

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

December 12, 2002

MINUTES

In Attendance

Directors:

John C. Whitehead, Chairman
Roland W. Betts
Paul Crotty
Robert M. Harding
Sally Hernandez-Pinero (via telephone)
Thomas Johnson
Edward J. Malloy (via telephone)
Carl Weisbrod
Madelyn Wils
Deborah Wright

Staff Attending:

For Lower Manhattan Development Corporation:

Louis R. Tomson, President
James Angley, Chief Financial Officer
And Treasurer
Jennifer Brown, Assistant Vice President for
Community and Government Relations
Daniel Ciniello, Vice President for
Internal Audit
Anita Contini, Vice President and Director
for Memorial, Cultural and Civic Programs
Ben Dookchitra, Project Manager for Board
Of Directors
Hugh Eastwood, Planner for Planning, Design
And Development
Alexander Garvin, Vice President for
Planning, Design and Development
Christopher Glaisek, Director of Urban
Planning for Planning, Design & Development
John Hatfield, Program Manager for Memorial,
Cultural & Civic Programs
Matthew Higgins, Vice President for
Communications

Dyana Lee, Vice President for Investigations
Peter Madden, Project Manager
Eileen McEvoy, Assistant Secretary
Amy Peterson, Project Director for
Development Programs & Economics
Nancy Poderycki, Assistant Vice President
For Communication
Stefan Pryor, Deputy to the Chairman
and Secretary
Kevin Rampe, Executive Vice President
and General Counsel
Beatrice Sibblies, Assistant Vice President
For Development Programs & Economics
Brandon Smith, Planner For Planning, Design
And Development
Tara Snow, Vice President for Community
and Government Relations
Sharon Tepper, Program Manager For Memorial,
Cultural & Civic Programs
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 the Office of the Mayor:

Daniel Doctoroff, Deputy Mayor

For Governor George Pataki:

Diana Taylor

For Speaker Sheldon Silver:

Judy Rapfogel, Chief of Staff

**For U.S. Department of Housing and Urban
Development:**

Roy A. Bernardi, Assistant Secretary, Office
of Community Planning and Development
Nelson R. Bregon, Acting General Deputy
Assistant Secretary
Philip A. Musser, Deputy Chief of Staff
Jan Charles Opper, Senior Program Officer
Marisel Morales

For Chairman Whitehead:

Edward Novotny, Press Consultant

Also Present:

Ira M. Millstein, Counsel to the Board
Weil, Gotshal & Manges LLP
Jason R. Lilien, Esq.
Weil, Gotshal & Manges LLP
The Public
The Media and Press

The meeting of the Lower Manhattan Development Corporation ("LMDC") was called to order at 10:35 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 Chairman stated that the first order of business was to read into the record the formal text of the resolution approved by the Directors at the November 14, 2002 meeting commending Howard Wilson for his service on the LMDC Board. The Chairman read said resolution into the record, and upon motion duly made and seconded, the following resolution was unanimously

adopted:

Resolution of Appreciation - Howard Wilson

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.

* * *

The next order of business was the approval of the Minutes to the November 14, 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 NOVEMBER 14, 2002 MEETING OF THE DIRECTORS OF THE LOWER MANHATTAN DEVELOPMENT CORPORATION

RESOLVED, that the minutes of the meeting of the Corporation held on November 14, 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 ratified and approved as actions of the Corporation.

* * *

Chairman Whitehead opened his report by noting that Mr. Tomson had outlined in a speech the prior week the timeline for the Corporation's planning process, including target dates for key milestones, and will discuss the process with the Board later in the meeting.

The Chairman then commented favorably upon the Mayor's speech earlier that morning, in which he presented his Vision for Lower Manhattan.

Next, Chairman Whitehead outlined the most recent positive developments in Lower Manhattan, including Deutsche Bank's announcement that it would move its U.S. headquarters and 5,500 employees to Lower Manhattan.

He also noted that Larry Silverstein had officially broken ground on 7 World Trade Center. The Chairman outlined LMDC's contribution towards achieving this significant milestone.

The Chairman then reported on the forthcoming exhibition of the plans of the seven design teams participating in the LMDC

Innovative Design Study. Following this report, Director Hernandez-Pinero asked if the architects had given consideration to the practical business realities with regard to the marketability of the space and the Chairman informed her that they had.

Lastly, the Chairman informed those at the meeting that Director Wils had been appointed as the Chair of the Transportation Working Group and that Director Crotty had been added as a member of that group.

