

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
September 20, 2016

Members Present

Dennis Mehiel, Chairman/CEO
Hector Batista, Member
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
Abby Erlich, Director of Community Partnerships and Engagement
Joseph Ganci, Design Director
Abigail Goldenberg, Special Counsel and Risk Officer
Yasmin 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
Nicholas Sbordone, Director of Communications and Public Affairs
Robert M. Serpico, Chief Financial Officer
Nicole Stallworth-Roper, Associate General Counsel
Alexis Torres, Special Advisor to the President/COO
Ryan Torres, Assistant Director of Horticulture
Ken Windman, Director of Facilities & Infrastructure Management

Others in Attendance: Anne O'Neill, Battery Park City Parks Corporation
State Senator Daniel Squadron
Eric Mayo, Squadron's Office
Therese Loeb Kreuzer, Downtown Post NYC
Matt Fenton, The Broadsheet
Paul Hennessey, Cool Insuring Agency
Warren Ruppel, Marks Paneth

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 2:35 p.m.

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Before the first item on the agenda, Ms. Hyman updated the Members on some construction projects and personnel matters. First, she mentioned the Kowsky Plaza which will be completed around May-June 2017 and that the Irish Hunger Memorial was underway and would be finished by late spring 2017. Next she introduced Anne O'Neill, who is the new Director of Horticulture, Sustainability and Landscape Design. Lastly, she mentioned that Abby Erlich, who was the Director of Programming for Parks is now back and has a new title of Director of Community Partnerships and Engagement.

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The first item on the agenda was the approval of the minutes of the July 20, 2016 meeting. Upon a motion made by Ms. Gallo and seconded by Mr. Capoccia, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE JULY 20, 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 July 20, 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 first mentioned that the 6th Annual New York State MWBE Forum will be held in Albany on October 5th and 6th, 2016. BPCA is once again collaborating with representatives of Governor Cuomo's office in the planning and coordination of, and actively participating in this year's Forum.

Mr. Peterson updated the Members on the Authority's and the Conservancy's total expenditures for the months of July and August. For the month of July he noted 58.89% or \$148,407.84 of the Authority's and the Conservancy's total expenditures of \$251,988.24 were paid to M/WBEs. Of this total amount, approximately 34.67% or \$87,360.42 were paid to MBEs and approximately 24.23% or \$61,047.42 were paid to WBEs. And for the month of August 2016, 32.49% or \$193,473.21 of the Authority's and the Conservancy's total expenditures of \$595,525.56 were paid to M/WBEs. Of this total amount, approximately 10.72% or \$63,817.96 were paid to MBEs and approximately 21.77% or \$129,655.25 were paid to WBEs.

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The next item on the agenda, presented by Mr. Serpico, was the semiannual review results and pre-audit presentation for fiscal year end.

Mr. Serpico began by reviewing the financial statements for the six-month period ended April 30, 2016. Mr. Serpico briefly discussed the financial highlights (included in the Management Discussion and Analysis which precedes the reviewed Financial Statements) relating to the Authority's revenues and expenses, swap agreements, excess revenues, outstanding indebtedness and remaining capital funds for the six month period ended April 30, 2016. He then introduced Warren

Ruppel of our auditors Marks Paneth. Mr. Ruppel then discussed in length the pre-audit presentation for the upcoming October 31st audit.

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The next items on the agenda, both presented by Ms. Pustilnik, were the ratification, confirmation and authorization to sign financial and bank-related documentation and the appointment and confirmation of an Assistant Corporate Secretary.

Ms. Pustilnik mentioned that each item is an amendment to a corporate document for our Bylaws. Item A, she mentioned, would amend the incumbency certificate to add Mr. Jones as an authorized signatory, so that he would be able to sign financial and bank related documents. And, she continued, item B would appoint Susie Kim as the assistant corporate secretary of the Authority.

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

RATIFICATION, CONFIRMATION AND AUTHORIZATION TO SIGN FINANCIAL AND BANK-RELATED DOCUMENTATION, INCLUDING CHECKS, VOUCHERS, REQUISITIONS AND OTHER INSTRUMENTS

BE IT RESOLVED, that consistent with the Battery Park City Authority's (the " Authority") enabling legislation and By-Laws, we hereby ratify, confirm and authorize the officers identified below and on the attached Incumbency Certificate to transact business and issue instructions to banking and financial institutions on behalf of the Authority, provided that any documentation relating to such transactions that exceeds \$25,000 must be signed by at least two of the following Authorized Officers: Shari C. Hyman, President & COO, Alix S. Pustilnik, General Counsel, Robert M. Serpico, Chief Financial Officer and Benjamin Jones, Chief Administrative Officer and VP of Internal Audit. This authorization shall include, but not be limited to, execution of documentation in connection with financial and banking transactions, requisitions of monies, signing of checks, vouchers, requisitions and other instruments made by the Authority or to which the Authority may be a party; and be it further

RESOLVED, that any and all actions taken by any of the Authorized Officers in connection with the above transactions, actions or filings are hereby ratified, confirmed and approved; and be it further

RESOLVED, that the Assistant Corporate Secretary of the Authority be, and hereby is, directed to file this resolution with the minutes of this meeting.

