A meeting of the Board of Directors of the National September 11 Memorial and Museum at the World Trade Center Foundation, Inc. (the “National Memorial”) was held at Gracie Mansion, 88th Street and East End Avenue, New York, NY on July 17, 2008 at 4:00 p.m.

Directors in Attendance:

Mayor Michael R. Bloomberg, Chairman
David Beamer
Paula Grant Berry
Debra Burlingame
Keating Crown (via phone)
Billy Crystal
Christine A. Ferer
Patricia E. Harris
Gerald L. Hassell
Lee A. Ielpi (via phone)
Monica Iken
Robert Wood Johnson
Thomas S. Johnson
Robert Kasdin (via phone)
 Anthoula Katsimatides
Peter M. Lehrer
Howard W. Lutnick
Julie Menin (via phone)
Ira M. Millstein
Howard P. Milstein (via phone)
Peter G. Peterson
Emily K. Rafferty
Kevin M. Rampe
Thomas H. Rogér
Jane Rosenthal
E. John Rosenwald, Jr. (via phone)
Avi Schick
Andrew M. Senchak (via phone)
Anne M. Tatlock
Daniel R. Tishman
John C. Whitehead
John E. Zuccotti
Directors Elected at Meeting in Attendance:

Billy Crystal

Also in Attendance:

Joseph Daniels, President & CEO
Jason R. Lilien, Counsel to the Board & Treasurer/Secretary

National Memorial Staff Present:

Frank Aiello, General Counsel
Allison Bailey, Senior Advisor for Strategy and Operations
Cathy Blaney, Executive Vice President, Development
Suany Chough, Senior Planner
Joan Gerner, Executive Vice President of Design, Construction and Capital Planning
Katie Gora, Executive Assistant to Joseph Daniels
Alice Greenwald, Executive Vice President, Programs & Director of Memorial Museum
David Langford, Vice President, Finance and Administration
Luis Mendes, Vice President of Design and Construction
Jenna Moonan, Communications Associate (Minutes)
Lynn Rasic, Vice President, Public Affairs

Patricia Harris called the meeting to order at approximately 4:15 p.m., noting that Mayor Bloomberg was returning from Washington, D.C. and would be slightly delayed. She welcomed everyone present and called for a motion to approve the minutes of the meeting of the National Memorial’s Board of Directors held on April 9, 2008. Upon motion made and seconded, the Board approved the following resolution unanimously:

RESOLVED, that the minutes of the meeting of the Board of Directors held on April 9, 2008, as presented to the Board, are hereby approved, and all actions taken by the Directors present at such meeting, as set forth in such minutes, are ratified and approved as actions of the National Memorial.

Ms. Harris proceeded by asking Ira Millstein to give the Nominating, Governance and Compensation Committee update. Mr. Millstein began by stating that the Committee has been focusing on identifying potential Director candidates who can broaden the backgrounds represented on the Board.

Mr. Millstein then discussed the nomination of Billy Crystal to the Board of Directors, providing biographical information on the nominee. Mr. Millstein asked that Ms. Harris request a motion to elect Mr. Crystal as Director. Upon motion made and seconded, the Board approved the following resolution unanimously:
RESOLVED, that the number of Directors constituting the entire Board of Directors is hereby increased to forty-five (45) Directors; and be it

FURTHER RESOLVED, that to fill the vacancy resulting from such increase in the number of Directors, Billy Crystal is hereby elected as a Class II Director of the National Memorial, to serve until the next annual meeting of the Board of Directors at which Directors are elected, or until his successor has been duly elected and qualified.

Billy Crystal then joined the meeting, thanking the Board of Directors and expressing his commitment to the organization.

Mr. Millstein then mentioned two actions that had been taken by the Executive Committee at its July meeting. First was the appointment of David Langford as Chief Financial Officer of the National Memorial and the second was the appointment of Governor Paterson as an Honorary Trustee of the Board.

Mr. Millstein then informed the Board that Jason Lilien would be stepping down as Counsel to the Board. Mr. Millstein commended Mr. Lilien for his years of dedicated service to the National Memorial, noting his central role in the establishment of the National Memorial as well as the Lower Manhattan Development Corporation. Mr. Daniels then read the following resolution of appreciation into the record.

A Resolution of the Board of Directors of the National September 11 Memorial & Museum to Acknowledge the Contributions of Jason Lilien and to Commend Him for His Service to the National Memorial & Museum at the World Trade Center on July 17

WHEREAS, Jason Lilien has served the National September 11 Memorial & Museum since its inception with wisdom and diplomacy in his capacity as Counsel to the Board of Directors;

WHEREAS, Mr. Lilien provided dedicated and valuable advice through the historic process of the World Trade Center Master Plan selection and subsequently the selection of a design for the Memorial;

WHEREAS, Mr. Lilien’s steadfast commitment has truly contributed to the successful advancement of a memorial and museum that will be a fitting and poignant national tribute to those lost on September 11, 2001, and February 26, 1993;

WHEREAS, through his investment, assiduity, intellect, and resolve, Mr. Lilien has helped to build a solid foundation upon which the National September 11 Memorial & Museum will rise;
NOW THEREFORE BE IT RESOLVED, that the Board of Directors of the National September 11 Memorial & Museum commends Mr. Lilien on his exemplary service and dedication to building this historic project.

Mr. Lilien thanked the Board, and noted his appreciation for the work in which he had been able to participate since the National Memorial’s inception.

Ms. Harris then asked Joseph Daniels to give the President’s report. Mr. Daniels discussed the Port Authority’s recent report regarding the schedule of the World Trade Center projects, and the National Memorial’s position that the Port Authority must complete the Memorial in order to have a permanent opening by the tenth anniversary of 9/11 in 2011. He then described the process the Port Authority has outlined to release a new plan for the World Trade Center construction by the end of September.

The Board then discussed the Port Authority’s report, and several members emphasized the importance of achieving an opening of the Memorial by September 2011. Mr. Daniels discussed various exercises and analyses undertaken by the staff at the Board’s request that would be part of the Port Authority’s process.

Mr. Daniels then discussed plans for commemorating the seventh anniversary of 9/11. He also updated the Board on the steps staff has undertaken to implement the National Memorial’s educational mission, as well as various other operational matters.

Ms. Harris thanked Mr. Daniels for his report and asked Dan Tishman to begin the update of the Design, Construction and Real Estate Committee. Mr. Tishman discussed the Port Authority’s recent report and presented further details on the National Memorial’s position for an open and permanently accessible memorial by September 2011. He noted that the staff has been directed to outline actions that must be taken to ensure the Memorial can open at that time. He explained some of these actions in detail.

The Board engaged in a discussion about the significance of the tenth anniversary and opening the Memorial by that time.

Upon conclusion of this discussion, Mr. Tishman asked Joe Daniels to describe an action item before the Board to amend the National Memorial’s agreement with Environmental Tree and Design, Inc. Following Mr. Daniels’ presentation, and upon motion made and seconded, the Board approved the following resolution unanimously:

RESOLVED, that the National Memorial is hereby authorized to amend its agreement with Environmental Tree and Design, Inc. for an amount not to exceed $1,840,000 for the acquisition, installation, and maintenance of 82 trees to be installed in the sidewalk areas of the Memorial, which amount shall be paid solely by The Port Authority of New York and New Jersey and without any financial liability to the National Memorial, as described in the materials presented to the Board at this meeting; and be it
FURTHER RESOLVED, that the proper officers of the National Memorial are hereby authorized to take any such action as may be necessary or appropriate to effect the foregoing.

Mayor Bloomberg arrived at the meeting.

Mayor Bloomberg updated the Board on his perspective of the Port Authority’s recently released report on the project schedule. Mayor Bloomberg then led a discussion with Board members about the further progression of the project, including suggestions from several Board members about specific potential changes that could be made on the World Trade Center site to help ensure that the Memorial opens in 2011. After the discussion, Mr. Daniels stated that the Port Authority has demonstrated that they will be conducting the process over the next few months in a clear and transparent way, and that this was an opportunity for the right decisions to be made to ensure the Memorial and Museum would be completed in a timely manner.

Next, Mayor Bloomberg asked Anne Tatlock to provide a Finance and Investment Committee update.

Ms. Tatlock spoke about the Port Authority’s report and its financial implications to the National Memorial. She noted that the Finance and Investment Committee had requested several analyses from staff examining the cost impact of delays. She stated that the National Memorial has responsibly designed and raised the funds for the construction of the Memorial and Museum with much diligence and commitment. After discussing some of the potential cost implications related to the construction schedule, she stated that the Finance and Investment Committee would continue to monitor updates from the National Memorial staff. Ms. Tatlock then stated that the Finance and Investment Committee is continuing to evaluate its cash management strategies and would convene a meeting shortly for this purpose. Ms. Tatlock ended her report by reviewing the financial results from operations.

Mayor Bloomberg then asked Howard Lutnick to provide the Program Committee update. Mr. Lutnick stated that the Program Committee met in April to review the schematic design for the Museum’s exhibitions. He noted that the team presented a thoughtful plan on the narrative of the exhibition storyline and the basic organization and overall sequencing of content within the Museum. He stated that the Committee gave its approval of this direction and the design and curatorial team will now be finalizing some of the research and other work within the schematic design phase before moving into a design development phase.

Mr. Lutnick then spoke about the development of the “Family Room” in the Museum Pavilion. He concluded by stating that the Committee was briefed on the draft plans for the process by which victim’s names will be verified and arranged for inscription on the Memorial parapets, and the committee is now reviewing those policies and procedures.

Paula Grant Berry then continued the Program Committee update by first noting that the staff presented a sampling of recent acquisitions on July 15, 2008. She noted that the Museum will have two primary obligations: first to honor the innocent victims of the terrorist attacks and second to educate the millions of people who will visit Ground Zero each year. She then
presented audio and visual clips to illustrate how the Committee is working toward both obligations.

Mayor Bloomberg then asked Christy Ferer to give the Development Update. Ms. Ferer began by stating that now that the $350 million capital campaign goal had been met, the Board has entered into a fundraising phase for an initial endowment. She discussed the use of the $350 million raised for capital campaign funds, and how the endowment would contribute to ongoing operations. Ms. Ferer then spoke about recent fundraising events and other development highlights. She stated that the National Memorial now has over 80,000 individual donations. She concluded by discussing plans for the first annual Notes of Hope Benefit Dinner on September 9.

Mayor Bloomberg then asked Thomas Johnson to give the Audit Committee update. Mr. Johnson stated that the Director of Internal Audit has completed the 2008 risk assessment process. He additionally noted that two Internal Audit reports were presented to the Audit Committee. He stated that none of the findings noted were deemed to be significant deficiencies or material weaknesses, and that both reports were reviewed by the Audit Committee and management action plan items are scheduled to be implemented by the end of this year.

Mr. Johnson continued with a brief report of the meeting with members of the external auditing firm, O’Connor Davies Munns & Dobbins. He concluded by stating that the Audit Committee has reviewed the 2007 OMB Circular A-133 Report and recommended that the Board accept the audit. Upon motion made and seconded, the Board approved the following resolution unanimously:

WHEREAS, the National Memorial’s independent auditor, O’Connor Davies Munns & Dobbins (“ODMD”), has completed its audit of the National Memorial’s compliance with the requirements described in the OMB Circular A-133 Compliance Supplement that are applicable to the National Memorial’s major federal programs for the year ended December 31, 2007 (the “A-133 Audit”); and

WHEREAS, the Audit Committee of the National Memorial has reviewed and discussed with ODMD and management ODMD’s report on the A-133 Audit (the “A-133 Audit Report”), and based upon the foregoing, the Audit Committee has recommended to the Board that the Board accept the A-133 Audit Report.

NOW, THEREFORE, BE IT

RESOLVED, that the A-133 Audit Report is hereby accepted, a copy of which shall be filed with the records of the National Memorial.

A discussion then ensued on various topics, including potential future fundraising activities and museum programming.

Mayor Bloomberg thanked the Directors for attending the meeting. With no further business to discuss, Mayor Bloomberg adjourned the meeting at approximately 5:30 p.m.