

LOWER MANHATTAN DEVELOPMENT CORPORATION  
Meeting of the Directors  
Held at the Offices of  
Lower Manhattan Development Corporation  
One Liberty Plaza  
New York, New York 10006

July 17, 2002

MINUTES

In Attendance

Directors: John C. Whitehead, Chairman  
Roland W. Betts  
Paul Crotty  
Lewis M. Eisenberg  
Robert M. Harding  
Thomas S. Johnson  
Edward J. Malloy  
E. Stanley O'Neal  
Billie Tsien  
Carl Weisbrod  
Madelyn Wils  
Howard Wilson  
Deborah C. Wright  
Frank G. Zarb

Staff Attending: For Lower Manhattan Development Corporation:

Louis R. Tomson, President  
James Angley, Chief Financial Officer  
and Treasurer  
Alexander Garvin, Vice President for  
Planning, Design and Development  
Matthew Higgins, Vice President for  
Communications  
Eileen McEvoy, Assistant Secretary  
Stefan Pryor, Deputy to the Chairman and  
Secretary  
Kevin Rampe, Executive Vice President  
and General Counsel

Staff Attending  
Continued:

For Lower Manhattan Development  
Corporation:

Tara Snow, Vice President for Community  
And Government Relations  
Andrew Winters, Director of Design and  
Development

For Empire State Development Corporation:

Anita W. Laremont, Senior Vice President-  
Legal & General Counsel

For Chairman Whitehead:

Edward Novotny, Press Consultant

For Office of the Mayor:

Daniel L. Doctoroff, Deputy Mayor

Also Present: Ira M. Millstein, Counsel to the Board  
Weil, Gotshal & Manges LLP  
Jason R. Lilien, Esq.  
Weil, Gotshal & Manges LLP  
Judy Rapfogel, Chief of Staff  
Speaker Sheldon Silver's Office  
Chuck Meara, Port Authority of  
New York and New Jersey  
Jan Opper, Department of Housing and Urban  
Development  
Nelson Bregone, Department of Housing and Urban  
Development  
Marisol Morales, Department of Housing and Urban  
Development

The Public  
The 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 to the June 5, 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 JUNE 5, 2002 MEETING OF THE DIRECTORS OF THE LOWER  
MANHATTAN DEVELOPMENT CORPORATION**

**RESOLVED, that the Minutes of the meeting of the Corporation held on June 5, 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.**

\* \* \*

In his opening remarks, the Chairman discussed generally the six concept plans for the World Trade Center site which were released to the public the previous day. These plans, the Chairman noted, were developed in conjunction with the Port Authority. The Chairman expressed his appreciation to

those Directors and staff who participated in this phase of the process. He further stated that the plans were greeted with an enormous amount of interest on the part of the press and the public.

The Chairman then noted that to enhance public input on the redevelopment process, the Corporation will produce a newsletter to provide information on the revitalization effort. The Chairman explained that the firm selected to produce the newsletter, 212 Associates, was deeply impacted by the September 11<sup>th</sup> terrorist attack. He then asked Mr. Tomson to begin his report.

The President opened by noting that the National Park Service has permitted LMDC to use the Federal Hall National Memorial as the venue for an exhibition of the six concepts plans. The President stated that LMDC's goal in the coming months is to solicit as much public comment as possible on the rebuilding process.

The President then briefly outlined the plans for the July 20<sup>th</sup> "Listening to the City" town-hall meeting to be held at the Javits Center.

Next, the President introduced Anita Contini to those present at the meeting, explaining that she has been selected as

LMDC's Vice President and Director for Memorial, Cultural and Civic Programs. Mr. Tomson went on to name other recently hired LMDC staff members and discussed their role at the Corporation.

The President then explained that a mailing will be sent to the families of September 11<sup>th</sup> victims. The correspondence will contain a Mission Statement prepared by members of the Families Advisory Council, as well as a questionnaire relating to the Mission Statement. The goal of this mailing, Mr. Tomson explained, is to reach out to all family members including those who may not have been involved in the process to date.

The Chairman then read a resolution into the record appointing Anita Contini to the office of Vice President and Director for Memorial, Cultural and Civic Programs of the Corporation. Following said recitation and upon motion duly made and seconded, the following resolution was unanimously adopted:

**ELECTION OF OFFICER**

**RESOLVED, that Anita Contini is hereby elected Vice President and Director for Memorial, Cultural and Civic Programs of the Corporation, and shall serve until such time as her successor is duly elected and qualified or until her earlier resignation or removal**

\* \* \*

Mr. Garvin then provided the Directors with a lengthy review of the six concept plans, highlighting the major features and common elements of each of the plans.

The President and Mr. Higgins then discussed the exhibit of these plans that will be held in the rotunda of Federal Hall. Mr. Higgins elaborated upon the exhibit noting that a Ring of Remembrance will be created around the Rotunda that will include the six concept plans. There will be a large television screen in the center continuously showing the different images. There will also be depositories for viewers' comments.

Following Mr. Higgins presentation, Mr. Weisbrod asked for the hours that the exhibit would run and Mr. Higgins informed him that they would be nine to five on weekdays and weekends, with the goal of extending the hours on at least one weekday evening.

Ms. Tsien then asked if there would be any form of oral commentary provided. Mr. Higgins responded that that is not contemplated at the present time but that the provision of oral commentary will be explored.

There being no further questions, the Chairman read a resolution into the record to approve funding for the

aforementioned exhibit. Following the Chairman's reading of this resolution and upon motion duly made and seconded, the following resolution was unanimously adopted:

**FUNDING OF FEDERAL HALL EXHIBIT**

**RESOLVED, the Corporation is hereby authorized to appropriate and expend out of the Corporation's funds an amount not to exceed \$100,000 for labor and operating costs incurred by the National Park Service in extending the hours of the Federal Hall exhibit displaying LMDC design proposals; 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.**

\* \* \*

At the Chairman's request, Mr. Zarb began the Audit and Finance Committee report by noting that LMDC's Audit and Finance Committee had met with the HUD Inspector General, HUD's District Inspector General for Audit and the Chairman of ESD's Audit Committee, David Feinberg. This, he stated, was in an effort to obtain relevant information on the audit process.

Mr. Zarb then asked Mr. Tomson to provide an outline of the proposed budget. Mr. Tomson provided a report citing specific amounts, timeframes and categories with regard to expenditures. The Chairman then read a resolution into the record for approval of the proposed budget. Following a reading

of the resolution and upon motion duly made and seconded, the following resolutions were unanimously adopted:

2002-03 FISCAL YEAR BUDGET

RESOLVED, that the budget of the Corporation for fiscal year 2002-03, which covers expenditures from February 2002 through March 2003, is hereby approved as presented to this meeting; and be it

FURTHER RESOLVED, that the President is authorized and directed to implement and carry out the Budget and is directed to inform the Board of material variances from the Budget.

\* \* \*

Mr. Zarb then presented background information with regard to the process involved in the selection of an independent auditor. Following this presentation, the Chairman read a resolution into the record with regard to same. Upon motion duly made and seconded, the following resolution was unanimously adopted:

INDEPENDENT AUDITORS

RESOLVED, that the Corporation is hereby authorized to enter into an agreement with Grant Thornton LLP to serve as its independent auditor for fiscal years ending March 31, 2003 and 2004; and be it

FURTHER RESOLVED, that such agreement shall be for a two-year period for an amount not to exceed \$90,000 per year; 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.



