

TO: Board of Directors

FROM: Paul Kelly, General Counsel and Executive Vice President

SUBJECT: June 14, 2023 Minutes

DATE: September 20, 2023

A regular meeting of the Board of Directors of Brooklyn Navy Yard Development Corporation (“BNYDC”) was held at the Brooklyn Navy Yard, 141 Flushing Avenue, Building 77, Suite 801, Brooklyn, New York on June 14, 2023.

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

Henry B. Gutman, Chair	Meredith Kane
Wendy Rowden	Ofer Cohen
Adam Friedman	Rotimi Akinnuoye
Camille Hastick	Lisa Davis
Henry Berger	Marco Carrion
Joesph Kohl-Riggs	Steven Sinacori
Joel Leitner	Toni Yuille-Williams
Kei Hayashi	Bill Turner
Sam Stern	Jocelynn Rainey
Ron McCain	Edward Mafoud

Due to the COVID-19 pandemic, some Board Members listed above and members of the BNYDC staff were present and participated via video and/or phone conference.

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.
2. Resolved, that the minutes of the meeting of the Directors held on April 19, 2023, be accepted.

Being duly made, a motion to approve item 2 was carried.
3. The President, the Chair and Committee Chairs gave their reports.
- 4A. Wimal Ariyawansa presented the FY23 Year to Date Operating Statement; a non-voting item.
- 4B. Resolved, that the FY24 Capital and Operating Budgets be approved.
- 5A. Resolved, that BNYDC be authorized to enter into a contract amendment for an existing construction management contract with Hunter Roberts Construction Group for additional services in relation to the Gates and Wayfinding project. The present maximum contract price of \$130,166 plus a 15% contingency is being increased by \$15,000,000 plus 15% contingency, for a new maximum contract price of \$15,130,166 plus 15% contingency.

- 5B. Resolved, that BNYDC be authorized to enter into a contract amendment for an existing professional services contract with Claire Weisz Architects LLP dba WXY Architecture & Urban Design for additional services in relation to the Gates and Wayfinding Project and to increase the authorized contract price by \$130,000 plus 15% contingency, for a total of \$1,700,500 plus 15% contingency.
- 5C. Resolved, that BNYDC be authorized to enter into a contract amendment for an existing construction services contract with Bancker Construction Corp. for additional services in relation to the Backflow Prevention Project Phase 1 and to increase the authorized contract price by \$1,381,500 plus 15% contingency, for a total of \$5,265,850 plus 15% contingency.
- 5D. Resolved, that BNYDC be authorized into a contract amendment for an existing professional services contract with H2M Architects & Engineers, Land Surveying and Landscape Architecture, D.P.C., for additional services in relation to the Backflow Prevention Project Phase 1 and to increase the authorized contract price by \$175,500 plus 15% contingency, for a total of \$1,105,040 inclusive of all contingencies.
- 5E. Resolved, that BNYDC be authorized into a contract amendment for an existing professional services contract with M.G. McLaren Engineering and Land Surveying, P.C. for additional services in relation to Berth 14A Resident Engineering Services, to extend the Contract term by six months, and to increase the authorized contract price by \$38,500 plus 15% contingency, for a total of \$143,674 inclusive of all contingencies.
- 5F. Resolved, that BNYDC be authorized to enter into a professional services contract with BOCA Group International, Inc. in relation to the Elevator Maintenance Oversight and Inspection Services in the amount of \$422,480 plus 15% contingency.

Being duly made, a motion to approve items 5A — 5F was carried.

6A — 6D resolved, that the following leasing actions be approved.

6A. New Leases

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|----------------------------------|-----------|-----------|
| i. Colin Keane Lynch d/b/a Keane | Bldg. 275 | Suite 408 |
| ii. Closet Maven | Bldg. 292 | Suite 321 |

6B. Expansion Leases and Amendments

- | | | |
|-------------------------------|-----------|----------------|
| i. Downing Frames, Inc. | Bldg. 303 | Suite 509 |
| ii. Pliant Energy Systems LLC | Bldg. 280 | Suite 614, 615 |

6C. Renewal Leases

- | | | |
|--------------------------------------|---------------------------|--------------------------|
| i. John Shorb | Bldg. 120 | Suite 208 |
| ii. Hospitality Openings, Inc. | Bldg. 292 | Suites 404, 406 |
| iii. Marc Ganzglass | Bldg. 3 | Suite 405 |
| iv. First Response Contracting LLC | Bldg. 275 | Suite 210 |
| v. JayDee Group USA Inc. | Bldg. 292 | Suite 413 |
| vi. Eve Havlicek & Marco Lopez Arias | Bldg. 30 | Suite 206 |
| vii. Haddad's Inc. | Open Space (Kent Ave Lot) | |
| viii. Scott Jordan Furniture Inc. | Bldg. 280 | Suite 606, 607, 621, 622 |
| ix. Agger Fish Corporation | Bldg. 313 | Suites 101, 102 |
| x. Agger Fish Corporation | Bldg. 234 | Suite 101 |
| xi. Kings County Distillery LLC | Bldg. 200 | Suites 101N, 101S, BN, |
| | North & South | BS, Outdoor 1 & 2 |

As to items 6Cviii-6Cxi, these items were included as walk-ons.

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

7A. Resolved, that BNYDC be authorized to approve updated lease rate guidelines based on an appraisal conducted by Rosin Associates to determine the estimated Fair Market Rental Values.

7B. Resolved, that BNYDC be authorized to enter into a lease amendment with GMD Enterprise Corp. to add and subtract certain areas to the Lease Premises.

7C. Resolved, that BNYDC be authorized to enter into an amendment for an existing Consultant Contract with Beth Lieberman to extend the term of the contract by three months, with an option to extend for an additional three months.

7D. Resolved, that BNYDC be authorized to enter into a Lease with Rustik 471 LLC, for Retail 1 on the ground floor of Building 77 for the operation of a bar restaurant.

7E. Resolved, that BNYDC be authorized to enter into an amendment for an existing professional services contract with Risa Heller Communications for additional services for public relations work and to extend the term of the contract by one year and amend the authorized amount by \$180,000 plus 10% contingency for a total of \$694,597 plus 10% contingency.

7F. Resolved, that BNYDC be authorized to permit Director authorization with any renewals or extensions of a Line of Credit with Webster Bank.

7G. Resolved, that BNYDC be authorized to readopt an investment, personal property disposition, procurement, real property acquisition and disposition policies, as well as reappointing Paul Kelly as BNYDC's Real Property Contracting Officer.

Being duly made, a motion to approve all items in 7A — 7G was carried.

Mr. Gutman then noted that the voting portion of the meeting had ended, and that staff had prepared additional informational items that were distributed prior to the meeting.

With no further business to conduct, Mr. Gutman called for a motion to adjourn the meeting, which was duly made and carried.

Paul Kelly, Secretary of the Corporation