

Brooklyn Bridge Park Corporation
Meeting of the Board of Directors
1 Hotel Brooklyn Bridge, First Floor Events Space
Brooklyn, NY 11201

October 16, 2024

MINUTES

The following members of the Board of Directors were present:

Shari Hyman – Vice Chair
Mariana Alexander
James Archer
Peter Aschkenasy¹
Gregg Bishop
Martin E. Connor
Henry B. Gutman
Jeffrey D. Friedlander
Tori Kelly
Joshua Kraus
Martin Maher
Gregorio Mayers
Stephen Merkel
Susannah Pasquantonio
Dr. Jocelynn Rainey

Also present were the staff of BBP and Nancy Webster, Executive Director of Brooklyn Bridge Park Conservancy. Vice Chair Hyman called the meeting to order at approximately 10:10 a.m. Amy Lojek, BBP's Secretary, confirmed that a quorum was present.

1. Approval of Minutes

Upon motion duly made and seconded, the minutes of the September 12, 2024 Board of Directors meeting were approved unanimously.

2. President's Report (Non-Voting Item); Annual Report and Annual Audit Report (Non-Voting Item); Approval of Fiscal Year 2024 Audited Financial Statements and Investment Report

Mr. Landau provided park updates, including: (i) the status of the Pier 1 Entry Building project and; (ii) the concessionaire selected for the Historic Fireboat House and the TXG's proposed name for the ice-skating rink at Emily Warren Roebling Plaza; and (iii) the removal of scaffolding in the Main Street area of the park and the planned dog run at the lawn adjacent to the 1 John Street development.

Director Pasquantonio praised TXG's homage to Emily Warren Roebling in the proposed rink name. Director Bishop asked about the safety of removing the scaffolding, and Director Gutman suggested

¹ Director Aschkenasy was present via videoconference.

BBP preserve a record of items that have fallen from the Manhattan Bridge. Mr. Landau explained the City's position on congregation vs. transit through the area, and agreed that BBP would preserve a record. Director Merkel asked about internal standards for addressing unauthorized congregation, and Director Rainey asked about regulations regarding congregation. Mr. Landau explained that the risk is similar to that of the perimeter sidewalk, and explained that, due to the area being part of a public park, BBP will not prevent people from congregating but monitor the issue should it arise. Director Connor asked about signage warning pedestrians of the risk and Vice Chair Hyman asked about BBP's plans until a permanent solution could be implemented. Mr. Landau said BBP would consider signage and monitor the issue, but that had been advised by NYC DOT that a net hanging from the suspension bridge was not feasible.

Mr. Landau presented the Annual Report and Annual Audit Report, a non-voting item, and the Approval of Fiscal Year 2024 Audited Financial Statements and Investment Report. Vice Chair Hyman confirmed that the Audit & Finance Committee was comfortable with the proposed action. Director Rainey asked if the auditors made any additional recommendations; Mr. Landau said there was none.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule A** were adopted unanimously.

3. Annual Approval of Policies Relating to the Public Authorities Accountability Act of 2005, as amended by the Public Authorities Reform Act of 2009

Ms. Lojek presented this item. Director Rainey asked that the Directors be notified individually if they do not complete the annual self-evaluation survey. Director Merkel asked what is customary for boards that do not receive all responses; Director Friedlander asked if any Director had commented when they disagreed; and Director Gutman asked whose forms had been the model. Ms. Lojek explained that she would provide more frequent reminders for future self-evaluations, that no Director had provided additional comments, and that BBP had modeled the form on the NYS Authorities Budget Office template form. Director Bishop asked who "whistleblowers" contact, and suggested an 800 number. Mr. Landau suggested ADP, BBP's co-employer, and that BBP ask Trust for Governors Island and Brooklyn Navy Yard.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule B** were adopted unanimously.

4. Authorization to Amend to the Certificate of Incorporation of Brooklyn Bridge Park Corporation

Ms. Lojek presented this item. Director Archer asked why litigation papers were being delayed. Mr. Landau and Ms. Lojek explained that sometimes the papers were routed incorrectly between the NYC Law Department and Parks Department.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule C** were adopted unanimously.

5. Authorization to Amend the By-Laws of Brooklyn Bridge Park Corporation

Ms. Lojek presented this item. Director Bishop asked whether the sunset provision in the procurement section was being removed. Ms. Lojek confirmed that it is. Director Kraus asked how many contracts between \$100,000 and \$250,000 were awarded during the trial period. Joel Bermejo, BBP's Deputy General Counsel, explained there were 14 contracts awarded. Director Kraus asked about BBP's

ability to procure contracts under emergency situations. Ms. Lojek and Mr. Landa confirmed the existence of the emergency procurement provision in the BBP Procurement Policy.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule D** were adopted unanimously.

6. Authorization to Enter into a License Agreement for a Food and Beverage Concession at the Historic Fireboat House

Sean Reynolds, BBP's Director of Operations, presented this item. Vice Chair Hyman asked about the financial performance of the current concessionaire. Mr. Landau and Mr. Reynolds explained the Ample Hills and Van Leeuwen gross receipts and concession payments. Vice Chair Hyman asked about the other proposer, and Mr. Landau explained BBP's thinking behind the decision not to award the concession to Oddfellows. Director Rainey asked about evaluation of M/WBE status other considerations, and suggested BBP consider M/WBE status in connection with the fee offer difference between the two proposers. Director Archer asked about the obligation for capital improvements. Mr. Landau explained that BBP weighed M/WBE status favorably, but that Van Leeuwen's overall proposal was deemed better, and that there is no obligation to perform capital improvements. Jeffrey Sandgrund, BBP's Chief Operating Officer, explained Van Leeuwen's plans to reconfigure the space and other improvements.