\* \* \*

Next, Mr. Zarb briefly addressed the Code of Conduct which was being presented to the Directors for their approval. Following this presentation, the Chairman read a resolution into the record adopting the Code of Conduct. Upon motion duly made and seconded, the following resolution was unanimously adopted:

**CODE OF CONDUCT**

**RESOLVED, that the Code of Conduct for the Board of Directors of the Corporation, in the form attached hereto, is hereby approved and adopted.**

\* \* \*

The Chairman then asked the Advisory Councils to begin their reports. Ms. Wright spoke on behalf of the Families Advisory Council, stating that the family members were provided with a preview of the six concepts plans at the Council's last meeting. Though a number of concerns were raised, the family members had a generally positive reaction to the range of options available.

Mr. Crotty followed with a report on the joint Financial Services Firms Advisory Council/Professional Firms Advisory Council meeting that was held on June 24<sup>th</sup>. The primary topics involved the "Listening to the City" meeting, the

memorial process and the desire to have joint meetings with the Family Advisory Council.

Next Ms. Wils presented the Arts, Education and Tourism Advisory Council report. The focus of the Council' most recent meeting was on "Listening to the City". Ms. Wils, noting comments from an individual involved in the Oklahoma City Memorial process, stated that the input of survivors should be included in the development of a memorial for the victims of September 11th. The chairman acknowledged Ms. Wils' suggestion and agreed with her assessment that the input of survivors should be included. He called on Anita Contini to set that outreach process in motion.

Mr. Harding then presented a report on the joint meeting of the Restaurants, Retailers and Small Businesses Council and the Residents Councils, where the primary issues involved insurance and environmental matters.

Ms. Irene Chang of LMDC then presented background information with regard to a request for authorization for LMDC to retain two law firms to serve as legal consultants to LMDC. The Chairman then read the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

LEGAL CONSULTANTS

RESOLVED, that the Corporation is hereby authorized to enter into an agreement with each of Carter Ledyard & Milburn and LeBoeuf, Lamb, Greene & MacRae to provide legal services in the areas of environmental, land use and real estate law in connection with planning matters and development projects in Lower Manhattan; and be it

FURTHER RESOLVED, that each such agreement shall be for a two-year period for an amount not to exceed \$500,000 per year; 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.

\* \* \*

Next, the Chairman asked Mr. Crotty to discuss the retention by LMDC of an Economic Impact Consultant. Mr. Crotty provided a detailed outline of the process involved in selecting this consultant. Following this presentation, the Chairman read a resolution into the record approving this agreement. Following the Chairman's recitation of the relevant resolution into the record and upon motion duly made and seconded, the following resolution was unanimously adopted:

ECONOMIC IMPACT CONSULTANT

RESOLVED, that the Corporation is hereby authorized to enter into an agreement with Appleaseed, Inc. to serve, in collaboration with Real Estate Solutions LLC, as consultants to the Corporation in evaluating the economic impact of the programs and projects funded by the Corporation; and be it

FURTHER RESOLVED, that such agreement shall be for a two-year period for an amount not to exceed \$400,000 over such two-year period; 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.

\* \* \*

Deputy Mayor Doctoroff, at the Chairman's request, updated the Directors on a proposed plan to create a single comprehensive source of essential information about Lower Manhattan.

The Chairman then asked Mr. Higgins to discuss the retention by LMDC of a Communications Consultant in connection with the redesign and expansion of LMDC's web-site. Following the reading of the related resolution into the record by the Chairman and upon motion duly made and seconded, the following resolution was unanimously adopted:

COMMUNICATIONS CONSULTANT

RESOLVED, that the Corporation is hereby authorized to enter into an agreement with Light & Power Communications, Inc. to redesign and upgrade the Corporation's web-site for an amount not to exceed \$100,000; 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.

\* \* \*

Next, Ms. Amy Peterson of LMDC provided an update on the Housing Assistance Program update.

The Chairman then called for 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:

**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.**

\* \* \*

Before the Directors left the room for 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 10:55 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 10:56 a.m.

Respectfully submitted,

Eileen McEvoy  
Assistant Secretary