



**MEETING OF THE
BOARD OF DIRECTORS
May 30, 2019 at 4:00 pm
Spector Hall, 22 Reade Street
New York, New York 10007**

MINUTES

Directors Present:

Diana L. Taylor, Chair
Vicki Been
Alyssa Cobb
Douglas Durst (4:30 p.m.)
Patrick Foster
Pamela Frederick
Jon Halpern
Jeffrey Kaplan
Purnima Kapur
Michael J. Kuh
Karen Mintzer

Appearances:

For the Hudson River Park Trust:

Madelyn Wils, CEO and President
Daniel Kurtz, CFO and Executive Vice President, Finance & Real Estate
Noreen Doyle, Executive Vice President
Christine Fazio, General Counsel
Nicole Cuttino, Deputy General Counsel
Nicolette Witcher, Vice President of the Trust's Estuary Lab
Carrie Roble, Director of Science and Stewardship

Also present:

Connie Fishman, Hudson River Park Friends
Bob Townley, Hudson River Park Advisory Council

The Press

The Public

With a quorum being present Chair Diana L. Taylor called the meeting to order at 4:00 p.m. Chair Taylor noted that all the members of the Board of Directors (the “Directors” or the “Board”) of the Hudson River Park Trust (the “Trust”) had received the Board meeting materials in advance and may ask questions or give comments in reference to the items on the agenda. Chair Taylor instructed the audience that questions or comments from the audience would not be entertained.

Chair Taylor directed attention to the updated Consent Agenda. She reiterated that, based on a recommendation of the Governance Committee, the Trust had decided to approve a number of Board action items through the consent agenda process in which the Directors would approve the Board Resolutions with one motion and vote without a summary of each item from the Trust’s President.

Chair Diana Taylor then proceeded with consent agenda items A – D as follows: the minutes of the March 28, 2019 meeting of the Board of Directors; contract with Prestige Stone & Pavers Corp. for park wide unit pavement restoration; contract with Plugout, LLC for installation and licensing of Genetec software for the security camera network; and ratification and adoption of the 2019 Investment Guidelines. Chair Taylor thanked President Wils and asked the Board if they had any questions or comments, or if they would like to recuse themselves from voting on any of the consent agenda items and if not she would call for a motion to approve all the items. There being no questions or comments and none of the Directors recused themselves, upon a properly called motion, all of the following items on the consent agenda were passed unanimously.

HUDSON RIVER PARK TRUST - Approval of Minutes of and Ratification of the Actions Taken at the March 28, 2019 Meeting of the Hudson River Park Trust Board of Directors

RESOLVED, that the Minutes of the Meeting of the Hudson River Park Trust Board of Directors held on March 28, 2019 are hereby approved by the Board of Directors, and all actions taken by the Directors present at such meeting, as set forth in the Minutes, are hereby in all respects, approved and ratified as actions of the Hudson River Park Trust, and a copy of such approved Minutes are hereby ordered filed with the records of Hudson River Park Trust.

HUDSON RIVER PARK TRUST - Authorization for Hudson River Park Trust to Contract with Prestige Stone & Pavers Corp. for Parkwide Unit Pavement Restoration in the Base Contract Amount of \$250,000.00 plus a 10% contingency, for a Total Board Authorization Amount of up to \$275,000.00.

RESOLVED, based upon the materials presented at its meeting on May 30, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board of Directors hereby authorizes the Hudson River Park Trust to contract with Prestige Stone & Pavers Corp. for Parkwide Unit Pavement Restoration for a three-year period in the base contract amount of \$250,000.00 plus a 10% contingency, for a Total Board Authorization Amount of up to \$275,000.00; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the forgoing resolution.

HUDSON RIVER PARK TRUST – Authorization to Contract with Plugout, LLC for Installation and Licensing of Genetec Software for the Security Camera Network For a Total Board Authorization Amount of \$75,000

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on May 30, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board hereby authorizes the Hudson River Park Trust to contract with Plugout, LLC for the installation and licensing of Genetec Software for the Security Camera Network for a three-year term for a Total Board Authorization Amount of \$75,000; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby, authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the forgoing resolution.

