ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION
at
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
October 20, 2015 at 3:00 pm

PROPOSED AGENDA

CORPORATE ACTION

1. Approval of the Minutes of the March 23, 2015 and May 19, 2015 Directors' Meetings

FOR INFORMATION

2. President's Report – Corporate Update (Oral Report)
   - Project Update
   - Community Relations Updates
   - Construction Activity & Project Update - Greenland Forest City Partners

FOR INFORMATION

3. Public Comments

Item # 1

Minutes of the March 23, 2015 AYCDC Directors' Meeting

Atlantic Yards Community Development Corporation
Meeting of the Directors
Held at BRIC
647 Fulton Street
Brooklyn, New York 11217

March 23, 2015

MINUTES

In Attendance Directors:	Kenneth Adams – Chairman Joseph Chan Rachel Gold Monsignor Harrington Elizabeth Harris Tamara McCaw Linda Reardon Jamie Stein Barika X Williams
AYDC Staff:	Elizabeth R. Fine – General Counsel (via teleconference) Tobi Jaiyesimi – Director, AYDC Marion Phillips, III – President Debbie Royce – Corporate Secretary Regina Stephens – Assistant Corporate Secretary (via teleconference)
ESD Staff:	Sam Filler – Atlantic Yards, Project Manager Carey Gabay – First Deputy General Counsel (via teleconference) Nicole Jordan – Manger, Community Relations Maria Michalos — Junior Press Secretary/Speechwriter Kathleen Mize – Deputy Chief Financial Officer and Controller (via teleconference) Max Padden — Director, Subsidiary Finance (via teleconference) Paul Palazzo – Senior Construction Manger Rachel Shatz — VP, Planning and Environmental Review Robin Stout — Senior Counsel
Also Present:	Members of the Public Member of the Press Members of the Media

The meeting of the Atlantic Yards Community Development Corporation ("Corporation" or "AYCDC"), was called to order at 3:18 p.m. It was noted for the record that the meeting was being webcast and that the Directors had received all written material in advance of the meeting. Chairman Adams then noted for the record the Corporation's policy which welcomes public comments on the items on the current Agenda. He noted, as referenced as the final Agenda item, that time would be made available for members of the public to make non-agenda related comments.

Before beginning with the substantive portion of the meeting, Chairman Adams asked the Directors whether anyone had any potential conflicts of interest with respect to any of the items on the proposed Agenda. Hearing none, he then noted that the minutes for the February 6, 2015 Directors meeting were being prepared by Debbie Royce and would be available at the next meeting.

Chairman Adams returned to the Agenda and asked Robin Stout to request authorization for the Corporation to amend its bylaws.

Mr. Stout explained that the AYCDC bylaws require that each Director be a resident of New York City. Mr. Stout assured the Chairman and the Directors that there were no current plans to replace the Chairman, but explained that the Governor's office would like to retain the option of appointing the Empire State Development ("ESD") President and CEO as an AYCDC Director, regardless of residency. Mr. Stout explained that on February 19th, ESD, in its capacity as AYCDC's parent Corporation, authorized an amendment to the AYCDC bylaws stating that ESD's President and CEO, if appointed to the AYCDC Board, would not be required to be a New York City resident.

Mr. Stout stated that the AYCDC Directors were being asked to make the same amendment to the residency requirement reflected in the AYCDC bylaws in section 2.2Mr. Stout stated that the AYCDC bylaws would otherwise be unaltered and would remain in full force and effect.

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

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – By-Laws – Amendment of Corporate By-Laws

---

RESOLVED, that, on the basis of the materials presented at this meeting (the "Materials"), a copy of which are hereby ordered filed with the records of the Corporation, the Corporation hereby amends the By-Laws of the Corporation to:

1. Delete the existing text of By-Law Section 2.2, which reads in its entirety: "Each director shall be at least twenty-one years of age and must reside in New York City.";

   and

2. Insert new By-Law Section 2.2 text, which would read in its entirety, "Each director shall be at least twenty-one years of age and must reside in New York City, with the exception that the ESD President and CEO, if appointed to the AYCDC Board, will not be required to reside with-in New York City.";

and be it further

RESOLVED, that the President or his designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver any and all documents and to take any and all such actions as may be necessary or appropriate to effectuate the foregoing resolution.

* * *

Chairman Adams welcomed Director Monsignor Harrington to the meeting and then turned attention to the Board of Directors' 2015 Tentative Annual Schedule of meetings. He stated that the idea is that future meetings will start at 3:00 p.m. on the third Tuesday of the month and that the meetings would be held every March, May, August, and November. Chairman Adams stated that dates

and locations and finding places where the meetings can be webcast sometimes requires a change in the schedule. He then thanked Debbie Royce for putting the tentative schedule together so that everyone could mark their calendars accordingly and be prepared for future meetings this Year.

Chairman Adams then stated that the 2015 schedule for the Community Update Meetings was being circulated. He explained that the meetings were scheduled from 6:00 p.m. to 8:00 p.m. and that April, June, August, October, and December dates were on the proposed schedule at locations to be determined. Chairman Adams stated that additional information, to confirm the meetings, would be sent out at a later date and that attendance of the AYCDC Directors was not required but might be of interest.

Returning to the Agenda, Chairman Adams asked Robin Stout to present a request for authorization for the Corporation to approve its FY 2015-2016 Operating Budget. Mr. Stout explained that ESD has a fiscal year that begins on April 1st and runs through March 31st of the following year and that each ESD subsidiary also has the same fiscal year. He stated that it is traditional that just before the beginning of a new fiscal year for the ESD parent plus each ESD subsidiary, including AYCDC, to approve its budget before the fiscal year begins. Lastly he stated that the FY 2015-2016 proposed budget, as set forth in the materials provided to the Directors, was now up for review.

Mr. Stout explained that the operating budget proposed a total of $92,000 for personnel services, which constitutes the salary and fringe benefits for one employee, and a total of approximately $158,000 in non-personnel services, which primarily include professional fees, occupancy, and other administrative expenses. He noted that that would make the total proposed FY 2015-2016 budget $250,243. Mr. Stout further explained that the budget would be expected to be funded entirely from an imprest account, which is maintained at ESD, by ESD, and funded by the project developers. After

explaining the budget Mr. Stout requested that the Directors ratify and approve the Corporation's proposed fiscal year FY 2015-2016 Operating Budget.

In response to request for Director questions, Director Stein asked if there were any restrictions on the type of consultants or who might be retained. Marion Phillips answered that there were no restrictions for consultants but reminded the Directors that certain pre-qualifications lists for counsel and consultants exist.

Chairman Adams asked if in both cases AYCDC was building into the budget an allowance to hire outside consultants that might not be spent. Mr. Phillips replied that Chairman Adams was correct. Mr. Philips then stated that developer's imprest account would cover approximately 90 percent of the proposed Operating budget.

To confirm, Director Chan asked if AYCDC determined that some sort of consulting service were necessary the services would need to be procured via official procurement policy. Mr. Stout responded that Director Chan was correct, and stated that the subsidiary adopted those procurement guidelines at its initial meeting. Mr. Stout further explained that not only would the procurement have to go through those guidelines, but AYCDC would be coming back for authorization for a contract if it were for more than $50,000; he noted that at this time it was not an authorization for any particular contract but it's the authorization to have the funds available.

Chairman Adams asked if there were any more questions. Director Williams asked why the proposed budget listed SEQRA as part of the consultants. Mr. Stout responded that every action item will reference the environmental law because that would be a legal requirement under SEQRA and

further explained that even if SEQRA doesn't apply or is not directly relevant there would still be a statement to that effect.

Director Stein asked if the budget was on par with other ESD subsidiaries and where the number for personnel services came from; was there an average; and is there a metric for how one comes up with this number. Mr. Stout responded that the proposed AYCDC budget is typical, although each subsidiary is different. He noted that AYCDC was only putting one full-time employee under the subsidiary rubric, and that there would be other ESD employees that assist in AYCDC operation. Mr. Stout further stated that it is often on a case by case basis, particularly in terms of the personnel services; he noted that what was listed on the other non-professional services are fairly typical. Finally, Mr. Stout stated that the personnel services and the need for the professional fees may differ by subsidiary, but in general the answer to the question was it's not an unusual budget.

Chairman Adams reminded the folks who dialed in via teleconference that their comments could be heard unless the phone was on mute. Chairman Adams then called for any other questions for Mr. Stout on the budget.

To clarify on the consultancy fees, Director Williams stated that AYCDC ratified the pre-qualified list on legal and accounting; she added that that hasn't been done for consultancies. Mr. Stout responded that Director Williams was correct and went on to state that the choice would be to pre-qualify a list or to do the procurement through the regular advertisement.

Director Chan stated that there were two things that can be offered. He noted that one was ESD's list of pre-qualified consultants. Director Chan then stated that if AYCDC decided that they were

looking to procure a certain service that was not under the pre-qualified list, whether legal, accounting, or the ten others, that a decision would be made by the subsidiary to do a formal procurement.

Chairman Adams then asked Director Chan if in the future AYCDC could review the existing pre-qualified list. Director Chan replied that that was correct. Chairman Adams then asked if there were a whole lot of consultants for other real estate development projects. Director Chan replied that Chairman Adams was correct and asked Mr. Phillips to make a note to share the list with AYCDC. Chairman Adams then explained that if AYCDC wants to hire consultants, the pre-qualified list just expedited the procurement process because they've already been vetted and approved.

Chairman Adams thanked Mr. Stout and called for any questions or comments from the public on this item.

Michelle De La Uz, a member of the Fifth Avenue Committee, noted the 90 percent coming from the imprest account funded by the developers and asked if the other 10 percent would be taxpayer dollars. Mr. Phillips replied yes.

Ms.De La Uz then asked if it was normal for the developer to cover 100 percent of the expense. Chairman Adams explained that ESD has seven or eight subsidiaries and each is different, but that he could not think of many other situations where the developer was covering the expenses of the subsidiary. He further explained that in part that is because in cases, like the ESD subsidiary in Niagara Falls, Buffalo, Queens West, or Moynihan Station, they are all different and many of the subsidiaries were actually set up to almost act like quasi-developers to do RFPs for the disposition of real estate or to

get the engineering services, so they have bigger staffs and bigger overhead which gets back to the budget questions.

Jim Vogel, a representative from Senator Montgomery's office, asked how the 90 percent was received. Mr. Stout replied that there was a cost agreement which amounts to a contract with the developers that required an initial deposit, so there is a sum of money already in an ESD account, and there is a mechanism for replenishment as that dollar figure goes down. Mr. Stout further explained that once the initial deposit hits a certain level, which is well above zero, it is required to be replenished. He stated that ESD was in the process of putting together a new system whereby the developer would do the replenishment monthly.

