



ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION

at New York State Department of Labor - Brooklyn Office

250 Schermerhorn Street

Orientation Room #2 – First Floor

Brooklyn, New York 11201

Meeting of the Directors

Tuesday

March 19, 2015 at 3:00 pm

PROPOSED AGENDA

CORPORATE ACTION

1. Approval of the Minutes of the February 6, 2015 Directors' Meeting

FOR INFORMATION

2. President's Report – Corporate Update (Oral Report)
 - Community Relations Update
 - Project Update
 - Barclays Event Protocols
3. Public Comments

Item #1

Atlantic Yards Community Development Corporation
Meeting of the Directors
Held at the Long Island University's Brooklyn Campus
Library Learning Center – Room 515C
One University Plaza
Brooklyn, New York 11201

and

Empire State Development
37th Floor Main Conference Room
633 Third Avenue
New York, New York 10017

February 9, 2015

MINUTES

In Attendance

Directors:

Kenneth Adams – Chairman
Shawn V. Austin
Joseph Chan (via videoconference)
Sharon Daughtry
Rachel Gold (via teleconference)
Monsignor Kieran Harrington
Liz Harris
Bertha Lewis
Tamara McCaw
Linda Reardon
Jaime Stein
Barika X. Williams

AYCDC Staff:

Sam Filler – Atlantic Yards, Project Manager
Elizabeth R. Fine – General Counsel
Rob Godley – Treasurer
Tobi Jaiyesimi – AYCDC Director
Nicole Jordan – Manager, Community Relations
Marion Phillips, III – President
Debbie Royce – Corporate Secretary
Regina Stephens – Assistant Secretary

ESD Staff:

Maria Cassidy – Deputy General Counsel (via videoconference)
Jason Cornwall – Upstate Press Secretary
Carey Gabay – First Deputy General Counsel

people and organizations that appointed you to serve on the Board. He noted this was an exciting moment in the history of the Atlantic Yards Project and a new chapter for ESD's oversight for its involvement in the Project.

Chairman Adams also wanted to thank Deputy Secretary Alphonso David, who would soon be promoted to Counsel to the Governor, for his involvement in advancing the idea of the creation of the subsidiary to the Governor directly and getting the Governor's support so we could formally be here today.

He went on to thank and introduce key colleagues and key ESD staff to the Directors, Marion Phillips, Sam Filler, Nicole Jordan, Rachel Shatz and Robin Stout. He also introduced Tobi Jaiyesimi who would serve as the AYCDC's Director having recently served in the offices of Assembly Member Walter Mosley and Assembly Member Hakeem Jeffries. He noted that Ms. Jaiyesimi has a long history with the community and with the local elected officials and of course with the Project. And finally, he thanked LIU for hosting the meeting today and for their long time partnership in the revitalization and growth and economic development of Downtown Brooklyn.

Chairman Adams then went back to the Agenda and asked Robin Stout to present the first in a series of Corporate housekeeping matters, the first one being the ratification of actions taken by the incorporator and sole shareholder in order to get the Corporation up and running.

Mr. Stout explained that Empire State Development's ("ESD") Directors authorized the creation of a subsidiary, the Atlantic Yards Community Development Corporation ("AYCDC") at its June 2014 meeting to monitor the development of the Atlantic Yards Land Use Improvement and Civic Project. He advised that in order to create the subsidiary, ESD performed a number of tasks to create the initial organization of the subsidiary. He further explained that the four items on today's Agenda for action largely relate to those corporate organizational matters.

Mr. Stout stated the first item sought ratification of the actions of the incorporator and sole shareholder, ratification of the by-laws and adoption of the Corporate seal for the subsidiary. He advised the Certificate of Incorporation was filed with the New York Secretary of State on November 25, 2014 and that pursuant to the ESD authorization, the AYCDC is governed by fourteen Directors; nine including the Chair appointed by the Governor, and one each appointed by the New York State Senate; the New York State Assembly; the New York City Mayor; the New York City Council; and the Brooklyn Borough President. Lastly, he stated the appointments were ratified by ESD as AYCDC's sole shareholder and the by-laws were also adopted which formed the organizational structure for this meeting and the subsidiary.

Hearing no questions or comments from the Directors and no comments from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

1. ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION - Ratification of Actions of the Incorporator and Sole Shareholder; Ratification of By-Laws; and Adoption of Corporate Seal
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BE IT RESOLVED, that the actions taken by the Incorporator and Sole Shareholder of the Corporation in the organization of the Corporation and the nomination and appointment of the Chairman of the Board and the Board of Directors, and all matters related thereto, including, but not limited to, adoption and ratification of By-laws, adoption of Corporate Seal and adoption of a form of Stock Certificate be, and the same hereby are, in all respects ratified, confirmed and approved; and be it further

RESOLVED, that the By-laws, in the form attached as Exhibit A to the materials submitted to this meeting, be, and the same are hereby ratified, and be it further

RESOLVED, that the Corporate Seal described in the materials submitted to this meeting be, and it hereby is adopted.

* * *

Chairman Adams then asked Mr. Stout to present the second item on the Agenda, authorization to appoint officers of the Corporation. Mr. Stout noted the officers would carry out the business of the Corporation as directed by the Directors. He stated the by-laws enumerated the officers as President; Vice President; General Counsel; Chief Financial Officer; Treasurer; Secretary; and Assistant Secretary and the materials noted the individuals who are recommended for each of those positions. Further, he noted that three of the officers were being appointed ex-officio to correspond to their titles at ESD. He said this would mean that officer would be the holder of the title as opposed to any one individual. Accordingly, Mr. Stout requested the Directors to authorize such offices, and to appoint the individuals recommended to such offices; and to confirm that the offices of General Counsel, Chief Financial Officer and Treasurer are appointed ex-officio.

In response to a request for questions from the Directors, Director Lewis asked if the ex-officio officers held the same positions as ESD, to which Mr. Stout replied yes. Director Lewis then asked how the remaining individuals were selected for their appointments. Mr. Stout replied that they largely mirror the roles they play at ESD but were being appointed individually and that whether or not they remained in their ESD positions, they would remain as AYCDC officers until otherwise replaced. Chairman Adams noted that with the exception of Ms. Tobi Jaiyesimi, who will join the Corporation as its Director, AYCDC will rely on existing people on the State payroll to fill the officer positions.

In response to a request for comments from the public, Robert Puca, an area resident, asked what would happen if a member of the Board resigns or is removed. Chairman Adams responded that the official who appointed that Director would then also fill the vacancy.

Director Lewis then asked for clarification as to what was meant when it was stated that Directors could be dismissed for cause, since cause was not laid out in the document but she assumed it would have to be between whoever appointed that person to remove them as a Director. Mr. Stout responded that generally that was the case and also there may be certain instances under statutes as well.

Hearing no further questions or comments from the Directors and no comments from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

2. ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – Officers of the Corporation - Appointment of Officers

RESOLVED, that the following offices are authorized and the following individuals be, and hereby are, appointed to the office which appears opposite their name, until earlier resignation or removal, their appointment being effective as of the date indicated in the attached materials, a copy of which is hereby ordered to be filed with the records of the Corporation:

- President – Marion Phillips, III;
- Vice President – Joseph Chan;
- General Counsel – Elizabeth R. Fine;
- Chief Financial Officer – Margaret Tobin;
- Treasurer – Robert Godley;
- Secretary – Debbie Royce; and
- Assistant Secretary – Regina Stephens.

and be it further

RESOLVED, that within the meaning of the Business Corporation Law and in accordance with and for all purposes of the Corporations’ By-Laws, including but not limited to the indemnification provisions thereof, the above-referenced individuals are “officers” of the Corporation;

and be it further

RESOLVED, that the titles of General Counsel; Chief Financial Officer; and Treasurer are and shall be appointed ex-officio with the corresponding titles of the New York State Urban Development Corporation d/b/a/ Empire State Development and confirms that these positions are “officers” of the Corporation within the meaning of the Business Corporation Law and within the meaning of the provisions of the Corporation’s By-Laws, including the indemnification provisions thereof.

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Mr. Stout then presented the third Agenda item, a request for authorization for the Corporation to adopt guidelines for the use, awarding, monitoring and reporting of its procurement contracts. He stated that in the future as AYCDC conducts its business, it may need to contract for goods or services and state law and regulation dictate the parameters of those procurements as reflected in the guidelines that are in the meeting materials.

Mr. Stout advised that generally all procurements must be competitively bid, with certain exceptions. He explained that the guidelines spell out the various means of obtaining goods and services for the AYCDC staff to follow and requested their adoption.

Director Lewis asked if there was a process for M/WBE goals in the guidelines as required for the Atlantic Yards Project. Mr. Stout answered that the M/WBE goals are not included in the Guidelines per se, but goals will be required on a contract by contract or service by service basis and that there is an entire separate division at ESD which will set the goals and monitor the goals. He concluded by saying that again, these are guidelines and the individual contracts will come before the Board and the M/WBE requirements surrounding the particular contract will be a part of the presentation.

Chairman Adams noted that in State government ESD is the driving force behind the State's M/WBE effort. He noted that all the certifications, re-certifications, outreach to the firms and then the monitoring of the compliance or success of 95 Agencies and Authorities is handled at ESD. He advised that the current M/WBE goal statewide is 30 percent which is the highest of any State in the country. He further explained that in certain areas where AYCDC may need to identify firms that are M/WBE firms and get them certified so they can bid on a particular contract. He stated that when the Corporation is aware of what services it's going to need, it will make sure there is a good cross section of firms bidding on the work including M/WBE firms and that he believed that reaching the 30 percent goal for the Corporation on its contracts should not be a problem.

Director Williams asked how the statutes are treated for local based organizations, both nonprofit and private entities, which don't always fall under M/WBE status. Chairman Adams answered that the Corporation will have to look at the contracts on a case by case basis as they are required because seeking services of a not-for-profit would be different than seeking personal services or engineering services and that there isn't a local goal per se as there is for an M/WBE.

Hearing no further questions or comments from the Directors and no comments from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

3. ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – AYCDC Procurements Guidelines - Adoption of Guidelines for the Use, Awarding, Monitoring and Reporting of Procurement Contracts

BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation, the proposed 2014 Guidelines for the Use, Awarding, Monitoring and Reporting of Procurement Contracts, a copy of which is attached to the materials, be and hereby is approved and adopted as of the date hereof, and the President or his designee is authorized to promulgate the said Guidelines in electronic form and other media for the use of the staff of the Corporation, and to take such other and further action as may be deemed necessary or appropriate to effectuate the foregoing Resolution.

* * *

Next, Mr. Stout stated that large, complex projects such as Atlantic Yards typically require the assistance of outside counsel in various areas of expertise. He noted that the Procurement Guidelines require that for each time the Corporation would want to hire counsel,

it would have to go out and make a solicitation. He explained that sometimes this is problematic because it takes time and the Corporation may need to hire counsel more quickly.

Mr. Stout advised that ESD made a general solicitation of law firms throughout the state for various fields of expertise and be pre-qualified, via a public solicitation, a whole range of firms which were set forth in the meeting materials, which are eligible to contract with ESD. He explained that should ESD need counsel quickly, it can draw from the list that was pre-qualified from the solicitation. He noted that ESD would draw from the list at least three or four firms that would then bid and on the basis of the bids, one firm would be chosen. He said using this process gave the ability to make a decision more promptly than having to go through the general public bid each time counsel is needed.

Mr. Stout explained that this is the general list of pre-qualified counsel that AYCDC is now being asked to approve for its purposes. He wanted to clarify that the Directors were not being asked to right now to approve any individual contract but was only being asked to make available to the Corporation the list of candidate firms that have already been through the general solicitation process.

Chairman Adams noted that the last few pages of the item's materials listed the available firms and divided them into areas of specialization. He noted that ESD spends a lot of time doing the solicitation and going through the procurement process and updating the lists so they are pre-approved and can be utilized more quickly when needed. He stated that if any of

the Directors were familiar with local Brooklyn law firms that specialize, please feel free to submit their names to Liz Fine, ESD's General Counsel so the next time there is a solicitation we can reach out to those firms to see if they can qualify for the list.