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APPOINTMENT OF ASSISTANT CORPORATE SECRETARY OF THE BATTERY PARK CITY AUTHORITY (THE "AUTHORITY")

BE IT RESOLVED, that pursuant to Article II Section 2 of the Authority's By-laws, the following officer is hereby appointed to the office indicated next to her name to serve until her successor shall be duly elected, unless she resigns, is removed from office or is otherwise disqualified from serving as an officer of the Authority, and that she shall take office immediately upon such appointment:

Assistant Corporate Secretary.....Susie Kim;

and be it further

RESOLVED THAT Susie Kim shall and she is hereby authorized to do all the acts, deeds and things which are necessary, desirable, appropriate and attendant to performing the duties for the aforesaid appointment; and be it further

RESOLVED THAT any actions taken as may be necessary, desirable or appropriate, in connection with the duties contemplated in the foregoing resolutions, and any further actions taken prior to the date hereof are hereby ratified, confirmed and approved.

This resolution shall take effect immediately and shall be filed in the Authority's official corporate records.

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The next item on the agenda, presented by Mr. Jones, was an authorization to accept the August Insurance Program and to pay the related insurance premiums.

Mr. Jones reminded the Members that our insurance program is divided in two buckets, a set which expired on June 30th which we handled at the last Board meeting, and then the other set mostly related to property and flood which expired on August 30th. Last year, he mentioned, we changed our insurance framework and have been working with Paul Hennessey of Cool Insuring Agency, and so this year for the August program we moved forward with renewing the same program at the same level of coverage that we did last year, and that is summarized both in the memo and in the insurance program booklet.

Mr. Jones noted that last year, thanks to Cool, we were able to achieve some savings in our premiums which was rolled into our additional flood coverage and was carried through with this set of renewals. Mr. Hennessey then summarized the insurance program for the Members.

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

**AUTHORIZATION TO ACCEPT THE AUGUST INSURANCE PROGRAM AND
AUTHORIZATION TO PAY THE RELATED INSURANCE PREMIUMS**

BE 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 August Insurance Programs and Schedule 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. Dawson, was an authorization to amend the contract with KS Engineering PC. ("KSE") for the on-call engineering services.

Ms. Dawson began by mentioning that this is the first of two items for our on-call contracts. Currently, she explained, we have three on-call engineering contracts that are in effect and we are in the process of a procurement to get a new set of on-call engineers. It has been determined, she continued, that KSE's services are required for some additional projects that were not in the pipeline when the first contract was entered into. Some examples of these additional projects are the 200 Rector Street fit-out design, a curb cut design that we have to do for Second Place, a Bed A sinking wall property line remediation and the fit-out changes for the Authority's office at 200 Liberty Street, 24th floor.

Ms. Dawson said it was determined that an additional \$325,000 in fees would be required for the remainder of the term of KSE's on-call contract to complete these items and consequently we are asking for authorization to amend the contract.

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

AUTHORIZATION TO AMEND THE CONTRACT WITH KS ENGINEERS P.C. FOR THE ON-CALL ENGINEERING SERVICES PROJECT

BE IT RESOLVED, that the President and Chief Operating Officer of the Authority (the "President") or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute an amendment to the contract (the "Contract") with KS Engineering P.C. for the On-Call Engineering Services Project, increasing the value of the Contract by \$325,000, from \$350,000, to \$675,000; 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, also presented by Ms. Dawson, was an authorization to amend the contract with Ensign Engineering P.C. ("Ensign") for the on-call engineering services.

Ms. Dawson began by stating that Ensign is the second on-call item and is an older contract from 2012. This amendment to extend the expiration date is for a project that was started in early 2015. Due to some changes made to the scope of work, it made sense having the same engineer that was involved in designing the project involved until it is completed instead of bidding out the remainder of the work. She added that no new projects would be assigned to them.

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

AUTHORIZATION TO AMEND THE CONTRACT WITH ENSIGN ENGINEERING P.C. FOR THE ON-CALL ENGINEERING SERVICES PROJECT

BE IT RESOLVED, that the President and Chief Operating Officer of the Authority (the "President") or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute an amendment to the contract with Ensign Engineering P.C. for the On-Call Engineering Services Project (the "Contract Amendment"), extending the contract expiration date from August 31, 2016 to July 31, 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 Contract Amendment on behalf of the Authority, subject to such changes as the officer or officers executing the Contract 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 Contract 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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The next item on the agenda, also presented by Ms. Dawson, was an authorization to execute a contract with U. Arias Corp. ("Arias") for the South Route 9A Medians landscape and sprinkler maintenance services.

Ms. Dawson explained that it was necessary to acquire a qualified landscape contractor to do the maintenance work required for the medians at Battery Place and up to Chambers Street. After the request for proposals was posted, three bids were received, only one being MBE certified. The cost proposals were fairly varied, she added, and so a best and final offer was requested from each proposer.

After much discussion between the Members about the difference between the three bidders in their cost proposals and the best and final offers, it was determined that this item would be tabled until further evaluations were performed on each proposer's final cost.

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Next, State Senator Daniel Squadron was introduced by Chairman Mehiel. Senator Squadron began by discussing the handout which he prepared for the Board. This handout listed 22 state entities, government bodies that do allow public comment in New York State. He also reiterated that the Members of the Board should not put elected officials in the position of being the only conduit for the community members.

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Mr. Petracca made a motion to enter Executive Session to discuss matters pertaining to litigation, which was seconded by Mr. Capoccia. The Members entered Executive Session at 3:34 p.m.

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Upon a motion made by Mr. Petracca and seconded by Ms. Gallo, the Members exited Executive Session at 3:38 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 Mr. Petracca, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 3:38 p.m.

Respectfully submitted,


Lauren Brugess
Assistant Corporate Secretary