



**MEETING OF THE
BOARD OF DIRECTORS
July 24, 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
Patrick Foster
Pamela Frederick
Jeffrey Kaplan
Purnima Kapur
Michael J. Kuh
Leslie Wright

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

Also present:

Connie Fishman, Hudson River Park Friends

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 then directed attention to the only consent agenda item, which was approval of the Minutes of the May 30, 2019 meeting of the Board of Directors. Chair Taylor asked if there were any questions or comments.

There being no questions or comments, upon a properly called motion, the following resolution passed unanimously.

HUDSON RIVER PARK TRUST - Approval of Minutes of and Ratification of the Actions Taken at the May 30, 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 May 30, 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.

Chair Taylor proceeded with the corporate action items on the agenda, introducing the next item of business, which was Board authorization to enter into a retainer agreement with Armand Corporation and Hunter Roberts Construction Group, LLC for construction management services.

President Wils explained that, in accordance with the Trust’s procurement guidelines, the Trust issued an RFP to procure one or more on-call construction managers to support anticipated construction projects as well as capital maintenance and repair projects that may become necessary. President Wils stated that some of the anticipated construction projects include repair of Parkwide pavers, Pier 40 façade restoration, Pier 40 office reconstruction, Pier 54 arch restoration, Pier 84 dog run reconstruction and Chelsea Waterside fence installation. The Trust received fourteen proposals in response to its RPF. After evaluating the proposals, the selection committee short-listed six firms and invited them for interviews. After completing the interviews, the selection

committee determined that both Armand Corporation, an MWBE certified firm, and Hunter Roberts Construction Group, which provides construction management services for the Trust for several pier repair projects, were the best qualified consultants to provide the construction manager services and each had proposed favorable hourly rates.

President Wils then requested Board authorization of up to \$750,000 in the aggregate for the two contracts for a three-year term to be allocated as necessary for assigned tasks plus a 20% contingency for a Total Board Authorization Amount of up to \$900,000.

Chair Taylor thanked President Wils and asked if there were any questions or comments. Director Kuh asked how the Trust would determine which company to use and for what projects. President Wils answered explaining Hunter Roberts was familiar with Pier 40 so they would be utilized for Pier 40 restoration of the façade, and the Trust would save money because Hunter Roberts will already be on-site.

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

HUDSON RIVER PARK TRUST – Authorization to Contract with (1) Armand Corporation and (2) Hunter Roberts Construction Group, LLC for Parkwide Construction Management Services Retainer for an Aggregate Board Authorization of up to \$750,000 plus a 20% Contingency

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on July 24, 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 enter into a retainer agreement for a three-year term with (1) Armand Corporation and (2) Hunter Roberts Construction Group, LLC for Parkwide Construction Management Services for an aggregate Board Authorization Amount of up to \$750,000 plus a 20 percent contingency for a Total Board Authorization Amount of up to \$900,000; 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.

Chair Taylor stated the Board action items for approval had been completed. Chair Taylor asked President Wils to present the President’s Report. President Wils thanked Chair Taylor and began presenting the President’s Report.

President Wils noted due to the short agenda, she would like to take the opportunity to facilitate more discussion with the Directors regarding a number of topics. She also told the Directors to take the opportunity to bring up any other items for discussion as they see fit. President Wils reminded the Board that there would be an executive session at the end of the meeting.

President Wils first turned to the proposal by OSL Concrete. She stated that she understood that the Directors received an email dated June 18, 2019 from OSL Concrete as well as numerous phone calls and that the Directors have discussed the matter. OSL Concrete is seeking to locate a marine vessel to produce ready mix concrete, transport it via floating hoses between Piers 98 and 99 to a barge situated adjacent to the Park's bulkhead and then pump it through an underground pipe so that ready mix concrete can be offloaded to trucks located under the viaduct just south of West 59th Street. There would be approximately 15 trucks per hour staged under the viaduct under this plan.

Previously, President Wils had informed OSL Concrete that the proposed location, and frankly any location, within Hudson River Park did not work for various reasons. In particular, the Trust was concerned that the proposed manufacturing use is not consistent or compatible with the Hudson River Park Act. In particular, the Hudson River portion of the Park is designated as an Estuarine Sanctuary, and concrete mixing and delivery is not compatible with the mission of protecting this water body. Further, the Trust is commencing construction to expand the esplanade between Piers 98 and 99 in the summer of 2019 and construction for the development of Pier 97 and the upland area is scheduled to commence the following year. President Wils stated that there was very limited space for the Trust's construction operations such that another use at the same location would not work. She also explained that when Pier 97 and the esplanade/bikeway are

completed, access into the northern portion of Hudson River Park, including to the new widened esplanade and Pier 97, would be along west 59th Street and under the viaduct; thus the proposed OSL Concrete operation would interfere with public access into the Park, as well as access into Riverside Park South. Lastly, President Wils stated that Community Board 4 is adamantly against OSL's proposal and that the Directors had expressed similar concerns.

Ms. Wils continued by explaining that Trust staff have discussed the proposed usage with staff at State Parks and NYSDEC and staff at both of those agencies did not believe that the OSL Concrete use would be compatible with protecting the Estuarine Sanctuary. President Wils then opened the floor for comments and direction from the Directors while noting that representatives of OSL were in attendance to answer any questions.

Director Frederick commented stating she was adamantly against the traffic of trucks entering and exiting the park although she understood the benefit of removing trucks from the City roads, but the Board's job is to develop a park and not address a larger issue of truck traffic. Chair Taylor agreed and made a statement explicitly saying the Board and Trust appreciated the efforts of OSL, but unfortunately, the Hudson River Park would not be the place to do it, because it is not permissible under legislation and it would not be good park use. Chair Taylor wished OSL the best of luck and confirmed agreement from the Directors.

President Wils proceeded with the next topic: Pier 40. President Wils thanked the Directors for being very involved in the public process that Assemblymember Glick arranged related to drafting an amendment to the Hudson River Park Act to allow office use at Pier 40, including attending and speaking at the public hearings, spending time strategizing with Trust staff on options for redevelopment, and being available for calls to discuss the status of the draft legislation. While the Trust is pleased to see that the final legislation would allow the Trust to enter into leases

for up to a 99-year period, everyone was very disappointed by the restrictions provided in the bills that passed both the Senate and Assembly that would limit the amount of office space and the height of the mechanicals on the roof.

The restrictions cause concern about the increased amount of open space to 65 percent beyond the 60% that was thought to be feasible. As a result, as it was discussed, there are significant concerns that capable developers will likely not respond to an RFP to redevelop the Pier, given the high cost to build both the building and the public amenities while also paying the rent needed to help support the overall Park.

President Wils previously shared the Pier 40 bills that passed the Legislature last June with all Directors (a copy was also included in the Directors' Board packet). Based on the financial models that Trust staff worked with many individuals to prepare, the Trust had originally sought 880,000 square feet of office space, but after consultation with Board members, advised elected officials that the Trust could explore 800,000 square feet if the Act could ensure that that amount would not be reduced during ULURP.

That did not happen, and the legislation limits the office space to 700,000 square feet, does not protect the dimensions from a further reduction during ULURP and increases the mandatory amount of open space to the equivalent of 65% of the pier footprint. Based on information provided by experienced architects, the Trust had also sought up to 10% of the footprint of Pier 40 be allowed to have mechanicals on the roof at a height no higher than 40 feet in order to be able to have ADA-compliant elevators that would allow access to the roof. The final bills limited the height of the mechanicals to no higher than 20 feet.

President Wils continued explaining that, as requested at the last Board meeting, Trust staff was working on an RFP to bring on an engineer that could consider and advance the previous work

conducted by Arup to see how seismic code requirements, which may be triggered by changes to the building footprint, could be met in as cost efficient manner as possible while still being mindful of inevitable regulatory constraints. Dan Kurtz had shared the proposed scope of work for the Pier 40 Engineering Seismic Feasibility Study yesterday and the Trust looks forward to comments on it. As noted in the proposed scope of work, the RFP respondent would include a marine engineer, architect, structural engineer and possibly a cost estimator. The Trust expected to release the RFP shortly. The Trust also intends to separately bring on a code consultant, given that any change to the building uses or footprint would require the Trust to bring the whole building up to code, which would be very costly. All of the information that is gathered would help inform both Directors and Trust staff about any potential uses or scenarios to consider.

Ms. Wils continued that the future of Pier 40 is unfortunately not clear at this point and will take further analysis. Ms. Wils concluded that, although the Trust has heard from most of the Directors regarding their position on an RFP for office use, it should be discussed at this meeting, including any other steps Board members believe should be taken.

Many of the Directors responded that there was consensus that it would not make sense for the Trust to release an RFP for the office use if the rent that would come in is not even close to what is needed to maintain the Park. Releasing an RFP that will fail is a waste of time and resources. Director Durst raised the issue as to whether the Trust should create the task force in any event even if the Trust decides not to release an RFP. General Counsel Christine Fazio stated that the new amendment as a whole, if signed by the Governor, would require the creation of the task force prior to the Trust releasing an RFP for a redevelopment, but there is no reason to proceed with creating a task force until the engineering study is completed and the Trust Board has decided to proceed with an RFP. The Board should adopt a resolution to proceed or not proceed with an

RFP after more is understood from the engineering study. President Wils confirmed that the Trust should move forward with the engineering study in order to have better information on the actual costs to upgrade the building to meet seismic codes or alternatives to this. Director Kuh asked if the record is clear with elected that the process of releasing an RFP for 700,000 square feet of office is futile and expensive and President Wils responded that the Trust had informed the electeds prior to passing the bills that the Trust would not move forward with an RFP for that amount of office. Director Been asked if the engineering study would be completed prior to the next budget season so a request can be made for additional funding. Trust staff and Directors discussed setting a goal of trying to complete the study within three months if possible.

President Wils then briefly mentioned a few other bills that passed both houses which affect the Trust. The first bill sponsored by Senator Hoylman and Assemblymember Gottfried would require New York State to defend and indemnify any bodily injury or property damage claims made against the Trust that occur on the adjacent Route 9A bikeway. The electeds firmly believe that the State and City should be indemnifying the Trust since the amendment passed in 2013 and are dismayed that this hasn't occurred yet. A second bill sponsored by Senator Hoylman and Assemblymember Gottfried would prohibit vessels from operating digital billboards in the Hudson River. The Trust wrote a supporting memo to the elected officials in favor of that bill. As discussed at past meetings, the Senate and Assembly did adopt legislation that would allow municipalities to enact local laws that would allow e-bikes and e-scooters on bikeways, but the final legislation did provide a carve out for the Hudson River Greenway, but allows State DOT as the owner of the Greenway to determine whether to allow e-vehicles in the future. The Trust believes that NYSDOT agrees that the bikeway is crowded and that it can be dangerous and will continue the current practice that e-bikes and e-scooters not be permitted on the Greenway located adjacent to the Park.

Ms. Wils continued that, as previously discussed with the Board's Sanctuary Committee, the Trust has negotiated an MOU with The River Project, a nonprofit organization founded in 1986 that operates at Pier 40 and provides hands-on education, science research, and other activities related to the ecological environment in the Hudson River. The River Project's Founder and Executive Director Cathy Drew, who is responsible for the focus on the estuarine sanctuary, has recently retired, and The River Project is planning to wind down operations over a 12-18 month period. The MOU between the Trust and The River Project would provide a framework for the Trust to hire two River Project staff members within the previously approved budget, continue educational and scientific research programming consistent with The River Project's mission through the Trust's Estuary Lab, appoint two River Project board members to the Technical Advisory Committee of Hudson River Park Trust's Estuarine Sanctuary Management Plan (ESMP), and accept as a charitable donation The River Project's remaining assets. The Trust will also preserve The River Project's name and its founding story. President Wils stated that the Trust anticipates that The River Project wind down process and transfer of assets to the Trust would be completed by December 31, 2020, subject to the approval and consent required by the NYS Attorney General. President Wils mentioned it would not result in any change in the annual budget this year and then asked if there were any questions or comments. Several Directors commented that the plan makes sense.

President Wils then stated that the Trust was off to a great start with excellent attendance in June and July at the Summer of Fun events. She noted some highlights such as a 100% average increase over 2018's total attendance at marquee events including Friday night's Sunset on the Hudson, Sunset Salsa, the River Flicks movie series, RiverKids and the Hudson River Dance Festival. Sunset on the Hudson at Pier 45 attendance had a 200% increase over last year's total

amount for the event. The Trust added vendors that sell wine and beer for the movie nights and Sunset on the Hudson musical events. The 20th Annual Blues BBQ Festival is scheduled for Saturday, August 24th. Director Kuh asked what contributed to the significant growth in attendance and President Wils explained that Friends had hired a communications marketing director, the Park's website had been redone, and the Trust and Friends were doing more marketing via social media.

President Wils thanked the Trust's Public Programs, Operations and Facilities Staff for all of their hard work in planning for the World Pride and Heritage of Pride events that occurred in the Park. There were record turnouts at all events to celebrate World Pride in the park, including the concerts at Pier 97 that included Grace Jones and Madonna. Trust Staff worked closely with the NYPD and the community to ensure the safety of volunteers, Park staff and the patrons that attended the events. Ms. Wils also thanked the Trust's Park Enforcement Patrol and State Parks.

President Wils then addressed the status of construction and design throughout the Park. Construction at Pier 26 continues to go well and is on schedule. Trevcon is continuing to install the large granite boulders that will serve as a breakwater and protect the tidal plantings in the ecological get-down area and Steven Dubner is proceeding with concrete work and will begin geofam installation, concrete sub-slab construction, and light pole foundation work next month.

Ms. Wils then noted that Trust staff and James Corner Field Operations will present the concept design for Gansevoort Peninsula later this evening. The presentation will be held at 75 Morton Street, beginning at 6:30 p.m. and all Directors and the public were welcome to attend the presentation. President Wils stated that the Trust was emailing a few of the renderings to the Board and will present the concept design at the next Board meeting in September.

As President Wils mentioned at the prior Board meeting, the Trust issued an RFP for a consultant to expand the dog run and picnic area of Chelsea Waterside park. Ten proposals were received from landscape architects, and staff at PMDC are currently reviewing the proposals.

President Wils informed the Board the City Winery sublease was executed and it was expected City Winery would commence its interior construction work soon. Included in the Board packets was a copy of the sublease approval letter that the Directors reviewed and the Trust signed that provided the commitments that must be met by Pier 57. The SEQRA Technical Memo No. 4 was posted on the Trust website. The Technical Memo concluded that the City Winery use would not result in significant adverse impacts or change the conclusions in the earlier SEQRA documents.

At the last Board meeting, President Wils shared with the Directors the conceptual plans for Pier 97. Those plans continue to be refined by Melk and President Wils planned to continue to keep the Directors informed of the development of that plan. The plan was well-received by the Public Design Commission during conceptual review, and the Trust plans to submit for preliminary PDC approval in late September. In-water marine work for the construction of the new platform between Piers 98 and 99 is expected to commence in mid-August. The Trust is coordinating efforts with Con Ed, Sanitation and DDC and is in the beginning stages of discussions regarding access at piers 98 and 99 frontage. The Trust will also be releasing an RFP for a construction manager to oversee construction at Gansevoort Peninsula and Pier 97 in the coming weeks.

Director Kaplan commented on the Pier 55 tour, explaining how wonderful it appeared. President Wils responded thanking Director Kaplan and reminded the Board that the esplanade was increased by over 50 feet and a portion of it would be opening to the public soon. Ms. Wils

also explained that the Trust was coordinating with State DOT for the opening of the 13th Street crosswalk.

Lastly President Wils directed the Directors to the Board packet and explained there was a copy of the PEP statistics, a list of all contracts between \$100,000 and \$200,000, a list of the revenue contracts, and the financials for the first three months of fiscal year FY19-20 within. The total operating revenues and operating expenses were right on target with budget estimates.

President Wils directed attention to Connie Fishman of Hudson River Park Friends to give an update.

Ms. Fishman welcomed Deputy Mayor Been and began giving her update. On May 30th, Friends held its annual playground committee backyard barbecue at the lighthouse in Chelsea Piers and about 500 parents and children were in attendance for fundraising efforts for playgrounds, education and family programming. The fifth annual Hudson River Park Games were held at Pier 40 on June 22nd and 20 teams participated in the pentathlon. Friends is selling tickets and tables for the October 17th gala. The Pier 40 For All Campaign succeeded in increasing awareness by thousands of new people who had not previously interacted with the organization and it resulted in about 5,000 letters and e-mails being sent directly to the elected officials about the need to fix Pier 40 and address both its physical condition and the importance of its future revenue-generating role in the Park. Ms. Fishman concluded her presentation and thanked the Board and President Wils.

Chair Taylor noted that there were no further approval items to consider, and then called for a motion to go into executive session for a discussion on litigation-related matters. Chair Taylor stressed that no Board votes would be taken during that portion of the session. Director Frederick

gave a motion to move, Director Kuh seconded the motion and all were in favor. Chair Taylor, the Board of Directors, President Wils and executives of the Hudson River Park Trust went into executive session.

Chair Taylor, the Board of Directors, President Wils and executives of the Hudson River Park Trust returned from executive session, which was held from 4:50 p.m. to 5:32 p.m. There being no further business to discuss, Chair Taylor called for a motion to adjourn and the meeting was adjourned at 5:32 p.m.