

DRAFT - SUBJECT TO REVIEW AND REVISION

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 9, 2006

MINUTES

In Attendance

Directors:

Kevin M. Rampe, Chairman
Lawrence T. Babbio, Jr.
Robert Balachandran
Daniel L. Doctoroff
Robert M. Harding
Thomas Johnson
James Kallstrom (via telephone)
Edward J. Malloy
Joshua Sirefman
Martha E. Stark
Madelyn Wils

Staff Attending:

For Lower Manhattan Development Corporation:

Allison Bailey, Secretary of the Corporation
Irene Chang, General Counsel
Michael Haberman, Vice President - Community
Development and Relations
Eileen McEvoy, Assistant Secretary
Robert Miller, Chief Financial Officer
Edward Sidor, Director of Design

Other Staff

Counsel to the Board:

Joel Moser, Esq., Fulbright & Jaworski

For Governor Pataki:

Doug Blais

For Speaker Sheldon Silver:

Judy Rapfogel

For the Lower Manhattan Construction Command Center:

Charles Maikish
Thomas Kunkel
Josh Rosenbloom

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.

The first order of business was the approval of the Minutes of the October 12, 2006 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 OCTOBER 12, 2006 MEETING OF THE DIRECTORS OF THE LOWER MANHATTAN DEVELOPMENT CORPORATION

RESOLVED, that the minutes of the meeting of the Corporation held on October 12, 2006, 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.

* * *

Next, Chairman Rampe provided a detailed outline of the funding items on the Agenda.

Director Johnson then provided the Audit and Finance report. Director Johnson opened by stating that, as always, the Committee reviewed the purpose, cost justification and availability of funds in connection with the financial resolutions on today's agenda and based upon same, the Committee recommends the approval of those resolutions.

Mr. Miller then presented a request for authorization for LMDC to enter into subrecipient agreements with the City of New York to implement five programs included in the Final Action Plan as authorized by the Board at its September 6, 2006 meeting.

Following Mr. Miller's detailed presentation, the Chairman read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Enter into Subrecipient Agreements in Accordance with Final Action Plan

RESOLVED, that the Corporation is hereby authorized to enter into subrecipient agreements with The City of New York to provide funding for each of the following programs, as described in the materials presented to this meeting:

- (a) Affordable Housing, in an amount not to exceed \$12,000,000;
- (b) Community and Cultural Enhancements, in an amount not to exceed \$60,950,849;
- (c) Economic Development, in an amount not to exceed \$30,000,000;
- (d) Education, in an amount not to exceed \$6,000,000; and
- (e) Transportation Improvements, in an amount not to exceed \$31,000,000

in accordance with the Final Action Plan previously submitted to the federal Department of Housing and Urban Development (HUD); and be it

FURTHER RESOLVED, that the amounts to be expended by the Corporation pursuant to such subrecipient agreements shall not exceed \$139,950,849 in the aggregate, which expenditures shall be subject to approval by HUD of the Final Action Plan and Amendments to Partial Action Plans 1, 2, 4, 6, 8, 9 and 11 submitted for such purpose and shall be allocated from funds included therein; 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 or appropriate to effect the foregoing.

* * *

Mr. Miller then presented the background information regarding a request for authorization for LMDC to amend a subrecipient agreement with the World Trade Center Memorial

Foundation, Inc. for Memorial and Cultural Program planning and administration.

Following this presentation, the Chairman read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Subrecipient Agreement with The World Trade Center Memorial Foundation, Inc. for Memorial and Cultural Program Planning and Administration

RESOLVED, that the Corporation is hereby authorized to amend its subrecipient agreement with The World Trade Center Memorial Foundation, Inc. for costs related to the design, development and construction of the Memorial and Memorial Museum, to include Memorial and Cultural Program planning and administration activities and increase the authorized expenditures thereunder by an additional \$2,750,000 to an amount not to exceed \$252,750,000 in the aggregate, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds included in Partial Action Plans 8 and 11; 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 or appropriate to effect the foregoing.

