

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
Meeting of the Members
One World Financial Center, 24th Floor
New York, NY 10281
April 13, 2016

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
Betty Chin, Director of Finance and Administration
Marie Cornielle, Deputy Treasurer
Gwen Dawson, Vice President, Real Property
T. Fleischer, Director of Horticulture
Joseph Ganci, Design Director
Abigail Goldenberg, Special Counsel and Risk Officer
Yasmine Gonsalves, Executive Assistant
Benjamin Jones, Vice President of Administration and Internal Audit
Susie Kim, Associate General Counsel
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
Anthony Peterson, Director of Diversity
Bruno Pomponio, Director of Parks Operations
Alix S. Pustilnik, General Counsel/Corporate Secretary
Jason Rachnowitz, Director of Financial Reporting
Nicole Roper-Stallworth, Associate General Counsel
Nicholas Sbordone, Director of Communications and Public Affairs
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: Steve Faber, PFM
Daniel McElwey, Marks Paneth LLP
Hope Goldstein, Marks Paneth LLP
James Haddon, PFM
Samuel A. Ramirez Jr., Ramirez Asset Management
Therese Loeb Kreuzer, Downtown Post NYC
Matt Fenton, The Broadsheet

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 3:12 p.m.

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Ms. Hyman began the meeting by presenting a picture of the completed lawn replacement at the West Thames Park, which was now officially open and already in use by the neighborhood.

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Next, Mr. Serpico mentioned the retirement of Luis Garcia, Assistant Treasurer at the Authority for over thirty-one years and commended Mr. Garcia's consistent, long-term contributions to the Authority. Ms. Hyman requested that the Board recognize his exemplary service on the record.

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

RECOGNITION OF LUIS GARCIA'S SERVICE

BE IT RESOLVED, that Luis Garcia's exemplary service as Assistant Treasurer to the Hugh L. Carey Battery Park City Authority for the past thirty-one years is hereby recognized, and shall be recorded with the minutes of this Meeting.

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The first item on the agenda was the approval of the minutes of the January 27, 2016 meeting. Upon a motion made by Mr. Capoccia and seconded by Mr. Petracca, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE JANUARY 27, 2016 MEETING

BE IT RESOLVED, that the minutes of the meeting of the Members of the Hugh L. Carey Battery Park City Authority held on January 27, 2016 are hereby approved.

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The next item on the agenda was the M/WBE Report, for the fourth quarter of the State's 2015 fiscal year presented by Mr. Peterson.

Mr. Peterson updated the Members on the State's fourth quarter, which runs from January 1, 2016 to March 31, 2016, by stating that 50.93% or \$754,749.06 of the Authority's and the Conservancy's total expenditures of \$1,482,003.86.86 were paid to M/WBEs. Of this total amount, 23.54% or \$348,892.10 was paid to MBEs and 27.39% or \$405,857.04 was paid to WBEs.

To conclude, Mr. Peterson reported that for the State's 2015 Fiscal Year, which runs from April 1, 2015 to March 31, 2016, 30.74% or \$5,184,529.14 of the Authority's and the Conservancy's total expenditures of \$16,863,090.75 were paid to M/WBEs. Of this total amount, 18.91% or \$3,189,535.98 was paid to MBEs and 11.83% or \$1,994,993.16 was paid to WBEs.

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The next item on the agenda, presented by Mr. Serpico, was the review of the Investment Performance Report for the period ended January 31, 2016.

Mr. Serpico explained that the Authority's quarterly investment report exceeded both the Authority's short-term and long-term investment benchmarks. Then, Mr. Serpico introduced Sam Ramirez of Ramirez Asset Management ("Ramirez"), the Authority's MBE sub-investment advisor, and James Haddon of PFM, members of the Authority's investment advisory team. Mr. Ramirez explained that, while working with PFM, Ramirez is overseeing approximately 20 to 25% of the Authority's investment assets.

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Mr. Capoccia made a motion to enter Executive Session to discuss matters pertaining to litigation, which was seconded by Mr. Petracca. The Members entered Executive Session at 3:23 p.m.

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Upon a motion made by Mr. Petracca and seconded Mr. Capoccia, the Members exited Executive Session at 4:27 p.m. and resumed the public meeting.

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The next item on the agenda, presented by Mr. Jones, was an authorization to execute a contract with Allstate Information Management for off-site media storage.

Mr. Jones explained that the Authority sought a new company to provide off-site media storage for its electronic data backups. This storage service will complement the long-term storage of information using the Quorum cloud onto self-contained devices. As the procurement was under \$50,000, the MIS department utilized the discretionary procurement method and requested bids from three local vendors for off-site media storage services.

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

AUTHORIZATION TO EXECUTE A CONTRACT WITH ALLSTATE INFORMATION MANAGEMENT FOR OFF-SITE MEDIA STORAGE

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 three-year contract (the "Contract") with Allstate Information Management to provide off-site media storage in an amount not to exceed \$12,000; 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 interests of the Authority, such approval to be conclusively evidenced 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 in all respects confirmed and approved.

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The next item on the agenda, presented by Mr. Koenig, was an authorization to execute a contract with Marks Paneth LLP ("Marks Paneth") to serve as the Authority's public accountant.

Mr. Koenig stated that Marks Paneth has been the Authority's public accountant for the past six years and this was their last year of performing the Authority's October 31st audit, so a request for proposals ("RFP") was issued in November. Three firms responded, he continued, and were interviewed and evaluated based on the criteria that was set forth in the RFP with Marks Paneth having the highest rated score. Management's recommendation is that Marks Paneth selection as the Authority's public accountants for the next four year period be approved by the Members.

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

AUTHORIZATION TO EXECUTE A CONTRACT WITH MARKS PANETH LLP FOR PUBLIC ACCOUNTANT – AUDIT 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 three-year contract ("the Contract") with Marks Paneth LLP for public accountant – audit services in the amount of \$441,800; 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 conclusively evidenced 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 Paul J. Scariano, Inc. ("Scariano") for the Police Memorial and North Cove Marina electrical vault resilience project construction services.

Ms. Dawson explained that the electrical vaults that support the Police Memorial and the south side of the North Cove Marina were damaged during SuperStorm Sandy and a decision was made to pursue an option that would allow those electrical vaults to be moved above ground, above the 500 year floodplain to avoid future damage or destruction. In 2014, Hanrahan & Meyers Architects was hired as the designer to formulate this design, and on November 25, 2015, the Authority issued an RFP for the construction and installation of the mechanical and electrical infrastructure systems to support the Police Memorial and the south side of the North Cove Marina within the two newly-designed above-ground structures that will be located within Kowsky Plaza and the south side of the Liberty Street Ramp. Pursuant to the final evaluation, Scariano was the highest evaluated proposer and was chosen as the winning bidder.

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

AUTHORIZATION TO EXECUTE A CONTRACT WITH PAUL J. SCARIANO, INC. FOR THE POLICE MEMORIAL AND NORTH COVE MARINA ELECTRICAL VAULT RESILIENCE PROJECT CONSTRUCTION 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 Paul J. Scariano, Inc. for the Police Memorial and North Cove Marina Electrical Vault Resilience Project Construction Services in the lump-sum amount of \$6,567,890; 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, also presented by Ms. Dawson, was an authorization to amend the contract with A. Esteban & Company ("Esteban") for reprographic services.

Ms. Dawson explained that the Authority entered into a contract in 2012 with Esteban for reprographic services such as drawings, reproductions of drawings, temporary signage, and data storage and organization. The intent was to utilize Esteban's services to perform an update of the Authority's plan room data storage with organization and a digitization of all of the archived documents. That project was put on hold, Ms. Dawson continued, pending the completion of the metes and bounds survey of Battery Park City because that survey would be utilized to create the electronic platform for the storage and access of the Authority's plan documents. With the completion of the

metes and bounds survey, Esteban's contract must be extended to allow adequate time for completion of the original planned work.

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

AUTHORIZATION TO AMEND THE CONTRACT WITH A. ESTEBAN & COMPANY FOR REPROGRAPHIC 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 an amendment (the "Amendment") to the contract with A. Esteban & Company for reprographic services, extending the contract term for an additional fifteen (15) months, from March 31, 2016 through June 30, 2017, 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 Amendment on behalf of the Authority, subject to such changes as the officer or officers executing the Amendment 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 Amendment; 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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There being no further business, upon a motion made by Mr. Capoccia and seconded by Mr. Batista, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 4:34 p.m.

Respectfully submitted,



Lauren Brugess
Assistant Corporate Secretary