NEW YORK STATE OF OPPORTUNITY. Atlantic Yards Community Development Corporation

A Subsidiary of Empire State Development

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION
at Long Island University's Brooklyn Campus
Library Learning Center – 515C Conference Room (5th Floor)
One University Plaza (at Flatbush and DeKalb Avenues)
Brooklyn, New York 11201

Meeting of the Directors

Tuesday
June 6, 2017 at 3:00 pm

PROPOSED AGENDA

CORPORATE ACTION

1. Approval of the Minutes of the March 29, 2017 Directors' Meeting

FOR INFORMATION

2. President's Report – Corporate Update (Oral Report)
   - Developer's Presentation – Greenland Forest City Partners

3. Public Comments

Item #1

Atlantic Yards Community Development Corporation
Meeting of the Directors
Held at Empire State Development Offices
37th Floor Conference Room
633 Third Avenue
New York, New York 10017

March 29, 2017

MINUTES

In Attendance	
Directors:	Howard A. Zemsky – Chairman Julene Beckford Elizabeth Harris Jennifer N. James Daniel Kummer Cy Richardson Jaime Stein
AYCDC Staff:	Elizabeth R. Fine – General Counsel Tobi Jaiyesimi – AYCDC Director Marion Phillips, III – President Debbie Royce – Corporate Secretary
ESD Staff:	Jeremy Cooney – Manager, Community Relations Greg Lynch – Senior Inspector, Atlantic Yards Rachel Shatz – VP, Planning & Environmental Review Robin Stout – Senior Counsel
Also Present:	Ashley Cotton, Greenland Forest City Partners Members of the Media Members of the Public

The meeting of the Atlantic Yards Community Development Corporation ("AYCDC") was called to order at 3:07 p.m. by Chairman Zemsky. The Directors were reminded that the meeting was being webcast and that they had received the written materials in advance of the meeting and were free to ask questions at any time. He noted for the record the Corporation's policy which welcomes public comments on Agenda items, and non-Agenda items during the public comment period.

The Chairman asked whether anyone had any potential conflict of interest with respect to any of the items on the proposed Agenda. Hearing none, he moved to the first order of business, approval of the Minutes for the September 20, 2016 and November 14, 2016 Directors' meetings.

Director Stein noted that in the November 14, 2016 Minutes there was a public comment about when members of the community were given the opportunity to comment on Agenda items. Director Stein stressed that members of the community should be able to make comments on Agenda items after each item is presented rather than at the end of the meeting during the general public comment period.

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

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – Approval of Minutes of the September 20, 2016 and November 14, 2016 Meetings of the Directors of the Atlantic Yards Community Development Corporation

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RESOLVED, that the Minutes of the meeting of the Corporation held on September 20, 2016 and on November 14, 2016 are hereby approved and all actions taken by the Directors present at such meetings as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

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Tobi Jaiyesimi then presented the FY2017-18 AYCDC Operating Budget which totaled $230, 000. She noted that $178,288 was allocated for personal services - salary and fringe benefits for two employees, and $51,712 in non-personal services covering office occupancy

and administrative expenses.

Director Stein asked about the $45,000 allocated in fiscal year 2016-17 for professional fees that was not carried over to the FY2017-18 Budget. Marion Phillips III, AYCDC's President, explained that the previous line item was for internal legal cost which was initially separated from staff costs, but now included in the personnel line. Director Stein then asked about the availability of a pool of consultants that the Corporation can utilize as needed. Mr. Phillips in response noted that there are a number of consultants on the Project, contracted through ESD, that are available to the Corporation.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – AYCDC FY 2017-18 Operating Budget – Approval of the Corporation's Operating Budget for FY 2017-18 (April 1, 2017 – March 31, 2018)

BE IT RESOLVED, based on the materials at this meeting and ordered filed with the Corporation (the "Materials"), the Corporation's proposed FY 2017-18 Operating Budget is hereby approved, and adopted in all respects, substantially in the form set forth in the materials and subject to the availability of funds; and be it further

RESOLVED, that the Officers of the Corporation and/or appropriate designees, and each of them hereby are, authorized and directed to take all actions and execute all documents in connection with the establishment and implementation of the Corporation's Budget; and be it further

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

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Mr. Phillips then presented a request for the AYCDC Directors to recommend that the

ESD Board approve a contract extension for HDR's mitigation monitoring services. He explained that the original contract first initiated in 2007 assumed that the Project would be completed in ten years. The contract extension would maintain HDR's services, for one year with the option for a one-year extension, until phasing of remaining construction activity is better defined. At such time, it is ESD's intent to hold a competitive solicitation for the next phase of mitigation monitoring at the Project site.

Director Stein called for a motion to delay the vote to allow Directors and members of the community time to chime in on HDR's scope of work and the environmental monitoring done at the site. Mr. Phillips explained that the contract extension would allow for continued environmental monitoring, while a plan is put together for monitoring future construction activity. He emphasized that delaying the vote would mean that there was no environmental monitoring on the site. Chairman Zemsky noted that the Project is heavily monitored and that an extension would only be temporary, while a long-term plan is defined.

Director Stein emphasized that the Project has evolved since 2007, and the monitoring in place should directly address quality of life issues raised by community members. There was then a discussion about the process for issuing a new RFP for mitigation monitoring services, and how the timeline would impact the monitoring of current activity at the site.

The Directors were then asked to vote on the motion to delay the vote on the recommendation for HDR's contract extension. Director Kummer opposed the motion to ensure continued monitoring on the site while concerns raised by Director Stein are addressed.

Chairman Zemsky then welcomed comments from the public. Peter Krashes spoke on quality of life issues and community concerns not covered in HDR's scope of work. He asked that the community be allowed to weigh in and help improve the monitoring program.

Steve Ettlinger read a statement about finding creative ways to improve Project oversight, and coordination with the multiple stakeholders involved. Elizabeth Martin spoke about her concerns with air quality around the Project site, and the long term impacts on local residents. She also spoke about damages to her home possibly caused by construction activity.

After the public comments, the Directors took a vote on whether to delay the vote on a recommendation for the contract extension. The motion did not pass. Chairman Zemsky then asked for a vote on the original motion presented by Mr. Phillips for the HDR contract extension. Director Harris suggested an amendment to the resolution, extending the contract for one year, without the option to renew for an additional year. There was a discussion on the suggested amendment and upon motion duly made and seconded, the following resolution extending the contract for one year, without the option to renew for an additional year was adopted:

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – Brooklyn (Kings County) – Atlantic Yards Land Use Improvement Project and Civic Project - Recommendation that ESD Directors Authorize the Amendment of the Contract with Henningson, Durham & Richardson, Architecture and Engineering, P.C. to Continue to Provide Owner's Representative Services for Mitigation Monitoring in Connection with the Atlantic Yards Arena and Redevelopment Project; and Authorization to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), the Corporation hereby recommends that the ESD Directors authorize, on the terms and conditions set forth in

the Materials, an amendment of ESD's contract with Henningson, Durham & Richardson, Architecture and Engineering, P.C. to continue to provide owner's representative services for mitigation monitoring in connection with the Atlantic Yards Arena and Redevelopment Project; and be it further

RESOLVED, that the President is authorized and directed, in the name and on behalf of the Corporation, to take any and all such actions as may be necessary or appropriate to effectuate the foregoing resolutions, including making report to and submitting materials to the ESD Directors.

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Chairman Zemsky then turned the meeting over to Mr. Phillips to provide the President's Report as an informational item. Mr. Phillips started his report by introducing Jeremy Cooney, a new addition to the community relations team. Mr. Phillips explained that a mobile app will not be developed, but complaints can be submitted via email, phone, and in-person. At the request of the Directors, staff researched companies that track social media posts, and while the services were available they did not allow for the desired direct communication with the community. Mr. Phillips also noted that staff regularly monitors Atlantic Yards Watch, and residents can submit 311 complaint numbers to be added to the ESD Incident Report Log.

Mr. Cooney then gave the Community Relations update. He spoke about the January 24, 2017 and March 7, 2017 Quality of Life Meetings, noting that representatives from the NYC Police Department, NYC Department of Transportation (DOT), local elected officials and community groups were in attendance. Mr. Cooney stressed that the Quality of Life meeting was not the only opportunity for dialog; he welcomed phone calls and emails from the community. Referring to the ESD Incident Log, he noted there were eight incidents added since the last AYCDC meeting, and that all were addressed.

Director Richardson asked whether Mr. Cooney knew who reported each incident on the log. Mr. Cooney explained that it was indeed possible; adding that in some cases the reports came from an external source or were staff observations.

Director Stein then asked about Mr. Cooney's work with ESD field staff and on-site consultants. He stated that he is in regular communication with STV and HDR staff, including weekly update calls, and daily communication as issues arise. Mr. Phillips added that Mr. Cooney also works with internal staff and consultants and also serves as a liaison to elected officials and community boards.

The meeting then turned to the Developer's construction update which was presented by Ashely Cotton. She advised that 461 Dean Street ("B2") received a Temporary Certificate of Occupancy ("TCO") for all 32 floors, minus the row of units where the hoist was located. She noted the construction fence along Dean Street was pulled back, and additional changes to the fence and sidewalk are expected after the completion of pending façade work. Like B2, she stated 535 Carlton Avenue ("B14") was issued a full TCO for all floors, except the hoist row and that the leasing process is ongoing and people are currently living in the building. She further advised that the condo building, 550 Vanderbilt Avenue ("B11") has a TCO up to the eighth floor, and the construction fence will be moved shortly.

Ms. Cotton announced that the lottery for the 100 percent affordable building at 38 Sixth Avenue ("B3") has closed. She stated that the construction activity at the Long Island Rail Road Yard is ongoing, with work at the West Portal near completion. Due to pending litigation,

Ms. Cotton stated that there were no updates on the proposed plans for Site 5 and B1. She ended her presentation with an introduction of Sarah Berlenbach, the new Director of External Affairs for the Barclays Center.

Director Stein asked for an explanation on the process for initiating a Supplemental Environmental Impact Statement ("SEIS"), and the AYCDC's role in the process. Mr. Phillips explained that it would be a new process for ESD having an advisory board in place while drafting a SEIS.

Ms. Shatz advised that the process for a SEIS was similar to that of a regular Environmental Impact Statement ("EIS"), starting with a notice to the community about a public scoping session. She explained that comments from the scoping session are recorded and used to make changes to the scope as appropriate. Further, she noted that, comments from pertinent agencies and stakeholders are also welcomed and incorporated into the scoping document. The draft SEIS is then prepared and presented to the ESD Board of Directors for approval. She further explained that the role of the AYCDC subsidiary would be to make a recommendation to the ESD Board of Directors to certify the Draft EIS as complete.

Then, Ms. Shatz noted a 30-day public comment period follows during which all comments are carefully reviewed, responded to, and a determination is made on edits to the document for issuing the final SEIS. She stated the final document would include clearly marked changes from the draft, in addition to a compilation of public comments and their responses. She further noted that the AYCDC would then be asked to make a recommendation

to the ESD Directors to accept the final EIS or FSEIS is then presented to the ESD Directors for certification. Lastly, she explained a third meeting is then needed to adopt State Environmental Quality Review Act ("SEQRA") findings, and any modifications to the General Project Plan ("GPP").

Director Stein asked for clarification on the agencies that have an approval role and whether the AYCDC was included in that group. Ms. Shatz responded that the agencies with approval roles included agencies that have an action or approval role, such as the NYC Department of Transportation ("DOT"), Department of Education ("DOE") and the School Construction Authority ("SCA"). Director Stein inquired if the AYCDC had the ability to proactively hire technical consultants to assist community stakeholders before the public scoping session. Mr. Stout explained that ESD, as the parent corporation, will give the final approval, but the AYCDC will be asked to give recommendation on the firms and contractors to hire.

Director Kummer asked if there will be any other role for the AYCDC in the process just discussed. Mr. Stout responded that there will be a chance for the AYCDC Board to make recommendations on hiring consultants, speak to the draft SEIS, and the final SEIS. Ms. Jaiyesimi added that ideally every action that goes before the ESD Board of Directors regarding the SEIS would come before the AYCDC for recommendation.

Chairman Zemsky then transitioned the meeting to the public comment period. The first speaker was Peter Krashes who reiterated his earlier comments on the contract extension

for the environmental monitor. Regarding the SEIS process, Mr. Krashes emphasized the importance of the AYCDC's role and the need for community input. Ms. Martin spoke about her concerns with damage to her home from construction vibration, and sought assistance for the repairs.

Mr. Ettlinger also reiterated his earlier comments about the renewal of the contract extension for the environmental monitor. He asked about community input, during the SEIS process, on the proposed height of new development on Site 5.

Hearing no further business, the meeting was adjourned by Chairman Zemsky at 4:12 p.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary