BROOKLYN BRIDGE PARK CORPORATION

MEETING
OF THE
BOARD OF DIRECTORS

NYU Polytech School of Engineering
6 Metro Tech Center
Brooklyn, New York

June 11, 2015
11:02 A.M.

BEFORE:

ALICIA GLEN,
THE CHAIR
APPEARANCES:

PRESENT, BOARD OF DIRECTORS:
Margaret Anadu
Peter SCHEMAS
Martin Connor
Henry B. Gutman
Edna Wells Handy
Shari Hyman
Stephen Levin
Stephen Merkle
David G. Offensend
Zeeshan Ott
Ptahra Jeppe

FOR BBPDC:
Regina Myer, President
Suma Mandel
David Lowen
Other Staff

ALSO PRESENT:
The Public
The Press

Marc Russo, Stenographer
# INDEX OF SPEAKERS

<table>
<thead>
<tr>
<th>SPEAKER</th>
<th>PAGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nancy Webster</td>
<td>77</td>
</tr>
<tr>
<td>Brooklyn Bridge Conservancy</td>
<td></td>
</tr>
<tr>
<td>Lucy Koteen</td>
<td>80</td>
</tr>
<tr>
<td>Chair, Brooklyn Bridge Park CAC</td>
<td></td>
</tr>
<tr>
<td>Christina Page</td>
<td>83</td>
</tr>
<tr>
<td>Save the View Now</td>
<td></td>
</tr>
<tr>
<td>Carol Raftrey</td>
<td>85</td>
</tr>
<tr>
<td>Build Up NYC</td>
<td></td>
</tr>
<tr>
<td>Michael White</td>
<td>87</td>
</tr>
<tr>
<td>Noticing New York</td>
<td></td>
</tr>
<tr>
<td>William Newberry</td>
<td>88</td>
</tr>
<tr>
<td>Willow Town</td>
<td></td>
</tr>
<tr>
<td>Kara Gilmour</td>
<td>90</td>
</tr>
<tr>
<td>Director Education, Brooklyn Bridge Park</td>
<td></td>
</tr>
<tr>
<td>Park Conservancy</td>
<td></td>
</tr>
<tr>
<td>Elizabeth Cohan</td>
<td>92</td>
</tr>
<tr>
<td>Save the View Now</td>
<td></td>
</tr>
<tr>
<td>Catherine Silverblatt</td>
<td>94</td>
</tr>
<tr>
<td>Save the View Now</td>
<td></td>
</tr>
<tr>
<td>Danielle Cyr</td>
<td>94</td>
</tr>
<tr>
<td>Save the View Now</td>
<td></td>
</tr>
</tbody>
</table>
Ren Richman
People for Green Space ................. 97

Tony Manheim
Resident .................................. 99
PROCEEDINGS

CHAIRWOMAN GLEN: Good morning, everybody.

We're going to be very much starting on time today and I want to let everybody know ahead of time that this meeting has to end at 12:15. I must be back at City Hall and I know the rest of the Directors are also quite busy as we close out our fiscal year and have other business to attend to. So we will go to 12:15 today.

A meeting of the Board of Directors of Brooklyn Bridge Park Corporation is hereby called to order.

I ask that Suma Mandel, the secretary of the Corporation, act as secretary and confirm that there is a quorum for today's meeting.

MS. MANDEL: We have a quorum.

CHAIRWOMAN GLEN: Thank you very much.

We have a quorum.

Prior to addressing the voting items on today's agenda, I would first like to welcome the board members, various State and City officials, Regina Myer and her staff and everybody.
else in attendance.

I'd also like to thank the members of the public for joining us here today and, of course, President Screenivasan and the staff of NYU Polytech School of Engineering, for accommodating us so generously in a nice air conditioned space today.

I'm also pleased to announce, although she's not here today, that Joanne Witty has been appointed by the Mayor as the new Vice Chair of this Board.

As many of you know, in addition to serving as a Director of Brooklyn Bridge Park since 2010, Vice Chair Witty has been actively involved with the conception, creation and realization of the park. Her service to the park extends as far back as the late 1990s when she was the president of the Downtown Brooklyn Waterfront Local Development Corporation and was instrumental in developing a community process that supported the park.

Vice Chair Witty, as I said, is unable to be here today but on behalf of the Mayor and the Board, we want to thank her in advance for
her service in this new role.

As is our practice, following the agenda items, we will hear any comments from members of the public. If you wish to speak, please complete a speaker registration card that can be found at the table you signed in on. Okay. Hope everybody found it. And when formulating your comments, please note that our policy is to limit speakers to one two-minute turn per speaker.

This meeting is scheduled to end, as I said, at 12:15 and I would really appreciate people being respectful of the limit of time so that as many people as possible have a chance to speak.

Knowing ahead of time that not everybody may get a chance to speak this time, I would welcome any written comments after 12:15. And you can send them to my staff and to Regina Myer directly.

So let's get started today with the voting items for today's meeting.

The first agenda item today is the approval of the minutes from the February 26th, 2015 meeting of the Directors.
A revised draft of the proposed meeting minutes has been circulated to the Directors prior to today's meeting, along with the materials for the other items to be considered today by the Directors.

At your seats there is also a change page, is that true, reflected -- reflecting the comments from Director Cohen, who is not here but he did want to make sure that we all have the changes? Do we have that?

A VOICE: Yes.

CHAIRWOMAN GLEN: Okay.

Do any Directors have any questions or further changes or corrections to the proposed minutes?

(No response.)

CHAIRWOMAN GLEN: We're on a row today, as opposed from across to each other. I will do my best to look down.

If not, I request a motion to approve the minutes of the February 26th, 2015 board of directors' meeting?

DIRECTOR GUTMAN: So moved.

CHAIRWOMAN GLEN: Second?
DIRECTOR OFFENSEND:  Second.
CHAIRWOMAN GLEN:  All in favor?
(Chorus of "ayes.")
CHAIRWOMAN GLEN:  Against?
(No response.)
CHAIRWOMAN GLEN:  Motion is approved.

The second item on the agenda is the approval of various corporate governance actions and I will ask Ms. Mandel to present the item.

MS. MANDEL:  Today the Directors of Brooklyn Bridge Park are being requested to take the following actions related to BBP's corporate governance:

First is the appointment of the Treasurer, Raafat Osman was hired as BBP's new Chief Financial Officer in March of 2015. At this time, we recommend that the board elect Mr. Osman to serve as Treasurer of the Corporation.

Secondly, the amendment to the procurement policy, BBP staff recommends amending its procurement policy to replace references to the First Deputy Mayor with the Chairperson of the
Board of Directors. The draft of the policy, as amended, is included in your board materials.

And, finally, the bylaws of the Corporation require that the Board of Directors designate the time and place of the annual meeting.

BBP staff recommends that the board designates the meeting currently scheduled for October 13, 2015 as the same may be rescheduled by BBP staff as the annual meeting of the Board of Directors.

The Directors are being asked to take the corporate governance actions described and authorize the taking of any related actions.

CHAIRWOMAN GLEN: Do any of the Directors have any questions or comments on this item?

Yes.

DIRECTOR OTT: I'm not sure if this is for Ms. Mandel or Mr. Osman.

The Comptroller, City Comptroller Stringer wrote a letter calling for I think it's eight different points here.

Authorization to improve transparency on its financial statements and
various financial disclosure. Is that something we
intended to comply with or is that sort of the
process for responses?

PRESIDENT MYER: Yes, Director Ott.

I think today you'll see that we'll have an updated
financial model presentation. We will be discussing
that in our response to the Comptroller this
afternoon.

DIRECTOR OTT: Thank you.

DIRECTOR HARDY: Question on the

amendment to --

A VOICE: Could you bring the mic
closer to where you're speaking. We can't hear
you.

DIRECTOR HARDY: Good morning.

Question in relation to the

amendment to the procurement policy, what are some
of the reasonings behind the --

MS. MANDEL: Initially when this

-- when this policy was adopted, it was in 2010 and
at that time BBP reported to the First Deputy Mayor
at City Hall. We are currently reporting to the
Deputy Mayor of Economic Development solely, who is
also the Chair of our Corporation. So we thought
that it made sense to have the Chair have oversight over our procurements.

CHAIRWOMAN GLEN: Any other questions from folks about this?

A VOICE: Can you turn those mics on. We can't hear.

CHAIRWOMAN GLEN: We're trying.

A VOICE: What's the purpose of having a meeting if the audience can't hear you.

CHAIRWOMAN GLEN: Were there any other questions from any of the Directors on this item?

(No response.)

CHAIRWOMAN GLEN: If not, I would request a motion to approve this request.

DIRECTOR OFFENSEND: So moved.

CHAIRWOMAN GLEN: Second?

DIRECTOR GUTMAN: Second.

CHAIRWOMAN GLEN: All in favor?

(Chorus of "ayes.")

CHAIRWOMAN GLEN: Against?

(No response.)

CHAIRWOMAN GLEN: The motion is approved.
The third agenda item is the approval of the fiscal year 2016 capital budget. Patricia Kirschner, BBP's Vice President of Capital Construction and Planning will present this item.

Thank you.

MS. KIRSCHNER: Thank you, Chair Glen.

There are four items in the capital budget. These items are funded by capital grants from New York City.

Pier 5 Uplands. This also includes an allocation from Borough President Eric Adams.

The maintenance and operation facility and boathouse.

Pier 3; and,

Pier 2.

The Directors are hereby requested to approve the BBP staff recommended fiscal year 2016 capital budget in the amount of $39,822,444.

CHAIRWOMAN GLEN: Thank you.

Do any Directors have any questions or wish to discuss any of these
resolutions with respect to the capital
collection and planning?

(No response.)

CHAIRWOMAN GLEN: Thank you.

I'm double checking.

Thank you.

If there are no further questions,
I request a motion to approve this request.

