

**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

January 31, 2013

**MINUTES**

**In Attendance**

**Directors:**

Avi Schick, Chairman  
Amanda Burden (via telephone)  
Peter Davidson (via telephone)  
Robert Douglass (via telephone)  
Timothy Gilchrist  
Robert Harding  
Caswell Holloway  
Thomas Johnson (via telephone)  
Kate D. Levin  
William Rudin  
Robert K. Steel  
Carl Weisbrod

**Staff Attending:**

**For Lower Manhattan Development Corporation:**

David Emil, President  
Daniel Ciniello, Senior Vice President - Operations  
Robert Miller, Chief Financial Officer  
Stephen Konopko, Vice President - Internal Audit

**For Sheldon Silver:**

Judy Rapfogel

**For Lower Manhattan Construction Command Center:**

Joe Simenic – Acting Executive Director

**Also Present:**

The Media  
The Press

The meeting of the Lower Manhattan Development Corporation (“LMDC”) was called to order at 8:31 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.

Chairman Schick then asked the Directors to ratify and approve the Minutes of the September 13, 2012 Directors meeting.

Upon motion duly made and seconded, the following resolutions were unanimously adopted:

Approval of September 13, 2012 Meeting Minutes

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RESOLVED, that the minutes of the meeting of the Corporation held on September 13, 2012, as presented to this meeting, are hereby approved and all actions taken by the Corporation’s employees, Officers, or Directors in furtherance of the matters referred to therein are hereby ratified and approved as actions of the Corporation.

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The Chairman then noted that Rich Davis will serve as General Counsel to LMDC on a part time basis. Mr. Emil added that Mr. Davis is serving in this capacity as an outside consultant and a contract will be submitted to the Board for approval at a future LMDC Directors’ meeting.

The Chairman then noted that it is anticipated that the Governor will appoint Catherine

McVay Hughes, the Chair of Community Board 1, to the LMDC Board in the near future.

The Chairman then provided the latest information with regard to LMDC's ongoing litigation with Bovis.

Chair Schick then asked Director Johnson to provide the Audit and Budget Report.

Director Johnson first noted that the Committee met to review the funding authorizations that are being presented for consideration today and that the Committee recommends that the items be considered for approval by the Board.

Director Johnson further noted that the Committee also reviewed the budget variance reports for LMDC and LMCCC for the third quarter of the fiscal year which ended December 31, 2012. Both reports, he stated, showed expenditures below budgeted levels.

Lastly, Director Johnson noted that the Committee met with the Internal Auditor and that there are no outstanding matters to be discussed resulting from that meeting.

Mr. Emil then asked the Directors to authorize LMDC to amend one Subrecipient Agreement and to enter into three Subrecipient Agreements for the Community and Cultural Enhancement Program.

Mr. Emil explained that with the Directors' action on the four items before them for consideration, the Directors will have considered all but one of the Cultural and Community Enhancement Programs.

The remaining program, Mr. Emil noted, is the Grant Street Settlement House. He explained that LMDC is currently meeting with that entity to see if the proposed funding can be adjusted in light of some of the recent effects of Hurricane Sandy.

Mr. Emil then went on to provide a brief synopsis of the four items for consideration in the following resolution.

Following Mr. Emil's full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was adopted (It was noted for the record that Director Weisbrod recused himself with regard to the South Street Seaport portion of the following resolution.):

Authorization to Amend One Subrecipient Agreement and Enter into Three Subrecipient Agreements for the Community and Cultural Enhancement Program

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RESOLVED, that the Corporation is hereby authorized to enter into three subrecipient agreements from the slate of the 38 Community and Cultural Enhancement Program projects approved by the Board on September 7, 2011 in an amount not to exceed \$2,100,000 in the aggregate with the following parties:

- a. Museum of the City of New York (South Street Seaport Museum) and to provide a contract extension for seven months from September 30, 2012 to April 30, 2013 with no additional funding requested, and to amend the agreement as described in the materials provided to the Board.

- b. NYC Department of Parks and Recreation (Gulick Park) to provide funding to complete the reconstruction of the western section of Gulick Park for an amount up to \$900,000.
- c. New York Public Radio and to eliminate the previously approved Lower Manhattan mobile broadcasting equipment program and provide funding for control room equipment and modifications to help improve the quality of The Jerome L. Greene Performance Space in an amount up to \$200,000.
- d. Pace University to provide funding over two years for monthly lease expenses related to performance space and dance rehearsal space located on the Ground Level and 4th floor of 140 William Street for amount not to exceed \$1,000,000.

all as described in the materials presented at this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds included in the Community and Cultural Enhancement Program in the Final Action Plan; 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.

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Mr. Emil then asked the Directors to authorize LMDC to amend its Subrecipient Agreement with the National September 11 Memorial and Museum for the reserve.

Mr. Emil provided the background information with regard to this request noting, in part, that a portion of the request involves an approval by the Directors to amend Partial Action Plan S-2 to provide an additional million dollars to the World Trade Center Memorial Reserve.

