

**HUDSON RIVER PARK TRUST
MINUTES
Of a
Meeting of the Directors
Held on
January 28, 2010
Hudson River Park Trust
City Planning
Spector Hall
22 Reade Street
New York, New York 10007
4:06 p.m.**

Directors Present:

**Diana L. Taylor, Chair
Adrian Benepe, Commissioner Adrian Benepe NYCDPR
Joseph B. Rose
Henry J. Stern
Paul A. Ullman
Lawrence Goldberg
Pamela Frederick
Rachel Gordon, Representing NYSOPRHP Commissioner Carol Ash
Lou Oliva, Representing NYSDEC Commissioner Grannis**

For the Corporation:

**Connie Fishman, President
Noreen Doyle, Executive Vice President
Laurie Silberfeld, General Counsel
Maryann Monte, Assistant Secretary**

HRPT Staff:

**Marc Boddewyn
James Koth
Other Staff**

Also Present:

**Joshua Laird
Arthur Schwartz, Chair HRPT Advisory Council
The Public
The Press**

With a quorum of Trust Directors present, Chair Taylor called the January 28, 2010 meeting of the Hudson River Park Trust to order.

The first order of business was the approval of the Minutes of the December 10, 2009 Board of Directors meeting. Chair Taylor asked if there were any comments or questions. There being none, she then asked for a motion to approve. Ms. Gordon moved and Director Goldberg seconded the motion. A vote was then taken and the following resolution was unanimously adopted:

HUDSON RIVER PARK TRUST - Approval of Minutes, and Ratification of the Actions Taken at the December 10th, 2009 Meeting of the Directors of Hudson River Park Trust

RESOLVED, that the Minutes of the Meeting of the Hudson River Park Trust Board of Directors held on December 10th, 2009 are hereby approved, all actions taken by the Directors present at such meeting, as set forth in the individual Minutes of such meeting, are hereby, in all respects, approved and ratified as actions of the Hudson River Park Trust, and copies of such approved Minutes are hereby ordered filed with the records of the Corporation.

Chair Taylor then asked President Fishman to present the next item before the Board, authorization to contract with Prima Paving Corp. for Pier 84 paver repairs.

President Fishman stated that before continuing with the agenda she wanted to publicly thank Ms. Georgette Mosbacher for your many years of service to the Board of the Trust.

Ms. Mosbacher resigned her position on the Trust Board, she had been a member since the inception of the Trust in 1999. Ms. Mosbacher gave of her time over the years. She will be missed.

President Fishman explained that a framed plaque of thank you had been delivered to Ms. Mosbacher's home.

President Fishman continued to explain the item before the Board. That in October 2006, the Trust opened up Pier 84 to the public. Shortly thereafter we began to observe that the pavers were spalling and cracking particularly on the corners. The unit pavers at Pier 84 were installed on a granular setting bed that sits directly on the pier deck structure. On the other Hudson River Park piers the precast concrete pavers typically sit on an asphalt and concrete setting bed with sand and cement grout between them. At Pier 84, the design was developed with a granular setting bed system with tighter, non-grouted joints. However, while this method offered a more cost effective installation at the time, in the end the paving system has proved to be insufficient for the Trust's intensive use of the pier, particularly for the vehicles necessary for setting up and breaking down the larger public events and celebrations that take place there.

The current contract provides for the removal of the existing unit pavers, excavation and removal of a portion of the granular setting bed, the installation of a new asphalt and concrete setting bed and binder course, and then the reinstallation of salvaged unit pavers and replacement pavers. The contract was procured in the form of a lump sum bid for all work. Approximately \$369,000 remains from the Pier 84 upland contract, under which the pavers were originally installed, that can be applied to this work. The remaining funds will be taken from contingency remaining the Pier 84 marine contract, which is still open and therefore those funds have not yet been reassigned to another contract.

The contract was bid in accordance with Trust procurement guidelines with six firms submitting bid proposals ranging from \$679,500.00 to \$1,384,219.00. Staff and Skanska construction managers reviewed the proposals and determined that Prima Paving was the lowest qualified bidder. Prima is also installing the pavers and completing the upland in the Chelsea section of the park.

President Fishman requested authorization to contract with Prima Paving Corp. in an amount of \$679,500.00 for the Pier 84 Paver Repair work.

The Chair asked if there were any questions or comments.

Director Goldberg asked if there was a warranty for this work, he stated that it has not been a long time since the work was originally done.

President Fishman explained that was not a long time and it is not a contractor issue. It was a design flaw and it was one that everybody is essentially responsible for. The designers reviewed it, staff reviewed it the contractors reviewed it and nobody identified this as a problem.

A detained discussion ensued as to whether it would be possible to somehow get reimbursed for this mistake, and how can we be assured that this would not happen again.

(Director Rose entered Spector Hall)

Chair Taylor asked if there were any additional questions or comments. There being none, she called for a motion. Ms. Gordon moved, and Director Stern seconded such motion. A vote was then taken and the following resolution was unanimously adopted:

HUDSON RIVER PARK TRUST -Authorization for Hudson River Park Trust to Contract with Prima Paving Corp. for Segment 6 – Pier 84 Paving Repairs Construction Work for a total not to exceed contract authorization of \$679,500.00.

RESOLVED, based on the materials presented to this meeting, a copy of which is ordered filed with the records of the Corporation, the Directors hereby authorize the Hudson River Park Trust to contract with Prima Paving Corp. for a total not to exceed contract authorization of \$679,500.00 for Pier 84 Paving Repairs Construction Work; and be it further

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

Chair Taylor asked President Fishman to please present the next item, authorization to approve the Hudson River Park Trust's employee handbook policy addressing the calculation of holiday pay for non-exempt staff.

President Fishman explained that in accordance with the Trust's Employee Handbook, non-exempt staff who work on holidays are paid double-time for their regular shift time and either straight time or time and a half for any additional hours worked on the holiday, depending on the total number of hours they work in that particular week. This year we've had two instances, one on July 4th and one on Christmas Day, where due to either a special event in the park or severe weather conditions, a significant number of the non-exempt staff in Maintenance and Operations worked long hours on those holidays. As a way of helping to ameliorate the burden this places on them and their families, we are proposing to revise the policy so that Holiday Pay is received for every hour actually worked on the holiday, even if the hours exceed the staff member's standard shift.

Had this change been in effect this past July 4th, it would have resulted in an additional expenditure of \$2,094 that day. Assuming conservatively that there were five such events per year, the increase in the annual overtime budget for the maintenance department would be roughly \$10,500. Although the proposed revision will result in slightly higher payroll costs to the Trust, it is straight forward calculation that recognizes the sacrifice that staff makes when they are required to work long hours on holidays for special events, snow storms, and emergencies.

The proposed change would be incorporated into the Trust's Employee Handbook, effective upon approval by the Board. The revised language is included in your board item.

President Fishman requested approval the revised policy on Holiday pay for regular Trust Non-Exempt staff.

The Chair asked if there were any questions or comments.

The following is verbatim account of the HRPT's Board discussion.

“DIRECTOR FREDERICK: I mean I get the concept, no problem, except I really can't follow that second paragraph. I'm assuming it's written for -- like, if I was ever to work for the Trust, I'd be really confused. So obviously I can't rewrite it because I'm sure it's like very specific what you're trying to say. But even the first, like two phrases kind of

confuse me; unless you work on the holiday, holiday hours accrued are not counted towards --

PRESIDENT FISHMAN: It is accounting bureaucratize.

DIRECTOR FREDERICK: But don't you want your employees to get it?

PRESIDENT FISHMAN: Well, they actually get it very well.

DIRECTOR FREDERICK: They get that?

(Laughter)

PRESIDENT FISHMAN: They get it exactly.

DIRECTOR FREDERICK: Okay. As long they get it. I didn't know if it was only for the accounting officers and their lawyers to get.

THE CHAIR: Comment duly noted.

(Laughter)

DIRECTOR ROSE: Can you just explain what the existing policy is and what the existing practice is and what the effect of this policy would be?

PRESIDENT FISHMAN: The existing policy and practice say that if I have an eight hour regular shift, my hours are 9 to 5, and I come to work on Christmas Day, then I make my hourly rate from 9 to 5 times two. Because it's a holiday I get double time. But if I have to work more than those eight hours on that day because it didn't stop snowing and we still need to clear the bikeway and I work five more hours or whatever that final tally is beyond the eight, I don't get double time for those additional five hours. I either get straight time or time-and-a-half depending on whether in the entire week I work more than 40 hours. So we have people who will come in and they will be on their regular shift

for a certain amount of hours on a holiday. They'll work double time. They'll have to continue to work. And so the second extra part of their work day is at a lesser rate than the holiday rate. And the effect is generously calculating back to July 4th, which was an extreme circumstance where basically everybody was working for long hours that day, it was an additional \$2,094 for that day. So from the rare chance that we would have to do that more than twice or three times in a year, we just calculated if we had to do that five times a year, which would be very rare, that would add up to a total increase in our overtime budget of a little more than \$10,000.

DIRECTOR ROSE: So the difference between the regular time, time-and-a-half and double time –

PRESIDENT FISHMAN: Right.

DIRECTOR ROSE: -- is what – what triggers going from regular -- I understand the way for whatever anomalous reason that the overtime or extra time on the holiday gets paid --

PRESIDENT FISHMAN: At a different rate?

DIRECTOR ROSE: -- different than the normal time of the holiday. It doesn't seem to make sense. What is it that triggers the time-and-a-half --

PRESIDENT FISHMAN: Versus the straight time?

DIRECTOR ROSE: -- versus the straight time?

PRESIDENT FISHMAN: Whether or not you work more than 40 hours in that week.

DIRECTOR ROSE: In which case it becomes overtime as opposed to --

PRESIDENT FISHMAN: Regular time.

DIRECTOR ROSE: -- regular time.

PRESIDENT FISHMAN: Right.

DIRECTOR ROSE: And the difference than would be time-and-a-half versus double time.

PRESIDENT FISHMAN: Right. Or straight time versus double time.

DIRECTOR ROSE: No, I understand. But if the policy would simply say it would be treated automatically as time-and-a-half, as over time, --

PRESIDENT FISHMAN: Right.

DIRECTOR ROSE: -- over time is going to be --

PRESIDENT FISHMAN: You could propose that, but that is not what we proposed because essentially --

DIRECTOR ROSE: No, I understand.

PRESIDENT FISHMAN: -- you know, is one hour on a holiday any different than any other hour on a holiday.

DIRECTOR ROSE: If somebody is working 40 hours a week --

PRESIDENT FISHMAN: Right.

DIRECTOR ROSE: I guess the question is, are they making 40 hours, are they getting 40 hours a week or are they not hitting 40 hours a week in terms of getting to double time and over time?

MS. GORDON: They're always getting double time.

PRESIDENT FISHMAN: They're always getting double time on a holiday. They're only getting time-and-a-half after that if they are past their 40 hours.

MS. GORDON: And the new proposal is that they would get double time for everything that day.

PRESIDENT FISHMAN: Period, a holiday is a holiday and it's paid at a holiday rate.

DIRECTOR ROSE: And who decides --

THE CHAIR: The State. What are the holidays? How many holidays are there?

DIRECTOR ROSE: Who decides whether someone works more than an 8-hour shift or not?

PRESIDENT FISHMAN: Their supervisor.

DIRECTOR ROSE: Their supervisor.

PRESIDENT FISHMAN: So in this case that would be the head of maintenance and operations.

DIRECTOR ROSE: And on the occasions where the use of the time and where we're now in a hole, the budget and everybody is going down, any decision that boosts up cost for policy requires really understanding what and why and must be understanding the July 4th fireworks.

PRESIDENT FISHMAN: Right.

DIRECTOR ROSE: That one, that -- and the shift from the East River to the Hudson River than puts a burden on us, whereas when that -- when it was going on the East River, who was picking up the costs there? Where was that?

PRESIDENT FISHMAN: I believe the City Parks Department probably was picking up a lot of it.

MS. GORDON: And State Parks.

PRESIDENT FISHMAN: As well as the State Parks Department.

DIRECTOR ROSE: And who decides to --

PRESIDENT FISHMAN: To move it?

DIRECTOR ROSE: No, I'm saying, those costs, okay, as part of the sponsor, the Macy's sponsor --

MS. GORDON: General revenue.

DIRECTOR ROSE: No, I'm saying the fireworks are sponsored, right?

MS. GORDON: Right.

PRESIDENT FISHMAN: But not for this kind of cost.

MS. GORDON: They don't reimburse.

DIRECTOR ROSE: I understand. It's a --

PRESIDENT FISHMAN: Is there somewhere to perhaps get this money reimbursed by somebody the next time they propose having the fireworks in Hudson River Park?

DIRECTOR ROSE: Obviously there's a cost that is associated with sponsoring the fireworks. I'm all in favor of the fireworks. I'm all in favor in the fireworks being sponsored. This is not against fireworks. This is not against people being paid appropriate amounts to work overtime on holidays. This is about if there is something that is being done that has costs, it should be accounted for in the sponsor for the activity.

DIRECTOR ULLMAN: What you get from the paper guy.

DIRECTOR ROSE: No. That was -- the papers were a screw-up in terms of our viewing of the language, but a mistake in terms of the specifications of what the papers were going to be required to do. It shows this is what happens when you get the specs from a contractor and we at the end of the day collect it. It's not the architect's 14 fault that we didn't --

PRESIDENT FISHMAN: Right.

DIRECTOR ROSE: -- have it to the Trust's spec. It's our --

PRESIDENT FISHMAN: And I consider us quite lucky to have only encountered this, I think today for the first time after --

THE CHAIR: Ten years.

PRESIDENT FISHMAN: -- ten years.

MS. ROSE: But I'm talking about, this is a different -- obviously there are policies incurred -- I think there are costs incurred with certain kinds of events. Those events are sponsored events, quite rightly and it's terrific and it's a great thing that they're sponsored. But those costs -- whether and it's not just State or City, should be incorporated into the sponsorship obligations. So I guess the question is, if that -- if we -- this is something we see ongoing, we should be budgeting that so that we don't have to have people work over time on holiday for special events, right? I'm saying if there are sponsors that are rightly taking benefit for this, this is a cost that should be factored into the sponsorship. So whether it's to the City or whoever it is that is issuing the sponsorship, it should be --

PRESIDENT FISHMAN: I could not 18 agree more.

THE CHAIR: Yes.

DIRECTOR GOLDBERG: Absolutely right.

THE CHAIR: And we've spent quite a bit of time on that. Again, we have two questions here, one, which is, what should our policy be for the people who are employed by the Park as to what they get paid on holidays in this particular instance. And the second question is, we're going to tell the City to go stuff it. They can't have their fireworks in our park next time because they're not going to pay us back.

DIRECTOR ROSE: No --

THE CHAIR: But, no, no. To your point thought, I think that staff has spent quite a bit of time on the recoupment issue. So it's not something people haven't worked on. And you're absolutely right it's not fair.

DIRECTOR STERN: Ms. Chair, I have a couple of comments based on experience. One is that double time isn't that bad. There are union contracts where people get two and a half time, triple time for working on a holiday, they get, okay. Second, one way to deal with it is by reducing the staff that you have at these events. Once you take five people to do it, do with four people at the expense of double time for each. And third, you should not think of this as a sacrifice for your employees. Many men feel great pleasure in being out of the house and away from the children.

(Laughter)

MS. FREDERICK: And that's where the triple time comes in.

DIRECTOR STERN: And they're getting paid double for it. And doing that and then stopping off with their buddy on the way home.

PRESIDENT FISHMAN: We do have several female maintenance workers.

DIRECTOR STERN: I feel the same.

THE CHAIR: So everybody wins.

DIRECTOR STERN: Yes.

DIRECTOR FREDERICK: Half time.

THE CHAIR: All right. Anyway, okay.

PRESIDENT FISHMAN: Maybe they'll pay us to be out.

THE CHAIR: And I am going to direct staff to proceed on this.”

Chair Taylor asked if there were any additional questions or comments. There being none, she then asked for a motion to approve. Ms. Gordon moved and Director Benepe seconded the motion. A vote was then taken and the following resolution was unanimously adopted:

HUDSON RIVER PARK TRUST - Approval of the Revision to the Hudson River Park Trust Employee Handbook Policy on Calculation of Holiday Pay

RESOLVED, based on the materials presented at this meeting, a copy of which is ordered filed with the records of the Corporation, the Directors hereby approve the annexed revision of the 2009 Hudson River Park Trust Employee Handbook policy on the calculation of holiday pay; and be it further

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

From Page 38 of the July 30, 2009 Hudson River Park Trust Employee Handbook:

Non-Exempt Employees:

If, at the direction of your Department Head, you are required to work on a holiday, you will be compensated for each hour worked on the holiday at twice your then current hourly rate.

Unless you work on the holiday, holiday hours accrued are not counted toward the calculation of overtime pay. Only "actual hours worked" are counted toward overtime pay. You must submit a completed "Overtime/Holiday Request" form to the Finance Department to obtain credit for hours worked on a holiday.

Chair Taylor thanked Ms. Fishman and asked to hear next from the Hudson River Park Advisory Council Chair Arthur Schwartz.

Mr. Schwartz advised the Board that the Advisory Council met earlier in the week. There continues to be broad interest in the community and participating in the Council. At the

last meeting the Trust approved three new organizations to join the Council. The Council took two actions at its last meeting. The first is that we will be sending a letter to the Governor and the legislative leaders supporting the Trust's request for asking that there be no less than \$6 million allocated to Hudson River Park capital plans in the upcoming budget. The Governor apparently has put \$3 million in the budget and maybe 6 isn't too much of a stretch. And also supporting the Trust's request that it be allowed to continue to use money allocated in the last fiscal year if it's not spent by the end of that fiscal year in the ongoing projects.

The second thing that we did was we did an extensive revision of our bylaws. The Council will submit the revision for your consideration at the next meeting. We wanted to give you enough time to go over that. The changes will include having the meetings occur probably in the alternate months that the Trust board meets so that reports can go out long enough in advance so that you're not always two months behind the Advisory Council and the actions that it takes. We will have, as a result, a functioning executive committee which we'll be able to deal with this board.

We created a permanent membership committee which will both take on the responsibilities of seeking new members and monitoring the participation of existing members. We do have a rule that if you don't attend 50 percent of the meetings, that you're off. And this committee is going to be a lot more forceful in both monitoring that and making suggestions for who should be taken off the Advisory Council.

We also will be suggesting that the Public Advocate have a representative on the Advisory Council which for some reason when this was all put together, it was about the only public official in Manhattan or in the City that doesn't have a seat on the advisory. So we're going to suggest that. We didn't ask Mr. De Blasio yet if he's interested, but we assume he will

be. The bylaws actually require that groups reapply and be reapproved every two years. It's not clear that that practice has ever been followed but we're going to begin doing that practice.

We did approve the reappointment of 20 organizations. And you'll have that on your agenda at the March meeting and the names of those organizations. At our next meeting we'll fill out -- there are right now 27 community groups on the Advisory Council so there are seven slots that we will continue to discuss at our next meeting.

You will have our amendments for your consideration well in advance of the next meeting so that you can consider them.

Chair Taylor stated that at this point, I would like to have an update from Ms. Fishman as to the status of the financial negotiations with Young Woo & Associates regarding their Pier 57 development proposal. I will, therefore, entertain a motion to go into executive session, as permitted under the State Open Meetings Law, to allow the Trust staff to update the Board and have a discussion on the status of the financial negotiations. I would like to stress that no Board votes will be taken during this session.”

“May I have a motion to go into executive session and to close the Public Portion of the January 28th, 2010 Board of Directors Meeting.”

Director Rose moved, Director Goldberg seconded the motion

The motion was approved and the public portion of the meeting was closed, the proceedings were concluded at 4:39 p.m.

Chair Taylor requested that everyone clear the room.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Maryann Monte". The signature is written in a cursive style with a large initial "M".

Maryann Monte