HUDSON RIVER PARK TRUST – Ratification and Adoption of 2019 Investment Guidelines for Hudson River Park Trust pursuant to New York State Public Authority Law Section 2925 and the New York State Comptroller’s Investment Guidelines for Public Authorities

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on May 30, 2019, a copy of which is ordered filed with the records of Hudson River Park Trust, the Board hereby ratifies and adopts the Hudson River Park Trust 2019 Investment Guidelines; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the foregoing resolution.

President Wils reminded the Board and the audience that all contracts follow the Trust's Procurement Guidelines.

Chair Taylor proceeded with the corporate action items on the agenda, introducing the next item of business, which was authorization to amend contract with New York City Parks Department for Parkwide security services.

President Wils stated Director-Designee Alyssa Cobb-Konan for the New York City Department of Parks recused herself from this portion of the meeting. Ms. Wils thanked the Board and audience, then began to discuss Parks Enforcement Patrol or PEP which provides 24/7 security services to Hudson River Park and has been, since 2004 through a contract, as amended, between the Trust and the New York City Department of Parks & Recreation. The last substantive amendment was approved by the Board at the September 28, 2017 meeting, primarily to address an increase in the work week for PEP employees from 35 to 40 hours and the increase in the fringe benefit rate by 2.01 percent for PEP staff. At the December 6, 2018 meeting, the Board authorized and ratified an amendment to the PEP Contract to extend the term through March 31, 2019 and increase the authorized amount by \$1,500,000 for that nine-month period. The current PEP Contract expired on March 31, 2019, but PEP continued to provide services at the request of Trust staff.

President Wils explained the proposed amended and restated agreement would authorize the continued provision of PEP services from April 1, 2019 to March 31, 2020 and provides for two additional one-year renewal terms exercisable at the option of the Trust, which options would expire on March 31, 2022. The Amendment adds one additional PEP officer, updates the patrol areas and includes funding for special events and additional bike safety details as determined by the Trust in consultation with PEP.

Ms. Wils then requested Board approval to amend the PEP contract at an amount of \$10,223,356 for the three year period.

Chair Taylor thanked President Wils and asked the Board if they had any questions or comments; there being none, upon a properly called motion, the following resolution unanimously passed.

HUDSON RIVER PARK TRUST – Ratification of, and Authorization for, the Amendment to Extend the PEP Contract for a Three-Year Period ending March 31, 2022, and to Increase the PEP Contract amount by \$10,223,356 for a Total Board Authorization Amount of up to \$46,746,275

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on May 30, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Directors hereby ratify and authorize the Hudson River Park Trust to enter into the Amendment to extend the contract with the New York City Department of Parks & Recreation for Park Security Services for a period of three years ending March 31, 2022, and to increase the PEP Contract amount by \$10,223,356 for a Total Board Authorization Amount of up to \$46,746,275; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the foregoing resolution.

Chair Taylor announced the next item of business: authorization to amend and extend the Collective Bargaining Agreement with Local 30 of the International Union of Operating Engineers.

President Wils stated that Local 30 of the International Union of Operating Engineer represented facilities, motor pool and horticultural employees in the Trust's Operations and Facilities departments since 2012. Ms. Wils explained that the Members are recognized as a bargaining unit by the New York State Public Employment Relations Board. The current collective bargaining agreement was approved by the Trust's Board at its May 26, 2016 meeting and expires on March 21, 2021.

Ms. Wils elaborated on the fact that the Trust is experiencing a problem recruiting qualified new and replacement staff at the current wage scale. In many instances, wages must be offered to newly hired staff exceeding the rates of existing employees with several years' tenure. A check of union salaries at other agencies suggests that the existing union wage scale at the Trust is approximately \$5,000 lower for comparable positions.

In an effort to address the issue, Trust management recommended instituting an equity pay adjustment of \$5,000 for union staff employed more than 6 months and earning less than \$70,000 annually, and \$2,500 for those making \$70,000 or more. The incremental cost of the increases in excess of the current contract rate is approximately \$65,000.