* * *

Mr. Miller then asked the Directors to authorize LMDC to amend its contract with Faithful & Gould, Inc. for cost estimating and pre-construction services. Mr. Miller noted that the amendment will extend the term of the agreement to June 8,

2007. He further noted that no additional funding was being requested.

Following Mr. Miller's presentation of the specifics of this request, the Chairman read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Contract for Cost Estimating and Pre-Construction Services

RESOLVED, that the Corporation is hereby authorized to amend its agreement with Faithful & Gould, Inc. for cost estimating and pre-construction services, to extend the term of such agreement for six months to June 8, 2007, as described in the materials presented to this meeting; 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 or appropriate to effect the foregoing.

* * *

Next, Mr. Sidor presented a request for authorization for LMDC to enter into a contract with Environmental Tree and Design, Inc. for memorial tree acquisition, installation and maintenance.

Mr. Sidor noted that the contract would be in an amount not to exceed \$7,741,678. This expenditure, he further noted, will

be allocated from funds included in Partial Action Plans 8 and 11.

Following Mr. Sidor's full presentation, the Chairman read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Enter into Contract for Memorial Tree Acquisition, Installation and Maintenance

RESOLVED, that the Corporation is hereby authorized to enter into an agreement with Environmental Tree and Design Inc. for construction services and related expenses for Memorial Tree acquisition, installation and maintenance, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that such agreement shall be in an amount not to exceed \$7,741,678 which expenditures shall be allocated from funds included in Partial Action Plans 8 and 11; 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 or appropriate to effect the foregoing.

* * *

Next, Ms. Chang asked the Directors to adopt the proposed amendments to the General Project Plan for the World Trade Center Memorial and Cultural Program and to authorize LMDC to proceed with public hearings and environmental and historic reviews with regard to the proposed amendments.

Ms. Chang provided a detailed outline of the proposed amendments as well as of the reasons for these amendments.

Following this presentation, the Chairman noted that the Directors had received the relevant resolution prior to the meeting and therefore he would only read the heading. Following said reading and upon motion duly made and seconded, the following resolution was unanimously adopted:

Adoption of Proposed Amendments to the General Project Plan for the World Trade Center Memorial and Cultural Program; Authorization to Proceed With Public Hearing and Environmental and Historic Reviews for Proposed General Project Plan Amendments

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 proposed Amendments to the General Project Plan for the World Trade Center Memorial and Cultural Program ("Proposed Plan Amendments"), the Corporation hereby adopts, subject to public hearings and comment, the Proposed Plan Amendments, a copy of which is hereby ordered filed with the records of the Corporation; and be it

FURTHER RESOLVED, that the Senior Vice President of Operations, General Counsel, and Chief Financial Officer of the Corporation or their designee(s) be, and each of them hereby is, authorized to take all such action as deemed necessary or appropriate in connection with such Proposed Plan Amendments pursuant to Section 16 of the Urban Development Corporation Act, or any other applicable laws and regulations, and to proceed with all environmental, historic and other reviews required in connection with the Proposed Plan Amendments under the National Environmental Policy Act, the State Environmental Quality Review Act or any other applicable federal or state laws and regulations, including, without limitation: the providing,

filing or making available of copies of the Proposed Plan Amendments and/or digests thereof, the fixing of a date for hearings and public meetings, the publication of a notice relating to the Proposed Plan Amendments and such hearings in accordance with the procedures approved by such persons, the holding of such hearings, and the making of a report or reports to the Directors on such hearings, written comments received, and any local governmental recommendations respecting the Proposed Plan Amendments; and be it

FURTHER RESOLVED, that the Senior Vice President of Operations, General Counsel, and/or Chief Financial Officer of the Corporation or their designee(s) 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 to take all related actions as he or she may in his or her sole discretion consider to be necessary or appropriate to effectuate the foregoing resolutions.

