

LOWER MANHATTAN DEVELOPMENT CORPORATION

Meeting of the Directors

Conducted Via Teleconference

September 22, 2020

MINUTES

**In Attendance
Directors**

Holly Leicht, Chair
Alicia Glen
Catherine McVay Hughes
Thomas Johnson
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
Goldie Weixel, Senior Managing Attorney - ESD

The meeting of the Lower Manhattan Development Corporation (“LMDC”) was called to order at 11:06 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 Johnson advised that he would recuse himself regarding the 9/11 Memorial items on the Agenda.

The Chair acknowledged the Director's recusal and called for a motion to approve the Minutes of the Directors' meetings of December 11, 2019 and March 31, 2020. Noting no corrections, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Approval of Minutes

RESOLVED, that the Minutes of the meetings of the Corporation held on December 11, 2019 and March 31, 2020, 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 Chair then 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 September 9th 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 actions taken regarding the Office Space and Tribute in Light Agreements and noted the Committee’s support and ratification of these actions. He further noted that only \$40,000 of additional funding is required for the new office space, as funds previously authorized for the prior office space remain available. He noted that the action taken regarding the 2020 Tribute in Light contract was to specify how funds previously allocated to and obligated for the World Trade Center Memorial and Museum would be used. He further noted that the funds needed for this action already exist in the World Trade Center Memorial activity through previous Board and HUD authorizations.

Committee Chair Johnson advised that the LMDC administrative budget variance report projected overall administrative spending through September to be less than 50 percent of the annual budget for the first six months of the fiscal year. He stated that through this period, non-personnel costs were expected to exhaust 55 percent of the budget due to pre-payments of some larger annual expenses, while personnel expenses are expected to be less than 45 percent of their annual budget. He further stated that the Committee is satisfied that staff is operating within the approved budget and for the full year will be within the budget.

Committee Chair Johnson noted that the Committee was also provided an update on the action plan and the program funding. He advised four of the 15 action plans remain open with all LMDC funds allocated, except for \$1 million obligated.

Committee Chair Johnson stated that the Committee reviewed and discussed the proposed Memorial and Museum contract amendment that would essentially designate the remaining World Trade Center Memorial Activity Fund for the 2021 Tribute in Light event. He noted the Committee fully supports the use of these previously allocated and obligated funds for this use.

Committee Chair Johnson further stated that the Committee reviewed and discussed and supports the proposed action plan for subrecipient agreement amendments that would provide an additional \$1.5 million to Hudson River Park Trust to help complete their project and open Pier 26 to the public. He further stated the Committee reviewed the purpose, cost justification and availability of funds for the proposed resolutions and recommends them for approval by the full Board.

Committee Chair Johnson advised that the Committee met with the Corporation's Internal Auditor and the Committee reports that no irregularities or findings have been identified through ongoing internal audit reviews.

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 action taken in accordance with LMDC’s emergency contract authorization policy to enter into an agreement with the Counsel of State Governments for Office Space.

The Chair explained LMDC staff is requesting Board ratification of its emergency action taken to enter into an agreement with the Counsel of State Governments, Ltd., or CFG, for the use of a portion of its office space located at 22 Cortland Street on the 22nd floor.

The Chair advised the agreement is for a one-year term with a six-month option to extend, beginning July 2020. She further advised the annual rent is \$112,050, the same as what the Corporation paid for the prior year.

The Chair noted the request for \$40,000 of new funds, which along with the previously approved office space funds, will allow the Corporation to meet its office space obligations for the next year. She further noted the funding for this agreement was provided for in LMDC's FYE 2021 administration budget and is anticipated in the FYE 2022 budget.

Lastly, the Chair advised that LMDC had been operating at 22 Cortland on the 11th floor since March 2016 but was notified that the space that it was sharing had to be vacated because the former licensor was terminating its lease with the landlord. She stated LMDC staff was able to identify similar and appropriate office space located in the same building on the 22nd floor for its use.

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 Office Space Contract Authorization

RESOLVED, that the Corporation is hereby authorized to enter into an agreement with The Counsel of State Governments, LTD. (CSG) for use of a portion of its office space located at 22 Cortlandt Street, 22nd Floor, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that such agreement shall be for a 12-month term, commencing July 15, 2020 for an amount not to exceed \$112,050, with a six month option, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED that the expenditures approved hereby shall be allocated from the Corporation's Fiscal Year End (FYE) 2021 Administration Budget and the anticipated FYE 2022 Budget; 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.

