

HUGH L. CAREY BATTERY PARK CITY AUTHORITY  
Meeting of the Members  
One World Financial Center, 24<sup>th</sup> Floor  
New York, NY 10281  
June 8, 2016

Members Present

Dennis Mehiel, Chairman/CEO  
Donald Capoccia, Member  
Martha Gallo, Member  
Lester Petracca, Member

Authority Staff in Attendance: Shari C. Hyman, President/COO  
Lauren Bruggess, Paralegal/Assistant Corporate Secretary  
Marie Cornielle, Deputy Treasurer  
Gwen Dawson, Vice President, Real Property  
Joseph Ganci, Design Director  
Abigail Goldenberg, Special Counsel and Risk Officer  
Yasmin Gonsalves, Executive Assistant  
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  
Anthony Peterson, Director of Diversity  
Bruno Pomponio, Director of Parks Operations  
Alix S. Pustilnik, General Counsel/Corporate Secretary  
Jason Rachnowitz, Director of Financial Reporting  
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  
Ryan Torres, Assistant Director of Horticulture

Others in Attendance: Paul Hennessey, COOL Insurance  
Tim Sheehan, CBRE  
Mark Godfrey, CBRE  
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 12:33 p.m.

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The first item on the agenda was the approval of the minutes of the April 13, 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 APRIL 13, 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 April 13, 2016 are hereby approved.

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The next item on the agenda was the M/WBE Report presented by Mr. Peterson.

Mr. Peterson updated the Members on the Authority's and the Conservancy's total expenditures for the months of April and May. For the month of April, 14.64% or \$134,840.32 of the total expenditures of \$920,839.48 was paid to M/WBEs. Of this total amount, 5.63% or \$51,866.48 was paid to MBEs and 9.01% or \$82,973.84 was paid to WBEs. And for the month of May, 37.52% or \$135,034.76 of the total expenditures of \$359,943.59 was paid to M/WBEs. Of this total amount, 20.92% or \$75,309.68 was paid to MBEs and 16.59% or \$59,725.08 was paid to WBEs.

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Next, Ms. Hyman noted the retirement of Eric "T" Fleischer, who was the Director of Horticulture for years, and helped the parks in Battery Park City become what they are. Ms. Hyman also mentioned to the Board that although T's position was posted and will be filled, Ryan Torres is now the Assistant Director of Horticulture. Ms. Hyman added, "we are in good hands" with Ms. Torres.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to execute a contract with Velez Organization for the on-call general contractor services.

Ms. Dawson explained that the Authority has utilized on-call contracts for a variety of professional services, such as engineering, construction management, and on-call general contractor services. This arrangement was found to be so successful and work so well that a request for a new on-call general contractor was issued for the small to medium-sized projects.

Ms. Dawson said four proposals were received, three of which were from M/WBE firms. All proposals were evaluated and the current recommendation is to enter into a contract with the Velez Organization, a new vendor. The Velez Organization comes highly recommended, its proposal was extremely impressive and the interview went well.

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

**AUTHORIZATION TO EXECUTE A CONTRACT WITH VELEZ ORGANIZATION FOR ON-CALL GENERAL CONTRACTOR 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 two-year contract (the "Contract") with Velez

Organization for On-Call General Contractor Services in the not-to-exceed amount of \$550,000; 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 Mr. Jones, was acceptance of the recommended insurance renewal program and authorization to pay insurance premiums.

Mr. Jones stated that last year the Authority's insurance portfolio was modified and updated at a considerable cost savings. This June 30<sup>th</sup> the first set of renewals will take place. This approval is for the same package of insurance coverage, including: property and general liability, worker's compensation, public officer's insurance, crime and a new dental plan is also included. The costs are going to be consistent this term with those of last period, and the second set of insurance renewals will occur on August 30<sup>th</sup>.

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

**AUTHORIZATION TO ACCEPT THE JUNE INSURANCE RENEWALPROGRAM AND AUTHORIZATION TO PAY THE RELATED INSURANCE PREMIUMS**

IT RESOLVED, that the Members hereby authorize 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 and deliver the June Insurance Program Renewal and related documentation and pay the Insurance Premiums, substantially in the form described at this Meeting, subject to such changes as the officer or officers, with the advice of counsel, shall approve as necessary and appropriate and in the best interest of the Authority; and be it further

RESOLVED, that the President of the Authority 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 resolution, 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. Hyman, was an authorization to execute a contract with the Alliance for Downtown New York, Inc.

Ms. Hyman explained that this is an annual contract for the Downtown Connection bus. She noted that 48% of ridership begins and ends in Battery Park City, in terms of stops and people. The approval for the Authority's contribution of \$632,000 will go towards continuing this service for the community. Ms. Hyman also mentioned that the Downtown Alliance, with the Authority's input, selected a new operator, Golden Touch Transportation, which uses new buses and has already received great reviews.

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

**AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH THE ALLIANCE FOR DOWNTOWN NEW YORK, INC.**

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President & Chief Operating Officer (the "President") of the Authority, or her/his designees be, and each of them hereby is, authorized and empowered to execute an agreement providing for a payment to The Alliance for Downtown New York, Inc. in the amount of \$632,000 for calendar year 2016; and be it further

RESOLVED, that the President of the Authority, or her/his designees be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and take all such other and further actions as may be necessary, desirable or appropriate in connection with the transaction contemplated in the foregoing resolution, 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. Hyman, was an authorization to execute an amendment to the Authority's Lease for the 24<sup>th</sup> Floor of 200 Liberty Street.

Ms. Hyman explained that the Authority's 24<sup>th</sup> floor lease term is expiring at the end of this month and Management has been negotiating new terms with Brookfield. Pursuant to the negotiated terms, rent for the Authority's current office space will remain at the current base rent and the Authority will pay its proportionate share of actual operating expenses for 200 Liberty Street in excess of those in the base calendar year, ending December 31, 2016 and its proportionate share of payment in lieu of taxes for 200 Liberty Street in excess of an average between the fiscal 2015/2016 and fiscal 2016/2017 base years. Additionally, she added, Brookfield has agreed to provide the Authority with a tenant improvement allowance of \$400,000. Management plans to use this improvement allowance to convert some of the underutilized office areas to open plan seating and upgrade the overall facility.

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

**AUTHORIZATION TO EXECUTE AN AMENDMENT TO THE AUTHORITY'S LEASE FOR THE 24<sup>TH</sup> FLOOR OF 200 LIBERTY STREET**

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 Authority's lease with Brookfield Properties One WFC Co. LLC for its office space on the twenty-fourth floor of 200 Liberty Street, extending the term thereof for an additional five years at a base rent of \$45 per square foot with standard office lease escalation charges for operating expenses and payment in lieu of taxes; and be it further

RESOLVED, that the President of the Authority 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 interests of the Authority, such approval to be conclusively evidenced by the execution and delivery of the Amendment; and be it further

RESOLVED, that the President of the Authority 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 Mr. Jones, was an authorization to execute a contract with Spruce Technology, Inc. to perform Microsoft SharePoint services.

Mr. Jones explained that the Authority has started transitioning from paper-based processes to more automated ones and has found that the Microsoft SharePoint is a low cost, cloud-based solution that provides functionality for document storage and retrieval, project tracking, calendar management, a variety of other features that are available. In addition, the Authority is seeking the services of a consulting firm to assist as it builds out this system and makes sure that it is being designed appropriately by adding any enhancements or enabling technologies.

Mr. Jones explained that Spruce Technology, a certified M/WBE, will assist the Authority over the course of a three year contract as the Authority builds out different functions, will assist with requirements gathering, coding, testing, training, and the full suite of services to bolster the Authority's technology team, and further digitize the Authority's documents and processes.

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

**AUTHORIZATION TO EXECUTE A CONTRACT WITH SPRUCE TECHNOLOGY, INC. FOR MICROSOFT SHAREPOINT 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 Spruce Technology, Inc. for Microsoft SharePoint Services in the not-to-exceed amount of \$830,000, which includes \$30,000 of approved reimbursable expenses; 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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Mr. Capoccia made a motion to enter Executive Session to discuss matters pertaining to litigation, which was seconded by Ms. Gallo. The Members entered Executive Session at 12:56 p.m.


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Upon a motion made by Mr. Petracca and seconded by Ms. Gallo, the Members exited Executive Session at 1:57 p.m. and resumed the public meeting.

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There being no further business, upon a motion made by Mr. Capoccia and seconded by Ms. Gallo, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 2:03 p.m.

Respectfully submitted,

  
Lauren Brugess  
Assistant Corporate Secretary