Robert Perris, District Manager from Community Board 2, asked about contingency should consultant fees be greater than the current budget, and if the AYCDC was able to augment its budget midyear. Chairman Adams deferred the question to Director Chan. He replied that, to his understanding, the budget is subject to amendments by the Board of Directors and explained that if the Board were to conclude at some point in time that the budget needed to be amended, that the amendment would be brought back before the Board of Directors and voted on publicly. Finally, he added that AYCDC was not locked into a budget from today until the end of the year if AYCDC realized that the budget needed to be changed in some way. Director Chan then asked Mr. Stout if his answer was right, and Mr. Stout replied that it was correct.

Norman Oder, writer of the Atlantic Yards Pacific Park Report Blog, asked Chairman Adams to share the schedule for the quality of life/community update meetings with the public. Chairman Adams replied that the schedule would be made available to the public and stated that the Community Update Meetings would be Wednesday, April 22nd; Wednesday, June 24th; Wednesday, August 19th; Wednesday,

October 24th; and Wednesday, December 9th from 6:00 p.m. to 8:00 p.m., at locations to be determined and announced as the dates approached.

Chairman Adams called for any other questions from the public on the budget proposal. Director Williams asked that since the Operating Budget is 90 percent developer funded, what exists in the event that AYCDC wants to bring on somebody or hire a consultant that the developer is potentially not comfortable with or not in favor of. Mr. Phillips replied that there are no restrictions. Mr. Stout relied that the subsidiary is in charge of hiring and retention of consultants and there is no developer veto. Lastly, Director Williams asked if the developer was bound to provide the money. Mr. Stout replied that there is a contract by which the developer agrees to pay these kinds of external costs.

Chairman Adams asked for any other questions or comments on the budget. Hearing no further questions or comments from the Directors and no further comments from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – AYCDC FY 2015/2016 Operating Budget Proposal – Approval of the Corporation's Operating Budget for Fiscal Year 2015/2016 (April 1, 2015 – March 31, 2016)

BE IT RESOLVED, based on the materials at this meeting and ordered filed with the Corporation (the "Materials"), the Corporation's proposed FY 2015/2016 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 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.

* * *

Following the Agenda, Chairman Adams then asked Mr. Phillips to give his President's report. Chair Adams explained that this was an informational item and was not going to require a vote.

Mr. Phillips stated that this meeting was the fourth and final segment of the overall orientation, stating that he would talk about the Project from the standpoint of ESD's role, ESD's and AYCDC's relationship, AYCDC's role and the different elements that fall under that. Mr. Phillips then stated that there were about six elements. He advised that there is a legal framework to ESD's role and responsibilities; housing commencement and completion requirements; condemnation, relocation, and property management; the memorandum of environmental commitments; construction oversight; and community relations.

Mr. Phillips noted that the entire presentation would be provided to the Directors after the meeting via e-mail and would be posted on AYCDC's website.

Mr. Phillips explained that AYCDC's relationship to the Directors of ESD was unique compared to all other ESD subsidiaries, in the sense that all of ESD's subsidiaries act as developers to a degree with funding and RFPs. He stated that in this case AYCDC does not because AYCDC was formed mid-Project. Mr. Phillips further explained that the community asked for the subsidiary and it was something ESD was able to do, explaining that it provides a monitoring component, with the primary function to oversee the Project, monitor the Project, and provide recommendations to the ESD Directors. Mr. Phillips went on to say that the ESD Atlantic Yards Project Team was available as a resource and has one full-time person, Tobi Jaiyesimi, who is Director of AYCDC.

In regards to the scope of AYCDC's role, Mr. Phillips explained that AYCDC serves in an advisory capacity to ESD Directors by monitoring the Project timeline, commencement, and completion dates; advising on community's concerns; developing recommendations for efficiency and effective flow of communication between developer, government agencies, and the community; ensuring developers' full compliance with the June 2014 Project modifications and other public commitments; and reviewing proposed modifications to the GPP.

Mr. Phillips also stated that AYCDC may provide reports to the ESD Directors as necessary. He explained that the reports from the ESD Atlantic Yards Project Teams and the AYCDC Directors will include a community relations update, noting that the Project's incident report log had recently been circulated. Mr. Phillips explained that the report log shows where the Project team received concerns and complaints from the community which were either e-mailed, posted on Atlantic Yards Watch, or called in to Ms. Jaiyesimi, Nicole Jordan, or through developer Forest City. Mr. Phillips went on to explain that all entries on the chart were dated and some included community numbers or Atlantic Yards Watch numbers, as well as, where the complaint came from, and how it was managed. Mr. Phillips stated that some complaints concerned Memorandum of Environmental Commitments ("MEC") requirements and some require AYCDC to talk to someone; however, in most instances, complaints were managed and those that have not been closed out are still in progress and are being worked through.

Turning the focus to the consultants' reports, Mr. Phillips explained that the public would receive a monthly STV Report, HDR Summary Report, and a Project update from AYCDC's construction alert. He explained the construction alert is a "two-week look ahead" of what expected/anticipated construction would be going forward over the next 14 days as well as the Community Update Meetings.

Mr. Phillips explained that, from the legal framework, ESD's role and responsibility is to oversee the Project's Development Agreement which includes the Design Guidelines, MEC, and building commencement and completion requirements. Mr. Phillips further stated that there were Project site-by-site development leases regulating the construction and the operation of each building.

Mr. Phillips explained that from a housing and commencement completion requirement, pursuant to June 2014 Project changes, that AYCDC was dealing with affordable housing and accelerating the development of those units. Mr. Phillips stated that B14, which was started in December of 2014, will have 298 units, and B3 would commence construction by June 2015, and will add 307 units and that both buildings were 100 percent affordable. Mr. Phillips explained that all 2,250 affordable units must be completed by 2025, if not, liquidated damages of $2,000 per unit, per month, would apply. Finally, Mr. Phillips stated that the work on the market rate condos has already stated on B11, which has 278 units.

Mr. Phillips provided an update on condemnation, relocation, and property management. Mr. Phillips explained that in September 2014, ESD condemned seven phase two properties containing thirteen occupants and one storage facility, relocation assistance was provided to all occupants through ESD's relocation consultant Cornerstone Group. Mr. Phillips further explained that eight occupants had already been vacated, two more had voluntarily agreed to vacate by March 31st, and the last two had been directed by the courts to vacate as of March 31st and April 30th, respectively. Mr. Phillips stated that the storage facility was surrendered to ESD in November 2014 with 478 individual storers. All but twenty-one of those storers voluntarily relocated their possession, and that the possessions of the final twenty-one storers have been moved, by ESD, to a Red Hook Storage facility. Mr. Phillips noted that ESD had a Property Manager onsite to maintain site operation of the properties. Finally, Mr. Phillips

explained that the next and last phase of the condemnation was expected to include Site 5, where Modell's and P.C. Richards are located, at a later date.

Switching to the topic of MEC requirements, Mr. Phillips stated that the Memorandum of Environmental Commitments was prepared pursuant to ESD's project review under SEQRA. Mr. Phillips explained that the MEC obligated the developer and its contractors to implement and comply with the broad program and measures to mitigate the environmental impact of project construction. Mr. Phillips further explained that the MEC was an exhibit to the project's development agreement and was updated when the Project's SEIS was finalized in June 2014.

Before turning to the next topic in the President's report, Mr. Phillips took a break for a question and answer period, hearing no questions he returned to the report.

In regards to the environmental commitments, Mr. Phillips explained that as a result of modifications to the MEC, the developer was required to retain a qualified engineering firm to monitor, enforce, direct and document construction-related MEC compliance. Mr. Phillips then stated that in November 2014, Remedial Engineering ("Remedial") was hired as an onsite environmental monitor. He stated that Remedial currently has five engineers working on the Project, three of whom are full-time mitigation engineers. Mr. Phillips explained that the building activity Remedial monitors includes: truck traffic, air quality, dust suppression; construction noise; soil remediation, and rodent control.

In addition, Mr. Phillips stated that the developer, as distinct from Remedial, has a responsibility to monitor certain MEC requirements which include: historic resources mitigation; community facility

mitigation; open space mitigation; shadow mitigation; maintenance and protection of traffic; installation of double-pane windows; and alternate ventilation in certain residences.

Mr. Phillips went on to state that the MEC also requires the developer to provide funding for an independent environmental monitor selected and retained by ESD. He explained that ESD retained HDR in May 2007 to monitor compliance with the mitigation measures implemented by the developer and its contractor. Mr. Phillips explained that HDR conducts twice weekly site visits and has five professionals dedicated to the Project with the ability to call on other professional staff from within the firm as needed. Mr. Phillips stated that on a weekly basis HDR makes monitoring reports to ESD on results and that ESD will provide AYCDC Directors with written quarterly reports. He further explained that HDR reviews the construction alert, or two week look ahead, and provides input based on field visit operations. Finally, Mr. Phillips stated that HDR alerts ESD, the OEM, and the developer when any non-compliance is observed and confers with the OEM if modification of activities is needed for compliance.

Mr. Phillips then explained that it is ESD, not HDR, which enforces compliance with MEC; he stated that in appropriate cases, ESD may formally notify the developer and contractors that failed to comply with MEC. Mr. Phillips said that weekly meetings are held with the developer, OEM, HDR, and ESD where the developer provides ESD and HDR with a six-month look ahead that describes anticipated project activities. He explained that among other things, each six-month look ahead includes an assessment of the level of OEM staffing that should be deployed during a relevant period to properly monitor compliance with the MEC. He stated that HDR and ESD review these reports, which are submitted one month prior to the beginning of the documentation period. Mr. Phillips stated that overall the developer has materially complied with the requirements of the MEC to reduce the environmental impacts of project construction, and that issues continue to be addressed on an ongoing

basis. Lastly, Mr. Phillips said that adherence to the MEC requirements and the retention of Remedial Engineering has resulted in improvements to conditions at the Project site and reduced the environmental impact during construction, i.e. air quality, noise, and traffic.

Moving on to construction oversight, Mr. Phillips stated that ESD has maintained an Owner's Representative on the site since the commencement of the construction; STV has served in such capacity since March 2010. He stated that STV physically serves as ESD's eyes and ears on the Project site, conducts daily visits and has three professionals dedicated to this Project with the ability to call on other professional staff from within the firm as needed. Mr. Phillips explained that STV prepares regular reports and meets regularly with ESD concerning Project site conditions; conforming with Project documents; constructions schedule and anticipated activities; and provides input on construction alert and the two-week look ahead. Mr. Phillips explained that STV performs the following on behalf of ESD: review design and constructions documents; monitors all aspects of Project construction, including conformity to the Project's General Project Plan, Design Guidelines, and other Project documents; reviews and monitors implementation of the developer's site safety plan for protection of the public including but not limited to provisions to maintain construction barriers and fencing to ensure pedestrian safety; monitors activities such as construction equipment and vehicles, including the use of cranes; and attends regular progress meetings with the developer and its various contractors as necessary. Finally, Mr. Phillips stated that STV cannot enforce compliance or issue a stop work order.

Mr. Phillips then reported on community relations efforts, stating that ESD is committed to actively addressing community concerns related to the Project. Mr. Phillips stated that ESD maintains a comprehensive incident log report of all inquiries and complaints made to the agency. He went on to state that Nicole Jordan, Community Relations Director of the Atlantic Yards Project Team, works closely

with the developer, Project consultants, HDR, STV, and the community in addressing incidents and concerns. Finally, Mr. Phillips stated that the Community Update Meetings, formerly known as Quality of Life Meetings, are hosted every two months with representatives from the developer, State, and City agencies. He explained that these meetings provide a public forum for agency representatives to present their reports on the Project, as well as offering community members the opportunity to ask questions and highlight areas of concern not previously discussed.

At the conclusion of the President's report, Mr. Phillips informed Chairman Adams that there were four other people present to answer questions based on the different topics. Mr. Phillips stated that he would answer any general questions; Robin Stout would answer any legal questions; Sam Filler would answer Project questions; Rachel Shatz would answer environmental questions; and Paul Palazzo would answer construction questions.

Before opening for Directors' questions and public comments, Chairman Adams thanked Mr. Phillips for his report and stated that Mr. Phillips would provide a written version of the report to be e-mailed to Directors who weren't able to be at the meeting and also confirmed that Mr. Phillips would put the written version of the report on the AYCDC website.

Chairman Adams opened up questions for Directors. Director Stein asked if the incident report was a culmination of the Atlantic Yards Watch report, incidents reported to Ms. Jordan, Ms. Jaiyesimi, and Forest City. Before Mr. Phillips answered the question, Director Chan asked if Mr. Phillips could give some context to the report that Director Stein was referencing and what it tracks. Mr. Phillips explained that Ms. Jordan maintains an incident report of all concerns and complaints received by ESD and AYCDC

from any source, whether by e-mail, phone call, or when Ms. Jordan is out walking the site and she sees or hears something.

As a follow up, Director Stein asked since the incident log started as of January of 2015 if it was possible to see the reports from the previous few years. Mr. Phillips stated that Ms. Jordan joined AYCDC less than a year ago when there was no formal report. He explained that Ms. Jordan started the incident log as a way to trace all the different concerns that were being reported. Mr. Phillips went on to state that any additional earlier documentation that was available cannot be addressed fairly and would not be a fair representation because AYCDC was not doing the log before.

Director McCaw asked if the report was available to the public. Mr. Phillips replied that AYCDC was in the process of trying to sort out how to make this information available but noted it will go up on the AYCDC website and therefore would become public.

Director Williams, following the same line of questions, asked if there was an issue or concern that got raised by a Councilmember would that get included in this log. Ms. Jordan replied yes. Director Williams then asked if there was a way to make sure that issues that go to constituent services for Councilmember also get folded into the list. Ms. Jordan noted that she has relationships with all of the elected officials and their staff, so they call her directly about issues or concerns that a constituent raises.

Director McCaw asked if the person or entity that originated the complaint or a concern gets a follow up. Ms. Jordan stated that she tries to respond back to the person who sent the concern, and if it's an Atlantic Yards Watch issue, because she receives those complaints automatically, she responds to the e-mail directly.

Director Stein, after giving a brief context for her question, asked Ms. Jordan to reiterate how she works the concerns through towards possible closures. Ms. Jordan stated that when she gets the complaint, by phone, e-mail from FCR, by call or email from Peter Krashes or the Atlantic Yards Watch, she adds it the log. She stated that if it's an MEC issue then she will loop in HDR, the environmental consultants. She stated that if it is not an MEC Issue then she doesn't need a response from them, but will still add it to a category so that she knows it was a complaint about dust or if it was a complaint about truck routes, idling, queuing, or miscellaneous. She explained that she puts them in the list just so she can categorize and have an overall sense of what's happening with the Project. She went on to say that she also prepares an ESD response and she also reaches out to Forest City, constantly to keep them in the loop about how she responds. She explained that, for some of the complaints, she needs to coordinate with developer, who will then work on their end to get her information about the concern and then she will add it the report and make a reply. Finally, Ms. Jordan noted added that if an entry is marked open, that means she is still waiting for a response from a State agency, City agency, or developer on how it can be resolved.

Director Stein asked what the scope of work was for Forest City's onsite environmental monitor. Ms. Shatz replied that the MEC, which refers to AYCDC's responsibilities for mitigation, is available to the public and was amended since the SEIS. She explained that in the MEC, every single mitigation commitment on the part of the developer is specified. Ms. Shatz further stated that any kind of metric about what level they need to meet, how often, the radius around the site, or anything additional, it is specified in detail in the MEC. Referring back to the President's Report, Ms. Shatz stated that there are subsets of MEC requirements that Remedial , on behalf of the developer, is overseeing and monitoring. Ms. Shatz finally stated that the remainder of the mitigation elements are still maintained under the developer and include: the implementation of the MPT; the installation of the double-pane windows

and the alternate ventilation; the historic resources; vibration monitoring; field and space mitigation; and community facilities mitigation.

Director Stein asked if those were all the requirements. Ms. Shatz said yes, under the developer, explaining that Forest City's OEM also is committed to complying with those. Ms. Shatz then stated that ESD's consultant, HDR, who is called the mitigation monitor, more or less oversees or observes on our behalf, in the field and through documentation, the compliance of everything in the MEC.

Director Stein asked if HDR was on site for two days a week. Ms. Shatz replied that they are on site two days a week, but that doesn't mean they're not working on the Project five days a week. Seeking further clarification, Director Stein asked what Remedial's responsibilities were. Ms. Shatz repeated that Remedial oversees construction traffic; air quality and dust suppression; construction noise; soil remediation; and rodent control. Ms. Shatz explained that developer is responsible for historic resources mitigation; community facility mitigation; open space mitigation; shadow mitigation; and MPT implementation. Ms. Shatz noted that noise mitigation included installation of double-pane windows and alternate ventilation.

To clarify, Mr. Stout stated that even though Remedial is covering one subset of responsibilities and developer the other, the developer is responsible for everything. Ms. Shatz confirmed. Mr. Stout reiterated that Remedial is developer's consultant, assisting developer in a subset of categories and developer remains responsible for all compliance.

Director Williams asked if there had been any issues with lead levels, air quality, or industrial soil given that it has been an industrial site. Ms. Shatz replied that any soil that had been excavated has to be characterized and depending on the characterization it needs to be handled in a regulated manner. Ms. Shatz stated that in terms of air quality there are monitors that are required to be set up, upwind and downwind, of the construction activities. Ms. Shatz stated that as far as whether or not actual lead had been detected, and at what levels, in the soil that she was unsure but would find out.

In regards to the quarterly reporting to the Board, Director Williams asked what was in place if there are emergencies or heightened levels of concerns for things to be reported sooner and more quickly. Ms. Shatz replied that if anything came to her attention that was an immediate concern it could certainly be reported.

Director Stein asked what was included in the quarterly report. Ms. Shatz replied that it is HDR's compilation of everything in that quarter that they've observed in the field and checked through documentation. Ms. Shatz stated that it could include receipts for ultra-low Sulfur diesel in the vehicles, noise measurements, checking documentation, or anything else that came up in the interim. Ms. Shatz went on to say that HDR works very well with both Remedial and developer contractors so they have their own exchange during the week to follow up on things. Ms. Shatz stated that all of that data is compiled in a quarterly report, like an executive summary, by MEC category. She explained that the report describes all the activities that took place during that quarter; any incidents of interest; follow-ups that were required; any modifications to the way things are monitored; and any significant meeting where important decisions were made.

Director Stein asked how improvement was measured. Mr. Phillips replied that there are two ways. He explained that the first way is when AYCDC looks at the number of complaints and the repetitiveness of that complaint, if there have been fewer of those complaints that's one way of measuring success. He then explained that looking where the complaints are coming from, are we finding them or are they found through the community is the other way of measuring success.

Chairman Adams stated that he would also look at the percentage of closed or resolved complaints and the speed with which they were resolved as a third piece for measuring success. Mr. Phillips stated that AYCDC will look at the last couple of log entries going forward and compile the amount of days it takes to close out. Lastly, Chairman Adams asked Mr. Phillips to determine what would be the best performance indicators and to present them for discussion in his President's report at the next meeting.

Chairman Adams asked if there were any more question or comments. Ms. Shatz stated that she would like to answer Director Stein's question more specifically. She stated that learning from the first few years, as it was ESD's first time using this framework, they realized that there was room for improvement in a number of areas when measuring success. Ms. Shatz stated that improvements were made to the training programs; the frequency that the developer needs to provide information to their contractor; and ways for the contractors to share that information and all the important requirements to the rest of their staff. She noted that the noise measurement and the requirement to hire outside OEM were both things that had not been instituted before. Ms. Shatz also stated that, in the requirement that developer hire the OEM, AYCDC asked that developer provide means and methods for doing their job. Lastly, she stated that, all of these things together, from the amendments to the MEC to retention of the OEM, to having a definite way of measuring the compliance levels, constitute a very

significant improvement in terms of how AYCDC measures success. She further noted that it is a very cooperative endeavor in the field and both HDR and OEM are looking to make sure that we're doing everything the best way that it can be done.

Director Stein thanked Ms. Shatz for her explanation and stated, for the record, that she did not mean to imply that just resolving community complaints should be the only performance indicator.

Chairman Adams called for other questions. Director Reardon asked if STV, as Owner's Representative, had any role in the oversight or review of the maintenance projection and traffic plan as it was developed. Ms. Shatz replied that when Forest City was developing the MPT, it was reviewed with AYCDC, with consultants, and with the Department of Transportation, stating that it went through quite a vetting before there was something that the Agencies felt was plausible. Ms. Shatz then gave the example of the 16- foot fence around block 1129, stating that it took many months in coming to that solution to achieve all the competing objectives, which included very substantial mitigation for the residents in the area as far as dust and air quality, and although it is not popular it was vetted with AYCDC, the consultants, and the Agencies.

Director Reardon asked if there were any documents available since AYCDC was formed after the fact. Ms. Shatz stated that the final MPT was available.

Director Williams asked if there was a way to put this information together into a synopsis. Ms. Shatz suggested an organization chart and Chairman Adams agreed that an organization chart would be helpful. Director Chan confirmed that they would prepare an organization chart as it related to the MEC and an executive summary of the high points of the MEC.

Turning the focus to STV, Director Williams asked how frequent the reports were from STV. Mr. Phillips replied that the reports were provided monthly. Director Williams then asked was there a way to get a copy of the current rendering of the architectural plans for the site. Ms. Shatz replied that they didn't have anything for the entire site. Mr. Phillips added that there was no full rendering outside of the site maps. Director Williams noted that when developer renamed the Project "Pacific Park", there was a different set of renderings made public. Ms. Shatz confirmed that AYCDC had old renderings from the prior Gehry proposal, which is not to be considered as the Project any more. Mr. Phillips said he would provide any new renderings. Ms. Shatz noted that there were not renderings for every building but only for what Forest City had at that point developed. Mr. Phillips confirmed, stating that AYCDC had renderings for B11, B14, B3 and B2.

Director Williams requested that developer be asked for a current Project proposal rendering. Mr. Phillips said that if it existed it would be supplied.

Director Chan stated that there was the site plan; a narrative in the GPP of what, Project-wide, is going to be delivered and over what time; and Design Guidelines that cast a fairly broad envelope about what can be built and where. Director Chan explained that generally what happens is when different building sites are prepared for construction, the developer will design those buildings within the context of the Design Guideline envelope that was approved in the General Project Plan. He also stated that when buildings come closer to going into construction, you move from Design Guidelines, to the specifics that Director Williams is seeking. Ms. Shatz confirmed that Director Chan's explanation was correct. As follow up for the next meeting, Director Chan suggested that ESD articulate when it will be getting those more specific designs and how to best share that with the Board in as real time as possible.

Director Williams explained that she thought it would be helpful to allow the public to see the original plan and how it changes as the buildings get built. Director Chan agreed with Director Williams and stated that the Design Guidelines set the parameters as to where things can be built; where they can't be built; and how close they can get to the street, and that, absent a change to the Design Guidelines, developer has to work within that already publicly-approved envelope to design the buildings.

For clarity, Director Chan stated that the developer cannot go beyond the envelope without the Design Guidelines being modified. He explained that basically the developers have an envelope to work within and when they get to the point where they're advancing specific building plans, they're working within that envelope, and if developer chooses to go beyond the envelope they have to go through a public approval process for amendment of the Design Guidelines.

Director Harris asked if it would be possible to get a schedule, from the developer, of when they will have the elevations and schematics. Mr. Phillips offered to circulate the illustrative development timeline. Director Chan stated that he thought ESD could forecast out over the short to medium term when Project buildings are expected to go into the ground, assuming that everyone acknowledges that there are uncertainties in terms of development but knowing that developer wants to move as quickly as possible to deliver everything, including the affordable housing. Director Chan then stated, as a follow up, that staff could come back with some ideas of how to share the specific designs at appropriate points in time once those designs are locked in. Chairman Adams expressed his support for the idea, adding that, like the organization chart that shows the structure and the other reporting requirements from the various monitor's organizations, to the extent that they're available rendering of buildings that are being contemplated would be very helpful.

Director Williams asked if there was the possibility and potential anticipation that Ms. Jordan would need more help addressing community concerns with new residents who are to be potentially involved in this space. Mr. Phillips responded that AYCDC could transfer a person from another department to a role that could change to accommodate that if needed.

Chairman Adams asked Ms. Jordan to discuss how often she was out in the field and how many complaints were actually her own observations. Mr. Phillips replied that the ones that say ESD are all Ms. Jordan's. Ms. Jordan stated that she goes out full time on Wednesday and Friday, but that there are times when something is happening or she is getting a lot of incidents, she leaves early and comes back for different reasons. She stated that every Wednesday and Friday she is stationed at 55 Hanson and walks the site multiple times a day to identify issues.

Returning back to how success is measured, Chairman Adams stated that one measure to think about over time is where are the complaints coming from, are they early observations or stage observations from the field from ESD Staff, on a percentage basis, compared to the overall complaints coming from all the other sources.

Ms. Jordan explained that incidents can be duplicated in the incident report because sometimes it's something that she sees, something that Remedial has already reported, and the community has sent an e-mail about. She explains that she puts them all into the report just to show that she received the different incident reports.

Chairman Adams stated, in regards to complaints regarding snow removal that AYCDC should review over the summer and fall so that next year when it snows again they don't pick up the report and see the same snow removal issues reported again.

Director Harrington asked if 311 complaints were referred to Ms. Jordan. Ms. Jordan confirmed that she handled 311 complaints. She explained that every 6 months, NYC 311 compiles a giant list of every complaint received and that it is not filtered. She goes into 311 and filters it herself and that the 311 complaints do not come to her automatically. Director Harrington asked if she filtered the 311 list by zip code. Ms. Jordan replied yes, adding that it is the same report that goes to the Public Advocate's office. Mr. Phillips added that the 311 list was not very helpful and Ms. Jordan confirmed that it was not.

Chairman Adams stated that 311 calls get routed to an Agency; he then asked if the 311 list is sorted by zip code at the NYC Agency level. Ms. Jordan stated that she was unsure how the list was sorted at the NYC Agency level. Mr. Phillips suggested that AYCDC speak to City Hall and ask that specific question. Chairman Adams stated that there's a set of Agencies that have responsibilities with respect to this Project and also receive the 311 calls and he wonders if some of those Agencies could also be helpful at getting that information to Ms. Jordan.

Director Harrington stated that 311 is not simply for complaints but that people who may be looking for affordable housing might be calling as well. He further stated that there might be a whole host of complaints where people are going to be calling 311 and they're not going to have the resources to track down the number to get hold of Forest City. Ms. Jordan replied that Director Harrington was correct.

Director Williams suggested that AYCDC should be more proactive as a group and solicit people to make complaints directly, as opposed to through 311, if there is no way to code it in the 311 system so that complaints would not have to be filtered by hand. She then stated that there should be some

way to give the longtime home-owners and people who move into the neighborhood over the course of the Project the right number to call when they have a concern regarding the Project so that AYCDC will get all of those concerns into the incident report.

Mr. Phillips explained that Ms. Jordan's contact information is on the two-week look ahead and any signs that go out into the community, noting that that was a good starting point. He went on to state that as buildings come online and other concerns arise they will continue to make the number available. Mr. Phillips added that AYCDC can figure out how to be proactive and reach out either to buildings and/or different events via public meeting, police precinct councils, and Community Boards. He stated that if AYCDC could put more information out there with Ms. Jordan's and developer's information it would be more helpful to Director Williams' point and could be easily done. Ms. Jordan added that some of what Mr. Phillips was suggesting was already in progress.

Chairman Adams called for other questions or comments for Ms. Jordan, staff or developer from the Directors. Hearing none, Chairman Adams asked Mr. Phillips how does AYCDC view our communication responsibilities and what does AYCDC do as an organization to communicate with the public. He also asked Mr. Phillips and his Team to think about what is communicated to the affected neighborhoods about what AYCDC does. He added that ESD has some great communication resources.

Mr. Phillips replied that Sam Filler was already starting on that from a website and software standpoint. Chairman Adams reiterated that the question didn't have to be answered this afternoon. Mr. Phillips stated that staff would do some research. Chairman Adams suggested that the item be added to the agenda for the next meeting and others at ESD could come up with some suggestions.

Director Gold asked if the Directors would be working in different committees. Chairman Adams answered no, explaining that it is a small and manageable group, and that under Open Meeting Laws the logistics of subcommittee meetings get complicated.

Chairman Adams then called for further questions or comments from the Directors. Hearing none Chairman Adams opened the meeting up for public comments.

Steve Ettlinger, a longtime resident and member of the Barclay's Impact Zone Alliance and Block Association, asked was it not problematic to have two Board members, Sharon Daughtry and Bertha Lewis, who have had or now have direct financial relations with the developer. Mr. Ettlinger also asked about a disorganized arena event which attracted "400 buses". He stated that perhaps there is need for better coordination because obviously people were aware of the event and the large number of buses to come yet the planning was insufficient. Mr. Ettlinger also stated that it was very confusing to the public as to where to complain, noting that the Atlantic Yards Watch website has proven a good start. He then stated that there is an interactive map where you can see the number of complaints by address, noting that the police used the map to find a problematic building when there's a number of quality of life complaints. He clarified that his comment was about it being confusing for the public to know where to complain, and that it is discouraging to people who want to complain because there's too many options. Mr. Ettlinger volunteered to help with marshalling the complaints process. Finally, Mr. Ettlinger asked Director Chan if there could be a demand process to change the guidelines to require smaller buildings and if so what was that process. Director Chan replied that the questions would be taken down, circulated to the Directors, and answers would be posted. Mr. Ettlinger asked what website the answers would be posted on. Mr. Phillips stated that the responses would be posted on ESD's website. Ms. Jordan gave the web address: ESD.ny.gov/atlanticyards.

Jim Vogel, a neighborhood resident, started by stating that the Atlantic Yards Development Project is and always will be property of New York State and that what exists is a lease agreement with a developer/operator and at the end of 99 years the lease either gets renewed or reverts back to the State. He explained that this puts an unusual reasonability upon AYCDC to look at not just the construction, but also the operation of the Project; what happens within it; and what is done as a result of this Project. He went on to ask why was it that any major event from the Barclays' only involved a pronouncement from the Barclays' Center that such and such will be happening. He explained that at a past event Atlantic Yards was flooded with school buses and that businesses lost their customers who couldn't park and the people who lived there lost their right to park in front of their own homes. He then stated that the Project was a great deal of responsibility on the developer/operator who needs the helps, but that the citizens need help also. Lastly, he stated that Senator Montgomery was very happy to see a Board like this act as a partner in helping this project go forward.

Peter Krashes, member of the Dean Street Block Association, stated that the Dean Street Block Association submitted a letter to the ESD Board of Directors about the concerns over the change in the residence requirement. He expressed regret for not bringing up and explaining the concern to the Board in advance of the vote, but stated that the Block Association opposed it because they felt that the people on the Board should be a resource for the community and that it would be useful for ESD executives not to be on the Board. He noted that this is something that the Block Association submitted to ESD. Mr. Krashes then added that the block association wanted to encourage the Board to look at, oversee, and advise across the full spectrum of elements of this Project, including the Project Plan, improving the Project Plan, finances of the Project, or creating transparency for the public. He then stated that the Block Association encourages the AYCDC Board to scrutinize the job that the State does on behalf of the public.

In terms of oversight, Mr. Krashes stated that it seems to break down into four different elements of oversight: developer's oversight like noise and window attenuation; mitigations that developer implements instead of the OEM; the State environmental monitor, Remedial; and Ms. Jordan, which is a new element to oversight the Block Association didn't recognize.

Mr. Krashes then offered several recommendations. In terms of Ms. Jordan, he stated that the idea of having somebody on-site from the State is an excellent idea, noting that everyone would support seeing somebody on-site on a regular basis; he stated that kind of openness and accessibility would make things easier for the community. In terms of HDR and STV, Mr. Krashes encouraged the AYCDC Board to gain access to meetings between Ms. Shatz and others in charge of overseeing the Project. He also stated that the Block Association would like for the Board to help with transparency to get the documentation for those meetings. He added that, because AYCDC was set to advise the State on how to improve its oversight, having access to how it's actually overseen and the discussions that take place would be helpful.

In terms of the developer and the on-site environmental monitors, Mr. Krashes stated that letters were being distributed about the noise attenuation, double paned windows, and air conditioners available from developer. He stated that letters had been arriving to a few residents near some of the buildings being built and the Block Association has asked for the map of those supposedly receiving letters because construction exists across the full Project site. He stated that the letters seem to imply that the noise attenuation is only available for people covered by the SEIS, and seems to be roughly three months late if not longer. He also stated that it would be helpful if what the developer was required to do was spelled out concretely with a time table. He stated that he was basically asking for the scope of work for the developer relative to the noise mitigation that they must deliver.

In terms of the onsite environmental monitor, Mr. Krashes stated that it would be helpful if the Board made public the scope of work of the OEM. He also encouraged the Board to be open with the environmental monitoring data, noting that the complaint and concerns brought up at the quality of life meetings haven't been complied or followed up on since construction started in 2005.

Finally in terms of arena event protocols, Mr. Krashes stated that the community would like to see notice steps taken, related to businesses and residents, when there is going to be an event. He stated that there needs to be more engagement because this is a special situation where you have an arena located near residences, so the community is looking for protocols. He also stated that the community recognizes that that will involve the City, the State, and developer.

Chairman Adams thanked Mr. Krashes for his comments and called for the next speaker. Ms. Jordan introduced Wayne Bailey from Newswalk. Talking about the Arena events, Mr. Bailey stated that the problem was that now buildings are being built in a certain sequence and that there is no more staging area for arena traffic. He said that they say the staging area is in the Navy Yard or Red Hook but they are not being forced to go there. Mr. Bailey stated that the biggest complaint he is getting from the 78th Precinct is that there is no way to do these events and not close the streets. He explained that before they could use Pacific Street as a staging area because it was closed, but now the problem is that something needs to be defined as a staging area, as the problem will only get worse now that Arena events are ramping up again. He explained that there was the same problem with the circus and that the only way to do anything now is to close the streets and they're not doing it with a lot of notice.

Chairman Adams thanked Mr. Bailey for his comment. He then noted that Ms. Jordan didn't have anyone else on the comment sign-in sheet and opened the floor to anyone who didn't sign in and would like to make a comment or an observation.

Elizabeth Martin offered a comment about the noise. Ms. Martin stated that she did research on the quality of the double-pane windows and she explained that double-pane windows do have an effect on insulation from the cold or heat but do not claim to insulate from noise. She stated that to insulate from noise you have to have triple-pane windows.

As a follow up comment, Mr. Krashes stated that there isn't actual a designated level of noise attenuation for the windows that developer is required to put in place, noting that that is something that the community has been concerned about for a long time. He went on to state that some families are going to be exposed to construction noise for up to eighteen years so it would be very helpful if the Board could talk about what's the best level that a window put into the building should meet. He also reminded the Board to keep in mind that very few windows actually don't have double-pane windows, so for the most part this mitigation is almost a distraction for most residents. He added that when you have a set requirement if there's a noise level that goes above it, that gives the community a way to talk about the problem of the noise levels being too high.

Patty Hagan, a resident of St. Marks Avenue since 1979, made a comment in regards to the 16-foot tall green fence. She stated that she was particularly alarmed when she read that a woman was killed by a flying piece of such a fence on West 12th Street in Manhattan. She stated it really alarmed her because that fence was only 8 feet tall and yet that woman was killed by a flying piece in the strong wind and that this one is twice that height and given a strong enough wind it will act like a sail on a sailboat and the pressure of the wind will rip the wood away from whatever is securing it. Ms. Hagan then asked that the height of the fence be reduced because they are experiencing more and more hurricanes and strong winds due to climate change. She also asked that the fence be moved back to the sidewalk instead of taking over half of Carlton Avenue, Dean Street, and Vanderbilt as it is really dangerous for traffic and people walking by.

Norman Order noted that there was a worker killed in construction at the Arena and that it was being investigated by the DOB and OSHA; he asked if that incident was being looked at by the AYCDC Board or ESD. Mr. Oder then stated that Forest City has announced that the top level of the modular tower is being realigned and that it raised questions about whether other modules below needed to be realigned. Mr. Oder asked the Board if that was something they were looking at. Finally, in regards to the cranes, Mr. Oder noted that the original schedule was for the Atlantic Avenue crane to be gone before the Flatbush Avenue crane was installed; he stated that he believed that the schedule has been changed and would appreciate an explanation about that change.

Chairman Adams thanked Mr. Order for his comments and then asked the Directors for final questions or comments before adjourning the meeting.

Director Gold asked where the 16-foot wall and the double-pane glass would have been negotiated. She asked if they were in the Community Benefits Agreement or a different document. Ms. Shatz replied that they're determined by the impacts that were identified in the EIS. Director Gold then asked who dictated those remedies. Ms. Shatz stated that they were dictated by ESD upon advice from ESD's consultants.

Director Harrington asked if the AYCDC Board had the authority required to remove the fence on Carlton Street, or to require installation of triple-pane windows as opposed to double-pane. Chairman Adams stated that the short answer was that the Board has the authority to advise the ESD Board on these and other matters as it sees fit and the ESD Board of Directors is the party to the Development Agreement, as well as many of the resulting agreements that guide the development of the Project. Mr. Stout stated that Chairman Adams was correct. He added that AYCDC Directors can make reports to the ESD Board and, as Ms. Shatz said, most of these requirements come from the EIS or

the SEQRA process so they were developed independently from the developer with consultants as to what was understood to be the required mitigation for the impacts that were perceived during that whole process. Mr. Stout explained that after ESD made the determination it was put into a contract, which is now an existing contract with developer. He explained that to the extent AYCDC wanted to change or have a discussion about potential modification to that contract, if there were a request from the Directors, the Atlantic Yards Project staff would study it and report back and if the Directors felt strongly about it they could make a recommendation for the ESD Directors to look at.

Director Harrington stated that it seems to be fairly simple to get an analysis done for what is required for sound attenuation, adding that if it is triple-pane, then it should triple-pane windows that should be installed because that's the whole purpose of installing new windows. In terms of the fence, Director Harrington stated that it seems like there are a couple of competing interest, environmental concerns with respect to the sound in the community along Dean Street. He stated that if it's those very blocks that are raising concerns about the size of the barriers, and if the community wants to deal with the reality that there might be more noise in the neighborhood if the barriers are lowered, then we could go with the lower barrier. Chairman Adams stated that the 16-foot fence was a long, complicated, and technical decision. Mr. Phillips offered to give an update on the issue.

Mr. Phillips started by saying that the situation that occurred in the West Village was tragic, and the difference between how their eight-foot fence and AYCDC's sixteen-foot fence is how the fence is secured with the bracketing and the 16 foot stanchions that are behind the wall to secure the wall. Mr. Phillips explained that the reason that the fence is there is because MEC did an analysis and found that it reduced the sound, and that it is in the street because there has to be 6-foot stanchions to make sure the fence is safe for high winds. Mr. Phillips then stated that it is important to understand that AYCDC

may end up having to have a sixteen-foot fence around the whole Project, adding that it hasn't been determined yet but that it is a possibility and that people need to understand that to do that correctly and to make sure it is safe they may need to do the exact same thing.

Director Harrington, understanding that cost would be a factor in terms of how to secure the fence, asked if the fence might be able to be secured in a different way at a higher cost. Ms. Shatz replied that AYCDC considered alternatives for the fence as a part of the whole process of reviewing the MPT. She explained that there's a New York City noise code regulation about the sixteen-foot fence being required and being 200 feet above sensitive receptors, which are residents that live within 200 feet, so suddenly deciding to go to 8 feet because it gives more room at the roads and is more convenient for everybody is not that simple. Director Harrington responded that the community would argue that it was not simply a matter of convenience for the community. Director Harrington went on to say that he was not suggesting a vote on the matter, stating that it was a question about if the Board had authority to vote that there would have to be triple-pane windows installed along that corridor which would take care of the sound question, adding that AYCDC could bring down the side of the wall, or bring the wall down to a different level which would bring the wall back and open up Carlton Avenue for a little ease of traffic.

Ms. Shatz replied that if the wall was brought down to eight-feet it would then be exposing residents on the second and third flood that are now enjoying attenuation from the noise. Ms. Shatz then stated that AYCDC would be increasing the number of people exposed, adding that whether or not triple-pane windows would suffice for the attenuation that you would get from the additional height of the wall is something that would have to be studied. Ms. Shatz then stated that she'd also spoken with the Fire Department just to make sure that they were not experiencing difficulties getting their

emergency vehicles through and they reported back that they do not. Ms. Shatz stated her understanding that, when developer goes through DOT reviews for the MPTs, other Agencies are looking at it for access as well.

Director Gold clarified that the fence was not just for noise attenuation but was also for dust and air quality, and Ms. Shatz responded that Director Gold was correct. Director Gold then suggested that, the next time there is a conversation about the fence and the windows, there be more information given about how we got there and what, if any, options there are.

Director Harrington reiterated that his question was about authority. Mr. Phillips then said that as this conversation continues, and it is something that the Board sees fit, a report or recommendation could go to the ESD Directors. He then added that there were a number of things that would have to occur, but if AYCDC Directors saw fit they could make that recommendation. Director Harrington then stated that the AYCDC Board would make a report to ESD and ESD would then have to take action, or not take action. Mr. Phillips replied that Director Harrington was correct.

Chairman Adams stated that with respect to the issue, it might be helpful if on the Agenda for the next meeting, if the Board could get some helpful background on a series of things and some specifics on the rationale for the 16-foot fence and the location that it's in. Ms. Shatz agreed with the suggestion. Mr. Phillips stated that it would be a good discussion.

Director Harrington noted that the letters that go out require a certain period of response time and if Directors make a decision then they've got to recognize that there are concerns and someone should alert Forest City Ratner. Mr. Phillips noted that Forest City Ratner was attending the meeting. Mr. Phillips also noted that the comments of Chairman Adams regarding community relations and the

environmental components are two very good discussion and presentation points. He then clarified that when he said environmental he means the organization chart, as well as the fence. Chairman Adams then stated that it is good for all of the Directors to get on the same page. He explained that some Directors have more background than others and they need to get the history to understand why certain things are happening the way they are happening at the Project site.

Mr. Phillips stated that staff could make that kind of presentation really focusing on those two areas and then listen to and figure out what are the better ways to hear from the community; respond to the community; and measure the success of our efforts, and then from an environmental and historical perspective, what options exist and how to make this work a little easier.

Director Gold stated that someone mentioned a map of who's getting notified because they have a right to attenuation, she added that somewhere someone is determining what that Project area is and the Directors should probably know about it. Mr. Phillips stated that he was sure that ESD had the boundaries. Ms. Shatz stated that there were maps in the EIS as well.

Director Chan added the suggestion that there be some kind of executive summary of the back and forth that staff has had with City Agencies on those issues. He explained that not for this meeting but there has been significant back and forth with NYC DOT and NYC Fire Department where staff has taken back comments, concerns, and issues that have been raised and there has been sort of an ongoing dialogue.

Mr. Phillips stated that there is a City Hall representative that he communicates with approximately every other week on a regular call which has been very helpful. Mr. Phillips then noted that ESD has had a good working relationship with City Agencies.

Director Chan asked Mr. Phillips if he knew what the Fire Department had said about the fence. Mr. Phillips replied that the Fire Department has said that there has not been any response lag time or an extension of their response time and that they have been able to get through the streets. A member of the public voiced their disagreement with his statement.

Chairman Adams asked if anyone wanted to make any other suggestion to Mr. Phillips and the Team for the next meeting's Agenda.

Director Reardon stated that one thing that would be good to focus on is, if it was recognized that the fence has a function and accept the fact that it needs the six- foot lateral space to support it, the question really being asked then is can it be moved further into the site, adding that even if it were just a few feet it would be of great advantage to the streets and the trees.

Director Stein asked if the Board could somehow receive briefing about the Barclays Center's protocols. Mr. Phillips stated that he could send out their regular schedule of events, which will at least put in your mind what could possibly be high traffic, and we could definitely request that Barclays's make a presentation in terms of protocols for high profile or large events, which are significantly different than basketball games.

Chairman Adams stated that the question of operation protocols had been raised by various people from the public. Chairman Adams explained not just construction but the operational questions such as how the Barclays Center's plans for community impact. Mr. Phillips confirmed that Barclay's could answer those questions.

Director Williams then suggested that part of AYCDC's report should be to get any reports, not just events but also of incidents and complaints, from Barclays, as well as communication from the area precinct of what they're seeing. Mr. Phillips replied that they could get the Precinct Commander to look at the reports with Barclays.

Hearing no further business, Chairman Adams adjourned the meeting at 5:26 p.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary

Minutes of the May 19, 2015 AYCDC Directors' Meeting

Atlantic Yards Community Development Corporation
Meeting of the Directors
Held at the New York Department of Labor
250 Schermerhorn Street, Room #2
Brooklyn, New York 11201

and

Empire State Development
37th Floor Main Conference Room
633 Third Avenue
New York, New York 10017

May 19, 2015

MINUTES

In Attendance

Directors:	Kenneth Adams – Chairman Shawn V. Austin Rachel Gold Liz Harris Bertha Lewis Tamara McCaw Linda Reardon Jaime Stein Julene Beckford
AYCDC Staff:	Tobi Jaiyesimi – AYCDC Director Marion Phillips, III – President Debbie Royce – Corporate Secretary
ESD Staff:	Jonah Bruno – Press Secretary Sam Filler – Atlantic Yards, Project Manager Nicole Jordan – Manager, Community Relations Greg Lynch – Sr. Inspector, Atlantic Yards Rachel Shatz – VP, Planning & Environmental Review Robin Stout – Senior Counsel
Also Present:	Jane Marshall, Forest City Ratner Corporation Terrance Kelly, Barclays Center Scott Solish, Greenland Members of the Media Members of the Public

The meeting of the Atlantic Yards Community Development Corporation (the "Corporation" or "AYCDC"), was called to order at 3:09 p.m. Chairman Adams thanked Director Gold, Commissioner Mario Musolino and other colleagues at the State's Department of Labor for hosting today's meeting.

He reminded the Directors they were free to ask questions at any time, and also reminded everyone that public comment was welcome on the Agenda items. He noted that public comment is limited to two minutes per speaker and must address the items under consideration. If an individual wished to speak on a non-Agenda related matter, the Chairman noted that there would be an opportunity at the end of the Agenda.

Before beginning with the substantive portion of the meeting, Chairman Adams asked the Directors whether anyone had any potential conflict of interest with respect to any of the items on the proposed Agenda. Hearing none, he noted that at the last meeting the Directors received a tech memo explaining the noise control measures prescribed in the Final Environmental Impact Statement, and noise attenuating properties of double pane or double glazed windows. He stated that everyone should have received an email with a 110-page document in response to questions raised by the public and the Directors at the last meeting about engineering issues and the qualifications for getting the double glazed windows.

Mr. Phillips clarified that the document would not be available online until after the today's meeting.

The Chairman explained that the document addressed a number of timely issues including, for example, questions about the 16-foot construction fence around Block 1129. At the last meeting, Directors and the public were concerned about its height and location. Accordingly, the Directors were provided a memo outlining the Memorandum of Environmental Commitments ("MEC") requirements. The Chairman noted that Jane Marshall of Forest City Ratner ("FCR") would make a presentation on the fence at this meeting. He also noted there would be a presentation on the Barclays Center Arena operations and events protocols.

The Chairman turned to the first order of business, approving the Minutes of the Director's meeting of February 6th. He asked for questions from the Directors regarding the February 6, 2015 Minutes.

Hearing none and upon motion duly made and seconded, the following resolution was unanimously adopted:

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – Approval of Minutes of the February 6, 2015 Meeting of the Directors of the Atlantic Yards Community Development Corporation

---

RESOLVED, that the Minutes of the meeting of the Corporation held on February 6, 2015 as presented to this meeting, are hereby approved and all actions taken by the Directors present at such meeting as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

* * *

Before turning the program over to Marion Phillips for his President's Report, the Chairman had the Directors reintroduce themselves. He introduced himself as Kenneth Adams, Acting Commissioner for New York Taxation and Finance. Rachel Gold introduced herself as the Deputy Commissioner and Special Counselor to the New York State Department of Labor, and a

resident of the area and noted her office is on Bond Street. Liz Harris introduced herself as Assistant Deputy Secretary for Food and Agriculture in the Governor's office. Linda Reardon introduced herself as a resident of Prospect Heights. Jaime Stein introduced herself as from the Pratt Institute and a Mayoral appointee to the Board. Marion Phillips introduced himself as President of the Atlantic Yards Community Development Corporation ("AYCDC"). Robin Stout introduced himself as ESD Senior Counsel. Tobi Jaiyesimi introduced herself as AYCDC Director. Sam Filler introduced himself as the Empire State Development's Project Manager. Bertha Lewis introduced herself as being from the Black Institute and appointed by the Brooklyn Borough President. Tamara McCaw introduced herself as a Governor appointee and resident of Clinton Hill who works at the Brooklyn Academy of Music. Julene Beckford introduced herself as an Associate Counsel of Empire State Development, resident of Clinton Hill and Governor appointee. Shawn Austin introduced himself as Senior Vice-President of Liberty Insurance Group, Governor appointee and resident of Prospect Lefferts Gardens.

The Chairman once again thanked everyone, and turned the meeting over to Marion Phillips. Mr. Phillips welcomed back Director Beckford who recently returned from maternity leave. He explained that the President's Report will be presented in parts by the appropriate Team member for each section. He said the report had three or four components, including the 110 pages the Chairman had already mentioned. Mr. Phillips said there would also be a calendar of events, and he would update everyone on the status of the open space. He then said Ms. Jordan would come forward to discuss questions on how the Project incident log is kept, the metrics for the log, the closure rate of the log, and how the log is processed. He said she would also provide highlights from the last Community Update Meeting. Mr. Phillips said

that Mr. Filler would then talk about another community portal, and how they could solve the problem of multiple entry points of complaints from the community.

Finally, Mr. Phillips said that Greenland Forest City would provide a presentation. Part one would be a Project update, part two would be the MPT on Block 1129, and part three would be the MPT on B3 which is the upcoming building on the arena block. Mr. Phillips said the fourth component would be about Barclay's events, in order to address some concerns from the last meeting.

Mr. Phillips explained that the Chairman already addressed his notes regarding the noise attenuation Tech Memo. Next, it was noted that there will be a meeting next Wednesday (May 27) at 55 Hanson to allow for community input on the community app that Mr. Filler will discuss. He told the Directors that they can speak to Ms. Jaiyesimi if they wish to participate in the development of the RFP for this proposed app. He explained that the goal was to get community input on the app to best serve and meet concerns.

Mr. Phillips advised that AYCDC's June meeting would be about the Open Space portion of the Project. He explained that the project is a 22-acre site which will include eight acres of open space. New design concepts for the open space will be discussed with staff and at a June Community Update meeting and at the June AYCDC Director meeting. Mr. Phillips expressed his belief that the new design concepts would be a non-material change from the currently approved Open Space Design Guidelines. He said there would be a comparison done between what was expressed originally and where they are currently. Director Harris asked when the

community response meeting would take place, and Mr. Phillips said the date would be set up once staff receives the presentation and determined how much time they need to respond.

Mr. Phillips solicited questions and Director Stein asked whether it was an appropriate time to ask questions about the noise attenuation Tech Memo. The Chairman offered to hold questions until the end, but the decision was made to let the author of the Tech Memo, Dan Abatemarco of AKRF, and Ms. Shatz field questions. The Chairman assured the room that this would not be the only opportunity for questions.

Director Stein asked how the map of eligible sound properties was created. Mr. Abatemarco responded that the FEIS Construction Noise chapter served as the foundation of the document. He explained that the map collects anyone who might experience an impact under the plans and this includes impact shown on the SEIS. Mr. Abatemarco further explained that the noise analysis considered each floor independently. Accordingly, there is a colored table to show depth in the map.

Director Stein next asked about the outreach to eligible tenants and how that happened. Ms. Shatz explained that this question was for Forest City and turned it over to Ms. Marshall. She explained that developer sent certified letters, emails and knocked on doors. She also said developer is updating a tracking list created in 2007. She further explained that developer uses the External Affairs Division to contact owners and tenants and since she is not principally involved in this aspect, she is most likely missing details. Ms. Shatz clarified that windows and air conditioners were separate in the plan. Ms. Marshall agreed and said that

developer originally did a comprehensive building survey to see which would get windows and which would get air conditioning. Since then, she said, developer has been working to the FEIS requirement of more air conditioners. Ms. Marshall expressed that there are complications and the tracking system was not yet perfected.

Director Stein then asked about the 16-foot fence and how it will change over time. Ms. Shatz said that the fence will not change. She said the analysis for the memo was looking at the properties along Dean Street that would be affected by the fence. Mr. Abatemarco said that they even considered further property, but only Dean Street would really be affected. Mr. Abatemarco explained how the height of the fence was designed to cast an acoustic shadow over much of the construction and accommodate the buildings on Dean Street. Director Stein asked if the Memo only concerned the noise attenuation on Dean Street. Mr. Abatemarco answered that the Memo considers the difference of noise throughout the study area, but the height of the fence only matters on Dean Street.

The Chairman then recommended the room save questions or come up with more for later. Mr. Phillips turned the meeting over to Ms. Jordan for the community report.

Ms. Jordan said the bi-monthly Community Update Meeting was held in May 2015 at 55 Hanson Place. She said the purpose of the meeting was to inform the community about upcoming construction activity, inform the community about upcoming Barclays Arena activities, and give residents an opportunity to ask questions and voice concerns. She said that 30 people attended the meeting, including presenters from the offices of elected officials,

community boards, NYC agencies, and community organizations. The meeting topics included requests to fill pot holes on Carlton Avenue; concerns regarding the volume and flow of traffic in the Project area; a request for a traffic study; a request for the DOT to meet with the 78th Precinct and the Community Council President; questions about removal of the green roof crane; requests for information on condemning properties; pedestrian safety concerns; FDNY parking concerns; questions regarding income and affordable housing; construction plans for B3 and B2; crowds at Barclays; CBA for the developer; tree protection; guards; art on the construction fence; and notes and records from previous quality of life meetings kept by ESD staff. There was a request for a vibration monitor from a resident on Dean Street. Ms. Jordan said that ESD, Greenland Forest City and DOT responded to concerns. She also said materials were available on the ESD website. She said that Ms. Jaiyesimi would be sending out log updates. She also said that ESD received 80 direct community incidents, concerns or staff observations. She said there was a person on the ground and that ESD had a 94% closure rate on incidents reported directly. She said that closure means ESD has directed the issue to the appropriate agency or found a resolution through ESD.

The Chairman asked how many reported incidents came from observation by staff and how many come from community reporting. Ms. Jordan did not have a specific number but said quite a few were from observations of staff (three of the five cases open at the moment). The Chairman then asked how Ms. Jordan knew if the other Agencies resolve an issue once it's re-direcetd. She said that she follows up with the referred agency and she provided an example about Carlton Avenue. Director Lewis expressed concerned about the process of responding to complaints. Mr. Phillips said that Ms. Jordan handled the cases from start to finish and

manages the process. The Chairman recommended that Ms. Jordan not use the word "closed" for referrals to other agencies. Director Lewis also expressed concern about the confusion this might cause. As requested, Ms. Jordan explained the difference between direct and indirect complaints, direct coming to her from the complaining person.

Director Gold then asked what the two open complaints from the community were. Ms. Jorden said that there is a request for a vibration monitor from Dean Street, and another request for a traffic study and a tour by the DOT.

Mr. Phillips then asked Ms. Jordan to explain what she and Greg Lynch do on tours and what Mr. Lynch reviews. She explained that Mr. Lynch is on the ground five days a week, and walks the site multiple times a day. She said he takes notes and observations to report on issues he can't control. The Chairman asked where the office was and Mr. Lynch replied that it was at 55 Hanson. Director Austin asked if there was a trend to complaints. Ms. Jordan said she was getting fewer complaints. She provided an example of the Auto Summons Unit enforcing double-parking violations.

Director Stein thanked Ms. Jordan and asked how the Community Update Meetings are added to the log. Ms. Jordan said they are added by categories from HDR plus a miscellaneous category. Director Stein asked if things raised in the Community Update Meetings are addressed in real time, and Mr. Phillips said they are not. Director Stein asked if the scheduling of meetings affected addressing the issues, and Ms. Jordan says it does not. Director Stein then shifted to discuss 311 calls and how to address them. Ms. Jordan said that 311 is City and not

State, so they are working to integrate the complaints. The Chairman expressed concerns with the labor involved in making the City data work with the State data. Ms. Jordan said that the residents were very good about forwarding things to her.

Director Stein had one last question for Ms. Jordan about institutional knowledge within the community about existing quality of life concerns. Mr. Phillips fielded the question and explained that Ms. Jordan's notes, the log, were the most comprehensive history they had. Director Stein expressed that the app would need to take account of the historical concerns to be robust.

The Chairman asked if anyone else had questions for Ms. Jordan. There was no response. He then mentioned how he found the bi-weekly construction update helpful. Mr. Phillips then turned the meeting over to Mr. Filler.

Mr. Filler began by highlighting the portals for community complaints other than Ms. Jordan. Specifically, he pointed to Terrance Kelly with the Barclays Arena, Forest City, and New York City. He expressed a need to condense things to one email address and one phone number. Mr. Filler expressed a desire to have historical data of hot spots on the app, as well as the ability to quantify performance. He felt the app would be better with community input and said that is why there is a meeting on May 27th. Mr. Filler said he expected that the RFP would be drafted over the next month and a half and the app would launch in the fall. He expressed a desire to train the Board and the community. He then stated five goals for the app. First, reduce the numbers needed to report issues. Second, create a metric system something more

akin to a Customer Relations Management system. Third, allow for real-time documentation of impacts. He said community members would be able to take video and photos and post them to the app and this would include geotag capabilities. Fourth, the app would provide a look ahead to construction alerts for subscribers. Fifth, the app would be able to port with existing systems, addressing the 311 issues.

The Chairman thanked Mr. Filler and solicited questions. Director Lewis asked what the app will cost and who will pay for it. Mr. Phillips said they did not have a price yet, but assumed $8,000. He said they have seen products from $8,000 to $12,000 and $20,000. The Chairman asked where the money was coming from. Mr. Phillips said it would come from the AYCDC budget, proceeds from the cost agreement, or ESD. Director Lewis expressed concern with cost and asked if this type of app had been done before. Mr. Filler said there was a "white box" product that can be customized. Director Lewis stressed her desire to have MWBEs included in the RFP for the app.

Mr. Filler then mentioned that the app would have a web component so users could interface on their computer as well. Director Harris then added that the State has increases for procurement MWBE targets of 25 to 30 percent. She said the Governor is very serious about them.

Director Austin asked if anyone considered the pitfall of not being able to respond to all the requests coming into the well-advertised app. Mr. Phillips said they are considering their staffing needs this summer. He said they would start with internships. The Chairman then

expressed how 311 has obstacles and frustrates users. He did not want the app to replicate these issues. Rather, he preferred geo-location and a photo sharing system to report issues. Director Austin asked if the app could be leveraged to send information about the positive aspects of the project. Mr. Filler said it was a possibility. Director McCaw asked if there were creative plans to market the app and direct users on use. Mr. Phillips said they had not thought that far yet. She then asked if users would be able to pull data from the app. Mr. Phillips said the data would be made public. The Chairman then said that those who wanted to help on the RFP could email Ms. Jaiyesimi.

Jim Vogel stressed the importance of using the software talent in the room, and he further emphasized Director Lewis's concerns about cost. He noted that there will need to be data storage.

Peter Krashes expressed his concerns with the log of incidents. Specifically, he stressed that, while it is difficult, the app should put up a response for the community. He did not think the problem should just disappear, but the public should have a chance to post comments. He gave an example of complaints about an idling truck. Since it was a boom truck that needed to idle, the complaint was simply considered settled.

Mr. Baily interjected to say that just gathering complaints will do no good if they cannot say how many and how to solve the problem. Mr. Krashes quickly expressed a desire to separate the complaint function of the app from the positive news.

The Chairman then gave the floor to Ms. Marshall. She began a Project update by stating construction will begin on B3 in June. She said the building would be entirely affordable with about 300 units. She noted that the Green Roof crane had come down and Tishman took over. She also noted that Hunt was the Construction Manager for the Green Roof and Tishman for B3. She expressed hope that B12 would break ground in the fall, and B13 would break ground the following summer. She mentioned the closings during the West Portal MPT and expressed the belief that both sides of Sixth Avenue would have two-way traffic by the time the B3 MPT goes into place in June.

Ms. Marshall then addressed the Flatbush Avenue crane. She expressed a desire to remove it quickly and free up Flatbush Avenue immediately. She noted that the crane is disruptive because it makes Flatbush Avenue two lanes. She solicited questions, but there were none. She then moved on to the MPT.

She stated that the MPT is a City requirement and they must be approved by DOT. Director Austin asked for clarification and Ms. Marshall said it is stands for Maintenance and Protection of Traffic. She explained that the Office of Construction Management received Life Safety Plans and other technical documents that are reviewed by DOT. They are a requirement for all construction in the City. She also said that, as an SC Project, there is a Memorandum of Environmental Commitment and it has identified mitigation. She provided information on the 16-foot fence as an example of mitigation.

Director Reardon asked for clarification on the structure of the 16-foot fence and Ms. Marshall explained that instead of having two barriers behind, they have one barrier and it is tied back to above grade footing. The Chairman asked if it would normally be two parallel Jersey barriers and Ms. Marshall said it would normally be an 8-foot fence with one Jersey barrier. Ms. Marshall explained that they planned the barrier around the whole construction site and not just construction of the individual building. She explained that because there are three projects, Posillico and Tully is also using part of Pacific Street. She said there is a lot going on and they try to keep everything behind the fence as they are required to by their documents.

Ms. Marshall explained that this is superstructure phase and in June there will be a crawler crane on B11 that requires 38 feet to the face of the fence. She emphasized the studies by DOT and ESD finding the 16-foot fence necessary. Director Reardon asked if certain space was considered for use and Mr. Marshall explained that the DOT controls what goes in the street. DOT proscribed an 18 foot lane, a shared bike lane and vehicle lane. They did this so that someone could not pull over and get passed. She said that Carlton would have a more restrictive 11 feet, but this was justified by the relative traffic on Carlton. She explained that other cranes are on wheels and have less impact on the MPT. She also explained that the buildings are required to have street walls and they looked into other places to put the cranes to no avail. She said they had Tishman and Plaza look into keeping the cranes off the street, and had discussions with ESD, DOT and the NYPD. She emphasized the number of professionals working towards the best plan.

Ms. Marshall moved on to the next slide which shows the Project going into superstructure. She noted that in July 2016, the buildings would be almost complete. She said that the 16-foot fence would eventually go away and that it would not remain for four years.

The Chairman solicited questions and Director Reardon asked if the plan shows where the future vehicular entrances will be to the building site. Ms. Marshall said it does not, and MPT plans do not require that much detail. She said there will be a cut on B12, a curb on B14, as well as a parking garage (below grade) to create about 860 spaces.

Director Reardon asked if the garage would be for residents only. Mr. Marshall said that the plan has them open to the public. People will have the ability to lease the spaces, especially the residents. The Chairman again solicited questions, but there were none.

Ms. Marshall then moved on to Flatbush Avenue and the Green Roof crane. She said it would be gone within a month. She also noted that MPTs can be amended after they are in place, as was done in the case of the West Portal.

Ms. Marshall then moved on to discuss B3 (38 Sixth Avenue)0. She said that they were proposing an 8-foot fence there, and noted that any waivers from the requirements of the MEC have to be reviewed and approved by ESD. Ms. Marshall then began to explain why they looked at the 16-foot fence. She explained that Sixth Avenue is important and, based on experience with the West Portal MPT, they did not want to have one way northbound and one way southbound. When things go into place here, there will be two lanes in each direction.

She further explained that there must be room for the ConEd vaults, a concrete pour station, and a crane on Sixth Avenue. She said there would be no room for a 16-foot fence, and they are closing the path for pedestrians. She explained how they had to troubleshoot with the DOT to get to this point. She then explained that the Dean Street frontage will have a fence located on the sidewalk with a 5-foot pedestrian path. She said that they cannot have a 16-foot fence and a 5-foot pedestrian path because it would affect Dean Street too much. She noted that a portion of the Dean Street site is dedicated to trucks delivering the modular pieces for B2, and they will not be done until January of 2016.

Ms. Shatz asked if Ms. Marshall could point out the sensitive receptors from the nearest ones. Ms. Marshall said that Block 1129 is the area with the most receptors. She said there was mixed use with a lot more traffic. She also noted that there are people who are impacted by not having a 16-foot fence so they are supplying an acoustical blanket to hang inside the entire fence. The Chairman then solicited questions.

Director Reardon asked if there is going to be an 8-foot fence right at the corner, and if so, how will Dean Street cars see traffic. Ms. Marshall explained how they would make the fence transparent in that area. The Chairman again solicited questions, but there were none.

At that point, a resident named Rona invited everyone to her home to witness how unbearable overnight construction is for her. She requested for the record that nobody in Albany or Buffalo or here in the City ever approve overnight construction again.

Mr. Bailey, 78th Precinct Council President, stated that the 78th precinct was going to lose 30 to 44 parking spaces. He said residents were concerned that the police would take their parking. He was asked by Director Reardon to clarify the number of lost spaces and he said 34 to 50. He asked if anything could be done.

Mr. Krashes thanked Ms. Marshall and began to discuss the 16-foot fence, explaining that the fence was brought to the community after approval and there was no proper notice. He said that a host of residents received parking tickets when the fence went up, and this was never discussed. He said that the 16-foot fence was feasible based on the Environmental Commitments, and that demolition of 6 or 7 story buildings had the same type of noise and vibration. He said that because the fence is farther from the actual construction, it needs to be taller. He also expressed concern that trees were being hit by trucks on Carlton Avenue. He noted that there should be tree protection within 50 feet of construction. He then shifted gears to discuss the lack of community notice about the availability of noise mitigation. He said only a small number of property owners received a letter of notice, and it was received late. He stressed that notice should happen before the work starts. He then asked Ms. Shatz if there was a penalty for Forest City for not meeting the environmental commitments.

Ms. Shatz explained that, as discussed earlier in the meeting, Forest City was assembling their record keeping. She said that she could not answer at the moment how much they were in compliance.

The Chairman then suggested that a time in June be established to discuss whether Forest City met all the requirements. He also suggested that, in June, Forest City report back on how they are handling notice and Mr. Krashes concerns. The Chairman then solicited questions from the public. Hearing no response, he turned the meeting over to Mr. Phillips to wrap it up.

The Chairman asked if the Green Roof would be done at the same time the Flatbush crane would be gone. Mr. Solish said it would not be finished until late summer. Mr. Solish said there is still a crane on Atlantic to do the work. He also said he did not have the exact date when the Atlantic crane will come down. The Chairman asked if sedum was planted on the Green Roof and if natural rain water is enough. Mr. Solish said he was correct. The Chairman then turned the meeting over to Mr. Kelly as Mr. Phillips requested.

Mr. Kelly introduced himself as a Community Affairs Manager at the Barclays Center. He explained his role and noted that the Barclays Center is one of the most visible and successful entertainment venues in the world. He further explained that this success was due to attention to protocols. He mentioned transportation upgrades, eleven subway lines and the LIRR. He mentioned the Video Music Awards, Super Bowl kickoffs, the draft, the 2015 All-Star weekend, and a bid to host the DNC. While they lost the DNC, he said they are looking at the WWE Summer Slam and NCAA men's basketball. He then began to discuss loading and delivery operations. He said their priority was to keep Dean Street clean. He said that they give all vendors written rules in advance and enforce them. He explained that they have security give verbal instructions as well, and they have metrics for performance and have their own CRM. He said a big element of keeping the street clear was a well-oiled internal operation. He said they

do work with local code enforcement agencies. He reiterated the instructions they give to vendors and others loading in the area. He said that there is offsite parking in the Red Hook container terminal, and that they work with the Brooklyn Cruise terminal for additional space. He explained how they provide every truck driver with an express truck route using Atlantic Avenue. He said that over time they worked out communications with vendors and drivers as people realized it was the easiest way for everyone. Mr. Kelly continued to explain that they work with the NYPD, the FDNY, the 78th Precinct, and Ladder 105.

The Chairman then asked whether Justin Bieber's trucks would stay in the cruise terminal overnight. Mr. Kelly said they would. He said there are six bays in the loading dock, and they would coordinate to have two to three at a time. He said if they are going to Philadelphia they would go to Red Hook Terminal. The Chairman asked if there have been concerns by the community in Red Hook. Mr. Kelly said the trucks are usually there in the middle of the night. He also said that the area handles a lot of trucking and it is par for the course. Mr. Kelly emphasized their coordination internally and externally with the government. He said that their efforts turn on effective communication with the public. He explained that they emphasize public transit to cut back on additional vehicle traffic. He said they set bench marks and 3 of 4 event guests use public transit. He also explained how they renamed the station to promote it to the public, in addition to awareness campaigns. He said that they reduced parking spots by 50 percent and this impacted vehicle accommodation. He said that a colleague of his is responsible for coordinating traffic control. He further explained how they hire a detail of traffic enforcement agents from NYPD and pedestrian traffic management for events. He said they have a backup terminal and other accommodations for additional vehicle

trailers, private buses, runner vans, and whatever is needed. He said there is no loading or unloading without permission.

While Mr. Kelly stressed the efforts they go through to ensure efficiency, he noted that there are sometimes conflicts and public communication can best bridge the gap. He said the critical strategy was getting stakeholders all on the same page so they could produce public documents. He gave a document from the NBA All-Star weekend as an example. He said it was developed in coordination with the Mayor's Office, NYPD and other stakeholders to outline exactly what the community impacts would be. He said there were many buses and private vehicles. He explained how they communicate with the community through regular meetings with Block Associations, tenant organizations, civic groups and the like to help them handle large traffic events.

Mr. Kelly stressed the importance of institutional knowledge, and his belief that gathering information though informal meetings and public communication is important. He mentioned that they are mindful of other development in the area. He then moved on to mention other things they do in terms of direct dialogue such as an e-blast upcoming calendar which runs through the event date and the expected attendance. He also said they offer ticket discounts. He said a good example is how people want to know what is happening on the Green Roof. He said he wants to make efforts so people know what is happening in their community because he believes they want to know. In addition to these efforts, Mr. Kelly said there is a set weekly meeting where arena leadership meets with the NYPD to plan accordingly.

Finally, Mr. Kelly explained that they have a retail working group established with the Brooklyn Chamber of Commerce and the business district to learn how to better cross markets and use the arena as a platform for economic development in the neighborhood. He mentioned that the North Flatbush BID annual meeting was that night and that it is an excellent example of somewhere they will attend.

The Chairman solicited questions for Mr. Kelly. Hearing none, he asked if an agreement for 40 games plus the playoffs with the Islanders would make the Barclays the number one Arena. Mr. Kelly said that the Barclays is a smaller building for hockey than the one across the East River. He also said that Islander games would replace other events rather than add additional events. The Chairman mentioned that the Islanders fans use the railroad, and Mr. Kelly said they were marketing on the Babylon line. He said the Long Island Railroad President had met with their leadership. The Chairman then asked if the Islanders would change the number of dates they have and Mr. Kelly responded it would not. The Chairman then asked what the optimal number of dates is for the Arena and Mr. Kelly replied 200-plus. He then said they set their mind on 220. The Chairman then asked if the public had any questions.

Ms. Farrell, a resident of Pacific Street, asked if there would be pedestrian crowd control when the Islanders came in and Mr. Kelly said yes, as always. Ms. Farrell asked if there is a way to prevent the crowd coming up Pacific Street because it is a residential block. Mr. Kelly said he was mindful of her concerns. The Chairman and Mr. Kelly then discussed how a hockey game is traditionally 7:00 pm to 9:30 pm, and a Nets game is usually 7:30 pm to 10:00 pm. Mr. Kelly

said they were hitting a stride and making an effort for typical event nights to be easier for the community. He then offered his contact information for follow up questions.

Mr. Bailey then, speaking on behalf of the 78th, said that they recently instituted a plan where the Barclays and the 78th tweet about private events. He said they do this to give residents fair warning and provide transparency. Director Gold asked if that information is available on the AYCDC's website and the Chairman said no. Mr. Phillips said their website was pretty limited. The Chairman said that is why they are doing the app. When the Chairman asked if this information was in real time, Mr. Baily said they meet religiously once a week.

Mr. Krashes said that one of the things they would like from the community perspective is protocol if these events are going to spill into the street. The Chairman then asked if anyone had additional questions for Mr. Kelly. Hearing none, the Chairman asked if anyone had final comments.

Mr. Vogel acknowledged that this would probably be discussed at the next meeting, but said that the Senator is concerned about the hundreds of people who were displaced. He asked who the Senator should write to. The Chairman said if she writes to Howard Zemsky, they will all see it. Mr. Vogel asked if there were efforts to appraise the situation for these people and when they will return. The Chairman asked Mr. Phillips to take the Senator's questions back to the office. Mr. Phillips said they would figure things out.

The Chairman asked if anyone had other items, and Mr. Veconi expressed his support of the app. He also suggested that Forest City Greenland get involved with the app because the 13,500 residents of their buildings will be major users.

Hearing no further business, Chairman Adams adjourned the meeting at 5:49 p.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary