

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

November 14, 2002

MINUTES

In Attendance

Directors:

John C. Whitehead, Chairman
Roland W. Betts
Paul Crotty
Lewis M. Eisenberg (via telephone)
Robert M. Harding
Sally Hernandez-Pinero
Thomas Johnson
Edward J. Malloy
Billie Tsien
Madelyn Wils (via telephone)
Deborah Wright
Frank G. Zarb

Staff Attending:

For Lower Manhattan Development Corporation:

Louis R. Tomson, President
James Angley, Chief Financial Officer
And Treasurer
Anita Contini, Vice President and Director
for Memorial, Cultural and Civic Programs
Alexander Garvin, Vice President for
Planning, Design and Development
Matthew Higgins, Vice President for
Communications
Peter Madden, Project Manager
Amy Peterson, Project Director
Stefan Pryor, Deputy to the Chairman
and Secretary
Kevin Rampe, Executive Vice President
and General Counsel
Tara Snow, Vice President for Community
and Government Relations

Andrew Winters, Director of Design and
Development

For Empire State Development Corporation:

Kevin S. Corbett, Executive Vice President &
Chief Operating Officer
Anita W. Laremont, Senior Vice President
& General Counsel

For Chairman Whitehead:

Edward Novotny, Press Consultant

Also Present:

Jason R. Lilien, Esq.
Weil, Gotshal & Manges LLP
Judy Rapfogel, Chief of Staff
Speaker Sheldon Silver's Office
Yvonne Morrow, Representing Assembly Speaker
Silver's Office

The Public
The Media and 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 to the October 10, 2002 Directors' Meeting. There being no changes or corrections, upon motion duly made and seconded, the

following resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATIONS OF ACTIONS TAKEN AT
THE OCTOBER 10, 2002 MEETING OF THE DIRECTORS OF THE
LOWER MANHATTAN DEVELOPMENT CORPORATION

RESOLVED, that the minutes of the meeting of the Corporation held on October 10, 2002, 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 opened his report by noting that LMDC has entered into a new phase with regard to the development of the World Trade Center and of Lower Manhattan as a whole. He explained that in the site planning and in the memorial areas, LMDC is ready to build on the foundation for redevelopment that it has been putting in place since the Corporation was created.

The Chairman noted that the design teams have worked diligently and are on schedule in the development of innovative conceptual plans for the World Trade Center site.

The Chairman went on to note that the Memorial Department has worked closely with the Planning Department to review the preliminary work of the design teams. He explained that while

these teams will not be designing the memorial, this staff level collaboration is important.

The Chairman emphasized that the Corporation has many allies in this process including the Governor's and the Mayor's offices, Members of Congress, and other government agencies. It is through this shared vision and the foundation established by LMDC, the Chairman explained, that will allow LMDC to make tough decisions needed to move forward to rebuild Lower Manhattan.

Before closing his report, the Chairman noted that he has reluctantly accepted Howard Wilson's resignation from the Board. The Chairman explained that Mr. Wilson resigned to avoid any potential conflict between his work for LMDC and that of his new law firm, which represents Larry Silverstein on certain matters.

The Chairman noted that Mr. Wilson's great effort and contributions, particularly in the area of transportation, will be missed.

Mr. Crotty stated that a resolution of appreciation should be prepared and passed by the Board. The Chairman

agreed with Mr. Crotty's suggestion.

The Chairman then asked Mr. Tomson to provide the President's report. Mr. Tomson announced that later in the meeting, Alex Garvin would describe a new study of Chinatown traffic and transportation conditions. The study, he explained, will be used to develop a plan for improving traffic flow and safety, parking and accessibility to Chinatown's businesses and restaurants.

Next, Mr. Tomson reported on the status of the \$350 million allocation to ESD and EDC for their Business Assistance Program. Mr. Tomson then referred the Directors to the preliminary report on the public dialogue in their Board materials. Mr. Tomson stressed the importance of this report as a means by which the public will know that their opinions have been heard and will be given consideration.

Mr. Tomson then introduced Dyanna Lee, the new Vice President for Investigations. He announced that she would be appointed as an officer of the corporation.

The Chairman then read a resolution into the record appointing said officer. Following the Chairman's reading of

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

ELECTION OF THE OFFICER

RESOLVED, that Dyanna Lee is hereby elected Vice President for Investigations 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, Mr. Zarb provided a brief summary of the recent activities of the Audit and Finance Committee. He referred the Directors to the Budget Variance Report, an updated version of which had been provided to them at the meeting. Mr. Zarb stated that the Directors should feel free to get back to him with any questions after they have had time to review this report.

Anita Contini then provided a report for the Directors' information on the memorial process.

Ms. Contini noted that the Memorial Mission Statement Drafting Committee was working towards completion of a draft. She also stressed that a great deal of progress has been made because the memorial planning and site planning processes have been closely integrated. She noted that once a site or sites for

the Memorial are chosen, LMDC will be able to move forward with an international competition for memorial designs in the first half of 2003.

The Chairman then called upon Mr. Betts to present two funding items to be considered at the meeting. The first item Mr. Betts discussed was the retention of Peterson/Littenberg Architecture and Urban Design LLP for House Urban Design consultant services.

Mr. Betts outlined the proposed scope of services as well as the selection process utilized in connection with this contract.

Following Mr. Betts' presentation, the Chairman read a resolution into the record authorizing the expenditure of LMDC funds pursuant to an agreement with Peterson/Littenberg. Following the Chairman's reading of this resolution and upon motion duly made and seconded, the following resolution was unanimously adopted:

AUTHORIZATION FOR CONTRACT WITH IN-HOUSE URBAN DESIGN
CONSULTANTS

RESOLVED, that the Corporation is hereby authorized to enter into an agreement for a three-year period with Peterson/Littenberg Architecture and Urban Design to serve as

in-house urban design consultants to the Corporation; and be it

FURTHER RESOLVED, that the amount to be expended under such Agreement through December 31, 2002 shall not exceed \$50,000; 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.

* * *

Mr. Betts then presented a request for LMDC to enter into a Graphic Design consultant services contract with 212 Harakaua, Inc. Following Mr. Betts report, the Chairman read a resolution into the record authorizing LMDC to enter into the aforementioned contract. Following the Chairman's recitation of said resolution and upon motion duly made and seconded, the following resolution was unanimously adopted.

Authorization of Contract with Graphic Design Consultant

RESOLVED, that the Corporation is hereby authorized to enter into an agreement for a three-year period with 212 Harakawa, Inc. to provide on-going graphic design and exhibition-related services to the Corporation; and be it

FURTHER RESOLVED, that the amount to be expended under such Agreement through March 31, 2003 shall not exceed \$475,000; 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.

* * *

Mr. Johnson then provided a brief report on the Joint

Advisory Council and the Families Advisory Council's recent meetings.

Next, the Chairman called on Mr. Tomson and Mr. Winters to provide a report with regard to a request for funding for a Computer Modeling and Visualization services consultant.

Following this report, the Chairman read a resolution into the record authorizing LMDC to enter into a contract with Company 39. Following the Chairman's reading of said resolution, upon motion duly made and seconded, the following resolution was adopted:

Authorization for Contract with Computer Modeling and
Visualization Consultant

RESOLVED, that the Corporation is hereby enter into an agreement with Company 39, Inc. to provide computer modeling and visualization services to the Corporation; and be it

FURTHER RESOLVED, that such Agreement shall be for a two-year period for an amount not to exceed \$300,000 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.

* * *

The Chairman then called for an Executive Session.

Before the Directors left the room for the Executive

Session, questions were taken from the media. This part of the meeting was not recorded for the public record.

All persons were requested to leave the room with the exception of the Directors and members of senior staff. The Executive Session ended at 9:35 a.m. It was noted for the record that no votes were taken during the Executive Session.

There being no further business, the meeting was adjourned at 9:38 a.m.

Respectfully submitted,

Eileen McEvoy
Assistant Secretary

(NOTE: A resolution commending former Board Member Howard Wilson was approved at the November 14, 2002 meeting of the Board of Directors. The formal text of the resolution, which appears below, was read into the record at the December 12, 2002 meeting of the Board of Directors.)

A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE LOWER MANHATTAN DEVELOPMENT CORPORATION
TO ACKNOWLEDGE THE CONTRIBUTIONS AND ACCOMPLISHMENTS OF
FORMER BOARD MEMBER HOWARD WILSON AND
TO COMMEND HIM FOR HIS SERVICE TO
THE LOWER MANHATTAN DEVELOPMENT CORPORATION

WHEREAS Howard Wilson was a founding Board member of the LMDC, appointed in November 2001;

WHEREAS Mr. Wilson was a valued member of the LMDC Board;

WHEREAS Mr. Wilson worked diligently and continuously displayed vision and leadership as an active Board member and as chair of the Board's Transportation Working Group;

WHEREAS Mr. Wilson invested his energy and intellect in our endeavors and Lower Manhattan will be better for it;

WHEREAS Mr. Wilson's term was only the most recent chapter in his long, distinguished history of public service;

NOW THEREFORE BE IT RESOLVED that the Board of Directors of the Lower Manhattan Development Corporation HEREBY ACKNOWLEDGES, THANKS AND COMMENDS Howard Wilson for his excellent service in helping the Lower Manhattan Development Corporation execute its mission.