

TO: Board of Directors

FROM: Paul Kelly, General Counsel and Executive Vice President

SUBJECT: April 10, 2019 Minutes

DATE: June 26, 2019

A regular meeting of the Board of Directors of Brooklyn Navy Yard Development Corporation (“BNYDC”) was held at the Brooklyn Navy Yard, Building 77, 141 Flushing Avenue, Suite 801, Brooklyn, New York on April 10, 2019.

The following Board members were present and participating at the meeting:

Henry B. Gutman, Chair	Joel Leitner
Henry Berger	Jane Marshall
Ofer Cohen	Amani Martin
Adam Friedman	Ronald McCain
Abby Hamlin	Ramon Peguero
Roy A. Hastick, Sr.	Carlo Scissura
Kei Hayashi	Steven Sinacori
Jillian Joseph	William Turner
Meredith Kane	Willam Cruz
Joseph Kohl-Riggs	

By invitation of the Board, members of the BNYDC staff were also present.

1. Henry B. Gutman chaired the meeting. He stated that a quorum of the Directors was present, and that the meeting, having been duly convened, could transact business.

After a confirmation of a quorum was confirmed, the Chair made a motion to proceed with an Executive Session to discuss a potential litigation matter.

After the Executive Session ended, the chair stated that no votes were taken during the Executive Session.

2. Resolved, that the minutes of the meeting of the Directors held on February 6, 2019 be accepted.

Being duly made, a motion to approve item 2 was carried.

3. The Chair and President gave their reports. There were no Committee reports provided at the meeting.

4A. Wimal Ariyawansa presented the Operating Statement for FY19 through February 2019.

4B. Resolved, that BNYDC is authorized to update its lease rate guidelines, per the appraisal conducted by Rosin Associates to determine the estimated Fair Market Rental Values of all leasable spaces in the Yard.

As to item 4B, it was noted at the meeting that a clarification was provided to item 8F which listed building factors considered in lease negotiations and noting that in renewal situations where a tenant would face a potentially onerous increase to meet BNYDC’s rent guidelines, BNYDC has instituted the following policy:

For manufacturing tenants, BNYDC will cap the initial increase at 15%, then structure the rent to gradually meet the lease rate guidelines by the end of the term, usually 5 years. For non-manufacturing industrial and office tenants, BNYDC will increase to the guideline rates as quickly as commercially viable.

Being duly made, a motion to approve items 4A and 4B was carried.

5A. Resolved, that BNYDC is authorized to enter into a new contract for construction with KISS Construction Inc., selected by invitation to bid, to safely dispose of all asbestos insulation in the basement of Building 27, including asbestos-containing material debris and contaminated soil at a 1" depth, at a cost of \$138,525 plus 15% contingency, for a duration of two months.

5B. Resolved, that BNYDC is authorized to enter into a new contract for professional services with Jacobs Civil Consultants Inc, selected by sole source, for the design of permanent repairs to Berths 8, 9, and 10, to allow GMD Shipyard Corporation to utilize the berths for the maintenance and repair of vessels and return the area to its pre-storm condition, at a cost of \$856,700 plus 15% contingency, for a duration of four years with an option for two one-year extensions.

5C. Resolved, that BNYDC is authorized to amend by change order its contract for professional services with Twin Peaks, Inc., selected by a targeted request for proposals, for the inspections of structural steel welding, structural steel bolts, structural details, cast in place concrete, concrete, and pile driving at the Yard ferry landing, at an increase to the contract value of \$80,000, bringing the total to \$120,000, for a duration of three months.

5D. Resolved, that BNYDC is authorized to amend by change order its contract for professional services with Velocity Architecture & Engineering Group, D.P.C., selected by a request for proposals, for the design of sprinkler and fire alarm upgrades at Buildings 3, 5, 22, 50, and 280, to include fire alarm upgrades at Building 22, at an additional cost of \$45,600 plus 15% contingency, for a duration of approximately one year.

5E. Resolved, that BNYDC is authorized to enter into a new contract for construction services with a yet-to-be-selected vendor, selected by an advertised request for bids, for the installation of a new fire alarm system at Building 22, at a cost not-to-exceed \$300,000 plus 15% contingency, for a duration of approximately one year.

Being duly made, a motion to approve items 5A, 5B, 5C, 5D, and 5E was carried.

6A – 6C. Resolved, that the following leasing actions be approved:

6A. New Tenants:

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| i. Video Guy, LLC | Building 275, | Suite 408 |
| ii. Prospect Woodworks Inc and Franz and Harmon LLC | Building 5, | Suites 304 & 306 |

6B. Renewing Tenants:

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| i. DeVore Fidelity, LTD., Anthony Abbate Inc.
dba Box Furniture Co. | Building 280, | Suites 510, 511 & 512 |
| ii. Evan Eisman Company, Inc. | Building 280, | Suites 817 & 818 |
| iii. Headwater Contracting, Ltd. & Emil Kinkopf | Building 30, | Suite 103 |
| iv. Barbara Gallucci & Sharon Horvath | Building 30, | Suite 203 |
| v. J. Gordon Painted Finishes, LLC | Building 30, | Suite 201 |
| vi. Joel Longenecker & Carleen Sheehan | Building 30, | Suite 202 |

vii. Lindsay Walt & Colin Thompson	Building 30,	Suite 207
viii. Mason Nye	Building 30,	Suite 101
ix. Monique Luchetti & Michael Asente	Building 30,	Suite 205
x. Nancy Bowen	Building 30,	Suite 105
xi. Nora Ligorano & Marshall Reese	Building 30,	Suite 102
xii. Mark Giglio	Building 30,	Suite 204
xiii. BMB Sales Associates LLC	Building 249,	Suite 101
xiv. Ais Furniture Refinishing Inc	Building 280,	Suite 601
xv. Bob & Sons Refinishing, Inc.	Building 280,	Suite 602
xvi. Brand's Payroll Service Inc.	Building 27,	Suites 101, 102 & 104

6C. Existing Tenant Expansions:

i. Pratt Institute	Building 3,	Partial 7 th Floor
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As to item 6C, this item was included as a walk-on and Board Member Adam Friedman recused himself due to a conflict of interest.

Being duly made, a motion to approve all leasing items in 6A, 6B, and 6C was carried.

7A. Resolved, that BNYDC is authorized to enter into a new contract with the law firm Constangy, Brooks, Smith & Prophete LLP and to extend and amend its existing contract with the law firm Guazzo & Guazzo LLP, each for the performance of labor and employment counsel services, on an as-needed basis, each for a two-year term, with a combined annual authorization of \$200,000 per year or a not-to-exceed authorization of \$400,000 for both contracts, over the two year term.

7B. Resolved, that BNYDC is authorized to enter into a new contract for professional services with Transcend Education to design and codify the Brooklyn STEAM Center model, including industry pathway competency and curriculum, work-based learning programs, and operational systems; to design and implement R&D cycles to test and iterate components of the Brooklyn STEAM Center model; and to coach Brooklyn STEAM Center staff on the implementation of the model, at a total cost not-to-exceed \$238,400, for a duration of sixteen months.

7C. Resolved, that BNYDC is authorized to amend by change order its contract for professional services with WXY Architecture Urban Design D.P.C. to expand the scope of services to include a detailed sign schedule document, sign brand guidelines for tenant signs, artwork templates for all sign types within the Yard, interior building directories, and directional signage to help Yard visitors navigate multi-tenant buildings, at an additional cost not-to-exceed \$180,000, for a duration of five months.

7D. This item was included as a walk-on. Resolved, that BNYDC is authorized to designate Senior Counsel, Melissa Goldschmidt as Contracting Officer of BNYDC.

7E. This item was included as a walk-on. Resolved, that the Directors approved the Policy on Indemnification and Defense for Employees, Officers, and Members of the Board of Directors; Policy on the Disposition of Personal Property; and Investment Policy Statement.

Being duly made, a motion to approve items 7A, 7B, 7C, 7D, and 7E was carried.

10. The Chair noted that staff had prepared additional informational items that were distributed at the meeting.



Brooklyn Navy Yard
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11. With no further business to conduct, the Chair called for a motion to adjourn the meeting, which was duly made and carried.

Paul Kelly, Secretary of the Corporation