

LOWER MANHATTAN DEVELOPMENT CORPORATION

Meeting of the Directors

Conducted Via Teleconference

March 31, 2020

MINUTES**In Attendance
Directors**

Holly Leicht, Chair
Alicia Glen
Catherine McVay Hughes
Thomas Johnson
Pedram Mahdavi
Mehul Patel
Carl Weisbrod
Dominic Williams

Staff Attending:**For Lower Manhattan Development
Corporation:**

Daniel Ciniello, President
Stephen Konopko, Vice President, Internal Audit
Debbie Royce, Corporate Secretary

The meeting of the Lower Manhattan Development Corporation (“LMDC”) was called to order at 9:10 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 Chair noted for the record that due to the public health concerns and as authorized by an Executive Order of Governor Cuomo, this meeting will be conducted by teleconference. The Chair also noted for the record that the public was given the opportunity to comment on the Agenda items by submitting written comments on or before 4:00 p.m. yesterday to

publiccomment@renewnyc.com and that no comments were submitted regarding today's Agenda.

Before beginning with the substantive portion of the meeting the Chair asked the Directors whether anyone had any potential conflict of interest with respect to any of the items on the proposed Agenda.

Director Weisbrod advised that he will recuse himself regarding the Jackie Robinson and Battery Park City Authority items and Director McVay Hughes advised that she would recuse herself regarding the Battery Park City item on the Agenda.

The Chair acknowledged the Directors' recusals and called on Audit Committee Chair, Director Tom Johnson, to report on the Audit and Finance Committee, with no vote required.

Committee Chair Johnson reported that at its March 18th meeting, the Audit and Finance Committee (the "Committee") reviewed the material presented today to the Board for consideration. He advised the Committee discussed the emergency action taken regarding the website services contract extension and it supports the ratification of these actions. He further advised that the Committee reviewed LMDC's budget variance report that reflected year to date actual spending through February and the projected spending through March 31, 2020, which would be the end of the fiscal year. He noted that administrative spending for the fiscal year is expected to continue to be within the approved budget.

Committee Chair Johnson noted the Committee also reviewed the proposed administrative budget for fiscal year ending March 31, 2021 and fully supports this budget. On behalf of the Committee, Committee Chair Johnson complimented LMDC's President, Daniel Ciniello and its staff for managing the administrative finances of the Corporation.

It was further noted by the Committee Chair that the Committee supports the Jackie Robinson Museum funding request and the additional funding needed for the bridge project as well as the related action plan amendments. He also noted the Committee supports the zero-dollar time extension for the advertisement placement contract and recommends full Board approval of all of these actions.

Committee Chair Johnson then noted the Committee met with the Corporation's Internal Auditor and is pleased to report that no significant irregularities or findings were identified.

The Chair thanked Committee Chair, Director Johnson and asked if there were any further questions or comments. Hearing none, the Chair requested the Board to ratify the emergency actions taken in accordance with LMDC's emergency contract authorization policy to amend the website services contract.

The Chair asked if there were any comments or questions, and hearing none, upon motion duly made and seconded, the following resolution was unanimously adopted:

Ratification of Website Services Contract Amendment and Extension

RESOLVED, that the Corporation is hereby authorized to amend the agreement increasing the contract value by \$63,000, to \$163,000, and extending the agreement for one year through March 31, 2022, with NGenious Solutions LLP for website hosting, maintenance, support and content management services, 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 LMDC FYE 2021 and anticipated FYE 2022 Budgets for Planning and 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 or appropriate to effect the foregoing; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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The Chair then called on Mr. Ciniello to present the next item on the Agenda, a request to execute a Settlement Funds Subrecipient Agreement with Jackie Robinson Foundation for the Jackie Robinson Museum work.

Mr. Ciniello reported that \$1 million is being requested for the construction portion of this South Street Seaport Museum project. This money was previously allocated as part of the Settlement Funds projects and is the last Settlement Fund subrecipient. They are ready to move forward with construction and LMDC is providing under ten percent of the total project costs.

The Chair asked if there were any comments or questions. Director Glen asked if this was the last of the money remaining from the settlement funds and Mr. Ciniello responded that yes, this is the last of the 14 approved projects to enter into an agreement. He further noted that all of the settlement funds would be obligated after this action. Additionally, he noted LMDC may have future reallocations with available funds that were not spent on some of the other projects.

