

LOWER MANHATTAN DEVELOPMENT CORPORATION
Meeting of the Directors
Held at the Offices of the
New York City Partnership & Chamber of Commerce
One Battery Park Plaza - 5th Floor
New York, New York 10004

December 19, 2001

MINUTES

In Attendance: The Honorable George E. Pataki,
Governor-State of New York

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 (phone)

Empire State
Development Corporation: Charles A. Gargano, Chairman
Kevin S. Corbett, Executive Vice
President and Chief Operating Officer
Anita W. Laremont, Senior Vice
President-Legal and General Counsel
Eileen McEvoy, Corporate Secretary
Eric J. Mangan, Public Affairs
Department
Frances A. Walton, Chief Financial
Officer

Attending: For Chairman Whitehead

Stefan Pryor

Also Present: The Public
The Press

Before the meeting was called to order, the Honorable George E. Pataki addressed those present, thanking the Directors for their willingness to serve.

Governor Pataki went on to note the magnitude of the task which involves the recreation of an atmosphere in which people desire to work, invest, live and go to school while at the same time maintaining the dignity required of the area where more than 3,000 innocent people were slaughtered.

Governor Pataki then thanked Charles Gargano, Chairman of the Empire State Development Corporation ("ESD"), LMDC's parent corporation, for leading ESD's recovery efforts. He further noted Charles Gargano's success in managing a subsidiary such as the LMDC. The Governor cited as an example, the development of the Times Square area being brought to successful fruition as a result of a joint City/State subsidiary operating under the ESD umbrella.

Chairman Whitehead expressed his appreciation to Governor Pataki and then at 2:20 p.m. called the meeting to order. It was noted for the record that the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

The Chairman then asked the Directors to, among other things, ratify the actions of the incorporator; ratify the By-Laws and the amendment hereto and to adopt the Corporate Seal of this subsidiary. Upon motion duly made and seconded, the following resolution was unanimously adopted:

1. LOWER MANHATTAN DEVELOPMENT CORPORATION - Ratification of Actions of the Incorporator and Sole Shareholder; Ratification of By-Laws; Adoption of Corporate Seal
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RESOLVED, that the actions taken by the Incorporator and Sole Shareholder of the Corporation in the organization of the Corporation and the nomination and appointment of the Board of Directors, and all matters related thereto, including, but not limited to, adoption, ratification and amendment of By-laws, adoption of Corporate Seal, be, and the same hereby are, in all respects ratified, confirmed and approved; and be it further

RESOLVED, that the By-laws, as amended in the form attached as Exhibit A to the materials submitted to this meeting, be, and the same are hereby ratified, and be it further

RESOLVED, that the Corporate Seal described in the materials

submitted to this meeting be, and it hereby is adopted.

* * *

The Chairman welcomed the Directors to service and he went on to outline what he views as the priorities included in the overall task at hand.

He explained that it is his belief that a memorial, possibly done in two stages, is the first priority. Other priorities addressed were the needs of families living and of individuals working in the area.

Chairman Whitehead also cited transportation and security issues as being of utmost importance in order to ensure that businesses return to and/or remain in the area.

Chairman Whitehead noted that cultural and artistic organizations, as well as educational concerns, are among those elements to be considered on a prioritized basis.

Overall, the Chairman stated that the most essential element is the development of a plan and the need for LMDC to remain open-minded as they set about to develop said plan.

The Chairman then requested a motion to conduct an Executive

Session pursuant to paragraph (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:

2. EXECUTIVE SESSION - Pursuant to Paragraph (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 paragraph (h) of subdivision 1 of Section 105 of the New York State Open Meetings Law.

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All persons were requested to leave the room with the exception of the Directors and members of the senior staff.

The Executive Session ended at 5:05 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 5:06 p.m.

Respectfully submitted,

Eileen McEvoy
Acting Secretary

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Ratification of By-Laws; Adoption of Corporate Seal

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2. EXECUTIVE SESSION - Pursuant to Paragraph (h) of Subdivision
1 of Section 105 of the New York State Open Meetings Law

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consider matters pertaining to paragraph (h) of subdivision 1 of
Section 105 of the New York State Open Meetings Law.

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