DIRECTOR GUTMAN: So moved.

CHAIRWOMAN GLEN: Second?

DIRECTOR HANDY: Second.

CHAIRWOMAN GLEN: All in favor?

(Chorus of "ayes.")

CHAIRWOMAN GLEN: Against?

(No response.)

CHAIRWOMAN GLEN: Motion is approved.

The fourth item is the
authorization to approve the fiscal year 2016
operating budget and PAAA budget report.

I will ask for Raafat Osman, the
Park's new CFO to present this item.

Welcome.

MR. OSMAN: Thank you, Chair Glen.
Today we are presenting our proposed 2016 budget for board approval. We start -- we will start with the operating budget then we will present our proposed budget in the PAAA format, which combines the capital and operating budget. This format, PAAA format, is required under the Public Authority Accountability Act.

For 2016 operating budget, please refer to attachment B.

We project to end 2016 with approximately $14 million in total operating revenues. Ninety-four percent of these revenues will be generated from development site and concession agreements.

Revenues from permits and other operating activities will represent six percent of the revenues.

We project approximately $9 million of operating expenses in 2016. This represents approximately $1 million of increase year over year. Ninety percent of this increase is mainly due to the increase in personnel, contractor expenses to address our growing need for maintenance and security services as we continue to
open new sections of the park.

Accordingly, we project to end the year with a surplus of $5 million.

On the following page, you can see a chart that illustrates our reserve funds. 2015 is the first year we allocate our unrestricted balance to the different reserve funds. Of the $5 million projected surplus for 2016, we plan to allocate a total of $3.5 million to the capital and maritime reserves. The remaining $1.5 million will increase our ending balance of the operating reserve to approximately $9 million, which should be sufficient to cover 100 percent of our operating expenses.

We plan to spend $600K on capital maintenance and we anticipate to end the year with a capital reserve of approximately $1.9 million.

Finally, we plan to spend $14 million on marine structural work and end the year with a maritime reserve of approximately $33 million.

Please refer to attachment C for the PAAA report.

We project to end 2016 with
approximately $54 million in total revenues, 75 percent of this amount pertains to the non-operating revenue. This non-operating revenue we will be able to recognize capital work-related revenues upon completion of those work of these projects.

The remaining 25 percent represents the $14 million operating revenue that we mentioned in our coverage of the operating budget.

We project $15.5 million in total expenses, which represents the total of the $9 million in operating expenses that we mentioned, or projected in our operating budget, plus $6.5 million of depreciation expense that we would recognize under the accrual approach. The depreciation expense is included in the other operating expense item.

As a result, we project to end the year with a net surplus of more than $38 million.

Thank you.

I'll be happy to take any questions.

CHAIRWOMAN GLEN: Thank you.
Do any Directors have any questions or wish to discuss the report that was just given by the CFO?

Peter.

DIRECTOR SCHEMAS: The Operations Committee met on Friday and reviewed all these numbers with Regina and staff. And the Operations Committee particularly noted the cleanliness of the park the day after huge crowds. I mean, obviously, the weekends.

We also reviewed metrics on what our maintenance staff is compared to other similar parks. There really are no other similar parks, but other parks in New York, to make sure that our maintenance staff were in line with what most other parks were doing.

We are absolutely convinced that the staff at Brooklyn Bridge Park, the maintenance staff in particular, is exactly at the right levels to come up with this really superb result of cleaning, which is a huge undertaking every Sunday morning and Monday morning.

Thank you.

CHAIRWOMAN GLEN: Thank you.
David.

DIRECTOR OFFENSEND: Yeah, I just want to add the Audit and Finance Committee also met last week and reviewed the operating budget and the allocations to the various reserves and fully supports it. We went through it in some detail.

CHAIRWOMAN GLEN: Thank you.

Anybody else wish to comment on -- on this?

(No response.)

CHAIRWOMAN GLEN: Thank you for your report.

Excellent.

If there are no further questions, I respect a motion -- I request a motion to approve this request.

DIRECTOR OFFENSEND: So moved.

CHAIRWOMAN GLEN: Okay. Second?

DIRECTOR GUTMAN: Second.

CHAIRWOMAN GLEN: Great.

All in favor?

(Chorus of "a yes.")

CHAIRWOMAN GLEN: Against?

(No response.)
CHAIRWOMAN GLEN: The motion is approved.

The next item on the agenda is the authorization to enter into agreements relating to capital projects.

And I will ask Ms. Kirschner to present this item.

MS. KIRSCHNER: Thank you, Chair Glen.

I'm pleased to present the next phase of construction project agreements today, which represents a total requested authorization of $13,281,029, to be funded from the capital budget and $851,023 from the maritime reserve. And these are described further in detail in Exhibit A.

All contractors were selected through a competitive process.

Pier 5 Uplands landscape provides construction services to build the landscape of the Pier 5 Uplands, including a sound attenuating berm, terraced lawns and seating areas. Funds for this agreement will come from BBP's capital budget.

Pier 3 connectors will provide construction services to fabricate two connector
bridges from the Upland to Pier 3, similar to the connectors at Pier 2. Funds for this agreement will come from BBP's capital budget.

Maritime maintenance inspection contracts will be extended to provide dive inspection and resident engineer services for the park's marine infrastructure, including marine inspections as described in Exhibit A. Funds for this agreement will come from BBP's maritime reserve.

BBP staff recommends authorization of these requests.

CHAIRWOMAN GLEN: Do any Directors have any questions or comments?

Director Handy.

DIRECTOR HANDY: Hi.

CHAIRWOMAN GLEN: Hi.

DIRECTOR HANDY: Can you -- can you tell us the competitive process, was that a bid or RFP?

MS. KIRSCHNER: It was RFPs.

DIRECTOR HANDY: RFPs?

MS. KIRSCHNER: Yes.

DIRECTOR HANDY: And tell us what
steps were taken to open up opportunities for MWBE
or local businesses.

MS. KIRCHNER: One of our
criteria in selection, for selecting the
contractors, is that they meet the citywide and
statewide goals of 20 percent MWBE and all of our
contractors have done that. In fact, now our total
is exceeding that. We're now at 25.46 percent of
meeting that goal.

DIRECTOR HANDY: Okay.

Thank you.

CHAIRWOMAN GLEN: Thank you.

Any other questions?

(No response.)

CHAIRWOMAN GLEN: If not, I'll
entertain a motion to approve this request.

DIRECTOR ASCHKENASY: So moved.

CHAIRWOMAN GLEN: Second?

DIRECTOR GUTMAN: Second.

CHAIRWOMAN GLEN: Thank you.

All in favor?

(Chorus of "ayes.")

CHAIRWOMAN GLEN: Against?

(No response.)
CHAIRWOMAN GLEN: Motion is approved.

The next item on the agenda is the authorization to enter into a contract with PEP.

I will ask Jeff Sandgrund, the park's Vice President of Operations to present the item.

MR. SANDGRUND: Thank you, Chair Glen.

Since its inception in 2010, Brooklyn Bridge Park has contracted with the City of New York Department of Parks and Recreation to provide security services in the park through their Park Enforcement Patrol Division.

All prior renewals of this contract have been exhausted but it is BBP's intention to continue contracting services in this manner.

In reaction to increased usership in the park, as well as additional acreage, BBP will be adding five year-round officers to the PEP rolls in FY '16.

Excuse me. BBP is asking the board to renew the PEP contract through FY '16 for
$945,000, $869 and $318,000 (sic) of projected costs, plus a $75,682 contingency for a term of one year with four one-year renewals.

Thank you.

CHAIRWOMAN GLEN: Any questions on this contract?

(No response.)

CHAIRWOMAN GLEN: Just checking. If there are no further questions, I request a motion to approve this request.

DIRECTOR OFFENSEND: So moved.

DIRECTOR GUTMAN: Second.

CHAIRWOMAN GLEN: Second.

Thank you.

All in favor?

(Chorus of "ayes.")

CHAIRWOMAN GLEN: Against?

(No response.)

CHAIRWOMAN GLEN: The motion is approved.

The next item on the agenda is the authorization to enter into a license agreement for the Plymouth Street Educational Center.

Belinda Cape, the Park's Vice
President of Strategic Partnerships will present this item.

MS. CAPE: Thank you, Chair Glen.

Brooklyn Bridge Park will soon complete the renovation of 99 Plymouth Street, a former New York City Department of Environmental Protection maintenance building that BBP acquired and converted for park use. 99 Plymouth will house public restrooms, space for park maintenance and operations and a community room for public programming.

In addition, the building contains a classroom that BBP set aside for use as a Center for Educational Programming.

The Park Conservancy, a not-for-profit entity, is the park's primary provider of innovative educational programming. Last year alone their environmental education curriculum served schools from every zip code in the borough and beyond.

The Conservancy has offered to fit out, operate and maintain the classroom space at its expense pursuant to a license agreement. Funds for the classroom include:
$163,000 in capital funds awarded by Councilmember Levin.

Thank you.

And $250,000 from Con Edison.

The term of the license will be five years and the Conservancy will be required to provide a minimum of 36 public service hours per week.

The Conservancy and Brooklyn Bridge Park will agree on specific programming commitments on an annual basis. Given that they will fully fund the fit out and operation of an exciting year-round facility, and given their track record as a provider of first class programming at the park, BBP staff recommends entering into a license with the Conservancy.

CHAIRWOMAN GLEN: Any questions?

DIRECTOR GUTMAN: I would just like to congratulate and thank the park staff, the Conservancy and thanks to Councilmember Levin for making this terrific new addition to the park possible.

CHAIRWOMAN GLEN: All right.

Great. Anybody else have
questions or comments on this item?

(No response.)

CHAIRWOMAN GLEN: If not, thank you, Belinda.

If there are no further questions, I'd like a motion to approve this request.

DIRECTOR OFFENSEN: So moved.

DIRECTOR ASCHKENASY: Second.

CHAIRWOMAN GLEN: Second.

All in favor?

(Chorus of "ayes.")

CHAIRWOMAN GLEN: Against?

(No response.)

CHAIRWOMAN GLEN: Motion is approved.

The next item on the agenda is the approval of appointments to the Audit and Finance, Governance and Park Budget and Operations Committees.

The bylaws of the Corporation require that the Board of Directors approve the Chair's appointment of all committee chairs and members.

I would like to now appoint...
Director Anadu to serve on the Audit and Finance Committee; Directors Wells-Handy and Merkle to serve on the Governance Committee; and, Finally, Directors Hyman and Jeppe to the Budget and Operations Committee.

Do any of the Directors have any questions or comments?

(No response.)

CHAIRWOMAN GLEN: If not, thank you all for agreeing to do that. And for those of you who didn’t get on a committee, we’ll get to you eventually.

(Laughter.)

CHAIRWOMAN GLEN: Thank you for everybody.

At this point, I would like to ask the Directors for a motion to approve the appointments to the Audit and Finance, the Governance and the Park Budget and Operations Committees.

DIRECTOR GUTMAN: So moved.

CHAIRWOMAN GLEN: Second?

DIRECTOR ASCHKENASY: Second.
CHAIRWOMAN GLEN: All in favor?

(Chorus of "ayes.")

CHAIRWOMAN GLEN: Against?

(No response.)

CHAIRWOMAN GLEN: The motion is approved.

Again, thank you very much.

It's a lot of work you're all putting in.

The next item on the agenda is a non-voting item. It is a presentation regarding the park's financial model. I will ask David Lowen, the park's Vice President of Real Estate to present this item.

And for those of you in the audience, there are -- is it going up here as well?

Oh, wow, look at this. Lots of technology.

Thank you.

MR. LOWEN: So for those of you on the board, we have it on smaller screens facing you. For those in the audience, we have it on the larger screen up here.

CHAIRWOMAN GLEN: Yeah, there's a hard copy on your desk if you can't --
MR. LOWEN: You have a hard copy on your desk as well. And this presentation will be available on line on our website this afternoon following the meeting.

So we are here today to update the board and the public on the Brooklyn Bridge financial model. The model updates have been presented several times over the past ten years, starting over the initial model in 2005 and the most recent update was in August of last year.

Over that same time, we have been executing on the model and have been refining our model to include some real time updates on both the operating expenses and the market data as it relates to the real estate and the revenue projections.

At the last update, we showed a five-year phase in of expenses and revenue, which got us to a stabilized model. Since that time, we have received numerous requests to show a full 50-year projection of all revenues and expenses, which this update does.

So we're basically -- first, we're going to go through the expenses, which is made up
of three categories; operating expenses, maritime
maintenance and capital maintenance.

We'll follow that by going through
the revenues and then bringing them altogether with
the cash flow projections.

On the operating expenses, we note
that two-thirds of the park is now complete and
operational, with another ten percent in
construction. This means that while the earliest
financial models needed to rely on consultant
driven theoretical projections of operating
expenses, we can now take the actual existing
operation expenses and project them out to full
park buildout, which provides a much more reliable
basis. And in doing so, that leads us to this
50-year projection.

The area to the left of the line
is the park phase in, it's the five years that we
showed previously and these projections are largely
in line with that.

To the right of the line, we are
simply taking the stabilized operating expenses and
growing it a three percent compound annual growth
rate. And that is -- and that takes us to our full
operating expenses over this time period.

The next item in our expense

budget is the maritime maintenance. Maritime

maintenance is a very important part of our budget

because about a third of our park is built on

concrete decks sitting on timber piles, about

13,000 timber piles. And like all maritime

infrastructure, it is subject to harsh conditions

and it is deteriorating.

As previously discussed, the

biggest concern is the fact that marine borers are

eating through the timber piles and destroying the

structural stability, which requires that these

piles be encased in a protective layer, which is

extremely expensive.

You’ll note on the photos shown on

the slide these are sections of the timber piles

showing the extreme damage caused by the marine

borers. The top one is, obviously, much more eaten

out than the bottom one. The bottom one shows, I

think, more clearly what each of these marine borer

holes looks -- does.

The early estimates of the park’s

financial model attributed an overall cost for the
maritime maintenance of about $200 million over 50 years and then took a straightline average, which would be about $4 million a year and adjusted for inflation. And this led to an overall nominal expenses of about $450 million.

Since that time, in 2010, we undertook an in depth live cycle cost model to project maritime -- to more accurate project maritime expenses. This model took into account a detailed assessment of the conditions of the piles, projected deterioration rates based on the experience of other maritime infrastructure in the New York Harbor and then applied a unit cost for repair.

This process revealed that a graph of the maritime expenses would look more like this graph shown here on the right, with expenses growing over the next 15 to 20 years to a peak in the late 2030s and then tapering back down, forming what is commonly known as a normal curve.

Since that time, we have updated this model with the latest market information on a couple of occasions. In 2012, we found that the overall expenses in current dollars had increased
by about 25 percent. And more recently, we have
found, again, an increase of about 25 percent,
which brings the overall expenses from the $200
million in -- at that time current dollars, to
about $320 million in current dollars.

These increases are not due to
changing scope or due to a faster rate of
deterioration but, instead, due to an increase in
the unit costs for repairs. The unit cost for
repairs shown here are based on actual costs for
repairs experienced by the park, based on
competitively built-out projects and verified by
comparison to other projects in the New York
Harbor.

Costs for repairs are growing at
an annual rate of about ten percent, which far
outstrips inflation. Cost increases are largely due
to an improving economy, which leads to more
maritime projects in the New York Harbor. And
given the small number of specialty firms who do
this repair work, prices have risen quickly in
response.

In order to respond to these
increases, we have been looking into possible
reactions. The first thing we want to talk about is approach. And we had previously talked about the difference between the reactive and preventative approach.

And just to sum up, the traditional reactive approach allows the piles to live out their useful lives and then encapsulates them in about four to eight inches of structurally reinforced concrete and transfers the structural load off the piles to the concrete.

The proactive, or preventative approach, encases all the piles in a thin protective layer now before they lose structural integrity to protect them from further degradation.

This slide shows that normal curve with -- with the reactive approach, factoring in the latest cost estimates.

The shape is largely similar to what we had showed you in the previous update last year but the costs are higher, going up from about $250 million in current dollars to $320 million or to about 400 -- from about $480 million nominally to about $600 million nominally.

This shows the cost estimates for
the -- the preventative model. The preventative model involves a large up-front cost to encapsulate as many piles as we can right off the bat and then smaller ongoing repairs over time. This yields an overall cost of about $250 million in current dollars or about $340 million nominally.

We will believe that the preventative approach has significant advantages, especially given the recent cost adjustments.

The first adjustment -- the first advantage is that it is cheaper, obviously, as we have shown in the previous two slides. It is cheaper for three reasons:

The first is reduced labor costs, which are due to a simpler fix and that requires less man hours in the water.

The next is that there's less material required; and,

Finally, because we will have a one large purchase, we will achieve economies of scale.

The next reason we recommend this is because it's better for the environment. As I mentioned before, it's about -- it's less than an
inch thick in the preventative model versus four to
eight inches in the reactive model. That means
that there's less fill in the East River.

There's also less market risk for
future cost increases. We've just shown you how
increases are expanding well beyond inflation and
the longer we have -- we delay these costs, the
more risks we have for future cost increases.

And then, finally, given that our
investment policy limits our investments to low
risk, lower term vehicles, investing in our park is
a good long-term alternative investment strategy.

Moving on to the capital
maintenance.

After the initial park buildout,
this park will not be receiving any additional
public capital funds to cover the cost of replacing
and repairing the capital items as they deteriorate
and reach the end of their useful life. This means
that the park's expense budget needs to include
contributions to a reserve fund in order to cover
these ongoing costs.

In the initial park model,
property maintenance industry standards were used
to estimate that between one to two percent of the initial construction costs should be contributed to the reserve annually. Using an overall estimate for park construction of about $130 million, at that time, this led to an annual contribution of about $2 million. Later we updated this to include the actual costs to build out the park, which is about $400 million, which leads to an annual contribution of about $5 million a year to cover these items.

More recently, over the past two years, we have been working on a more indepth life cycle model to estimate capital maintenance needs. This model involves identifying each and every capital asset in the park, projecting the useful life of those assets and then assigning a replacement value to that asset.

As an illustrative example, let's take the artificial turf fields on Pier 5. Those were initially installed in 2012. They have an estimated life of about ten years. They initially cost approximately $800,000 to install. So that means in our overall capital maintenance model, we put -- we factor in $800,000 adjusted for
inflation, in fiscal year 2022, '32, '42, et cetera. We then take that -- I'm sorry -- we then extrapolate that out to all of the capital assets in the park.

We estimate by going through the park that there are over 200 asset groups that we have identified throughout the park. An example of some of these categories is shown on the chart on the left. As you can see, it includes everything from park benches to playground equipment and ranges from electrical infrastructure to exercise equipment on Pier 2.

Applying this methodology to all the park's capital assets, leads to the chart on the right. The blue bars show the total capital maintenance expenditures projected for each year. As you can see, they start out lower since the park is still under construction and most items have at least a ten-year life. But they get substantial over time.

The red line shows the annual projected contributions to the maritime reserve to cover these expenses.

We started last year with about
$1.5 million and this year, we just approved $2 million and phase it in over the first ten years. And then once we get to the stabilized level, which is about $5 million in current dollars, it simply grows with inflation thereafter.

Moving on to revenue.

Revenue is comprised of one-time payments and ongoing revenue.

For one-time payments, the up front payments are made up of scheduled up-front payments in the development leases, as well as payments in lieu of sales taxes on the initial construction and payments in lieu of mortgage recording taxes on the initial construction loan.

We have also included a projection of participation rent from the John Street site based on currently projected sales price levels.

These figures are largely in line with previously shown levels, with the exception that the projection of participation from the John Street site has gone up slightly due to an improving residential condo sales market.

Moving on to the ongoing revenues.

The ongoing revenues are made up
of scheduled rent payments in the leases and
payments in lieu of real estate taxes. Projections
of payments in lieu of real estate taxes are PILOT,
are based on the Department of Finance
methodologies for determining tax levels.
For residential projects, we're
using the market values of nearby comparable
projects, which are currently estimated at about
$120 per square foot.
For commercial projects, the PILOT
levels are based on the projected net operating
income levels for those projects. Once those
initial stabilized PILOT levels are set, PILOTS are
scheduled to grow with inflation at three percent
annually.
Rent levels are included using
actual rent levels included in the lease documents
and are grown by the increase rates -- the growth
rates that are stipulated in the lease. As you can
see, these range from just under two percent for
the Pier 1 lease, which is actually -- the growth
rate is actually seven-and-a-half percent every
five years, but on an average basis, that comes out
to 1.8 annually, to about three percent for 1
2 Brooklyn Bridge Park and John Street.

3 Taken together, this yields you overall recurring rent levels that are shown on the chart on the right.

6 In addition to the growth from inflation and the scheduled growth in the leases, annual revenues will also grow due to the expiration of tax breaks. There are four relevant tax breaks for our development projects, which are listed on this chart.

12 These tax breaks significantly reduce the PILOT payments for about 10 to 15 years from their implementation. And then they phase out gradually over the next five to ten-year period.

17 Taken together, you can see that to the left of the first black line, ongoing revenues get phased in as the projects get built and lease payments kick in. This is in line with a previously shown five-year projection. Over the next 20 years or so, rent payments grow with their specified rent rates in the leases, PILOTS grow with inflation and the tax breaks phase out. Altogether, this leads to an average grown rate of about four percent.
After that as the lease payments grow with their specified rates and PILOTS -- specified rates and PILOTS grow with inflation but there's no more tax abatements to raise the rates, the average growth rate is just under three percent at about 2.9 percent.

Moving on to the cash flow projections, which brings together the previously discussed revenues and expenses. This graph shows the cash flow with no revenue from Pier 6, just with the -- with the currently signed lease deals and assuming the reactive maritime model.

The blue bars show the net income for each individual year tied to the scale on the left. They are negative in many years mainly due to the large maritime expenditures and in some cases, due to the large capital expenditures as well.

The green line shows the park's overall cash balance. It starts out high due to the large up-front payments that we talked about before from the development deals but then dips down quickly. And the park runs out of money in 2029 and does not recover.
I should point out that the line
shown after that point does not include additional
costs due to debt service payments or any other
costs associated with borrowing, which would,
obviously, depress it even further.

This model shows that we would not
meet our mandate to be self sufficient in this
scenario.

Moving on to the preventative
maritime approach, as previously discussed this
model, which is what we prefer, involves a large
up-front payments in order to -- to preventatively
encapsulate all of the piles. Using the
preventative approach, we reach a similar
conclusion. Due to the large up-front payment, the
park could run out of money almost immediately,
making this scenario entirely infeasible without
additional revenue from Pier 6.

So that brings us to the next
question, now that we've shown that the model does
not work without additional revenues from Pier 6,
let's discuss what a viable financially sufficient
park would look like and what our goals are.

Start with this curve.
This parable-shaped curve is what the park's cash reserve would look like in any scenario. This is due to several reasons. It starts off high, because as we mentioned, we have those initial up-front payments from the development projects, and then it dips down in initial years largely due to the fact that we are -- we have the large maritime expenses in either model, which drives down our park cash reserves.

Once we get to a point where we've encapsulated most of those piles and the marine maritime expenses start to decrease, it comes back up. It also comes back up due to the tax abatements expiring, which adds additional revenue.

So this shape, this is the shape of any -- any park model that you would put together for this park. So that leads to the question -- sorry, of where this contour should be positioned in order to place the financial -- the park's financial model and add an appropriate risk profile.

Given the high level of risk associated with projecting so far out in the future and the volatility of what the real estate markets
and the taxes and the PILOT projections, the appropriate position for this curve is to place it so that the low point remains just above the X axis and is always positive and we never go into debt.

This means that if these projections hold, there could be additional funds available in the out years. And this is why in the 2006 legislation authorizing the park to receive PILOT funds, it allowed for the City to be able to sweep excess PILOT revenues in the future.

If this -- I just want to be clear, this is not on any specific projection of what we think is going to happen, this is an illustrative example. So if that does come into effect and the City does wind up sweeping, that would look something like this, where the area in pink indicates the revenues that are swept by the City and the green line represents the adjusted park tax revenue balance.

We should point out that what that effectively does is that means that the pink area represents our margin for error. If reality is worse than projected, we can stay financially viable because of this area. And what would happen
is it would just simply decrease the amount that
the City could sweep. If reality proceeds in line
with projections, the City can sweep these funds.
So in conclusion, the model has a
long history. It's been vetted for a long time.
We're constantly refining it and bringing in the
most up-to-date information, both on the expenses
and the revenues, despite the major economic
changes of the past decade, we're still largely in
line with our originally conceived financial plan
and are still -- we'll still be financially viable
if we get appropriate funds from Pier 6. But the
revenues from Pier 6 development sites are
essential to the park's financial solvency.
I do want to mention one other
thing. As I mentioned before, this presentation
will be available online later this afternoon. We
will be doing public presentations of this so that
more of the public can see that and we can have
direct question and answer sessions.
And, also, in response to several
requests from some of the Directors, we have
retained an independent third-party economist to
review our model. We expect her to release a
report in the coming months and we will post that on our website and distribute it also when it's complete.

Thank you.

CHAIRWOMAN GLEN: Thank you, David.

I suspect that there are questions on this.

Margaret and then Councilman Levin.

DIRECTOR ANADU: Just first, thank you.

That was a very, very helpful presentation.

There's one of the -- one of the things you noted, and I think it really can't be overstated is just how difficult it is to project something over this period of time. Obviously, we've seen revenue decrease in sort of many parts of our world in the crisis. We've seen expenses on the construction side increase tremendously over the last few years.

I think it was throughout several pieces of the presentation, but could you just take
through quickly sort of the places where you feel
like you're being conservative to just really sort
of account for the fact that it's a model over such
a long period of time?

MR. LOWEN: Sure. So I think
projecting PILOT levels to grow at three percent
annually is a conservative assumption. I think
everyone who pays attention to real estate
understands that real estate is a volatile market
and has -- has -- sometimes has large increases and
also has, as we've all experienced in the recent
past, large decreases. And so three percent annual
increase, you know, we've -- in the five or six
years that we've been projecting PILOT, which has
mostly come from 360 Furman at this point, we've
always taken the previous year's projection and
added three percent onto that and that was our
initial projection and it's always turned out to be
too high.

And so that -- and so PILOT -- and
so the volatility in PILOT payments, and even if it
does end up averaging three percent, just because
of the volatility in the importance of having the
funds available when we need them, that is -- that
is one area where we're kind of most at risk. I think on the revenue side, you know, there are some -- some of the leases do have participation rents in them. Those are somewhat risky and so we have not projected other than what I mentioned in the John Street site because that is so kind of near -- near term that we feel comfortable with that. Other than that, we have not projected participation revenues from any of those sites.

And we've also supplied in each one of our projections, we supplied a margin for error, which allows us -- which allows things to fluctuate a little bit.

DIRECTOR ANADU: Thank you.

DIRECTOR MERKEL: Can I just ask --

CHAIRWOMAN GLEN: Councilman, do you want to -- is that okay, Councilman --

DIRECTOR OFFENSEND: I'm sorry. Just a quick followup question. Just because I thought, David, you said that the PILOT growth assumption was conservative, but then your explanation suggested that it might be on the
optimistic side.

   MR. LOWEN: Right. I mean, I actually when I started answering, I realized I had misheard the question. I thought she was asking where the major risk factors were. So that was the answer to that.

   DIRECTOR OFFENSEND: Right. So the only -- you're saying that the only area in which you were optimistic --

   MR. LOWEN: In reality, each one of our expenses we've added a contingency to.

   DIRECTOR OFFENSEND: Right.

   MR. LOWEN: And when we balance our revenues and our -- and our expenses in this slide over here, obviously to the extent that it is not sitting at the zero line but that there is some cushion above that, we'll also provide a margin for error as well.

   DIRECTOR OFFENSEND: Thank you.

   CHAIRWOMAN GLEN: Councilman.

   DIRECTOR LEVIN: Thank you, David.

   I just had a few questions.

   First one about operating budget after the full park buildout, so this is on slide
5. Can you explain why -- why there's a three percent growth after -- annually after park buildout? So we understand the --

MR. LOWEN: Sure.

COUNCILMAN LEVIN: -- obviously, as the park is being built out the expenses continue to grow at a higher clip. But why after 2020 are we projecting a three percent --

MR. LOWEN: Right. That three percent --

COUNCILMAN LEVIN: -- it's a little ahead of average inflation.

MR. LOWEN: No, that's actually in line. If you look at historical rates of average inflation in the U.S. over the past 30 years or 50 years or 80 years, it averages three percent annually. And that's the standard methodology for long-term financial projections.

COUNCILMAN LEVIN: Okay. So it's just three percent annually due to inflation.

MR. LOWEN: Adjusted for -- yeah.

COUNCILMAN LEVIN: Can you -- can you explain how -- in terms of the -- how we're addressing the piles under the piers long term, you
know, either way that we approach it, whether it's preventive or whether it's replacement down the line, to me that always seems as if that's a capital expenditure.

So if I were to go to the Parks Department, or the Parks Department were to come to me as a City Councilmember, and ask for funding allocated from the City Council for something like a pile, the encasement of piles, whether it's an inch thick or two inches thick or four inches thick, it's always -- that would be a capital expense in the Parks Department. It would not be in the expense budget. It would be in the capital budget.

MR. LOWEN: Right.

COUNCILMAN LEVIN: And it's a big difference, obviously, as it pertains in -- in any circumstance a big difference, whether it's the Parks Department but it's a very big difference, obviously, in this context, why -- at what point did we decide, because I don't recall doing that, did we decide that that's an expense line and not a capital line?

MR. LOWEN: Right. So I would put you at ease that you shouldn't remember it because
it happened before this board existed. And that --
that was part of the initial deal between the City
and the State to -- that agreed to take on this
project and to fund the initial cost of the park.
Part of that initial deal in 2002 was that those
initial costs would include the cost to build out
the park but would not include the maritime assets.

DIRECTOR LEVIN: So that -- and so
then that -- that was memorialized in -- in writing
somewhere, people signed off on that?

MR. LOWEN: I believe it is, yes.

CHAIRWOMAN GLEN: Yeah, Regina.

PRESIDENT MYER: Yes.

Steve, in the 2005 GPP and in the
2002 Memorandum of Understanding, both of those
documents are consistent in recognizing that the
waterfront infrastructure -- the park would have to
be self-sustaining in order to maintain the cost
for waterfront infrastructure. So since we've been
operating as a park, we've made certain decisions
on using our expense funds for pile repair that
have come up on an emergency basis. And we've been
-- we've been doing that as conservatively as
possible.
I think what you saw today though and -- was our full explanation of how we're planning for this over the next 50 years and what the choices are and how large those costs were. I mean, I think one of the things that underpins our organization is that we have to continually be vigilant about the waterfront infrastructure since that makes up one-third of our park.

DIRECTOR LEVIN: Okay. I'm -- and we've seen a 60 percent increase in the cost over the last five years of -- of maritime infrastructure repair -- can you explain a little bit, I know you said there's a handful of --

MR. LOWEN: Yeah.

DIRECTOR LEVIN: -- companies that do this and that's -- and so they just totally dictate the price based on what? I mean, 60 percent increase over five years.

MR. LOWEN: It's really basic economics of supply and demand, that, as the economy improves there's more demand for maritime infrastructure projects. And there's only about a handful, maybe four or five firms, in the New York market that do this kind of work and so as more --
this kind of this, it's a standard thing that you
see in construction in general --

DIRECTOR LEVIN: Okay.

MR. LOWEN: -- but given the small
size of this market, it's just a little bit more
intense.

DIRECTOR LEVIN: So can you
explain a little bit more about the market. So
there's a New York market. Is there a national
market, a global market?

MR. LOWEN: Most of the firms that
operate in this field are regional. There are a
couple of firms that would be New York and Boston
or something like that but they are mostly very,
very local firms.

DIRECTOR LEVIN: But we couldn't
get like a firm that's done a lot of work in
Amsterdam or Sweden or something like that that's
an international company that -- that has other
technologies. Because, obviously, there's a lot of
waterfront maritime infrastructure in -- in other
countries.

MR. LOWEN: Sure. The
technologies are largely the same over the world.
DIRECTOR LEVIN: Yeah, but competition drives the price down.

MR. LOWEN: But there's significant expenses to breaking into a new market in a different country. And we've, you know, we've advertised these RFPs. We've sought out as many bids as we could and it's a competitively bid process and this is who responds. So --

DIRECTOR LEVIN: But we haven't had an RFP for the big -- for a big project?

MR. LOWEN: No. So let me -- let me answer that a little bit. As we've been building out each of the piers, Pier 6, Pier 5, Pier 2 and now more recently, Pier 3 as well, each one of those initial capital construction projects includes a portion of that work to fix the piles that have already deteriorated past the state of good repair, to bring it to a point where we can open that park on it. And those have been multi-million dollar contracts. So those haven't been tiny contracts.

DIRECTOR LEVIN: Right. I mean, but --

MR. LOWEN: We also, we coordinate
very closely with EDC --

CHAIRWOMAN GLEN: We -- we should talk about this more. I just -- I mean, I think we should say a couple of things. One is, obviously, when you look at the -- the most striking thing to me in the presentation is the very clear and compelling case to take the preventative approach because, obviously, the absolute dollars and the present value is a compelling argument. And I do agree that, to the extent that then we proceed in that direction and we're able to bid out a lot of work at one time, we may get more bidders than we have traditionally gotten.

And I can also just speak as a Vice Chair of the Hudson River Park, as well, that this is a very tightly constrained market right now and we're all struggling with identifying contractors who will take on any work of a small scope.

So I think we need to have a further discussion around this. And trust me, we are very, very focused on trying to draw out the best price we can but, also, the notion of opening it up to international bidders may also lead to

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different issues with respect to our goals on local
hiring and MWBE participation as well.
This is a very complex matter, as
you know, and everybody here will be focused on
getting the best bid possible in the market and
this is why, of course, I think the preventative
approach in doing one contract up front will yield
much better results for the -- for the park
overall.

DIRECTOR LEVIN: I mean, I remain
unconvinced on that just because I don't know what
the technologies are now, what the technologies are
in R&D at the moment, in terms of pile maintenance,
it's -- I think it's a field that I think a lot of
us could stand do a lot more research.

CHAIRWOMAN GLEN: And I think what
we'll do is, we can definitely have a whole
conversation about it because there's a huge amount
of expertise about the park and the DEP and the
State and, et cetera. So we should have another
conversation about this because it is a very
complex issue.

Are there other Directors who want
to discuss this briefly because, again, I want to
be very aware of time.

Steve.

DIRECTOR MERKEL: You or --

CHAIRWOMAN GLEN: It's the other Steve.

DIRECTOR MERKEL: David, I do think the -- and there is a compelling case made for the preventative maritime approach. I just noted a lack of parallelism. And I was wondering whether or not the charts with respect to the two different cash flow projections, I have it here on page 24, but in -- if the Corporation runs out of money in both situations, there's a reference to a debt level.

With respect to the reactive approach, there isn't necessarily a reference to a debt level. With respect to the preventative approach, and I'm assuming that in connection with the cash flow projections, in neither case are we necessarily assuming even potential interest rate payments either owed to vendors who somehow agreed to be paid later or in connection with borrowing money. And I'm wondering if we can, just with respect -- I think the case would be even more
compelling but, also, more comprehensive if we
considered adjusting the charts in that regard.

MR. LOWEN: Right. So I only made
reference to interest payments in the reactive
model but it is -- it is true of the preventative
model as well. That in neither case have we taken
into account debt service payments that would be
associated with going into -- into debt.

And furthermore, you know, looking
at a chart like this and showing being in debt at
such a high level of, you know, $150 million in
debt for 50 years, begs the question of whether
those funds would even be available.

So -- so I only mentioned it on
the first projection, but I -- I meant to imply
that it was coming -- it was being incorporated
into both.

DIRECTOR MERKLE: My point is, you
might consider, maybe not -- it doesn't have to if
it goes up this afternoon, but having -- having a
more comprehensive presentation with respect to
this aspect of it as opposed to having people guess
as to what would be the amount of money borrowed
under what circumstances, under what cupola.
MR. LOWEN: Right. I mean, where we stand is that the idea that the park goes into debt at all represents a risk profile that is not acceptable given our financial model and there is tolerance that this park is supposed to take on. And it also begs the question of what that -- what that debt would even look like.

CHAIRWOMAN GLEN: All right.

Thank you.

And I think again this is something we can discuss further but I think the notion of the park borrowing money is precisely what we're trying to avoid because who on earth, you know, because this is exactly the point of the presentation to show that we cannot -- I'm not even sure under the Public Authorities Control Board we can borrow money but we can discuss that with counsel.

Director Gutman and then I want to turn it over to Regina to do the President's report so that we have ample time.

So okay -- sorry. Gutman and -- sorry, and one more and then really we need to move on.
Director Ott.

DIRECTOR GUTMAN: Sure. Very quick question.

David, when you mentioned that in real life, not projections, the PILOT payments we've gotten from 1 Brooklyn Bridge Park have fallen below the -- the budgeted levels. Can you explain why that is?

MR. LOWEN: It's due to a variety of reasons. In one of the early years the park had -- the residents of 360 Furman had hired a tax certiori who had challenged their tax levels at the Department of -- or the Tax Commission and had achieved a reduction in their PILOTS.

In a couple of other recent years, due to Hurricane Sandy, the City had enacted a tax abatement on all properties that were in the flood zone, which lowered the tax rates for two years. And then there's just been a continual refinement of the methodology that DOF does in terms of looking at the comparable projects. And the methodology of DOF is to not look at comparable sales condo projects, but to look at the comparable rental projects, which doesn't always keep pace
with -- with growth.

DIRECTOR GUTMAN: So any projection of PILOT payments over time would be subject to risks of that sort; right?

MR. LOWEN: Right. And -- and definitely, you know, one of the things we see is that the residents of all condo projects have the right to challenge their taxes to get them lowered. There's no similar parallel right on the other side to challenge taxes to get them raised -- so.

(Laughter.)

DIRECTOR GUTMAN: Thanks.

CHAIRWOMAN GLEN: Director Ott and then I want to turn it over to Regina for the President's report.

DIRECTOR OTT: Okay.

Thank you, David, for this presentation. And thank you, also, for the commitment to hold public sessions and do things as well.

Just to sort of go back to the Comptroller's letter, will you guys be briefing their office on their plan and I also think it would be helpful to sort of a point-by-point
response to some of the concerns they raise.

PRESIDENT MYER: We were planning
on responding to the letter and assuring them that
we will be making those presentations. But I'm
happy to sit in a meeting as well, that would be my
pleasure.

DIRECTOR OTT: Thank you for
that, yes.

Thank you.

