, that the foregoing agreements and expenditures shall be subject to the approval by the federal Department of Housing and Urban Development of Partial Action Plan 8, which includes funds for such projects; 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 and appropriate to effect the foregoing.

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The Chairman then read the resolution into the record regarding the 92<sup>nd</sup> Street Y's study. The Chairman noted for the record that Director Ferer was recusing herself from voting on this resolution. Then Director Weisbrod noted the Downtown Alliance's strong support for this funding. Upon motion duly made and seconded, the following resolution was adopted:

Authorization to Enter into Sub-recipient Agreement for  
92nd Street Y Lower Manhattan Community and Cultural  
Facility Feasibility Study

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RESOLVED, that the Corporation is hereby authorized to enter into a sub-recipient agreement with the 92nd Street Y to fund a feasibility and planning study for a community and cultural center in Lower Manhattan, which agreement shall be for an amount not to exceed \$100,000; and be it

FURTHER RESOLVED, that the foregoing agreement and expenditure shall be subject to the approval by the federal Department of Housing and Urban Development of Partial Action Plan 8, which includes funds for such project; 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 and appropriate to effect the foregoing.

\* \* \*

The Chairman then read the resolution into the record authorizing \$1,000,000 from Partial Action Plan 8 for licensing fees as previously described by President Rampe.

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

Authorization to Enter Into Sub-recipient Agreement with World Trade Center Memorial Foundation, Inc.

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RESOLVED, that the Corporation is hereby authorized to enter into a sub-recipient agreement with the World Trade Center Memorial Foundation, Inc. to allocate to such Foundation the license fees expected to be derived from copyrighted materials related to the World Trade Center Site Memorial and Cultural Program for an amount not to exceed \$1,000,000, which funds shall be used for coordination, planning, and development of memorial and cultural activities and programs at the World Trade Center site; and be it

FURTHER RESOLVED, that the foregoing agreement and expenditure shall be subject to the approval by the federal Department of Housing and Urban Development of Partial Action Plan 8, which includes funds for such project; 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 and appropriate to effect the foregoing.

\* \* \*

Next, Ms. Contini presented the draft recommendations of the Memorial Center Advisory Committee.

Subsequently, Ms. Contini presented a request for funding for the River to River 2004 Festival. The Chairman read the related resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted (It was noted for the record that Directors Weisbrod and Wils had recused themselves from voting on the following resolution.):

Authorization to Enter Into Sub-recipient Agreement for the River to River 2004 Festival

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RESOLVED, that the Corporation is hereby authorized to enter into a sub-recipient agreement with the Alliance for Downtown NY for costs associated with the River to River 2004, which agreement shall be for an amount not to exceed \$200,000; 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 and appropriate to effect the foregoing.

\* \* \*

Ms. Rose provided a detailed report on Lower Manhattan - Marketing Coordination as requested by the Chairman in response to questions by certain of the Directors at previous meetings.

Ms. Rose provided an overview of each of the four communications and marketing campaigns that LMDC is currently involved in and briefly described the two websites that LMDC employs.

Following Ms. Rose's report, Director Hernandez-Pinero stated that it would be helpful to know the amount of funding related to these campaigns and the timeframes involved in the funding. She then asked for an approximate total thus far and she was informed that approximately \$7 million has been expended.

Director Weisbrod asked if any research has been done into the effectiveness of these campaigns. Ms. Rose explained that some are too new for that type of research. She added, however, that such research is planned.

The Chairman commented that the effectiveness of the campaigns is evidenced in such things as the residential real estate boom as well as the huge attendance at the Tribeca Film Festival.

Director Crotty then stated that the actual questions raised by the Directors had to do with why LMDC believes there is a need for two websites as opposed to one.

President Rampe spoke to this issue explaining that renewnyc.com is a website that basically covers the LMDC as a

governmental agency containing such things as public documents and related activities. LowerManhattan.Info on the other hand is much more of a marketing and communications website.

Director Crotty then stated that while the coordination of the marketing efforts has merit, it is his opinion that it remains of utmost importance to find a way to integrate the two websites as each is very expensive.

Director Wils added that three or four other downtown websites exist with a great deal of cross information. It is therefore not only a matter of dealing with the two websites that is important, she explained, that it is also necessary to coordinate all of the monies being spent on all of these websites.

Director Wils also stated that whatever is being spent on marketing dollars may be better utilized to help the businesses below Canal Street that continue to suffer in spite of positive upturns in business elsewhere in the City.

In the further discussion that followed, Director Ferer referred to anticipated funding from the Empire State Development Corporation, the receipt of which, she stated, will

hopefully result in one branding name for downtown and one branding website. She noted that she was encouraged by the State's commitment to providing funds to tie all of the marketing together and have everyone work towards one purpose and under one name, whether its web, print or any other form of communication.

Ms. Rose indicated that she was unsure of the source of funds at this point. Director Weisbrod then noted that it was his opinion that the Governor indicated in his speech, that the marketing funds are intended to help businesses that have not yet benefited from the recovery process as much as residents and larger businesses have.

Following the foregoing discussion, two separate funding requests were presented as follows: the extension of an agreement for Exhibition Space and Public Announcements with Brookfield Financial Properties and an authorization to increase expenditures for Exhibition Design and Production Services. The Chairman read the related resolutions into the record and upon motion duly made and seconded, the following resolutions were unanimously adopted:

Extension of Agreement for Exhibition Space and Public Announcements

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RESOLVED, that the Corporation is hereby authorized to amend its agreement with Brookfield Financial Properties, L.P. for the rental of space at the World Financial Center and technical services for the World Trade Center Site and Memorial Exhibition and related public announcements to extend the term of such agreement for an additional one-year period; 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 and appropriate to effect the foregoing.

\* \* \*

Authorization to Increase Expenditures for Exhibition  
Design and Production Services

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RESOLVED, the Corporation is hereby authorized to amend its agreement with Whirlwind & Company, Inc. for exhibition design and production services to extend the term of such agreement through March 31, 2005 and to increase the expenditures thereunder by an additional \$40,000 to an amount not to exceed \$490,000 in the aggregate; and be it

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

\* \* \*

President Rampe then explained that in accordance with LMDC's emergency authorization provision, he had exercised his authority to enact a contract for authorization for \$15,000 with Brookfield Properties in connection with an event focusing on the History and Heritage Downtown Campaign.

The Chairman then read a resolution into the record ratifying such action. Upon motion duly made and seconded the following resolution was adopted:

Ratification of Contract Authorization

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RESOLVED, that the agreement the Corporation entered into with Brookfield Properties for \$15,000 in connection with a May 16, 2004 event regarding the History & Heritage Downtown Campaign at the World Financial Center is hereby ratified and approved in all respects.

\* \* \*

Following approval of the foregoing resolution, Director Harding expressed concern that the sense of volunteerism where people are donating their time and their facilities, is being lost. He added that Brookfield certainly deserves to be compensated for its long-term agreements with LMDC.

The Chairman noted that his point is well taken and LMDC should look into that. The Chairman added that Brookfield has, in fact, been very generous with LMDC in providing services and space.

There being no further business, the meeting was adjourned



at 10:20 a.m.

Respectfully submitted,

Eileen McEvoy  
Assistant Secretary