Director Harris asked how often the list was updated and Ms. Fine responded that it was approved about two and half years ago and it expires this year in November. She said that a one year extension was anticipated and that sometime next year the process will begin to create a new list.

Director Lewis asked if the Corporation's Vice President, Mr. Chan, was any relation to the firm of Wilson & Chan in the construction world to which Mr. Chan replied that there was not a connection.

Director Williams asked if any of the real estate firms on the list had a history of dealing with legal services for tenants as opposed to real estate for development as they are not the same issue. Mr. Stout replied that while he did not have a specific answer to that question, he thought that many of the firms on the list were quite large so it would be possible that but that he couldn't speak to that at the moment. Ms. Fine noted that if a specific specialization was sought that was not covered by this list, a separate solicitation could be conducted.

Director Williams stated that she thought that was something the Corporation might want to go ahead and do, to get some sort of pre-approved list where its separate tenant legal

services. Chairman Adams asked that over the next few weeks, the firms on the list be contacted to find out if they've got experience in representing tenants. He said that if not, then the Corporation might have to think about to procure that type of service or have it available.

Chairman Adams also wanted to point out again that Ms. Fine is ESD's General Counsel and has the ESD team of attorneys who each individually has a lot of experience that the Board can turn to before it needs to turn to outside counsel. Ms. Fine noted that there are about nineteen lawyers on staff with different levels and different types of expertise who the Corporation would turn to first internally and then seek outside counsel if required.

Richard Goldstein, a member of the Carlton Avenue Association, asked for clarification on the relationship between procurement contracts and the low bid or the lowest bid. Mr. Stout advised that price is always one of the criteria upon which a selection would be made but it is not necessarily the sole consideration.

Hearing no further questions or comments from the Directors and no further comments from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

4. ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – Establishment of Pre-Qualified Counsel List - Approval of Pre-Qualified Counsel

BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation, the law firms, listed in Attachment A be and each hereby is, approved as pre-qualified counsel in the

various areas of expertise (and, in each case, related litigation), and in such other areas as the General Counsel or, in the General Counsel's absence, the Deputy General Counsel, may in his or her sole discretion may deem appropriate or advisable in connection with any particular project or matter, such approval to remain in effect until the meeting of the Directors first occurring after September 20, 2015 or, in the discretion of the General Counsel or, in the General Counsel's absence, the Deputy General Counsel, until the meeting of the Directors first occurring after September 20, 2016.

* * *

Chairman Adams then asked that the individuals seated around the table and participating via video conference, who consisted of both staff and AYCDC Directors, to introduce themselves. The introductions began with Marion Phillips who in addition to being appointed as AYCDC's President, stated that he was Senior Vice President of Community Relations and Government Affairs at ESD; Barika Williams, a Prospect Heights Brooklyn resident who is the Deputy Director of the Association for Neighborhood and Housing Development and was appointed by the City Council; Jamie Stein who was appointed by the Mayor's office and is the Chair of the Graduate program at Pratt Institute in sustainability and has a background in community and mostly City liaison work and compliance monitoring; Linda Reardon who was appointed by the Speaker of the Assembly and is a Prospect Heights resident and a civil engineer in the public realm in New York City with urban design streetscape work; Liz Harris, appointed by the Governor and is the Assistant Deputy Secretary for Food and Agriculture and who lives in Fort Greene; Sharon Daughtry, a Governor appointee who is the Executive Director on the Downtown Brooklyn Neighborhood Alliance and a member of the Community Benefits Alliance of 2005; Shawn Austin, appointed by the Governor and a Prospect Lefferts Manor resident, is a Senior Vice President at Liberty Mutual; Monsignor Kieran Harrington was

appointed by the Senate and is the Rector of St. Joseph's Cathedral and the Director of Communications and Government Affairs for the Archdiocese of Brooklyn; Tamara McCaw is the Director of Government and Community Affairs at the Brooklyn Academy of Music, is a Clinton Hill resident and was appointed by the Governor; Bertha Lewis, appointed by the Brooklyn Borough President and a resident of Flatbush, is the President of the Black Institute and a member of the Community Benefits Alliance and is a developer of affordable housing who started as a tenant organizer and mortgage counselor; Liz Fine a Park Slope resident, is General Counsel at ESD and was appointed General Counsel of the Corporation; Carey Gabay is the First Deputy General Counsel at ESD, working with Ms. Fine and a member of Clinton Hill; Rob Godley is ESD's Treasurer and was appointed as the Corporation's Treasurer; Debbie Royce, a paralegal at ESD and was appointed as the AYCDC Corporate Secretary; Tobi Jaiyesimi, a Prospect Park resident, is AYCDC Director and in her former life was a staff member for Assembly Member Mosley and Assembly Member Jeffries and was a graduate student in Urban Affairs at Hunter College; Sam Filler, is the Project Manager for the Atlantic Yards Project at ESD and also serves as the Governor's liaison to the Beer, Wine, Spirits and Cider industry and Robin Stout is Senior Counsel at ESD having worked on larger scale projects in the metropolitan area for some time.

Chairman Adams then asked those participating via video conference from ESD's offices to introduce themselves beginning with Joseph Chan, appointed by the Governor to the Board and who lives on the border of Prospect Heights and Crown Heights, is Executive Vice President for Real Estate and Public-Private Partnerships at ESD; Kathleen Mize, Deputy Chief Financial

Officer and Controller at ESD; Max Padden ESD's Director of Subsidiary Finance; Rachel Shatz, ESD's Vice President of Planning and Environmental Review; and Maria Cassidy, ESD's Deputy General Counsel. Chairman Adams then stated he was appointed by the Governor and lives in Boerum Hill and is currently the President, CEO and Commissioner of Empire State Development but would be making a transition to become the Commissioner of Taxation and Finance for the State at the end of the month. Rachel Gold, appointed by the Governor and attending telephonically then introduced herself as a resident of Carroll Gardens and is Special Counsel and Deputy Commissioner for Labor and she noted that she is a former President of the DUMBO Neighborhood Association and feels she has been involved in this Project since its inception.