PRESIDENT MYER: So I'm going to
move over to the President's report, is that okay
Chair Glen?

So there's a few items I'd like to
report on this morning.

On May 27th, Brooklyn Bridge Park
reached a settlement on the Pier 6 development
lawsuit. With this agreement, the temporary
restraining order prohibiting BBP's board from
taking final action is lifted and following today's
meeting we intend to submit a request to Empire
State Development Corporation for a modification to
the park's General Project Plan.

The modification will include
allowing the Brooklyn Bridge Park Directors to
determine the amount of affordable housing in each of the Pier 2 -- Pier 6 buildings, subject to the overall limit of 430 units and the types and locations of any retail and community facilities at the two buildings, requiring that the 155-foot and 315-foot height limits be inclusive of mechanicals and other permanent structures and, finally, allowing for the closure of the Loop Road elbow, thus permitting Brooklyn Bridge Park to add an additional 10,000 square feet of public open space to our park plan.

The final stipulation has been included in your materials for reference. We expect to issue the request after this meeting and our request will include an indication that there should be a public hearing and written -- and full written comment period.

We will come to the board for authorization for a Pier 6 development deal at a future meeting.

Regarding Pier 1, on the Pier 1 development lawsuit, Judge Knipel issued a temporary restraining order in joining further construction on the northeast corner of parcel B.
This TRO was extended at the May 11 meeting and a decision is expected soon. All other work at the site is permitted to proceed and we look forward to a forthcoming decision.

At John Street, Alloys

Construction is moving along. The concrete structure is expected to top out by the end of the month with window installation ongoing. The project is on track for completion in mid 2016.

At Empire Stores, construction of the steel roof addition has recently begun. Window installation is well underway and the park-facing courtyard is nearly complete. We look forward, also, to a mid 2016 opening.

The expanded list of signed retail tenants includes:

Vinegar Hill House; and,

West Elm.

The Pier 5 and 6 Loop Road. As we discussed over the winter, we will be implementing a pilot program to alleviate traffic issues on the Pier 5 and 6 Loop Road, including stripping and signage plan recommended by Sam Schwartz that will make the Loop Road one way going north. We expect
to implement this plan by the end of June and it
will be fully operational by July 4th.
The Squibb Park Bridge.
At our last meeting the board
authorized fundings for repairs to the Squibb Park
Bridge, an immensely popular access point to the
park. Repairs have involved re-tensioning the
bridge at the correct alignment and installing
cross bracing and steel components to maintain that
alignment and epoxy repair of certain connections.
The work was not only approved by the engineer of
record but, also, fully peer reviewed by a third
party engineer.

We are continuing to investigate
what caused this misalignment and we want to assure
you that we will make every effort to seek recovery
costs from any responsible parties.

We are also -- as we also stated
in our meeting in February, we will also release a
report following the opening of the -- on the
repair detail in order to maintain public
confidence in the safety of the bridge.

We hope -- we are hoping to reopen
the bridge in mid July after we receive all the
careful inspection and sign offs from the engineer
of record and all of the appropriate occupancy
permits.

At St. Anne's Warehouse, just
finishing the construction aspect of this
presentation, construction is also on track for
preparation of the inaugural fall season at Tobacco
Warehouse.

I want to move to a discussion
about the CAC.

This Tuesday, just two days ago,
we received a letter from the co-chair of the CAC
outlining several resolutions passed at -- since
our last meeting. And we also received bylaws
which were proposed changes to the bylaws. These
letters and the proposal are included in your board
materials and as you may have had time -- little
time to review its contents, I'd like to just note
a couple of comments on them.

In terms of the resolution
regarding the request for a new RFP, there's
nothing in the anticipated requested GPP
modification that I just went over with you earlier
in this presentation that would necessitate the
issuance of a new RFP. In fact, the RFP specifically contemplates certain modifications of the GPP in regards to ground floor use.

The RFP process on Pier 6 has been extremely thorough, almost a year long at this point, and it attracted strong responses and impressive design talent. It's critically important to proceed at this point while we have solid developers willing to provide the funding for the park's operation and maintenance. And so we do not believe at this point that we will need to re-RFP Pier 6.

In terms of their -- the CAC resolution on Pier 1, it -- since this matter is subject to a current lawsuit, we will not be taking any action on a CAC resolution regarding that.

They also included a March 3rd resolution, which we -- we believe was included for informational purposes. To date -- to update the board, the CAC has put in a FOIL request for a substantial list of documents pertaining to our finances and BBP staff is now working on this request in accordance with established process.

There was also a letter from the
Willow Town neighborhood regarding safety and security. As you all know, we take safety and security at the park extremely seriously and at this point I really just want to acknowledge the incredible work and partnership of the local precinct for safety at our park.

I do have a couple of slides on ongoing construction. I know time is getting late and I'll try to go through this very quickly. Main Street Park is -- is on the verge of being completed. And as I also mentioned -- move ahead through the slides -- who has the clicker?

MR. COPPERSMITH: I got it.
PRESIDENT MYER: Okay. Okay. We're moving ahead with that.
And this is the Jay Street connection, which we also hope to open in July.
The next slide is the park at John Street.
And then the next slide -- Thank you, Louis.
-- is the construction at Pier 6, which is proceeding with the installation of the
incredible flower field and some significant new
lawns.

Just a couple of notes on
programming.

Here's a slide showing the
incredible popular -- popularity of the public art
installation, Jeppe Hein's, Please Touch the Art.
It's a partnership with the Public Art Fund. It's
being shown throughout the park. The water feature
will be in installation through September and then
all of the other pieces, the mirrors and benches
will be at the park through next April.

We're really thankful for this
partnership. It's really activated the park
incredibly.

Our season is also in full -- in
full swing. We had our Celebrate Brooklyn concerts
last May. The Brooklyn half marathon pre-party,
the World's Science Festival and the five-borough
bike tour.

We're looking forward to the Met
opera next Wednesday. The band Cinema Fest on June
24th with a presentation of Slacker and the
Conservancy's movies in July and August.
On the Pier 3 Greenway Terrace, we've instituted the Brooklyn Bridge Park book cart, which houses a small library of books available to the public, which is a partnership with the Brooklyn Public Library. It's an unexpected pleasure and I really want to thank everybody who made this project come forward -- happen.

I'm also excited to tell you that we have a new partnership with the -- called the Big and Little Skills Academy, a partnership with the Police Athletic League, who will be conducting youth basketball clinics twice a week on Pier 2 starting next week. It's aimed at overall personal development, as well as provides a safe and productive setting for youth at the park. And we're very excited to be moving forward to that.

There's really too much to mention. We did put calendars at your -- at your seats as well. And, obviously, a lot of our information about what's happening in the park is on our website as well.

Thank you, Chair Glen.

CHAIRWOMAN GLEN: Thank you,
Regina.

Very exciting. Good slides.

Thanks.

Okay. Are there any other additional matters that any of the Directors wish to discuss right now? Again, I want to remind people that I have to leave in about 15 minutes and I'd like to give the public some opportunity.

Director Ott.

DIRECTOR OTT: First of all, thank you for Please Touch the Artwork. It's great to see. I've gone to the park a couple of times since the installation.

The CAC bylaws amendments, I didn't quite catch. When -- does that come up for a vote to the board at some point or how does that work?

PRESIDENT MYER: The CAC bylaws were transmitted to us. We did have a preliminary meeting with -- with the members of that committee. We will refer the proposed bylaws to our Governance Committee for their review. So I do not -- I do not have a date when it can come to the board. I think we need to seriously consider this at the
committee level first.

DIRECTOR OTT: Okay. And just in terms of sort of the couple of resolutions here that did sort of seek a call for action, particularly Pier 6 RFP and Pier 1 restriction resolutions. I understand that, you know, from last meeting this decision was made -- it was my understanding that the Chair had discretion of what gets added to the agenda.

Is there a reason we don't just vote on these though? I don't understand why the Corporation doesn't make recommendation to us. I suspect that, you know, like most of the recommendations made, we probably end up voting in that direction. It just seems to me like we've had a couple of different board meetings at this point where we've not taken action on any CAC resolutions, not even added them to the agenda and that's concerning to me.

PRESIDENT MYER: What we did, we had voted on several CAC resolutions in the past. I just think that in consideration of where we are with Pier 6, as I stated earlier in the President's report, our first step on the Pier 6 settlement is
to move forward with ESD -- with the settlement
items at the Empire State Development Corporation.

I don't -- we don't believe that a
new RFP is -- is needed. We can think about voting
on that item but I think really at this point,
Zeeshan, the point is to move through the process
that we just recently agreed to with the litigants.

DIRECTOR OTT: Okay. And just to
be clear, there's no mechanism for me or any other
Director to add this to the agenda?

CHAIRWOMAN GLEN: No, the
mechanism, you could put a request in prior to the
meeting and then it's up to my discretion as to
what goes on the agenda. So if you want to have a
particular item on the agenda, then you can send it
to myself, my staff and Regina well in advance of
the meeting so that we can determine whether or not
it's worthy of being voted on in the meeting.

DIRECTOR OTT: Great.

Thanks.

CHAIRWOMAN GLEN: I would like to
now turn it over because, again, I did want to try
to get some time for the public here today. I have
the list and, again, I would appreciate everybody
speaking as quickly as possible and I am going to
have to call this meeting to a close at 12:20
unless anybody on the board wants to volunteer to
be a vice chair and keep the meeting open.
Okay. So let's -- let's have
Nancy Webster; and,
Then followed by Lucy Koteen; and,
Then Catz --
A VOICE: Kara Gilmour.
CHAIRWOMAN GLEN: Oh, it's Kara Gilmour.
Sorry Cara. It looked like Catz.
MS. WEBSTER: So in the interest
of time, I'll talk while I walk. I just wanted to
make a few brief points.
The first of which, again, Nancy Webster, Brooklyn Bridge Park Conservancy, I wanted
to extend the Conservancy's congratulations to new
Vice Chair Joanne Witty.
I also wanted to express the
Conservancy's extreme pleasure, not only with the
current parts of the park that are under
construction, and there are considerable areas, but
hearing about the, you know, approvals for
beginning construction on the Pier 5 Uplands, the
Pier 2 Uplands, Pier 3 -- there's so much new park
coming on line. That's incredibly exciting.

I wanted to thank the board for --
for approving going ahead with the license for us
with the classroom.

I wanted to thank Steve for his
funding and support. We're very excited about
that.

I wanted to also thank you for
what I felt was a very thoughtful and a very
detailed presentation of the park's finances. I
feel like it helps us to better understand the
complexity and the -- the rigor of the thinking
about what's necessary from the development
standpoint to ensure that Brooklyn Bridge Park is
going to safe and beautiful for years to come.

And then, finally, I just wanted
to echo something that Regina said and it's really
like why we're here and what we're all about.
Summer's in full swing. You go down to those
piers. There are happy people, smiling faces all
over Brooklyn Bridge Park. Brooklyn Bridge Park is
making this City a tremendously better place to
live.

Thank you all for your efforts on that score.

CHAIRWOMAN GLEN: Thank you, Nancy.

I'm just going to interrupt for one procedural -- the Councilman has volunteered to be designated as the Vice Chair for the remainder of this meeting.

Can I have a vote in favor of making Councilman Levin the Vice Chair for today's meeting because I have to go back to the office?

All in favor?

(Chorus of "ayes.")

CHAIRWOMAN GLEN: Any opposed?

(No response.)

CHAIRWOMAN GLEN: Motion carries and Councilman Levin will chair the balance of this meeting.

Thank you very much.

VICE CHAIR LEVIN: Okay. We'll continue hearing public testimony but I do want to remind everybody, there's a two-minute clock and we're going to keep people to it.
So next up Lucy Koteen, Chair of the BBP CAC.

MS. KOTEEN: Thank you.

I'm going to modify this because some of these things have been discussed and in the interest of time.

Good afternoon.

Yes, thank you for this opportunity to address the board for the first time as the Chair of the BBP CAC.

From my many years of community engagement, I must say I am pleased and impressed to see how the CAC has come together to -- in agreement on issues surrounding the park and has been able to lend its support to the residents who have brought the concerns to us.

I think it has helped that we meet now with greater frequency, once a month, and now have the time to address issues with depth here from neighborhood residents and come up with resolutions and solutions.

The CAC's response on transparency, I would like to contrast to what I feel the BBP board is. At the CAC meetings,
everyone has a voice and anyone can offer agenda
items for the meetings, which are welcomed.

These are significant times. The
last part of the park is now being discussed for
development, both in terms of park features on Pier
6 and for financial development.

As I'm sure you're aware, there's
a uniform opinion in the surrounding communities
that it would be a terrible mistake to put housing
at the Pier 6 location. There's such a dearth of
open parkland in CB2 and there has been an
explosion of population in the last ten years that
will continue well into the future.

Just look around at the skyline
around us and you will see the rise of one tower
after another and a skyline dotted with cranes
throughout the area, assuring the rise of towers
and an increase of population.

We have yet to realize the impacts
of the 12,000 apartments being built right now, as
referenced in a Crain's article, May 2015.

The LICH Development, which
includes a 40, 30 and 20 and 17-story building
within one block of this project and the 4,500
units at Atlantic Yards, whose EIS included BBP as their open space for this massive development and the Brooklyn Heights Library site.

These are profound numbers of people living in this park's catchment area. Why has the board not seen fit to revise its plans to include the needed three acres as open space for all to enjoy?

From the lack of school seats in the area to the higher than anticipated park usage, from the lack of infrastructure planning, from the CSOs that lead to flooded basements and streets of wastewater in the Gowanus area, from the expected rise of sea level of two feet in the next 30 years and to six feet in the next 85 years, to the increase in frequency and severity of storms in the near future, to the worsening air quality from all the new construction, we wonder what air will our kids and grandchildren breathe and on what open land will they run?

The last thing this parkland needs is more structures and more population.

I will -- I have a few copies I can give you. I want to just reference the
Controller's letter I have on transparency. I have copies if anyone would like to see a copy. I don't know if you all received them.

And I thank you for this time and I will leave you with some letters.

Thank you.

VICE CHAIR LEVIN: Thank you Chair Kotene.

Next up, Christina Page.

MS. PAGE: Hi. I'm Christina Page from Save the View Now.

We'd like to know why has Brooklyn Bridge Park Corporate ignored the General Project Plan, the SEQRA findings and the Environmental Impact Statement created in 2005 and 2006 that were clearly designed to protect views from the promenade, from Squibb Park and from amid our streets so that Toll Brothers and Starwood Capital could make hundreds of millions of dollars in profit?

In 2005 and 2006, the Pier House was agreed to be approximately 450 feet long and would not obstruct views of the skyline from Squibb Park or Midol Street.
According to the diagram presented by David Lowen of Brooklyn Bridge Park Corp., to the Community Advisory Committee in February, the parcel had been extended 100 feet further south. The impact of this change was never analyzed and has seriously compromised these legally protected views. How did you let this happen?

There is no Temporary restraining order on the construction of the penthouse on parcel B. Again, how could you ever approve a plan that allowed construction of anything over 55 feet above the sidewalk when that was clearly the limit written into the General Project Plan and other legally binding documents?

In the 2011 request for proposal for the development of Pier 1 states, that the control documents for the project include the Modified General Project Plan, the Final Environmental Impact Statements and other documents.

The 2005 and 2006 MGPP and FEIS make it perfectly clear that the maximum heights of the buildings on Pier 1 are 100 feet and 55 feet, inclusive of all bulkheads and parapets. Why did
the Brooklyn Bridge Park Corp. ignore the control
documents to answer the question from the developer
about the inclusion of bulkheads in the height
calculation? Why were the developers instead
referred to --

A VOICE: Sorry.

MS. PAGE: Okay. One sentence --
why were the developers instead referred to the CB
zoning regulations, which are expressly stated as
not applying to this project?

VICE CHAIR LEVIN: Thank you very
much, Ms. Page.

Next up, Carol Raftrey, Build Up
NYC.

MS. RAFTREY: Hello everyone.
My name is Carol Raftrey.
I'm a local resident. I have
testified before to sound the alarm about what's
been going on in the Pier House. The City needs to
intervene in Pier 1 before more people get hurt.

Some weeks ago, Build Up New York
City, the organization I'm here representing,
organized a committee delegation to inspect the
Pier House construction site because our concerns
and 11 stop work orders from the Department of
Buildings have fallen on deaf ears, we brought
community members and workplace safety advocates
together to take a look at the site for ourselves.
On the day of our delegation, the
barricades were open and there was no one there to
flag us out. It was clear to us the basic safety
precautions to enclose the site and keep
pedestrians away were not being taken.
Minutes after our arrival, a
handful of workers suddenly appeared to direct
traffic and use flags to ask pedestrians to cross
the street and avoid their sidewalk.
I am a stone derrickman by trade.
I teach at our training school. Some of the most
important skills we teach our apprentices include
how to prevent accidents, do the work safely and
keep themselves and the public out of harm’s way.
The workers at the site at Pier House must be
afforded the same State-approved training. Eleven
stop work orders are outrageous and I hope I won’t
have to speak about a 12th one at your next board
meeting.

How many of us neighbors will it
take for you to fix Pier 1? How many workers must
be hurt, or worse, so that this board can realize
that the contractors must be replaced with
responsible ones.

We urge the board to protect the
safety of the community and the workers at Pier
House. It's not too late to put public good ahead
of the profit of private developers.

Thank you.

VICE CHAIR LEVIN: Thank you very
much, Ms. Ratfry.

Next up, Michael D. B. White.

MR. WHITE: Michael White,

I'm holding the letter from the
Comptroller asking this board to be more
transparent. Transparency is important. It is
important to note the overlap, people on this board
with people on the board of the Brooklyn Public
Library, the overlap of people who have been
involved in proposing to sell and shrink libraries.
That board is also being extremely non transparent.

Peter SCHEMAS, at a public
hearing, you said you thought the BPL should be
more transparent. As you know, it is not. You have not, at the BPL board meetings called for greater transparency.

Mr. Gutman, you at those board meetings have not called for greater transparency.

Mr. Offensend, your wife was a board member during a period of great non-transparency when the plans to sell and shrink libraries were generated. Those plans are still not released.

And yet, the BPL is proposing next week to commence the process to decide whether to shrink and sell a library without that transparency. Transparency singularly is the best disinfectant as Justice Brandeis said. This board, where you are stewards of public assets, the Brooklyn Public Library board where you are stewards of public assets, you must be transparent. You owe it to the public. You have to show us what you are doing with public assets.

Thank you.

VICE CHAIR LEVIN: Thank you, Mr. White.

Next up, William Newberry.
MR. NEWBERRY: I'm William Newberry from Willow Place and I'm here representing Willow Town. We congratulate the Park Corporation on transforming the piers and, particularly, Pier 2, which is the basketball, handball and roller rink facilities are a great addition to the park. However, the energy and emotions that can occasionally overflow at these facilities are something that need to be monitored carefully.

We applaud the 84 Precinct's Captain's Centers efforts to increase police presence at Pier 2 to ensure competitions don't get out of hand, as happened on the night of April 15th.

I want to emphasize, as we mentioned in our letter that Joralemon Street, one of the major access points to the street, is a narrow, 19th century thoroughfare handling 21st century crowds. It was built to handle horse and cart deliveries from ships unloading at piers in the late 1880s.

Today's heavy construction trucks,
speeding SUVs and thousands of visitors that pack its narrow sidewalks on a weekend or a warm summer night, are a whole new experience and one that when a spark ignites, such as the shootings in the park on April 15th, can quickly become a dangerous and threatening experience for residents and visitors alike.

The Willow Town Association urges the park management to develop a plan that will enable it to respond quickly and effectively to emergency situations without causing unnecessary alarm in the neighboring communities. We are happy to work with the park and the 84th Precinct to develop a plan that works for all of us.

Thank you.

VICE CHAIR LEVIN: Thank you very much, Mr. Newberry.

Next up, Kara Gilmour.

MS. GILMOUR: Hi.

Thank you so much for the opportunity to speak.

My name is Kara Gilmour. I'm the Director of Education for the Brooklyn Bridge Park Conservancy.
Over the past seven-and-a-half years, we've developed a thriving education program. We serve over 10,000 kids every year from April through November. Sixty percent of those kids are from Title I schools, 50 percent are ESL or ICT classes and over 35 percent are in an assisted classroom.

We are beyond thrilled and appreciative for the classroom and participating with the park and your support in creating this opportunity to create a year-round program for the kids, as well as expand our reach beyond the classroom and have open hours for the community at large.

In the classroom for those who don't know, we'll have a 250-gallon aquarium with an attached touch tank, as well as many interactive devices that allow the community to get to know a little bit more about the park before they could go out into the park itself and sort of discover some of the hidden secrets that you might not know about the history, the ecology, as well as the sustainable design.

So a huge thank you to Steve Levin
for helping make this happen and to the park board
for really bring it along.

Thanks so much.

VICE CHAIR LEVIN: Thank you very
much, Ms. Gilmore.

Next up, Elizabeth Cohan.

MS. COHAN: Hello.

And thank you for this
opportunity.

I'm a member of the Save the View
Now so my interest in this is not as an outsider
but as a resident of this community in Brooklyn
Heights. My children and my grandchildren also
live here.

It's been stated over and over
again that the building mechanicals forced to the
roof because of Hurricane Sandy. I come to know
that this is not true. The FEMA regulations state
that the building should be flood proof.

According to FEMA flood plan, building mechanical
systems should not be located below the flood
plain. That was not new information. That's
always been the case.

Brooklyn Bridge Park was always
designed knowing it was a flood plain. Toll
Brothers knew that it was a flood plain and so it
should have been designed accordingly right from
the very beginning. But even when Sandy --
Hurricane struck and reminded us about the flood
plain, Brooklyn Bridge Park review would have
yielded them a rule playing rules that would have
indicated that mechanicals should never be in the
basement but they can go anywhere else in the
building. The mechanicals do not have to go on the
roof. They can go anywhere in the building and
without violating public agreement and legally
protected views.

Thank you.

VICE CHAIR LEVIN: Thank you very
much, Ms. Cohan.

Next up is -- is Martin Hale still
here?

(No response.)

VICE CHAIR LEVIN: I don't believe
he is.

Okay. Catherine Silverblatt.

MS. SILVERBLATT: Hello.

My name is Catherine Silverblatt.
I'm a long-term resident of Brooklyn Heights. I'm here as a part of Save the View Now. And I'd just like to say at the last board meeting, those who were present -- sorry, at the last board meeting the public stood here and asked many questions. As far as those present could tell, no one was taking any notes. There has not been any response.

I'd like to address this question to the board and not the park's management or Madam Chair, of course who has left before the public could speak. As board members you also have a responsibility to the public, while the BBPC has constantly ignored us, I urge you to act on behalf of the public and demand that the BBPC start responding in a timely and accurate fashion to the public.

Thank you.

VICE CHAIR LEVIN: Thank you very much, Ms. Silverblot.

Next up Danielle Cyr.

Did I pronounce it correctly?

MS. CYR: Yes.

I'm Danielle Cyr with the Save the
View Now and I just wanted to ask a question, a couple of questions.

The 2006 design guidelines contain an inaccurate and complete record of the agreements embodied in the GPP, Final Environmental Impact Statement and discussions between the public and the Brooklyn Bridge Park Development Corporation. When the design guidelines were recast as an appendix in the 2011 RFP, important sections were omitted.

Who made the decision to eliminate those sections, including eliminating the language on the maximum height?

Were those changes discussed with the board?

Were they ratified by the board?

Also, many of the design changes made on the buildings located on the Pier 1 development parcel violate the analysis completed to support the EIS.

What consideration was given at any time during the design process to filing a Supplemental EIS?

What is the substance of those
discussions and why did you reach the conclusion not to create an SEIS?

The 2005 and 2006 park plans and the 2011 Pier 1 and residential development presentation of proposals that are available on the BBPC website, all state the entire condo building on parcel B will have a maximum height of 55 feet.

How could you approve plans submitted by Toll Brothers that has a penthouse that extends over 70 feet over the sidewalk?

Thank you.

VICE CHAIR LEVIN: Thank you very much, Ms. Sear.

Next up, Christina Page.

MS. PAGE: I spoke.

VICE CHAIR LEVIN: Okay.

Next up Ren Richman.

MR. RICHMAN: Hi.

I'll try to go quickly.

The financial work is really important. It's now achieving the proper focus and I thank you for that. And it allows the public to really get involved in the debate.

Two quick items.
The consideration of alternatives is a key part of this park and there was no sort of analysis of alternatives with less housing, which is an important part, which your expert has previously argued in Environmental Impact Statement -- I'm sorry, in environmental work for this park.

And, also, the 2018 starting point is really critical. You can look at where rents are today and if you actually make estimates, you're going to come up with a significant windfall for the park. And making a decision today rather than waiting until all these buildings are appraised early next year doesn't seem to make sense to take parkland away forever.

With respect to the settlement, People for Green Space didn't have to settle. We believed we were going to get this result in court. We'd like to say, it's the proper path. And going forward, the key thing for this board, we expect and would hope that you'd exercise real discretion in looking at the issues, and there are significant issues here. I wrote you a letter. I'd hoped you take the time to look at it and read it.

The other critical point is the
green path allows for the needed public policy
debate on this topic. We're really thankful for
the park board for -- and the State to agree to the
public path with the most possible input.

Thirty seconds.

Agreements with the public are
supposed to matter. We can do both can mean that
some of the park's real estate windfall actually
goes, as long promised, to reducing park
development and increasing green space.

Renegotiating the deal to allow
affordable, which we have said all along and have
agreed to compromise on, including an affordable
component. Two other initiatives -- so if you're
renegotiating the basic compact of the deal, then
maybe we should be looking at renegotiating the
deal on the CAPEX as well.

Thank you.

VICE CHAIR LEVIN: Thank you very
much, Mr. Richman.

And our last public testimony,

Tony Manheim.

MR. MANHEIM: Thank you.

I appreciate your accommodation to
allow me to speak, although I didn't sign in earlier because I hadn't heard the presentation on financials. There were no copies of which made available and that's really what I want to speak to.

But I cannot help but begin by mentioning when these meetings are scheduled a year in advance and occur every two months and there's enough advance notice of a major public interest, to arrange this meeting to be held in a large auditorium like this, to have three of those present, including the Chair, have to leave before the public comments, is an insult to the public and really is unnecessary.

(Applause.)

MR. MANHEIM: In any event, turning to the public -- David Lowen's presentation of the revised financials, which I welcome, as did the last speaker, it's a pity that copies weren't available for those of the public who have a background in finance and came to this meeting out of concern for that and many other figures.

As most of you know, I've been involved with the parks longer than any of you --
longer than some of you, before some of you were born in 1983 when the idea first began. And the original commitment was to provide for public financing of all capital expenditures.

I appreciate that there's at least a perception and fairly widespread understanding that the 2002, or some later documentation, made a major radical change, which I think was inadequately addressed.

But so much has been changed since then, since 2002, since the 2006 or 2005 General Project Plan, perhaps it's time to go back. I know of no other public project -- I know of no other public project of a long life, and parks last centuries not decades, that is financed without public debt. God in his wisdom invented -- you don't have to predict the future, you can allow the public debt market to do that for you.

And if the City in its wisdom will not go back and reconsider the advisability, or the State, of providing us which was originally promised the capital financing through debt, then perhaps -- five seconds -- perhaps going to the private debt market which, in fact, is what other
public parks, Bryant Park, has done with its
capital needs for long life project. That's a
model that could be looked at.

And I hope when the fuller
presentation of the new financials are made, the
issue of addressing paying for these encapsulation
and maritime expenses through -- by borrowing funds
and paying them off out of revenues coming onsite
will be taken into account.

VICE CHAIR LEVIN: Thank you very
much, Mr. Manheim.

Just for the record, I was born in
1983.

(Laughter.)

VICE CHAIR LEVIN: I mean, I was
born before 1983. I was alive in 1983.

Okay. It is now -- hold on -- is
there any more public comment?

(No response.)

VICE CHAIR LEVIN: Seeing none --
okay. It is now 12:35 p.m.

I want to thank everybody for
their time today and ask for a motion to adjourn
today's meeting.
DIRECTOR GUTMAN: So moved.

VICE CHAIR LEVIN: Okay.

Seconded?

DIRECTOR OFFENSEND: Second.

VICE CHAIR LEVIN: Okay.

All in favor?

(Chorus of "ayes.")

VICE CHAIR LEVIN: Any against?

(No response.)

VICE CHAIR LEVIN: Motion is approved.

Today's meeting is hereby adjourned.

(At 12:35 p.m., the proceedings were concluded.)
STATE OF NEW YORK )
SS.
COUNTY OF NEW YORK )

I, MARC RUSSO, a Shorthand
(Stenotype) Reporter and Notary Public within and
for the State of New York, do hereby certify that
the foregoing pages 1 through 103, taken at the
time and place aforesaid, is a true and correct
transcription of my shorthand notes.

IN WITNESS WHEREOF, I have
hereunto set my name this 1st day of July, 2015.

MARC RUSSO