The Chair asked if there were any other comments or questions and hearing none, upon motion duly made and seconded, the following resolution was unanimously adopted, noting that Director Weisbrod recused himself from the vote:

Authorization to Enter into a Subrecipient Agreement with Jackie Robinson Foundation
for the Jackie Robinson Museum

RESOLVED, that upon completion of all environmental review, and following HUD's approval of LMDC's request for release of funds and certification, if required, the Corporation is hereby authorized to enter into a subrecipient agreement with Jackie Robinson Foundation from the slate of the 14 Settlement Funds projects approved by the Board on March 18, 2016, 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 the Settlement Funds activity 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; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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The Chair called on Mr. Ciniello, to present the next item for consideration, a request to amend Partial Action Plans and the contract with Battery Park City Authority for the West Thames Street Bridge Project.

Mr. Ciniello stated that the Bridge opened for use in September 2019 for the first day of school and that the bridge was substantially completed with the temporary stairs replaced and everything on the bridge permanent since January 2020. He noted that there is signage to be done and that the dedication planned for May 8th may be subject to change due to the current environment.

Mr. Ciniello stated that the bridge was completed albeit with multiple delays that have been well documented and discussed. He noted that these changes and delays resulted in additional costs above and beyond what LMDC had already authorized and advised that LMDC is now requesting \$800,000 in additional funding. He explained that the funding would come from Partial Action Plan 2 and the Final Action Plan. He stated the Board is being asked to approve the Partial Action Plan amendments and add the additional funding to the subrecipient agreement.

The Chair asked if there were any comments or questions and hearing none, upon motion duly made and seconded, the following resolution was unanimously adopted, noting that Director Weisbrod and Director McVay Hughes recused from the vote:

Authorization to Amend the Subrecipient Agreement with the Battery Park City Authority for the West Thames Street Pedestrian Bridge, and Authorization to Amend Partial Action Plan 2 and the Final Action Plan

RESOLVED, that the Corporation is hereby authorized to increase the Battery Park City Authority subrecipient agreement for West Thames Street Pedestrian Bridge project by up to \$940,000, to an amount not to exceed \$33,940,000, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that up to \$283,000 of the \$940,000 shall be allocated from funds already included in the West Thames Street Pedestrian Bridge and related legal and environmental activities in the Final Action Plan; and be it

FURTHER RESOLVED, that the Corporation is hereby authorized to amend Partial Action Plan 2 and the Final Action Plan, to reduce the Partial Action Plan 2 allocation for the Job Creation and Retention Program activity, and increase the West Thames Street Pedestrian Bridge activity in the Final Action Plan by up to \$657,000, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that up to \$657,000 shall be allocated from funds to be included in the West Thames Street Pedestrian Bridge activity in the Final Action Plan; and be it

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized to submit for public comment and review by the federal Department of Housing and Urban Development (“HUD”) the Amended Action Plans, as may be required; and be it

FURTHER RESOLVED, that the President of the Corporation or his designee shall be authorized to make such changes to the Amended Action Plans as may be necessary or appropriate to comport with applicable HUD requirements and to reflect any public comments solicited and received thereon; 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 Chair called on Mr. Ciniello to present the next item for consideration, a request to approve the LMDC 2020/2021 administrative Budget.

Mr. Ciniello stated that the budget being requested is 6.5 percent less than the prior fiscal year budget and for the upcoming fiscal year; staff is requesting \$1.07 million.

The Chair asked if there were any comments or questions, and hearing none, upon motion duly made and seconded, the following resolution was unanimously adopted:

Approval of the Lower Manhattan Development Corporation Budget for Fiscal Year 2020 – 2021

RESOLVED, that the budget of the Corporation for fiscal year 2020-2021 is hereby adopted as presented to this meeting; and be it

FURTHER RESOLVED, that the proper officers of the Corporation are authorized and directed to implement and carry out said budget for the Corporation and are directed to inform the Board of material variances from the budget; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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The Chair again called on Mr. Ciniello to continue to the next item for consideration, a request to extend the contract for advertising and placement services.

Mr. Ciniello reported that LMDC is extending this contract for advertising placements and that no additional funds are requested. He explained that LMDC still needs to make public notices for environmental issues, partial action plan amendments and/or other legal notices. He requested the Board to approve the extension of this contract for two more years, until March 2022.

The Chair asked if there were any comments or questions, and hearing none, upon motion duly made and seconded, the following resolution was unanimously adopted:

Authorization of Advertising Services Contract Extension

RESOLVED, that the Corporation is hereby authorized to extend its contract for advertising placement services with Miller Advertising for two years through March 31, 2022, 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 LMDC FYE 2021 and anticipated FYE 2022 Budgets for Planning and Administration or relevant Partial 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; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

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There being no further business, the meeting was adjourned at 9:27 a.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary