

**LOWER MANHATTAN DEVELOPMENT CORPORATION**

Meeting of the Directors  
Held at the Offices of the  
Borough of Manhattan Community College  
199 Chambers Street - Room S370  
New York, N.Y. 10007

January 25, 2002

**MINUTES**

**In Attendance**

**Directors:**

John C. Whitehead, Chairman  
Roland W. Betts  
Paul Crotty  
Lewis M. Eisenberg  
Richard Grasso  
Robert M. Harding  
Edward J. Malloy  
Madelyn Wils  
Howard Wilson  
Deborah C. Wright  
Frank G. Zarb

**Staff Attending:**

**For the Lower Manhattan Development Corporation:**

Louis R. Tomson, President  
Stefan Pryor, Secretary  
Eileen McEvoy, Assistant Secretary  
Patricia Smalley

**For the Empire State Development Corporation:**

Kevin S. Corbett, Executive Vice President  
President and Chief Operating Officer  
Anita W. Laremont, Senior Vice President-  
Legal and General Counsel  
Erie J. Mangan, Director-Public Affairs

**For Chairman Whitehead:**

Edward Novotny, Press Consultant

For Office of the Mayor:

Daniel Doctoroff, Deputy Mayor

**Also Present:**

Ira M. Millstein, Counsel to the Board  
Weil, Gotshal & Manges LLP

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

Patrick Robinson  
Staubach Managing Principal

Natasha Szarkowski  
Staubach Associates  
New York Region Corporate Services  
Tower 49  
12 East 49<sup>th</sup> Street, 31<sup>st</sup> Floor  
New York, N.Y. 10017

The Public

The Press

The meeting of the Lower Manhattan Development Corporation ("LMDC") was called to order at 8:10 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 first order of business was the approval of the Minutes of the December 19, 2001 and January 7, 2002 Directors' Meetings.

There being no changes or corrections, upon motion duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN  
AT THE DECEMBER 19, 2001 AND JANUARY 7, 2002 MEETINGS  
OF THE DIRECTORS OF THE LOWER MANHATTAN DEVELOPMENT  
CORPORATION

RESOLVED, that the Minutes of the meetings of the Corporation held on December 19, 2001 and January 7, 2002, as presented to this meeting, are hereby approved and all actions taken by the Directors presented at such meetings as set forth in such Minutes, are hereby in all respect ratified and approved as actions of the Corporation.

\* \* \*

The Chairman then read a resolution into the record appointing officers of the Corporation. Following his reading of said resolution and upon motion duly made and seconded, the following resolution was unanimously adopted:

LOWER MANHATTAN DEVELOPMENT CORPORATION - Election of  
Officers

RESOLVED, that the following persons are elected to the offices of the Corporation set forth opposite each of their respective names, to serve until their respective successors are duly elected and qualified or until their earlier resignation or removal:

Louis R. Tomson	President
Stefan Pryor	Secretary
Eileen McEvoy	Assistant Secretary

\* \* \*

Next, the Chairman reported briefly on recent activities at and around Ground Zero including the opening or re-opening of various facilities in the area. The Chairman went on to note that the Corporation is currently negotiating a lease for office

space. He also referenced the proposed amounts and timeframes with regard to funds to be received from the federal government.

The Chairman then asked Mr. Tomson to address the group. Mr. Tomson expressed his enthusiasm for having the opportunity to work with an outstanding Board of Directors to help to develop and implement a plan to restore the people and the City following the September 11<sup>th</sup> attack. He further expressed his appreciation of the unanimity of all of the interested public entities in striving for a successful outcome to the redevelopment efforts.

The Chairman welcomed Mr. Tomson as the President of the Corporation and noted that LMDC is fortunate to have him on board.

Next, the Chairman read a resolution into the record appointing Ira M. Millstein, Esq. as pro bono outside counsel to the Board. Following the Chairman's recitation of the resolution and upon motion duly made and seconded, the following resolution was unanimously adopted:

LOWER MANHATTAN DEVELOPMENT CORPORATION - Counsel to the Board

RESOLVED, that the appointment of Ira M. Millstein to serve, pro bono, as outside counsel to the board is hereby confirmed and approved.

\* \* \*

The Chairman then explained that LMDC is currently interviewing persons for various jobs within LMDC. He then went on to read a resolution into the record authorizing the President to hire staff. Following the reading of said resolution and upon motion duly made and seconded, the following resolution was unanimously adopted:

LOWER MANHATTAN DEVELOPMENT CORPORATION - Agents and Employees

RESOLVED, that the President is hereby authorized to employ such agents and employees as he may deem necessary to exercise the powers, duties and functions of the Corporation; the selection and compensation of such agents and employees to be determined by the President.

\* \* \*

Next, the Chairman read a resolution into the record authorizing the President to negotiate and execute a lease for office space. Following his reading of said resolution and upon motion duly made and seconded, the following resolution was unanimously adopted:

LOWER MANHATTAN DEVELOPMENT CORPORATION - Lease of Office Space

RESOLVED, that the President is hereby authorized, subject to the approval of the Chairman, to negotiate and execute an agreement for the lease of office space for the Corporation, upon terms agreed to by the Chairman, and to take any such action as may be necessary and appropriate to effect the foregoing.

\* \* \*

The Chairman then spoke at length on advisory councils for various interest groups in the area. He mentioned four specific advisory councils and noted which of the Directors will be named to serve as liaisons thereto. He further stated that other boards will be formed as the need arises.

The Chairman then noted that two of the Directors, Roland Betts and Deborah Wright, had visited Oklahoma City to learn of the process used at that location to rebuild following the terrorist incident that took place there.

The Chairman asked the two to share some of what they had learned on that trip. The Directors outlined what they had learned stressing the need for a realistic timeframe to be set so that all interests are fairly considered.

Director Wils then noted that the Community Board would be holding a town hall meeting on the redevelopment of Lower

Manhattan on January 29<sup>th</sup> at Stuyvesant High School and she invited every one present to attend.

The Chairman then called for a motion to conduct an Executive Session pursuant to paragraphs (d) and (h) of Subdivision 1 of Section 105 of the New York State Open Meetings Law. Upon motion duly made and seconded, the following resolution was unanimously adopted:

EXECUTIVE SESSION - Pursuant to Paragraphs (d) and (h) of Subdivision 1 of Section 105 of the New York State Open Meetings Law

RESOLVED, that the Directors conduct an Executive Session to consider matters pertaining to paragraphs (d) and (h) of Subdivision 1 of Section 105 of the New York State Open Meetings Law.

\* \* \*

All persons were requested to leave the room with the exception of the Directors and members of senior staff. The Executive Session ended at 10:35 a.m. It was noted for the record that no votes were taken during the Executive Session.

The Chairman then read a resolution into the record whereby he would be authorized to negotiate the terms of Mr. Tomson's employment. Following the reading of said resolution and upon

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

LOWER MANHATTAN DEVELOPMENT CORPORATION - Contract  
Negotiation

RESOLVED, that the Chairman shall have the authority to negotiate  
the terms of employment of Louis R. Tomson as President of the  
Corporation and to execute any contracts, on behalf of the  
Corporation, relating thereto, and to take such other action as  
may be necessary and appropriate to effect the foregoing.

\* \* \*

There being no further business, the meeting was adjourned  
at 10:37 a.m.

Respectfully submitted,

Eileen McEvoy  
Assistant Secretary