Next, Mr. Tomson opened the President's Report by explaining that with the unveiling of the work of the design teams, another round of public outreach will be launched in an effort to solicit as many views as possible on the plans.

Mr. Tomson stressed that the success of the planning process will depend in large part on the efficient use of the Corporation's resources. The proposed use of funds, he explained, would need to be in keeping with the requirements of HUD, the agency charged with overseeing these funds.

Mr. Tomson then explained that HUD had approved the Partial Action Plan on November 22nd, making \$350 million in federal funds available for businesses affected by September 11th. He

expressed his appreciation to HUD as an organization and to several individuals for their hard work and helpfulness in this regard.

Next, Mr. Tomson went on to thank Ira Millstein and Jason Lilien of Weil, Gotshal & Manges for their service as pro bono counsel to LMDC over the past year. He then stated that Clifford Chance had also agreed to provide the full-time service of one associate to LMDC on a pro bono basis.

Mr. Tomson then introduced several new staff members to those present at the meeting.

Next, Deputy Mayor Doctoroff provided an overview of the Mayor's Vision for Lower Manhattan, stressing that it was designed to be completely complimentary to LMDC's planning process. Deputy Mayor Doctoroff explained that the City's vision does not focus directly on the World Trade Center site but rather concentrates on strengthening Lower Manhattan as an attractive place to live, visit and do business.

Deputy Mayor Doctoroff then provided a detailed outline of the plans involved in effectuating the City's vision. Directors Weisbrod and Wils and HUD Assistant Secretary Bernardi expressed

their positive views with regard to the Mayor's proposed plans.

Next, the Chairman called upon Mr. Betts to provide a report on the recent activities of the Site Planning Working Group. Mr. Betts spoke briefly on the plans of the seven design teams, and the public exhibition of these plans at the World Financial Center later that month.

Mr. Garvin then elaborated upon the schedule for the upcoming exhibition of the designers' works.

Next, Ms. Contini reported that the Mission Statement Drafting Committee had completed its work on the Draft Mission Statement. This draft statement, she explained, will be given to the Program Drafting Committee, which has just commenced its work on the program elements for the memorial.

When this committee completes its work, Ms. Contini stated, the draft statement and the proposed program elements will be released for public comment.

Ms. Contini then noted that the third and final LMDC speaker series had taken place last week. She explained that the speaker series was designed to provide insight into the process of

commemoration and present for discussion a variety of historical, social and artistic perspectives.

Ms. Contini then provided a detailed synopsis of the views provided at that final session.

Ms. Snow then explained the details of the public outreach campaign that is planned following the release of the new World Trade Center design concepts.

The Chairman then called upon Mr. Betts to present a funding request for consideration by the Board which relates to the extension of contracts of the architectural firms that will participate in the next phase of the Innovative Design Study.

Following Mr. Betts' brief presentation, the Chairman read a resolution into the record authorizing the expenditure of LMDC funds as previously mentioned. Following the Chairman's reading of this resolution, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Continuation of Innovative Design Study

RESOLVED, that the President of the Corporation, in consultation with the Chair of the Site Plan Working Group, is

hereby authorized to select one or more design firms to participate in Phase II of the Innovative Design Study of the World Trade Center Site and Adjacent Areas in accordance with the agreement entered into with the Corporation for such purpose; and be it

FURTHER RESOLVED, that the amount paid by the Corporation to such design firms for services pursuant to Phase II shall not 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 and to execute any such documents as may be necessary and appropriate to effect the foregoing.

* * *

Next, Ms. Peterson provided an update on the LMDC's Residential Grant Program. She explained that to date LMDC has approved 8500 applications valued at \$41 million and that checks have been sent to 7,000 residents in Lower Manhattan. The total amount disbursed thus far, Ms. Peterson noted, is approximately \$16.5 million.

Following this report, the Chairman stated that Ms. Peterson has assumed the position of Vice President for Development Programs and Economics. The Chairman then read a resolution into the record appointing Ms. Peterson to such position. Following the Chairman's reading of said resolution, upon motion duly made and seconded, the following resolution was adopted:

Election of Officer

RESOLVED, that Amy Peterson is hereby elected Vice President for Development Programs and Economics of the Corporation, and shall serve until such time as her successor is duly elected and qualified or until her earlier resignation or removal.

* * *

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 12:15 p.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 12:16 p.m.

Respectfully submitted,

Eileen McEvoy
Assistant Secretary