* * *

Mr. Haberman then asked the Directors to authorize LMDC to amend its contract with Transcendant International, LLC for public document translation services. Mr. Haberman stated that the amendment would extend the term of the contract through October 2007 and increase the amount of the contract by \$35,000 to \$75,000.

Following Mr. Haberman's presentation, the Chairman read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Contract for Public Document Translation Services

RESOLVED, that the Corporation is hereby authorized to amend its agreement with Transcendent International, LLC for public document translation services and related expenditures, to increase the total authorized expenditures thereunder to an amount not to exceed \$75,000 in the aggregate, and to extend the term of such agreement through October 2007, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds included in the appropriate project-related partial or final action plans; 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 or appropriate to effect the foregoing.

* * *

Mr. Haberman then asked the Directors to authorize LMDC to amend its contract with Something Digital for website maintenance. Said amendment, he noted, will increase the contract by \$50,000 and extend its term through March 2007.

Following this presentation, the Chairman read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Contract for Website Maintenance

RESOLVED, that the Corporation is hereby authorized to amend its agreement with Something Digital for website maintenance services and related expenditures, to increase the total authorized expenditures thereunder by an additional \$50,000 to an amount not to exceed \$622,310 in the aggregate,

and to extend the term of such agreement through March 2007, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds included for planning and administration in the Corporation's annual budget for the fiscal year ending March 31, 2007; 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 or appropriate to effect the foregoing.

* * *

Next, Mr. Rosenbloom requested authorization for the Corporation to enter into contracts with Hellman Electrical Corporation for Intelligent Transportation Systems services on behalf of the Lower Manhattan Construction Command Center (LMCCC).

Mr. Rosenbloom presented a detailed outline of the services to be provided as well as of the funding sources to be utilized for the proposed expenditures.

Following this presentation, the Chairman read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Enter into Contracts for Intelligent Transportation System (ITS) Services

RESOLVED, that the Corporation is hereby authorized to enter into agreements with Hellman Electrical Corporation for Intelligent Transportation System (ITS) services, including design, construction, maintenance, and servicing, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that such agreement for Phase I of such services (covering design and construction services) shall be for an initial six-month term, subject to renewal through December 31, 2010, in an amount not to exceed \$6,000,000, which expenditures shall be funded through the Lower Manhattan Construction Command Center's (LMCCC's) Federal Transit Administration (FTA) grant; and be it

FURTHER RESOLVED, that such agreement for Phase II of such services (covering maintenance and servicing services) shall be for an initial two-year term, subject to renewal through December 31, 2010, in an amount not to exceed \$4,500,000, which expenditures shall be funded through contributions by The Port Authority of New York and New Jersey, the Metropolitan Transportation Authority and the New York State Department of Transportation to the Corporation for LMCCC's continuing operations; and be it

FURTHER RESOLVED, that the Corporation is hereby authorized to amend its grant agreement with the FTA for this project, to increase the authorized amount of such grant and the amount of funds the Corporation is authorized to accept on behalf of LMCCC from \$3,350,000 to \$6,000,000; 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 or appropriate to effect the foregoing.

* * *

Mr. Kunkel then asked the Board to authorize the Lower Manhattan Construction Command Center to amend an existing contract with BEM Systems, Inc. for Air Quality Monitoring.

Following Mr. Kunkel's presentation of the specifics of

this request, the Chairman read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend Contract for Air Quality Monitoring

RESOLVED, that the Corporation is hereby authorized to amend its agreement with BEM Systems, Inc. for the Air Quality Monitoring Program and related environmental services, to increase the total authorized expenditures thereunder by an additional \$326,723 to an amount not to exceed \$1,004,135 in the aggregate, and to extend the term of such agreement for an additional one-year term through November 30, 2007, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be funded through the surplus of the Lower Manhattan Construction Command Center's Federal Transit Administration grant for environmental monitoring; 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 or appropriate to effect the foregoing.

* * *

There being no further business, the meeting was adjourned at 8:42 a.m.

Respectfully submitted,

Eileen McEvoy
Assistant Secretary