Marion Phillips then provided his President's Report, which Chairman Adams noted was being provided for the Directors information and would not require a vote. Mr. Phillips stated that this report would be discussing the Project in a macro sense and would get more into other details at the next Directors' meeting that would take place on March 23rd.

By way of historical background, Mr. Phillips stated that in 1963 the New York City Planning Commission established the Atlantic Terminal Urban Renewal Area and in 1996, Forest City built the Atlantic Center Mall and made renovations in 2004 making the Project site an active redevelopment area for more than 50 years. He then gave a detailed walk through the history of the Atlantic Yards Project which included the various ESD approval processes which began in 2006 and continued to this past June when the ESD Directors approved the Final

Supplemental Environmental Impact Statement, a modified General Project Plan (“GPP”) and authorized the creation of the AYCDC subsidiary.

Following Mr. Phillips’ presentation of the Project’s history, Chairman Adams asked if any of the Directors had any questions. Hearing none, he asked for comments from the public to which an audience member shared that the reason the Project has been able to go forward is because Forest City was able to get the land at below market rates and a zoning override by the State and direct subsidies and tax rebates. Chairman Adams thanked the audience member for his comments and then called on Gib Veconi, of the Prospect Heights Neighborhood Development Council, for his comments. Mr. Veconi said that he wanted stated for the record that some of the organizations who successfully challenged the 2009 General Project Plan would resist Mr. Phillips’ characterization of them as project opponents during his presentation. Mr. Phillips acknowledged that Mr. Veconi and Michelle de la Uz worked very hard on the modified GPP and apologized for the characterization and thanked them for their continued support towards moving the Project forward.

Before introducing Mary Ann Gilmartin of Forest City Ratner Companies to provide more Project information, Mr. Phillips introduced his team members and reminded the Directors that the next Quality of Life Community meeting would be held next Tuesday at 6:00 pm at 55 Hanson Street. He also stated the next AYCDC meeting would be held on March 23rd and that between now and then, Ms. Jaiyesimi would be in touch to arrange Project site tours for those Directors who were interested.

Mr. Phillips then introduced Ms. Gilmartin who stated it was her 21st year with Forest City, her eighth year working on this Project and that she was approaching her second year as President and CEO of Forest City. She stated she and her team were looking forward to working with all who were seated around the table on the advancement and development of the Project going forward. She then introduced individuals from her team who work on the Project.

After providing certain facts about the Project, like Forest City's commitment to developing 2,250 affordable housing units that come with the Project; the eighty percent of unionized Barclays workers being from Brooklyn and a third being from public housing; the 28,000 event tickets distributed to community groups, Ms. Gilmartin then projected a map of the Project site in a PowerPoint presentation and provided copies to the Directors. Ms. Gilmartin took the Directors through a "tour" of the site with the use of the site map, providing information on each building as she continued her presentation.

At the conclusion of her presentation, Ms. Gilmartin projected Roberta Fearon's contact information on the screen reminding attendees that Ms. Fearon is the Community Liaison Officer and she and her team are there to listen to and respond to the community's concerns.

Finally, Ms. Gilmartin stated that Forest City has two great ambitions – to be a good neighbor and to build as quickly as possible. She said in order to build more quickly, they created a joint venture with Greenland, a \$50 billion Chinese company who are developers in their own right. She said Greenland has brought a lot to the table, not only equity but expertise

in the area of infrastructure and vertical development. She concluded by saying they were working hard as partners in their offices in MetroTech in Brooklyn with fifteen people from Greenland joining the team.

Chairman Adams opened questioning up to the Directors. Director Williams asked if the Directors could receive information on the affordable and the AMI target breakdowns building by building. Ms. Gilmartin responded that they would follow up and provide that information to the Directors. Chairman Adams noted that the information would be provided to AYCDC staff and then disseminated to all the Directors so that all of the Directors would be all receive the same information in response to one individual's questions.

Director Williams then asked if, once available, information on how the qualification requirements would be made, could also be provided to the Directors, to which Ms. Gilmartin responded yes and noted they were working with City Agencies for the affordable housing requirements.

Hearing no further questions from the Directors, Chairman Adams called on Michelle de la Uz, from the Fifth Avenue Committee, for a comment. Ms. De la Uz asked if the affordable building was on target to close with HPD in June. Ms. Gilmartin stated yes, and pointed out that during her presentation she mentioned that this was the staging area for the green roof so the sequencing is extremely important to them. She also stated the building was being designed and they are on schedule and reminded Ms. de la Uz that they would suffer liquidated

damages if they don't commence on time. And finally, Ms. de la Uz asked if in general, and especially with the rail yards, were they meeting all the milestones in terms of timing for the work being done. Ms. Gilmartin stated yes, and noted a December 2017 end date noting that no problems have been encountered to affect that date.

Wayne Bailey, an area resident, noted he lived next to the rail yard and was seeking information on the amount of nighttime work that will be required. Ms. Gilmartin responded that they weren't planning on any nighttime work but that the schedule was critical. She stated that if they ended up with a schedule creep, they would consider working beyond the normal work hours. She noted that she could commit to getting the word out early should it be required.

Elizabeth Martin then stated she lives across from the projected hundred percent affordable building and is concerned about the Forest City Architect making two different presentations at which he presented himself. She said at one presentation he said there would be one single retail on the corner of Carlton and Dean Streets. But she noted at his presentation to Community Board No. 8, he said that on Carlton Avenue there will be eight retail stores at street level. Ms. Martin asked for clarification.

Ms. Gilmartin advised that it was not possible to do eight retailers because all of the retail based in the buildings are amenity retail and not a footprint large enough to support eight retail locations. She also said that this is not the type of space where a big box retailer would

come in and it is supposed to improve the experience of the people in the building and the neighborhood, so the space is not yet leased. She said as the leasing gets done, they will share the information.

Ms. Martin wanted to reiterate that their point is that they are opposed to any retail on the balance of the block except for the corner. She said that affordable housing is supposed to be in the building and its empty space, not retail. Ms. Gilmartin stated that they would meet the definitions of what an affordable housing building needs to be. And although Ms. Martin stated she read every document on the internet about this Project and not one word indicates retail on Carlton, Ms. Gilmartin said she understood her point but wanted her to also know that those same documents didn't prohibit it either. Ms. Martin said that she would ask ESD to check on this because she has not seen to the building plans. Ms. Gilmartin stated the plans have been filed so they can be provided to her and she will see where the retail is supposed to be.

Charlie Recknagel then said he lives on Carleton across the street from where this building is located and he is here to raise concerns about the wall being built. He stated that it is a dangerous situation. He noted that schools, kids walking, bicyclists all use Carlton as the shortcut and now you have trucks coming down the block. He advised that there used to be a designated bike lane and now the bikes channel on to the sidewalks so that he has to look both ways for bicyclists or whatever else may be going on just to get off his stoop. He explained that no one can have work done on their houses because there is no place to stop for deliveries. He

also stated that even having the rubbish removed is creating a problem. He asked if there was a way to get the wall moved because it is a dangerous situation and somebody is going to get hurt.

Ms. Gilmartin stated that she wanted to validate what Mr. Recknagel said but wanted him to know they hugged the site as much as they possibly could without creating structural concerns about the ability for the wall to stand up and that need for the enormous structure at the base to anchor it properly and that is the issue.

Chairman Adams said that information was helpful and that maybe it could be brought up next week at the Quality of Life meeting since it's public safety issue. Mr. Phillips replied that it would be a better forum because they can go in to greater details at the meeting.

Director Stein asked if there was a way to get a copy of the log of quality of life issues and complaints that community residents had raised. Mr. Phillips said that both Forest City and ESD keep a log and the Nicole Jordan on his team take care of the ESD log. He further stated that the log would be shared from starting in January which will include a lot of the daily concerns.

Susan Marcus, also a resident of Carlton Street across from the affordable housing said she thought it was heartening to see so many people from the Board who are residents of the neighborhood, who understand the issues the residents are dealing with and to thank you so

much for coming and addressing us and giving so much detail. She said she did want to address vibrations because they are significant issue. She said they had monitors installed and as a community it is hard to get access to the data so that they would know themselves the impacts. She said they feel it on a daily basis and witness pieces of the building coming down and that there has been damage to her actual building which she won't know the full extent of until she starts getting leaks. She said one resident did get the data because she engaged a lawyer, but the rest of the residents don't have access to the data. Ms. Gilmartin stated the data did exist and that they would make sure it gets in to the hands of the people who are entitled to it.

Norman Oder then asked if Ms. Gilmartin could say anything about the confidence of the November 16th start date for the B1 Building as well as whether there are any plans for Site Five. Ms. Gilmartin stated that there were plans for Site Five and that they are still in the planning stages of the B1 schedule. She explained that the issue with B1 is an obvious one in that it sits at the prow of the Arena. She said they are entitled to build there and are working through that with their partner Greenland and that once they have their plan they will come and talk about it here.

Director Williams asked if the Board had quality of life concerns should they be raised here at the AYCDC meetings or does the Board refer them. Chairman Adams noted that the Board members are not expected to go the Quality of Life meetings but are certainly invited. He noted that the same staff attends here and the Quality of Life meeting and the concerns could be brought to Ms. Jaiyesimi and she would make sure they were addressed.

Director Williams asked for information on how new residents to the area are communicated with when there is turnover in a building or new people moving into the neighborhood. Ms. Gilmartin said she would have Ms. Cotton address this question although she could say that the Quality of Life meetings are made up of the public and are noticed. Ms. Cotton then stated that the different buildings in the project area are communicated with and as possible, the buildings are flied with information. She also stated that social media is also becoming helpful in getting out the word. Chairman Adams also mentioned that the local elected offices are also terrific at getting the word out in their newsletters and community outreach, and Ms. Cotton also mentioned the Community Boards.

Mr. Rechnagel cautioned about bifurcating issues of environmental concern to the residents between this meeting and the Quality of Life meeting. He stated that this is an agency of the New York State and it does have a charter to oversee compliance with environmental commitments and it has a primary obligation to be able to take the information from residents who are experiencing bad impacts and understand whether it represents a potential non-compliance with those environmental commitments. He stated doesn't think that obligation exists in the Quality of Life meeting. He stated he would like to see the formalization of the types of reports Mr. Phillips was describing and that those reports be able to be disseminated to the Board so they have the information to reference.

Chairman Adams stated that he wanted it to be very clear that the creation of AYCDC and the activities of this new group in no way was to replace ESD's responsibilities and ongoing

work. He advised that Mr. Phillips' reports will indicate the current sort of information flow about quality of life issues, public safety concerns, excessive vibration and that will be checked on and addressed and will be addition to the creation of this entity and its responsibilities. Mr. Phillips advised that the Directors would receive a condensed form of what is discussed at the Quality of Life and it can be part of his report at these meetings.

Mr. Puca asked if there was an environmental monitor on site and does the Corporation receive reports. Mr. Phillips replied that ESD has a construction monitor, STV and an environmental monitor, HDR and there is also the OEM. Mr. Puca asked if Forest City and its partner has its own monitors and Mr. Phillips replied yes and Mr. Puca asked if the public would have access to the data to which Mr. Phillips replied that that data was not available to the public.

Tracey Collins, a resident of Dean Street and a member of the Dean Street Block Association, stated he was glad to finally be here as its been a long time coming to have oversight of the Project. He shared that he was here today to basically be surprised and feel hopeful that things will change as he lives on Dean Street and is constantly bombarded with construction impacts, traffic, noise, and crowds. He wanted to thank the Board for volunteering for a thankless job and he hoped that there would be a lot more transparency. He stated he would be leaving some written comments of the Dean Street Block Association.

Patti Hagan, a longtime resident of Prospect Heights, asked if there was something that could be done about the extreme narrowing of Dean Street because she watched a fire truck with the sirens blasting trying to go east to get up to Vanderbilt and being stuck there because there's no way around. She also has watched a bus get stuck behind equipment and asked if the fence could be moved back. Chairman Adams stated that Ms. Gilmartin had addressed the fence and that is what is required to be put up.

Mr. Bailey stated that he wanted to thank the Mayor's office for helping and for committing to study the traffic and he thanked the Mayor's appointment, Ms. Stein for her help.

Mr. Marcus had one last statement about the integrity of the initial design and the lack of green space. He stated that the green space is largely going to be interior to the building and will not benefit the neighborhood and he wanted to know if there was any flexibility in the design at this point or if this Board was able to work with Forest City but as residents he wanted it known that they would very much like accessible green space as contemplated in the initial proposal.

Lastly, Ms. De la Uz stated that she wanted to echo Mr. Collins' comments and say this is a significant step forward that AYCDC was created, and that it has local representation. She noted that she was glad that the quality of life issues were brought up and that this body would be looking into those matters.

Hearing no further business, Chairman Adams adjourned the meeting at 6:04 p.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary

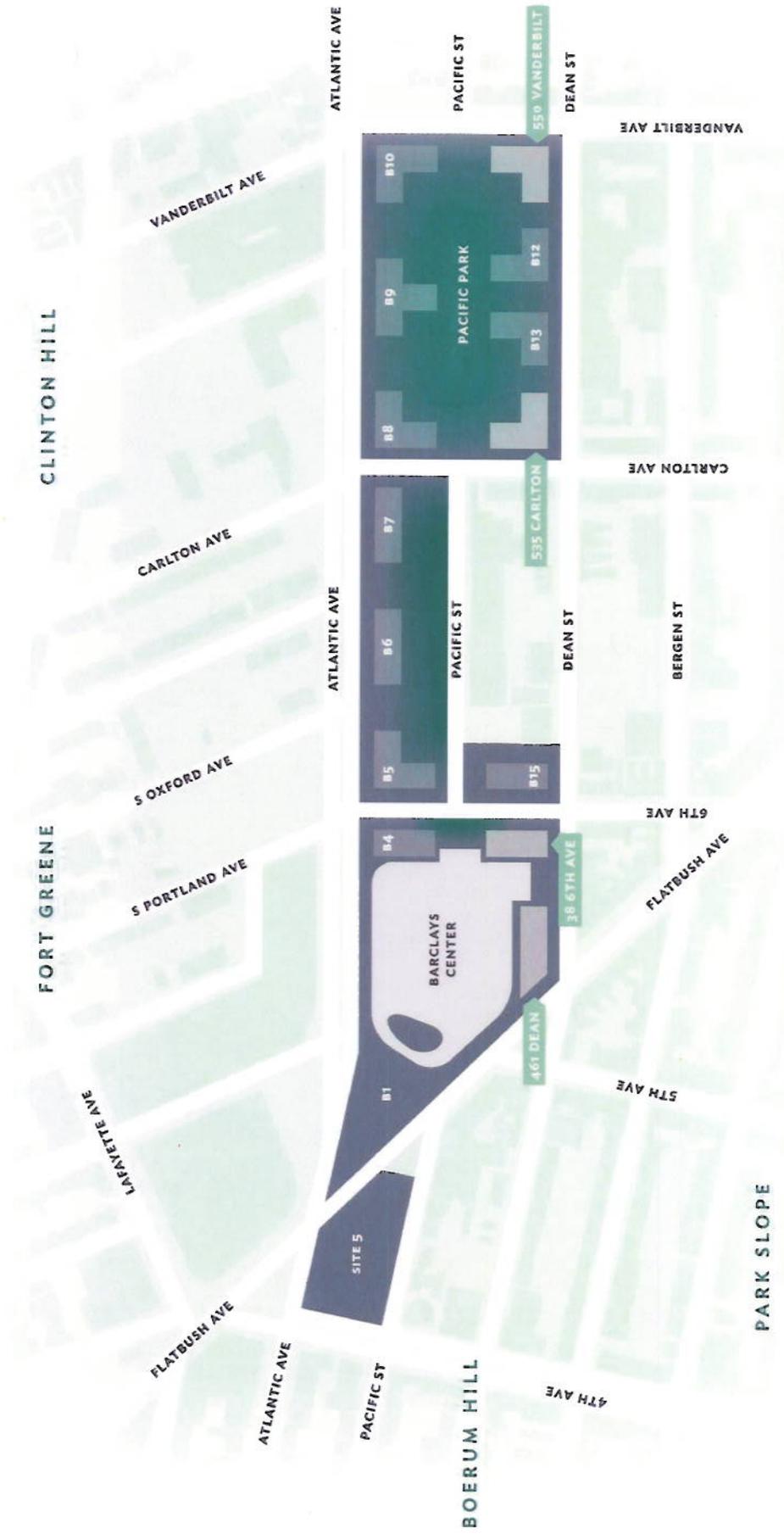
Item #2

Pacific Park *brooklyn*

Quality of Life Meeting
May 12, 2015

- 38 Sixth Avenue MPT
- Construction update
 - Green roof
 - West Portal/LIRR
 - 550 Vanderbilt Avenue
 - 535 Carlton Avenue
 - 38 Sixth Avenue
 - 461 Dean Street
- Arena Update

Pacific Park Brooklyn Overview



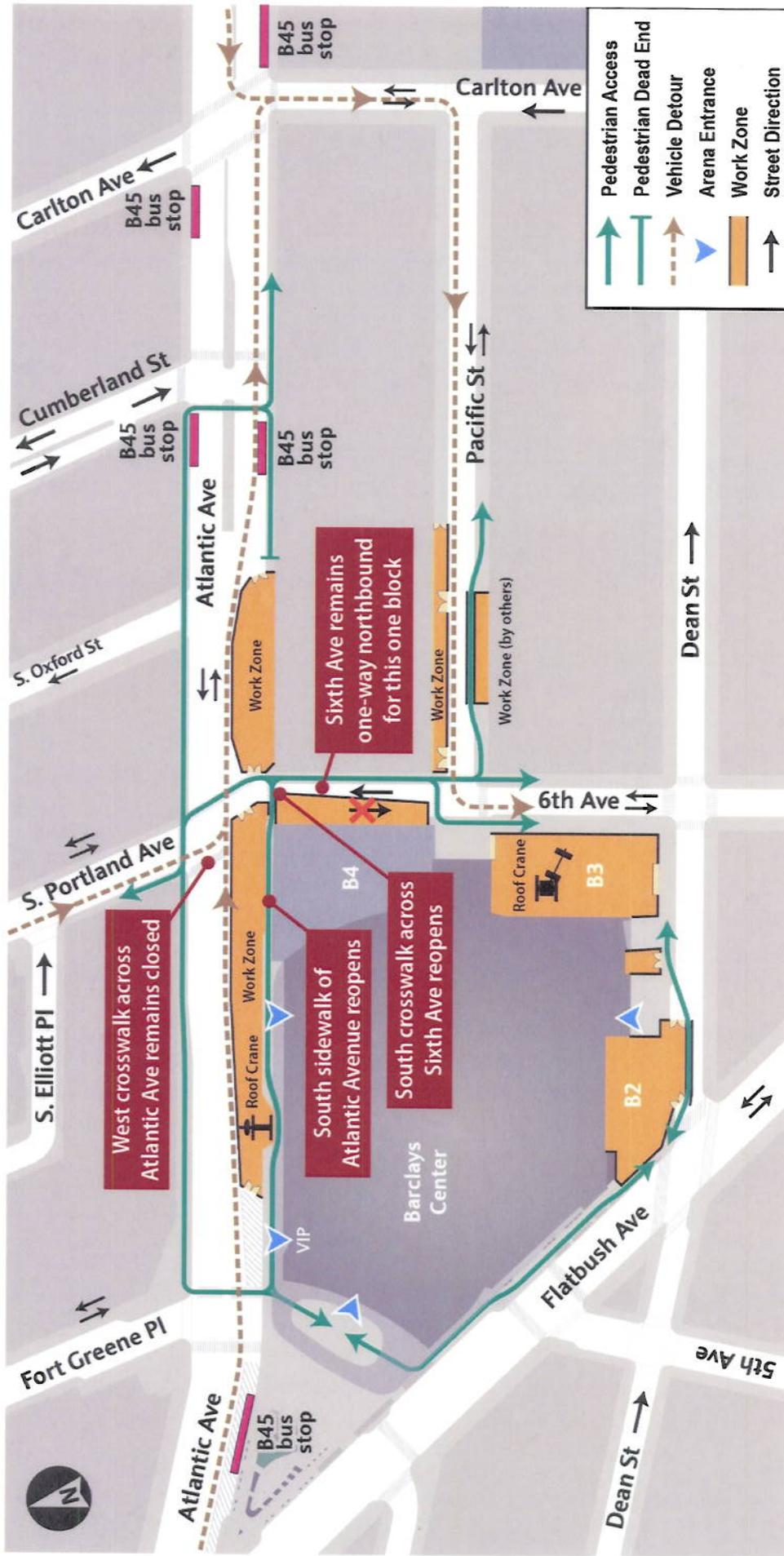
Green Roof Construction



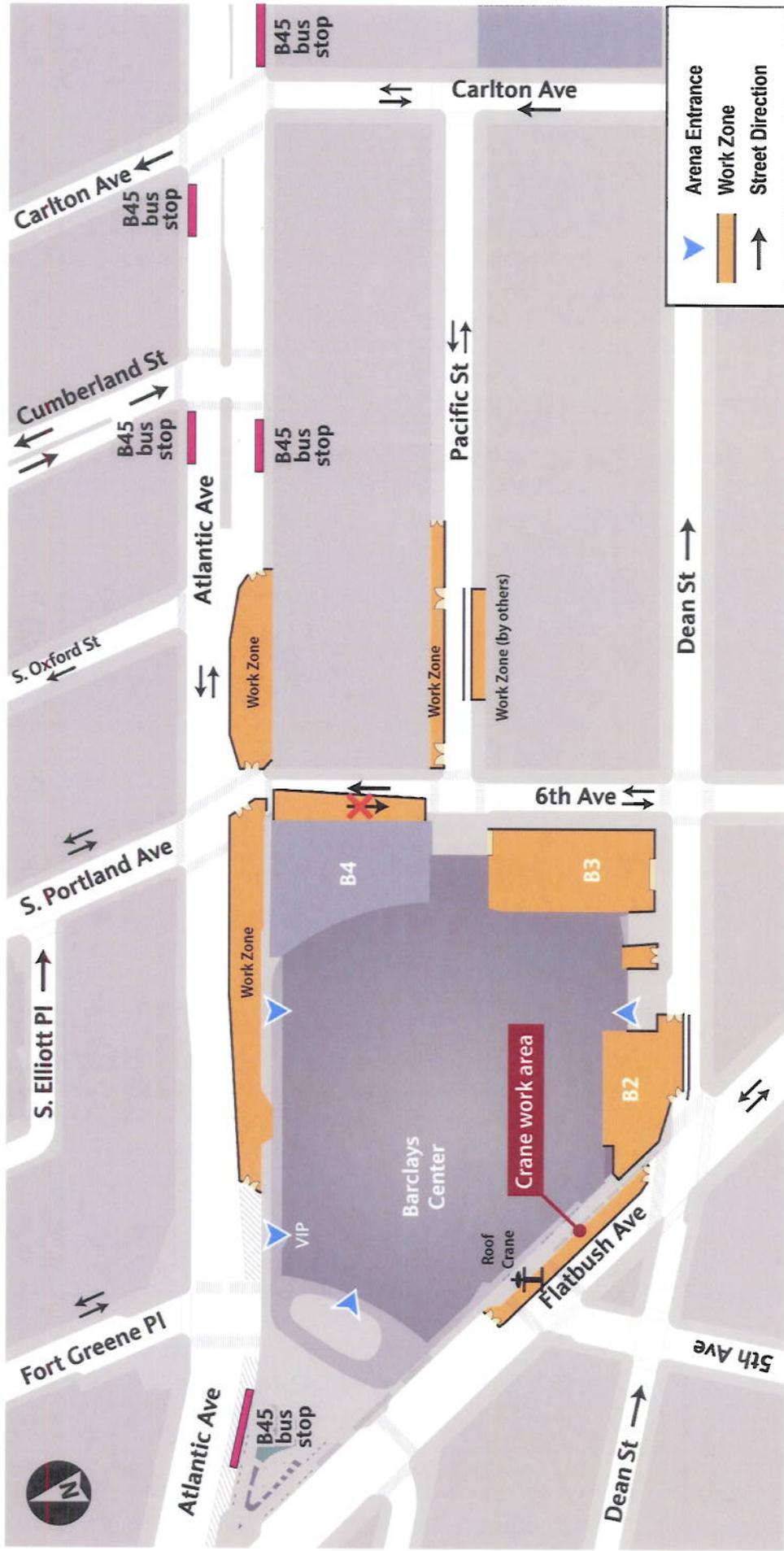
LIRR West Portal



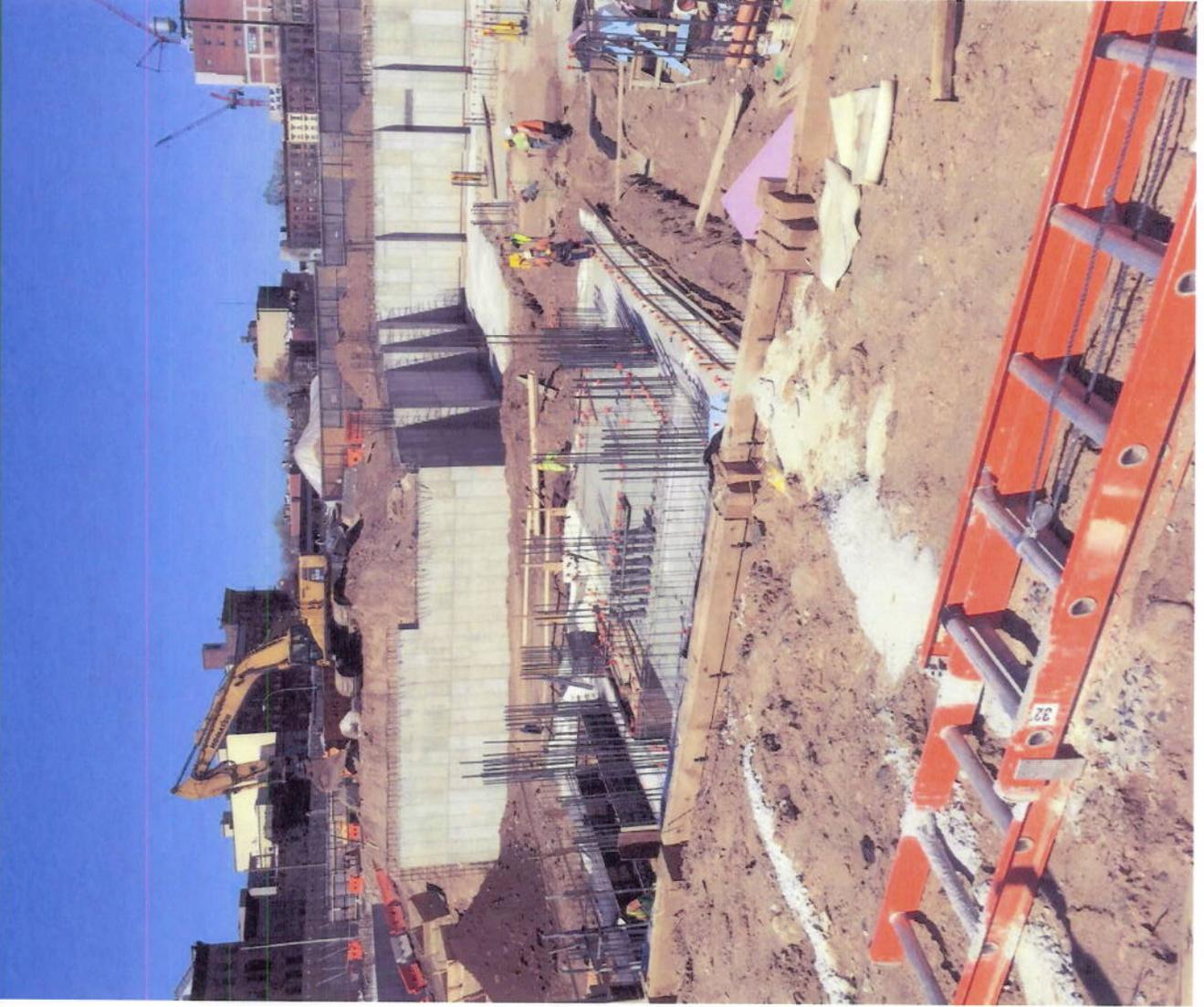
Green Roof/West Portal MPT - Past



Green Roof/ West Portal – May 2015



550 Vanderbilt Avenue



535 Carlton Avenue



38 Sixth Avenue



Federal Income Bands for 38 Sixth Avenue

2014 Income Eligibility by Household Size

	Band 1		Band 2		Band 3		Band 4		Band 5	
	Min	Max	Min	Max	Min	Max	Min	Max	Min	Max
1 Person	\$17,619	\$23,492	\$23,493	\$35,238	\$35,238	\$58,730	\$58,731	\$85,159	\$85,160	\$96,905
Income Range										
2 Persons	\$20,136	\$26,848	\$26,849	\$40,272	\$40,272	\$67,120	\$67,121	\$97,324	\$97,325	\$110,748
Income Range										
3 Persons	\$22,653	\$30,204	\$30,205	\$45,306	\$45,306	\$75,510	\$75,511	\$109,490	\$109,491	\$124,592
Income Range										
4 Persons	\$25,170	\$33,560	\$33,561	\$50,340	\$50,340	\$83,900	\$83,901	\$121,655	\$121,656	\$138,435
Income Range										

Number of Units per Income Band

	Band 1	Band 2	Band 3	Band 4	Band 5
38 6 th Avenue	14	77	14	46	152

- Incomes are pre-tax and are based on New York City Area Median Income ("AMI") which is set annually by the U.S. Dept. of Housing and Urban Development ("HUD").
- In 2014, AMI for New York City is \$83,900 for a family of 4
- AMIs and Rents, set by HUD are increased at approximately 3% each year.

461 Dean Street



- Arena Operations & Upcoming Events
- Workforce Development
- Community Engagement