Following Mr. Emil's full presentation, the Chairman called for questions or comments. Hearing none and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend the Subrecipient Agreement with the National September 11 Memorial & Museum for the Reserve

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RESOLVED, that the Corporation is hereby authorized to amend the subrecipient agreement with the National September 11 Memorial & Museum to increase the authorized amount by \$45,000,000 from \$266,586,000 to \$311,586,000 in accordance with the September 7, 2006 Board authorized allocation to provide additional funding for construction of the World Trade Center Memorial and Museum; and to amend Partial Action Plan S-2 (“PAP S-2”) to provide \$1 million to restore the World Trade Center Memorial and Museum Reserve (“WTC Reserve”) to \$45 million from its currently authorized level of \$44 million, 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 Final Action Plan and Action Plan S-2; 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.

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Next, Mr. Emil asked the Directors to authorize LMDC to amend the Final Action Plan and to enter into a Subrecipient Agreement with the National September 11 Memorial and Museum for Side Walk Improvement.

Following Mr. Emil’s full presentation of the background information regarding this request, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend the Final Action Plan and Enter into a Subrecipient Agreement with the National September 11 Memorial & Museum for Sidewalk Improvements

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RESOLVED, that the Corporation is hereby authorized to amend the Final Action Plan

and enter into or amend the subrecipient agreement with the National September 11 Memorial & Museum in the amount of \$4,000,000 increasing the authorized amount from \$311,586,000 to \$315,586,000 to provide for sidewalk improvements adjacent to the World Trade Center Memorial; and to amend LMDC's Final Action Plan to designate the National September 11 Memorial & Museum as the recipient of \$4 million of Transportation Improvements funds for this purpose, 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 Final Action Plan; 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.

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The Directors were then asked by Mr. Emil to authorize LMDC to amend the Final Action to reallocate funds from the Transportation Improvements Program to Water Street Improvements.

Mr. Emil explained, among other things, that the Directors are not being asked to enter into a Sub-recipient Agreement but rather to adjust allocations so that the funds are allocated from a general transportation pool to this Water Street Improvement project.

He added that LMDC staff expects to come back to the Directors in the next two or three months with a more detailed presentation of how the funds will be spent.

Following this presentation, the Chairman called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted (It was noted for the record that Directors Robert Douglass and William Rudin recused

themselves with regard to the vote on the following resolution):

Authorization to Amend the Final Action Plan to Reallocate Funds from the Transportation Improvements Program to Water Street Improvements

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RESOLVED, that the Corporation is hereby authorized to release for public comment with later review and approval by the U.S. Department of Housing and Urban Development an amendment to LMDC's Final Action Plan to reallocate \$10 million from Transportation Improvements to a new activity, Water Street Improvements, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the reallocation will reduce the funds allocated in the Final Action Plan for the Transportation Improvements by \$10 million; 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.

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Next, Mr. Emil asked the Directors for authorization to enter into a Subrecipient Agreement with the World Trade Center Performing Arts Center in an amount not to exceed \$1,000,000 and further that the expenditures approved hereby will be allocated from funds included in Partial Action Plan S-2.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Enter into Subrecipient Agreement with the World Trade Center Performing Arts Center

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RESOLVED, that the Corporation is hereby authorized to enter into a subrecipient agreement with the World Trade Center Performing Arts Center, Inc. for the World Trade Center Performing Arts Center Project, in an amount not to exceed \$1,000,000, 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 Plan S-2; 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.

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The Directors were then asked by Mr. Emil to authorize LMDC to enter into a Subrecipient Agreement for an amount not to exceed \$2.02 million with the Hugh L. Carey Battery Park City Authority for environmental review and design related to the West Thames Street Bridge.

Mr. Emil explained that the environmental work will proceed first and then assuming all goes well, LMDC staff will come back to the Directors to consider construction in accordance with the construction schedule provided by the City's Economic Development Corporation. Director Weisbrod noted, among other things, that he was pleased to move this along.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Enter into a Subrecipient Agreement with the Hugh L. Carey Battery Park City Authority (BPCA) for Environmental Review and Design Related to the West Thames Street Bridge

RESOLVED, that the Corporation is hereby authorized to enter into a subrecipient agreement with Hugh L. Carey Battery Park City Authority, for environmental review and design related to LMDC's \$20 million allocation of funds in Partial Action Plan S-2 for the West Thames Street Bridge over West Street, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the LMDC funds will be provided to the BPCA to the extent that these activities are exempt from environmental review requirements as described in the materials presented at 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.