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 requested the Board to ratify the emergency action taken in accordance with LMDC's emergency contract authorization policy to enter into an agreement with the 911 Memorial and Museum for the 2020 Tribute in Light.

The Chair stated that the Board was being asked to ratify the emergency authorization to enter into a \$250,000 subrecipient agreement with the 9/11 Memorial and Museum for the

2020 annual September 11th Commemoration Tribute in Light Program. She noted funds for this agreement preexisted in the WTC Memorial activity, in Partial Action Plan S-2, and now we designating these funds for the Tribute in Light Program.

The Chair stated that each year on the anniversary of the 9/11 attacks, the Tribute in Light evokes the Twin Towers in the New York City skyline and that the project has become an iconic symbol of remembrance commemorating those who lost their lives in the September 11th attack.

Noting that Director Johnson was recusing from this item, 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 9/11 Memorial and Museum Tribute in Light Contract Authorization

RESOLVED, that the Corporation is hereby authorized to enter into an agreement with 9/11 Memorial and Museum for the 2020 Tribute in Light program, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that such agreement shall be for an amount not to exceed \$250,000, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from 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.

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 amend the Subrecipient Agreement with the 911 Memorial and Museum for Tribute in Light for 2021.

Mr. Ciniello reported that \$500,000 exists in the World Trade Center Memorial activity and as the Board just ratified, \$250,000 for 2020, the Corporation was requesting authorization for the remaining \$250,000 to be used for the same event in 2021.

Mr. Ciniello stated that this is a contract authorization to specify how the Memorial may use already existing funds. He further stated that should exhaust all of the World Trade Center Memorial funds and allow the Corporation to close an activity, which will move it closer to closing an action plan.

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 Johnson recused himself from the vote:

Ratification of 9/11 Memorial and Museum Tribute in Light Contract Authorization

RESOLVED, that the Corporation is hereby authorized to enter into an agreement with 9/11 Memorial and Museum for the 2020 Tribute in Light program, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that such agreement shall be for an amount not to exceed \$250,000, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from 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.

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 the Subrecipient Agreement for Hudson River Park Trust.

Mr. Ciniello explained that a series of design, construction and scheduling related issues led to a project funding shortfall. He noted that LMDC is requesting to move \$1.5 million from Partial Action Plan 2 to Hudson River Park activity in Partial Action Plan 10, to enable LMDC to fund the shortfall and bring the scope of work that the Corporation authorized to a conclusion.

Mr. Ciniello stated that this action also allows LMDC to use funds that are available in an action plan within grant one to fund this \$1.5 million and complete what was partly a settlement funds project and bring to a close all different phases of segment three

Mr. Ciniello noted that this action should enable Hudson River Park Trust to open Pier 26 shortly and allow the Corporation to close a few activities and move closer to closing action items.

Director McVay Hughes asked if the opening date was known. The Chair responded that the opening is very soon and that she went on a tour with Hudson River Park Trust's Chair last week and the end of construction was very close, maybe weeks not months from opening.

In response to a question from Director Glen, the Chair responded that, yes, the \$1.5 million was enough to complete the project. In response to a question from Director McVay-Hughes, the Chair responded that, yes, LMDC was reimbursing for work already completed.

The Chair noted that Hudson River Park Trust was creating a video about the Pier and that LMDC will be represented. She noted that Hudson River Park Trust was very thankful that LMDC has been responsible for creating most of the Hudson River Park in its catchment area and how decisive that's been in creating a residential community downtown. Director McVay-Hughes commented that the community was always supportive of public space creation.

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 to Amend Partial Action Plans 2 and 10, and the Subrecipient Agreement with Hudson River Park Trust

RESOLVED, that the Corporation is hereby authorized to amend Partial Action Plans 2 and 10 by reducing the Partial Action Plan 2 allocation for the Job Creation and Retention Program by \$1,500,000, and increasing the Hudson River Park Trust allocation in Partial Action Plan 10 by \$1,500,000, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the Corporation is hereby authorized to amend its subrecipient agreement with Hudson River Park Trust by adding \$1,500,000 in funds, 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 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.

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 11:26 a.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary

**REQUEST TO AMEND PARTIAL ACTION PLAN 2, THE FINAL ACTION PLAN, AND
THE SUBRECIPIENT AGREEMENT WITH GRAND STREET SETTLEMENT, INC.**

LMDC staff requests Board authorization to prepare and issue amendments to Partial Action Plan 2 and the Final Action Plan for public comment with later review by LMDC and submission for approval by the U.S. Department Housing and Urban Development (HUD), to the extent necessary. The proposed amendments will provide an additional \$1,600,000 for Grand Street Settlement, Inc. (GSS) to complete Phase 2 building renovation work at their 80 Pitt Street location. The proposed amendments would increase the *Community & Cultural Enhancement Fund* allocation in the Final Action Plan (FAP) for GSS by \$1,600,000 to \$38,539,881 and reduce the Job Creation & Retention activity budget in PAP 2 to \$136,900,000. This \$1,600,000 will supplement previously authorized \$2,500,000 community enhancement grants executed in 2010 and 2017 which were provided to fund planning, design and Phase 1 costs that included construction of new HVAC and ADA compliant elevator systems. Phase 1 work concluded in 2020.

The following table details the current action plan allocations and the proposed changes:

| PAP | Activity | Current Allocation | Proposed Reallocation | Proposed Revised Allocation |
|------------|---------------------------------------|---------------------------|------------------------------|------------------------------------|
| 2 | Job Creation & Retention Program | \$138,500,000 | (\$1,600,000) | \$136,900,000 |
| FAP | Community & Cultural Enhancement Fund | \$36,939,881 | \$1,600,000 | \$38,539,881 |

In March 2010, LMDC executed a Board authorized \$1,500,000 Community Enhancement Fund agreement with GSS to cover costs associated with planning, design, pre-construction and essential construction work at 80 Pitt Street. Shortly thereafter, the project had stalled while GSS worked with the facility owner, New York City Housing Authority (NYCHA), to secure a long term lease which was eventually executed in April 2016. With the long term lease secured, this project was ready to move forward with an updated design, a multi-phase plan and higher than originally anticipated costs. In January 2017, the Board allocated \$1,000,000 of Community and Cultural Enhancement Program funds for GSS towards completing Phase 1 construction work which included a new HVAC system and an ADA compliant elevator.

LMDC staff is now seeking Board authorization to amend the Subrecipient Agreement with GSS by increasing the contract by \$1,600,000, from \$2,500,000 to \$4,100,000 to cover a funding gap associated with GSS's \$15,000,000 Phase 2 renovations. Phase 2 is being funded with a mix of \$5,000,000 in private funding and public sources that include New York City Council, New York State Government, NYCHA and Senator Brian Kavanagh.

Scope of the Amendment to the Partial Action Plans

The amendments to Partial Action Plan 2 and FAP are intended to sweep available funds from an activity and program that is sufficiently funded to the *Community & Cultural Enhancement Fund* activity to provide the funds needed to support the GSS Phase 2 project completion costs. We propose to reallocate \$1,600,000 of unexpended available *Job Creation and Retention Program* funds from PAP 2 to the FAP *Community & Cultural Enhancement Fund* activity as described above.

Scope of Amendment to the Subrecipient Agreement

The current \$2,500,000 Grand Street Settlement Subrecipient Agreement was for activities including planning, design and Phase 1 construction (new HVAC system and an ADA compliant elevator) which has been completed. Phase 2 focuses on building code and ADA code compliant upgrades to the electrical system, restrooms, and plumbing, as well as replacements of the roof, boiler, security system, stair, fixtures and doors, and new energy efficient lights and windows. The proposed funding is sought to cover the shortfall of \$1,600,000 needed to complete Phase 2. The proposed amendment would bring the contract balance to \$4,100,000 while the use of these funds will be subject to the general terms and conditions of the Subrecipient Agreement.

Subrecipient Description

GSS was founded in 1916 as a Settlement House on the Lower East Side. It is a historical social service institution that provides residents of the Lower East Side with the tools and support they need to overcome challenging circumstances. Its comprehensive and integrated array of culturally relevant programs and services assists more than 10,000 area residents of all ages annually – from toddlers in Early Head Start and Day Care to school-age youth, young adults, and senior citizens.