

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
Meeting of the Members
One World Financial Center, 24th Floor
New York, NY 10281
December 4, 2015

Members Present

Dennis Mehiel, Chairman/CEO
Hector Batista, Member
Donald Capoccia, Member
Lester Petracca, Member

Authority Staff in Attendance: Shari C. Hyman, President/COO
Lauren Bruggess, Paralegal/Assistant Corporate Secretary
Anthony Buquicchio, Director of Site Management
Betty Chin, Director of Finance and Administration
Gwen Dawson, Vice President, Real Property
Robin Forst, Vice President, External Affairs
Joseph Ganci, Design Director
Julissa Garcia, Chief of Staff, Park Operations
Abigail Goldenberg, Special Counsel and Risk Officer
Benjamin Jones, Vice President of Administration and Internal Audit
Karl Koenig, Controller
Kevin McCabe, Chief of Staff/Special Assistant to the Chairman/CEO
Brenda McIntyre, Vice President, Human Resources
Robert Nesmith, Chief Contracting Officer
Bruno Pomponio, Director of Parks Operations
Anthony Peterson, Director of Diversity Programs
Alix S. Pustilnik, General Counsel/Corporate Secretary
Jason Rachnowitz, Director of Financial Reporting
Robert M. Serpico, Chief Financial Officer
Seema Singh, Deputy General Counsel/Assistant Corporate Secretary
Alexis Torres, Special Advisor to the President/COO
Ken Windman, Director of Facilities & Infrastructure Management

Others in Attendance: Eric Mayo, Office of Senator Squadron
Sue Malesevic, Downtown Express
Therese Loeb Kreuzer, Downtown Post NYC
Matt Fenton, The Broadsheet
Various members of the general public

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 10:07 a.m.

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The first item on the agenda was the approval of the minutes of the October 27, 2015 meeting. Upon a motion made by Mr. Batista and seconded by Mr. Petracca, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE OCTOBER 27, 2015 MEETING

BE IT RESOLVED, that the minutes of the meeting of the Members of the Hugh L. Carey Battery Park City Authority held on October 27, 2015 are hereby approved.

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The next item on the agenda was the M/WBE Report presented by Mr. Peterson. Mr. Peterson reported that for the month of October 2015, 32.03% or \$1,083,737.56 of the Authority's and the Conservancy's total expenditures of \$3,383,707.64 was paid to M/WBEs. Of this total amount, approximately 26.64% or \$901, 271.27 was paid to MBEs and approximately 5.39% or \$182,466.29 was paid to WBEs.

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Before the Chairman continued with the Corporate Action items, he mentioned that the Authority would host a Town Hall meeting with the community, and that Town Hall meetings are anticipated to occur on a quarterly basis going forward.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to execute a contract with Nicholson and Galloway, Inc. for the Irish Hunger Memorial Waterproofing and Restoration Contractor.

Ms. Dawson reminded the Members that the Irish Hunger Memorial (the "Memorial") was built by the Authority back in 2001-2002 and designed by artist Brian Tolle and 1100 Architects. The Memorial is devoted to raising public awareness of the events that led to the great Irish hunger and migration of 1845-1852.

Shortly after construction, Ms. Dawson continued, the Memorial started to experience leaks, especially on the south side, and although there was an effort in 2003 to correct the problem, it did not work. In fact, she continued, the water infiltration issues have worsened over time. These issues prompted the Authority to look at what it would take to effect a more comprehensive repair. Some structural testing was conducted and the conclusion is that there is no indication of any material structural damage, however, the structure is at moderate to high risk for future corrosion.

In order to affect a comprehensive correction of the water infiltration issue, the over burden of the structure, which includes all the landscaping and a significant portion of the masonry, has to be removed in order for the Authority to put a new waterproofing membrane on the Memorial. The Authority retained CTA Architects to prepare design for the project and based on their approach an RFP was issued for a waterproofing and restoration contractor to perform the work.

Upon a motion made by Mr. Petracca and seconded by Mr. Capoccia, the following resolution was unanimously approved:

AUTHORIZATION TO EXECUTE A CONTRACT WITH NICHOLSON & GALLOWAY, INC. FOR THE IRISH HUNGER MEMORIAL WATERPROOFING AND RESTORATION PROJECT

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President and Chief Operating Officer (the "President") of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute a contract (the "Contract") with Nicholson & Galloway, Inc. for the Irish Hunger Memorial Waterproofing and Restoration Project in the lump-sum amount of \$5,385,000; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute and deliver the Contract on behalf of the Authority, subject to such changes as the officer or officers executing the Contract shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusive evidence by the execution and delivery of the Contract; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and to take all such other and further actions as may be necessary, desirable or appropriate, in connection with the transactions contemplated in the foregoing resolutions, and any such execution of documents and any other and further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to execute a contract with Liro Program and Construction Management, PE P.C. for the Police Memorial and North Cove Marina Electrical Vault Resilience Project Construction Management Services.

Ms. Dawson began by reminding the Members that during SuperStorm Sandy the Authority's below grade electrical vaults were submerged and the equipment was destroyed. Two of these vaults, one that services the south side of the North Cove Marina and one that services the Police Memorial and the playground above the Police Memorial are the specific electrical vaults under discussion.

At that time, it was the Board's conclusion and determination that rather than put any new equipment at risk for destruction in the event of another storm that the replacement should be deferred until there was a design and a plan in place to move these electrical vaults above grade. Ms. Dawson stated there is now a design to create two above ground structures to house the electrical equipment for both the Police Memorial and the south side of the North Cove Marina. Ms. Dawson proceeded to discuss the design that was created to enable the Authority to move the equipment housed in the electrical vaults above both the 100-year and 500-year flood plains. In addition, moving the electrical vaults will create a pedestrian connection from the upper plaza near the Police Memorial to the lower plaza with a more elegant approach to the Police Memorial for the visitors to the site.

Upon a motion made by Mr. Batista and seconded by Mr. Capoccia, the following resolution was unanimously approved:

AUTHORIZATION TO EXECUTE A CONTRACT WITH LIRO PROGRAM AND CONSTRUCTION MANAGEMENT, PE P.C. FOR THE POLICE MEMORIAL AND NORTH

COVE MARINA ELECTRICAL VAULT RESILIENCE PROJECT CONSTRUCTION MANAGEMENT SERVICES

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President and Chief Operating Officer (the "President") of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute a contract (the "Contract") with Liro Program and Construction Management, PE P.C. for the Police Memorial and North Cove Marina Electrical Vault Resilience Project Construction Management Services in the not-to-exceed amount of \$380,012; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute and deliver the Contract on behalf of the Authority, subject to such changes as the officer or officers executing the Contract shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusive evidence by the execution and delivery of the Contract; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and to take all such other and further actions as may be necessary, desirable or appropriate, in connection with the transactions contemplated in the foregoing resolutions, and any such execution of documents and any other and further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to execute a lease with Mariners Cove Site B Associates.

Ms. Dawson explained that beginning in 1995 and continuing to the present time, the Authority has leased 7,420 square feet of space on the first floor of 21 South End Avenue, also known as the Regatta (the "Regatta Space"). The Regatta Space offered a ground-floor location and an interior fit out that was well-suited for the Authority's security-related needs and the lease for the Regatta Space was amended and extended on three occasions.

Ms. Dawson continued to explain that during 2015 the Authority investigated alternatives to the Regatta Space for the accommodation of its security and construction management space needs and has identified a suitable alternative space at 200 Rector Place, in the Liberty Court Building (the "Liberty Court Space"), which is slated to become available in early 2016. The Liberty Court Space comprises 3,100 square feet of ground-floor/street-level space that can be readily adapted to meet the Authority's current needs at a significant cost savings.

Upon a motion made by Mr. Batista and seconded by Mr. Petracca, the following resolution was unanimously approved:

AUTHORIZATION TO EXECUTE A LEASE WITH MARINERS COVE SITE B ASSOCIATES

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President and Chief Operating Officer of the Authority (the "President") or her/his designee(s) be, and each of them

hereby is authorized to execute a ten-year lease (the "Lease") with Mariners Cove Site B Associates for the use of space in Liberty Court; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is authorized and empowered to execute and deliver the Lease on behalf of the Authority, subject to such changes as the officer or officers executing the Lease, shall, with the advice of counsel, approve as necessary and appropriate and in the best interests of the Authority, such approval to be conclusively evidenced by the execution and delivery of the Lease; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents and to take all such other and further actions as may be necessary, desirable or appropriate in connection with the transactions contemplated in the foregoing resolutions, and any such execution of documents and any other further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to execute the fourth lease extension with Gigino at Wagner Park, LLC ("Gigino's").

Ms. Dawson stated that the lease was initially set to expire on September 30, 2011, and has been extended three times since. The purpose of the most recent extension was to allow time to evaluate the changes in foot traffic and pedestrian congestion due to the completion of Pier A and portions of the World Trade Center site, and the effects that these changes would have on operation of Gigino's.

Ms. Dawson explained that the Authority wanted an opportunity to evaluate the impacts of all of these developments to the community before a decision was made in terms of drafting an RFP for a new operator. She requested additional time to take stock of the impacts of these changes and the significant increase in pedestrian traffic might have on the space and proposed an additional two-year extension of the lease agreement with Gigino's.

Upon a motion made by Mr. Capoccia and seconded by Mr. Petracca, the following resolution was unanimously approved:

AUTHORIZATION TO EXECUTE FOURTH LEASE EXTENSION WITH GIGINO AT WAGNER PARK, LLC

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President and Chief Operating Officer of the Authority (the "President") or her/his designee(s) be, and each of them hereby is authorized to execute a two-year extension (the "Fourth Lease Extension") for the Lease with Gigino at Wagner Park, LLC for the operation of a restaurant in Robert F. Wagner Jr. Park; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is authorized and empowered to execute and deliver the Fourth Lease Extension on behalf of the Authority, subject to such changes as the officer or officers executing the Fourth Lease Extension, shall, with the advice of counsel, approve as necessary and appropriate and in the best interests of the Authority, such approval

to be conclusively evidenced by the execution and delivery of the Fourth Lease Extension; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents and to take all such other and further actions as may be necessary, desirable or appropriate in connection with the transactions contemplated in the foregoing resolutions, and any such execution of documents and any other further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

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The next item on the agenda, presented by Ms. Hyman, was an authorization to proceed with the construction phase of the West Thames Street Bridge Project.

Ms. Hyman stated that the West Thames Street Bridge is now moving into the build phase and there is an RFP out on behalf of the city for contractors to bid on the construction, with the cost estimate currently holding at the original amount of \$27.5 million. Regardless, she mentioned, the Authority made a commitment of \$7.5 million, of which \$6.5 million is for the construction phase and \$1 million is for the removal of the Rector Street Bridge, plus rehabilitation and repairs to the community gardens and basketball court.

Ms. Hyman stated that there remains an issue of how to address cost overruns, if there any. She said this has been tentatively worked out with LMDC and if there are up to \$2.75 million in cost overruns LMDC and the Authority have agreed to split the difference in the same percentage as the cost of the West Thames Street Bridge has been split between the parties. LMDC is currently paying for 72.7% of the cost versus the Authority which is paying for 27.3%. The current cost overruns total will be capped at \$2.75 million, which means LMDC will be in for \$2 million of cost overruns and the Authority would be in for \$750,000. This arrangement will be effectuated by a side letter between the parties.

Upon a motion made by Mr. Capoccia and seconded by Mr. Petracca, the following resolution was unanimously approved:

AUTHORIZATION TO (A) FUND UP TO \$7.5 MILLION FOR THE CONSTRUCTION PHASE OF THE WEST THAMES STREET BRIDGE PROJECT (THE "PROJECT"), (B) FUND UP TO \$750,000 FOR ANY COST OVERRUNS ASSOCIATED WITH THE PROJECT, (C) ACT AS A CONDUIT FOR APPROXIMATELY \$17.23 MILLION FOR THE LOWER MANHATTAN DEVELOPMENT CORPORATION'S ("LMDC") PORTION OF THE FUNDING OF THE CONSTRUCTION PHASE OF THE PROJECT, AND (D) ACT AS A CONDUIT FOR AN INITIAL \$2 MILLION FOR LMDC'S PORTION OF ANY COST OVERRUNS ASSOCIATED WITH THE PROJECT

BE IT RESOLVED, that in accordance with the materials submitted at this meeting, the President and Chief Operating Officer (the "President") of the Battery Park City Authority (the "Authority") or her/his designee(s) be, each of them hereby is, authorized and empowered to enter into one or more written agreements with the City of New York, acting through the New York City Economic Development Corporation, and LMDC (collectively, the "Agreements") to (a) fund up to \$7.5 million for the construction phase of the Project, (b) fund up to \$750,000 of the initial \$2.75 million of any cost overruns associated with the Project, subject to and for which funds will be made available only

after, LMDC receives approval from its Board for the funding of cost overruns, (c) act as a conduit for LMDC's portion of the construction phase funding of the Project in the approximate amount of \$17.23 million, and (d) act as a conduit for LMDC's portion of any cost overruns associated with the Project in the initial amount of \$2 million; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute and deliver the Agreements on behalf of the Authority, subject to such changes as the officer or officers executing the Agreements shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusive evidence by the execution and delivery of the Agreements; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and to take all such other and further actions as may be necessary, desirable or appropriate, in connection with the transactions contemplated in the foregoing resolutions, and any such execution of documents and any other and further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

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Mr. Capoccia made a motion to adjourn the meeting to convene a meeting of the Conservancy, which motion was seconded by Mr. Petracca. The Members unanimously voted to adjourn the meeting, and the meeting thereupon adjourned at 10:59 a.m.

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After the adjournment of the Conservancy's meeting, this meeting was called back to order in accordance with the New York State Open Meetings Law at 11:02 a.m. Mr. Mehiel made a motion to enter Executive Session to discuss matters leading to the appointment of a particular corporation and removal of a particular corporation and matters pertaining to litigation, which was seconded by Mr. Petracca. The Members entered Executive Session at 11:02 a.m.


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The Members exited Executive Session at 11:24 a.m. and resumed the public meeting.

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There being no further business, upon a motion made by Mr. Batista and seconded by Mr. Capoccia, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 11:24 a.m.

Respectfully submitted,


Lauren Brugess
Assistant Corporate Secretary