Ms. Wils continued explaining that in return for implementing the equity adjustments, Trust management bargained for a new term extending three years beyond the existing agreement, or to March 31, 2024. Wage increases for the years ending March 31, 2022 and 2023 will match the greater of 2% and the average merit increase granted to non-executive/non-union Trust staff. The increase for the last year ending March 31, 2024 will be the average merit increase granted to non-executive/non-union Trust staff in excess of 1.5%.

The agreement also provides that union employees may participate in the Trust's health and other benefit programs on the same basis as the Trust's non-union employees.

Ms. Wils stated the Trust believes that it has negotiated a wage package that is fair given current economic conditions and in line with other recent New York State public sector labor agreements.

President Wils then requested Board authorization to enter into a collective bargaining agreement with Local 30 of the International Union of Operating Engineers for a term through March 31, 2024. She also stated that Local 30 had also ratified the proposed agreement that same morning.

Chair Taylor thanked President Wils and asked the Board if they had any questions or comments. Director Frederick asked how the Trust got so behind with wages and why the Trust was lower to begin with. President Wils explained many years ago an investigation was conducted on how Trust staff was being paid. Ms. Wils stated in many cases wages at the Trust were lower

than the City and State and in certain areas pay was comparable. These lower salaries began many years ago and the Trust has been making adjustments as the budget allowed.

Chair Taylor asked if there were any other questions of comments, there being none, upon a properly called motion, the following resolution unanimously passed.

HUDSON RIVER PARK TRUST - Authorization to Enter into Collective Bargaining Agreement with Local 30 of the International Union of Operating Engineers

RESOLVED, that based upon the materials presented to the Board at its meeting on May 30, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Directors hereby authorize the Hudson River Park Trust to enter in a Collective Bargaining Agreement with Local 30 of the International Union of Operating Engineers; and it be further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the foregoing resolution.

Chair Taylor announced the next item of business: authorization to amend contract with EIC Associates, Inc. for the Morton Street Bulkhead restoration work.

President Wils began explaining that at the January 26, 2017 meeting, the Board authorized the Trust to enter into a contract with EIC Associates, Inc. for the Morton Street Bulkhead Restoration Work. The contract, which was procured in the form of a lump sum bid for all work, commenced in early 2017 and work was completed in late 2018. The work was complex and difficult because of several factors, including the condition of the bulkhead, its historic status, and both subsurface and tidal conditions. The work required the use of highly specialized equipment that is limited in quantity and availability in the United States.

Once construction commenced, it was determined that the pile length did not achieve the required load capacity; therefore, the piles needed to be lengthened in order to reach bedrock. In order to finally close out this contract now that the work is complete, EIC had requested a series of change orders of approximately \$2.7 million in connection with lengthening the piles, the increased rental costs for the specialized equipment, which included the jack-up barge, a specialized pile driver, and the extended use of a secondary crane. After careful review of the change order proposals, the engineering specifications and other criteria and considerable negotiations between Trust staff and EIC's principals, the parties have reached consensus to move

forward with a final change order of approximately \$1.3 million, which is less than half of what EIC had originally requested.

Ms. Wils detailed as some contingency funds previously approved by the Board remain available, Trust staff now seek Board authorization to amend the contract with EIC Associates, Inc. in the amount of \$1,075,832.

Chair Taylor thanked President Wils and asked the Board if they had any questions or comments. Director Halpern asked who the engineer was. President Wils replied Mueser Rutledge. Director Halper asked if it would be fair to say to that the engineers made the mistake. President Wils explained the Trust staff and representatives from Mueser Rutledge were in discussion about the topic. Director Kapur asked what happened and what the total cost of project was. President Wils answered explaining the cost was around \$16.8 million and it was a major reconstruction. Director Fredrick commented stating the area looked great and Ms. Wils agreed informing the Board and audience it should be fully open to the public in a few weeks as the sod was laid yesterday.

Chair Taylor asked if there were any other questions or comments. There being none, upon a properly called motion, the following resolution unanimously passed.

HUDSON RIVER PARK TRUST - Authorization to Amend Contract with EIC Associates, Inc. for the Morton Street Bulkhead Restoration Work in the Amount of \$1,075,832.00, for a Total Board Authorization Amount of up to \$11,908,632.00

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on May 30, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Directors hereby authorize the Hudson River Park Trust to amend the contract with EIC Associates, Inc. for the Morton Street Bulkhead Restoration Work in the amount of \$1,075,832.00, for a total Board authorization amount of up to \$11,908,632.00; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the forgoing resolution.

Chair Taylor announced the next item of business: authorization for Hudson River Park Trust to amend the contract with Trevcon Construction Company, Inc. for the Pier 40 Structural Restoration Phase 2 construction work.

President Wils explained that at the January 25, 2018 meeting, the Board approved two separate contracts for Phases 1 and 2 of the comprehensive Pier 40 pile and underdeck repair program with Weeks Marine and Trevcon Construction Company. The scope of work for each of these contracts included under-deck repairs. Under-deck repairs have proven to be more extensive than anticipated, and both Weeks and Trevcon were asked to submit proposals for adjusted unit prices for this additional work. Trevcon's proposed adjusted unit prices were significantly more favorable to the Trust than Week's. Therefore, Trust staff proposes to remove the balance of the unfinished under-deck repairs from Week's contract, and to award all incomplete repair work instead to Trevcon. The existing contracts with both firms allow for such adjustments. To complete the Phases I and II under-deck repair work, Trevcon's contract needs to be amended for up to an additional \$906,000. Approximately \$425,000 of contingency that had been approved by the Board for the Week's contract will remain unused.

Ms. Wils then requested Board authorization to amend the Trevcon contract for Pier 40 structural restoration construction work in an amount not to exceed \$906,000.00, for a Total Board Authorization Amount of up to \$8,065,606.00.

Chair Taylor thanked President Wils and asked the Board if they had any questions or comments; there being none, upon a properly called motion, the following resolution unanimously passed.

HUDSON RIVER PARK TRUST - Authorization for Hudson River Park Trust to Amend the Contract with Trevcon Construction Company, Inc. for the Pier 40 Structural Restoration Phase 2 Construction Work in an amount not to exceed \$906,000, for a Total Board Authorization Amount of up to \$8,065,606.

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on May 30, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Directors hereby authorize the Hudson River Park Trust to Amend the Contract with Trevcon Construction Company, Inc. for the Pier 40 Structural Restoration Phase 2 Construction Work in an amount not to exceed \$906,000, for a Total Board Authorization Amount of up to \$8,065,606; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the forgoing resolution.

Chair Taylor announced the next item of business: authorization to pre-qualify law firms for legal services for a five-year period.

Ms. Wils began by explaining that on October 30, 2018, the Trust issued a request for proposals for Pre-Qualification of Legal Services pursuant to the Trust's Procurement Guidelines. The RFP invited law firms to submit proposals in the following areas of law: real estate, construction, environmental and land use, labor and employment and regulatory compliance and litigation.

On December 17, 2018, the Trust received proposals from twenty-four law firms. Based on the evaluation criteria set forth in the RFP, Trust staff recommends that the Board of Directors approve 11 of the law firms as pre-qualified to provide legal services to the Trust when needed over the next five-year period, including Bond, Schoeneck; Carter Leydard; Herrick Feinstein; Holland & Knight; Phillips Nizer; Rozario & Associates; Schiff Hardin; Schoeman Updike; Sive Paget; Tully Rinkey; and West Group Law. The fees proposed by the law firms vary based on the firms' size, location and areas of expertise; however, maximum rate for a partner is set at \$500 per hour for the first three years. The General Counsel will only engage law firms on an as needed basis and in no case would any individual retainer agreement exceed \$200,000 without prior Board approval. The engagement of outside counsel also cannot exceed the overall budget for outside legal services as approved by the Board of Directors each year, which for the current fiscal year is \$500,000.

Ms. Wils then requested Board authorization to pre-qualify the proposed law firms provided in the Table contained with the Board memo for a five-year period in an amount up to and in accordance with the Trust's annual operating budget.

Chair Taylor thanked President Wils and asked the Board if they had any questions or comments. Director Kuh noted the Trust receives pro bono services and asked if the Trust could get pro bono services. Christine Fazio, General Counsel, replied that the Trust can still seek pro bono services but that is separate from this RFP. Director Halpern asked if the firms selected identified specific counsel and whether they were vetted and interviewed. Ms. Fazio stated yes. A discussion ensued about rates and seeking pro bono services when available. Trust staff further explained that the \$500 per hour rate for partners is a cap so many partners that bill at \$1000 per

hour are substantially reducing their rates for Trust work but associates who have billing rates lower than \$500 are billing at their normal rates.

Chair Taylor asked if there were any other questions or comments; there being none, upon a properly called motion, the following resolution unanimously passed.

HUDSON RIVER PARK TRUST - Authorization to Pre-Qualify Law Firms for Legal Services for a Five-Year Period in an Amount Up to and in Accordance with the Trust's Annual Operating Budget

RESOLVED, based on the materials presented to the Board of Directors at its meeting of May 30, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board hereby authorizes the Hudson River Park Trust to pre-qualify the list of law firms set forth in the attached table for legal services for a five-year period in an amount up to and in accordance with the Trust's annual operating budget and that no individual retainer agreement shall exceed \$200,000 without prior Board approval; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the foregoing resolution.

Pre-Qualified Law Firms:

Bond, Schoeneck & King, PLLC
Carter, Ledyard & Milburn LLP
Herrick, Feinstein LLP
Holland & Knight LLP
Phillips Nizer LLP
Rozario & Associates, P.C.
Schiff Harden LLP
Schoeman, Updike Kaufman & Gerber LLP
Sive Paget & Riesel P.C.
Tully Rinckey PLLC
West Group Law PLLC

Chair Taylor announced the next item of business: confirmation of Hudson River Park Trust Mission Statement and 2019 Performance Measures.

President Wils explained, in accordance with the Public Authorities Law, State and local public authorities are required to develop and adopt a mission statement and related performance measures to assist the authority in determining how well it is carrying out its mission. The Trust adopted its Mission Statement and developed performance measures to evaluate the Trust's fulfillment of its mission in 2010. The Board must therefore annually review the Trust's Mission Statement and measure its performance in carrying out its mission.

Ms. Wils continued informing the Board that the 2019 Performance Measures were shared with the Trust's Governance Committee and a copy of the Mission Statement and Performance Measures have been provided to all Directors.

Ms. Wils concluded by welcoming any discussion by the Directors regarding the Trust's Mission Statement and its performance measures for the past year and also requested confirmation of the Trust's Mission Statement and approval of the 2019 performance measures by the Board of Directors.

Chair Taylor thanked President Wils and asked the Board if they had any questions or comments; there being none, upon a properly called motion, the following resolution unanimously passed.

HUDSON RIVER PARK TRUST – Confirmation of Hudson River Park Trust Mission Statement and 2019 Performance Measures

RESOLVED, based on the materials presented to the Board of Directors at its meeting on May 30, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Directors hereby confirm the Hudson River Park Trust Mission Statement and 2019 Performance Measures; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the foregoing resolution.

The corporate action items were approved, authorized and completed. Chair Taylor asked President Wils to give the President's Report.

President Wils thanked Chair Taylor and began giving the President's Report. Ms. Wils began with good news related to the Park. Pier 51 playground at Jane Street reopened to the public

on May 11. The upland work from Morton Street to Christopher Street is very close to completion and the full section of esplanade should be opened to the public within a few weeks. As President Wils informed the Directors by email, the closing for Lalezarian air rights transfer occurred the month of May and the Trust was wired the approximate \$11.2 million on May 10. The Douglaston closing was scheduled to occur the day after the Board meeting and the Trust should then receive the \$37 million from that transaction.

Ms. Wils stated the Trust has also distributed the 2019 Summer of Fun calendar of events. Upcoming events include free dance lessons in the Park, the annual highly- popular Hudson River Dance Festival on June 6 and 7, free concerts including Jazz at Pier 84 and Sunset on the Hudson at Pier 45, and movie nights at Piers 46 and 63. The 2019 Summer of Fun calendar was included in the Board packets.

On May 19 and 20, the Hudson River Park's launching of its Park over Plastics program was well received by the news media – both on TV including ABC, CBS and New York One and the printed news. The Trust has now ceased nearly all purchases of single-use plastics at its office and operational areas and has vetted suitable green alternatives. The Trust has also asked its tenants and occupants to do the same and sign onto a Green Partnership Agreement. So far, 13 tenants and occupants have become Green Partners. The Trust is also in the process of installing additional recycling bins throughout the Park as well as bottle fillers with water fountains and portable hydration stations in key areas to encourage park-goers to make use of reusable water bottles.

The Trust's Estuary Lab continues to conduct micro plastic research and marine debris clean ups on the Park's shoreline to both increase scientific understanding and to remove plastics from the Estuary. [Following the President's Report, the Trust's Estuary Lab provided a brief presentation about the Trust's educational programs occurring in the Park.]

President Wils welcomed everyone to attend the Estuary Lab's Park over Plastics kick-off event on June 5 beginning at 5:30 pm with a shoreline clean-up along Pier 76 followed by a panel discussion at the Classic Car Club with discussions from Trust staff Anna Koskol and Carrie Roble.

President Wils shared with all Directors the proposed legislation for Pier 40 prepared by Assembly Member Glick's office. Ms. Wils noted she appreciated the many Directors that

attended the public forum that took place on a Tuesday evening prior to the Board meeting. As discussed, the bill as proposed by Assembly member Glick would not allow the Trust to achieve the goal of providing public open space, and space for the Trust and other not-for profits within Pier 40 and also would not allow the Trust to achieve the \$12.5 million revenue stream needed to maintain the Park.

President Wils explained that it was not expected many developers would submit a proposal in response to an RFP with the lease term and other restrictions laid out in the proposed bill. The Trust, its Directors and many in the public spoke on Tuesday evening of concerns with the proposed bill. Out of 56 including the Trust, about three quarters of the speakers either supported the Trust's position or supported more open space while open to office space on the pier if that gets to a successful project. Members of the Community Board stuck to their newly held position that any building should only be adaptive reuse, which did not reflect the position of the ball field users or many others in the room.

In addition, Community Board members argued that office uses shouldn't be located in a park and that the park should receive more government money to subsidize the park, instead of relying on Pier 40. On behalf of the Trust, Ms. Wils stated everyone appreciated how far Assembly member Glick and other elected officials have come on the issue in an effort to find an acceptable compromise, but unfortunately the draft legislation falls far short of what the Board, staff and outside consultants concluded viable. The Trust has held that it could accept a height limit of 88 feet plus mechanicals and potentially commit to 60% of the equivalent of the footprint to be open space, but such compromises are only possible if the Trust can secure a 99 year lease, ability to have both new or adaptive reuse scenarios in any RFP, and 880,000 square feet of commercial office space plus other commercial uses. It was not expected to be pushed on all of the items, since the position is that the Trust has already compromised significantly from Community Board 2's 2017 process.

The legislative session ends on June 19. If there is no success by then, the Trust and its staff will AGAIN be with a building that is still in need of emergency repairs that remain unfunded; such as the roof on the south shed. As discussed, the south shed may need to be closed in the next year unless funds are found to repair the roof. In addition, the courtyard ballfields had been monitored due to poor condition and need of replacement. Trust staff will continue meeting with

Pier 40 working group members to determine if there is any other creative thinking on this issue and to see if there is an acceptable solution between the elected officials, community and Trust. President Wils asked if there were any questions or comments on the status of Pier 40 legislation. Ms. Wils further explained that the repairs to Pier 40 that have not been addressed are about \$30 million. The Trust is currently addressing about \$4 million or \$5 million of emergency repairs that the Board has approved over the last year.

Director Kaplan stated that he is concerned with the lease term and 99 years is standard and anything less would impact a developer's ability to finance a project. Director Frederick reiterated that the sports teams in providing comments understood the predicament. Chair Taylor reiterated that Pier 40 has been a concern for a long time and neither the State nor City have offered to put money into the Pier. It is difficult for the Board to approve putting more money into a Pier that would not earn the Park money as was intended by the Act. Director Halpern stated however the Trust has the Pier and can't walk away from it. Director Durst stated it is not just the lease term issue but the amount of office space allowed compared to the additional open space requirement makes it very difficult to have a successful proposal, and then the City process can reduce that even further. Director Kapur agreed that the Trust is negotiating against itself – once in the legislation and once in the ULURP procedure. In response to a question, President Wils further explained that portions of Pier 40 have already been closed – a baseball field and a passive field on the roof. With time, more will need to be closed. The court fields are past their 10-year useful life and the entire drainage is clogged. Ms. Wils concluded that she understood the Board views the proposed legislation as not acceptable.

Before continuing with other items in President's Wils report, she asked the Directors if they would like to discuss whether or not there was a need to hire an engineering firm and construction consultant to examine the structural capacity of the piers and costs and timing related to using the existing piers and the fields with a new development. Ms. Wils directed the attention to Director Durst in an effort to start the discussion. Director Durst explained that if the Trust releases an RFP, the potential vendors need to have a baseline to rely upon so that everyone is using the same assumptions about the capability of the pier structure. Ms. Wils further explained that the Trust has some idea of the pier load capacities but because the pier is missing a lot of rebar,

seismic is a real issue. The Directors agreed that Trust staff should proceed with an RFP for an engineer as recommended by Director Durst.

Ms. Wils then discussed construction at Pier 26, which was going well. Trevcon completed installation of all nine 267-ton pre-fabricated panels supporting the ecological get-down at the west end of the pier. Trevcon is also installing large granite boulders that will serve as a breakwater and protect the tidal plantings in the get-down area. The work should be completed in September. As a remainder on Pier 26, Steven Dubner Landscaping started site work in April. Pier 26 should be completed late summer 2020. President Wils asked if there were any questions regarding Pier 26 construction.

Ms. Wils continued explaining the Trust was in the process of preparing a new RFP for a consultant to design the dog run and picnic area of Chelsea Waterside Park. It is expected that RFP will be issued in June and the Board and Trust's Design Committee will be kept up to date on that process. The Trust had worked with Community Board 4 on a pre-design and air transfer rights money and funds from Corey Johnson are going to this project.

President Wils informed the audience and the Board that RXR continued to negotiate a sublease with City Winery for Pier 57 and it was understood that a final sublease should be signed by the parties soon upon consent by the Trust. Trust staff reviewed and commented on the draft sublease. The layout of the City Winery space is consistent with all conversations had with Finance Committee members over the last year and the drawings that Ms. Wils had shared with the Board in January. The restaurant, winery space and dining room space will be open to the public six days per week. The main venue and loft would be open at least five days per week in the evening and three days per week in the 11:30 am to 3:00 pm time period.

Ms. Wils also said upon final review of the sublease, the Trust would issue RXR a letter consenting to the sublease subject to several conditions, including conditions for approval by the Trust of any future material alteration of the City Winery space or material amendment to the sublease that impacts the operations of the Public Marketplace or the Public Open Space and Trust approval for any future sublease or assignment of the City Winery space.

Pier 57's and the Trust's environmental consultants have reviewed the traffic and parking to determine if there are any changes to the conclusions of the original EIS and SEQRA technical

memos prepared for Pier 57 and have determined that the City Winery use does not change the prior SEQRA conclusions. Trust staff also continues to work with RXR on developing a logistics plan to address traffic, parking and pedestrian circulation once operations begin.

President Wils asked if there were any questions or comments regarding the status of the proposed City Winery sublease. Director Kaplan asked if they had started construction and President Wils responded no. Director Kaplan asked on the status of progressing with the food hall area and President Wils stated she hopes to be able to report on something during a future Board meeting

Next, President Wils discussed the result of acquiring the Certificate of Completion for the Pier 84 building. The Trust executed a Concession Agreement with Pier 84 Chip Shop, LLC to operate an indoor and outdoor café at the building located on Pier 84 at West 44th Street. The Concession Agreement commenced on May 1, 2019 and the term is through December 31, 2023, with Pier 84 Chip Shop having an option to extend the term by another four years with the approval of the Trust. Pier 84 Chip Shop will operate only an outdoor concession this summer as it proceeds with its fit-out for the interior building. Thus the annual rent for year one is \$160,000 but goes up to \$367,170 in year two and up to \$409,701 in year three. Rent thereafter increases by three percent each year. The Concessionaire also pays the Trust a percentage of its gross sales once its sales exceed the threshold specified in the Agreement. For example, once sales exceed \$1 million, the Concessionaire would pay the Trust 12 percent of its sales over the threshold in year one. For year two, once its sales exceed \$2,250,000, the Concessionaire would pay the Trust 15% of its sales over the threshold. The entire indoor portion of the restaurant in addition to the outdoor area should be open by April 1, 2020. As a reminder, this operation is a result of a successful RFP process and Community board meetings that have taken place over the last year and a half. President Wils asked if there were any questions or comments

Trust staff and the Trust's landscape architect !Melk presented the Pier 97 conceptual design to the Pier 97 Design Committee, which includes several Board members, on March 29th. The design was presented to Community Board 4 on May 1st, resulting in a very favorable letter, which is included in your packets. The project was submitted for conceptual New York City Design Commission approval on May 24th. The design includes a "play scape", multi-purpose athletic field, flexible gathering space, sun lawn, space for historic ship docking, a park building

housing a comfort station, maintenance operations facility, and small concession, as well as extensive plantings. The project will also improve the entirety of the esplanade between Pier 97 and Pier 99, and restore the adjacent NYS Route 9A bikeway. Trust staff are currently working with Melk as they refine project elements in the schematic design phase. President Wils asked if there were any questions or comments.

President Wils proceeded with explaining items included in the Board packet. There was a revised copy of the Trust's Employee Handbook, which was updated to address recent changes in New York State law. In the budget bill that was passed in April, the state legislature included a provision that revised paid voting time for New York employees. Employees are entitled to a maximum of three hours of paid leave in order to vote in elections. Employees are also entitled to up to four hours of paid leave for cancer screenings. In addition to these changes, the Trust revised the Handbook to allow all employees to be paid by direct deposit. The prior Handbook did not allow part time employees to use direct deposit and required former employees to return to Pier 40 to pick up their last paycheck. Revisions to the Handbook were shared with the Governance Committee last week. A complete copy of the Employee Handbook was provided in the Board packets and as a reminder to the Directors, Ms. Wils noted the appendices include the Trust's Code of Ethical Conduct and its Whistleblower policy. President Wils asked if there were any questions.

Ms. Wils further stated the Board packet also contained the PEP report, one month of financials for fiscal year 2020, a list of all contracts between \$100,000 and \$200,000, and a memo providing an update on the status of FEMA reimbursements to date.

After concluding the President's report, President Wils introduced the new Senior Vice President of the Operations and Facilities Department, Nick Rotundi. President Wils then introduced Nicolette Witcher, Vice President of the Trust's Estuary Lab, to give an update on the work the Trust is involved in.

Ms. Witcher thanked President Wils and proceeded to update the Board and audience on the Trust's Estuary Lab's initiatives and projects. Ms. Witcher stated the Trust's Estuary Lab has a mission to promote hands on environmental education and interactive scientific research with the goal of promoting and understanding Hudson River Park's 400 acre estuarine sanctuary. Ms. Witcher explained that last year the department educated nearly 30,000 people, then she introduced

Carrie Roble, Director of Science and Stewardship and further elaborated on the programs provided by the Estuary Lab.

Lastly, President Wils introduced Bob Townley, Chair of Advisory Council. Mr. Townley explained he was Chair of the Advisory Council 4 times in 16 years of service. Mr. Townley has been active in the community most of his adult life. He emphasized the importance of the open communication and collaboration between the Community Board, the staff of the Hudson River Park Trust and the community for an understanding and a better park. Mr. Townley explained there would be more information on the topic in the Community Engagement Piece.

Mr. Townley went over a few resolutions, including the resolution passed to try to keep e-bikes off the Route 9A bike path and off the Hudson River Park. He concluded by thanking the Trust for the efforts within the park.

Chair Taylor thanked Mr. Townley and asked President Wils if there was any other business to discuss. A discussion ensued about the use of e-bikes and the efforts to have them banned from the bike lane and the Hudson River Park.

There being no other business, Chair Taylor called for a motion to adjourn and the meeting was adjourned at 5:24 p.m.