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Mr. Emil then asked the Directors to authorize ESD to extend the terms of Agreements with URS Corporation, TRC Engineers, Inc. and Thatch Associates, LLC in connection with services provided with regard to 130 Liberty Street. This authorization, he continued, concerns an extension of time and not of money.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Extend Term of Agreements with URS Corporation, TRC Engineers, Inc. and Thacher Associates, LLC

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RESOLVED, the Corporation is hereby authorized to amend its 130 Liberty Street related agreements with URS Corporation, for construction management and owner's representative services; TRC Engineers, Inc., for environmental testing and consulting services; and Thacher Associates, LLC, for integrity monitoring services; to extend the terms of these agreements by one year through March 31, 2014 with no additional funds requested; and be it

FURTHER RESOLVED that the expenditures approved hereby will be funded through LMDC's settlement with the Prior Insurers of the Deutsche Bank building, or Partial Action Plans 7 and S-2 as appropriate; 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 and appropriate to effect the foregoing.

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Next, Chairman Schick asked the Directors for authorization for LMDC to enter into new or amend agreements for Legal Services and increase funding in connection with certain counsel on the ESD Pre-Qualified Counsel list.

Following the full presentation by the Chair and Mr. Emil, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Enter into New or Amend the Pre-Qualified Counsel Agreements for Legal Services and Increase Funding

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RESOLVED, that the amount of the Corporation's expenditures authorized under the agreements and/or amendments with one or more law firms on the Empire State Development Pre-Qualified Counsel List shall increase by \$400,000 and authorization to enter into or amend such agreements shall be extended through December 31, 2013, as described in the materials presented at this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from the appropriate fiscal year budgets for the Legal Affairs Department and/or the appropriate project-related Partial 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.

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Next, the Chair asked the Directors to authorize LMDC to extend the term of its agreement with Inventus for document management services. Among other things, the Chair noted that LMDC is not seeking additional funding for this contract but rather an extension of time.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Extend the Term of the Agreement with Inventus

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RESOLVED, that the Corporation is hereby authorized to amend its agreement with Inventus for 130 Liberty Street document related services to extend the term of the agreement by six months, through June 30, 2013, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED that the expenditures approved hereby will be funded through LMDC's settlement with the Prior Insurers of the Deutsche Bank building, or Partial Action Plans 7 and S-2 as appropriate; 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, the Chair asked the Directors to authorize LMDC to extend the term of its agreement with Dechert LLP for legal services in connection with the abatement and deconstruction of 130 Liberty Street through March 31, 2014.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Extend the Term of the Agreement with Dechert LLP

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RESOLVED, that the Corporation is hereby authorized to amend its agreement with Dechert LLP for legal advice and services in connection with the abatement and deconstruction of 130 Liberty Street to extend the term of such agreement through March 31, 2014, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED that the expenditures approved hereby will be funded through LMDC's settlement with the Prior Insurers of the Deutsche Bank building, or Partial Action Plans 7 and S-2 as appropriate; 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.

\* \* \*

Chair Schick then asked the Directors to authorize LMDC to amend the 130 Liberty Street legal services agreement with Duane Morris LLP to increase funding by \$100,000 and extend the term of such agreement through December 31, 2013.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend the 130 Liberty Street Legal Services Agreements with Duane Morris LLP and Increase Funding

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RESOLVED, that the Corporation is hereby authorized to amend its agreement with Duane Morris LLP for legal advice and services in connection with 130 Liberty Street to increase funding by \$100,000 and extend the term of such agreement through December 31, 2013, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated through LMDC's settlement with the Prior Insurers of the Deutsche Bank building, or Partial Action Plans 7 and S-2 as appropriate; 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.

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Next, the Directors were asked to authorize LMDC to amend the Agreement with the Port Authority of New York and New Jersey for temporary staffing to extend the agreement through January 31, 2014 and to increase funding by \$170,000.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend the Agreement with The Port Authority of New York & New Jersey for Temporary Staffing

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RESOLVED, that the Corporation is hereby authorized to amend and extend its agreement with The Port Authority of New York & New Jersey ("PANYNJ") for the temporary use of PANYNJ employees to serve as Project Managers for the Corporation, which extension shall be for a one-year period through January 31, 2014 and for an additional amount of \$170,000, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds in the FYE 2013 and planned 2014 budgets and/or the Final Action Plan; 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 and appropriate to effect the foregoing.

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Lastly, the Directors were asked to authorize LMDC to amend its Agreement with TRC Engineering, Inc. for the LMCCC's environmental services. The amendment will include additional funding in the amount of \$397,935 and an extension of the contract through December 31, 2013.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization to Amend the Agreement with TRC Engineering, Inc. for the Lower Manhattan Construction Command Center's Environmental Services

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RESOLVED, that the Corporation is hereby authorized to amend and extend its agreement with TRC Engineering, Inc. for environmental testing and consulting services related to the Lower Manhattan Construction Command Center's Air Quality Monitoring Program and to increase the contract by \$397,935.00 to a total contract amount not to exceed \$1,195,000.00 and to extend the term of the contract through December 31, 2013; as described in the materials presented at this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be funded through contributions from the Metropolitan Transportation Authority, New York State Department of Transportation, the Port Authority of New York & New Jersey, and the Federal Transit Administration; 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 and appropriate to effect the foregoing.

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There being no further business, the meeting was adjourned at 9:19 a.m.

Respectfully submitted,

Eileen McEvoy  
Assistant Corporate Secretary