Director Pasquantonio confirmed that the Budget & Operations Committee was comfortable with the proposed action. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule E** were adopted unanimously.

7. Public Comment

Ms. Webster expressed continued enthusiasm for the Conservancy's partnership with BBP and that, while the Conservancy's programming was winding down for the year, the Harvest Festival was on the horizon and there remained strong programming in December. Ms. Webster also looks forward to the expansion of the Environmental Education Center and thanked those Directors present for the Conservancy Gala and noted the Conservancy's success in raising a significant amount.

Director Gutman congratulated Ms. Webster and the Conservancy on the Gala and their work in the park.

8. Adjournment

Vice Chair Hyman asked whether there was any Director who believed that an Executive Session was necessary. Hearing none, and there being no further business, Vice Chair Hyman requested a motion to adjourn the meeting. Upon a motion being duly made and seconded, the meeting was adjourned at approximately 11:00 a.m.

Respectfully submitted,

Amy Lojek
Secretary

SCHEDULE A

October 16, 2024

APPROVAL OF FISCAL YEAR 2024 (“FY 2024”) AUDITED FINANCIAL STATEMENTS AND INVESTMENT REPORT AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED that the FY 2024 Audited Financial Statements of Brooklyn Bridge Park Corporation (“BBP”) attached hereto as **Exhibit A** and as certified as accurate by the President and Chief Financial Officer of BBP as set forth in **Exhibit B** are hereby approved; and be it further

RESOLVED, that the FY 2024 Investment Report attached hereto as **Exhibit C** is hereby approved; and be it further

RESOLVED, that the President of BBP or their designee(s) be authorized to present the above-referenced audited financial statements, certification, and investment report to the Members of BBP; and be it further

RESOLVED, that the President of BBP or their designee(s) be authorized to report the audited financial statements and investment report and post them on its website in accordance with the provisions of PAAA; and be it further

RESOLVED, that the President of BBP and their designee(s) be and each hereby is authorized and empowered to take all actions as the President or their designee(s) may deem necessary or appropriate to effectuate these resolutions.

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SCHEDULE B

October 16, 2024

ANNUAL APPROVAL OF POLICIES RELATING TO THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY THE PUBLIC AUTHORITIES REFORM ACT OF 2009 AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED that the policies set forth below are hereby approved:

- A. Mission Statement, adopted on October 3, 2019;
- B. Contracts by the Corporation - Procurement Policy, adopted on October 3, 2019;
- C. Investment Guidelines, adopted on July 21, 2010;
- D. Salary, Compensation, Travel, Reimbursements, Time and Attendance Policy, adopted on October 10, 2018;
- E. Code of Ethics for Members, Directors and Officers, adopted on October 11, 2023;
- F. Policy on the Acquisition and Disposition of Real Property, adopted on February 29, 2012;
- G. Policy on the Disposition of Personal Property, adopted on February 29, 2012;
- H. Policy on Protection for Whistleblowers, adopted on December 5, 2011;
- I. Policy on Indemnification and Defense of Members, Directors and Officers, adopted on December 5, 2011;
- J. Policy on Extension of Credit to Officers, Directors and Employees, adopted on December 5, 2011; and
- K. Policy on Discretionary Spending, adopted on September 30, 2020; and
- L. Policy on Board Self-Evaluation, adopted on October 12, 2022;

and be it further

RESOLVED, that the President of BBP and their designee(s) be and each hereby is authorized and empowered to take all actions as the President or their designee(s) may deem necessary or appropriate to effectuate these resolutions.

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SCHEDULE C

October 16, 2024

AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF BROOKLYN BRIDGE PARK CORPORATION

BE IT RESOLVED, that an amendment to BBP's Certificate of Incorporation to: 1) update the mailing address on file with the New York State Secretary of State, from the New York City Law Department's office address to BBP's office address; and 2) provide BBP's general e-mail address to the New York State Secretary of State, are hereby approved; and be it further

RESOLVED, that the President of BBP and their designee(s) be and each hereby is authorized and empowered to take all actions as the President or their designee(s) may deem necessary or appropriate to effectuate these resolutions.

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DRAFT

SCHEDULE D

October 16, 2024

AUTHORIZATION TO AMEND THE BY-LAWS OF BROOKLYN BRIDGE PARK CORPORATION

BE IT RESOLVED that the By-Laws of Brooklyn Bridge Park Corporation, as amended on October 16, 2024 are hereby approved; and be it further

RESOLVED, that the President of BBP and their designee(s) be and each hereby is authorized and empowered to take all actions as the President or their designee(s) may deem necessary or appropriate to effectuate these resolutions.

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SCHEDULE E

October 16, 2024

AUTHORIZATION TO ENTER INTO A LICENSE AGREEMENT FOR A FOOD AND BEVERAGE CONCESSION AT THE HISTORIC FIREBOAT HOUSE AND AUTHORIZATION TO TAKE RELATED ACTIONS

BE IT RESOLVED, that Brooklyn Bridge Park Corporation (“BBP”) is hereby authorized to enter into a license agreement with Van Leeuwen Ice Cream, LLC for a food & beverage concession at the Historic Fireboat House; and be it further

RESOLVED, that the President of BBP, or their designee(s), be, and each hereby is, authorized and directed, in the name and on behalf of BBP, to execute and deliver any and all documents and take all such actions as the President of BBP or their designee(s) may deem necessary or proper to effectuate these foregoing and in connection with the implementation of these resolutions.

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