

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
December 7, 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
Brett Beecham, Associate General Counsel
Lauren Brugess, 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
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 Pustilnik, General Counsel
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
Stephen Faber, PFM Asset Management LLC
Bob Cheddar, PFM Asset Management LLC
James Haden, Ramirez Asset Management
Samuel A. Ramirez Jr., Ramirez Asset Management
Therese Loeb Kreuzer, Downtown Post NYC
Matt Fenton, The Broadsheet
Various Members of the Public

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 10:15 a.m.

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The first item on the agenda was the approval of the minutes of the October 19, 2016 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 19, 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 October 19, 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 month of October.

For the month of October 2016, 27.97% or \$383,220.07 of the Authority's and the Conservancy's total expenditures of \$1,370,058.68 was paid to M/WBEs. Of this total amount, he reported, approximately 9.00% or \$123,332.21 was paid to MBEs and approximately 18.97% or \$259,887.86 was paid to WBEs.

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The next item on the agenda, presented by Ms. Hyman, was authorizations relating to the construction and naming of the West Thames Street Bridge Project (the "Project").

Ms. Hyman explained that the ground was broken and the process of building the bridge with our partner Lower Manhattan Development Corporation ("LMDC") has now begun. Originally, she added, it was agreed that we would put in \$7.5 million, plus an additional \$750,000 to cover any potential cost overruns. The construction of the bridge project was \$27.5 million and is now \$45.1 million so we are now asking for the Board to allocate the \$750,000 which was originally reserved for cost overruns, into our concrete contribution to the Project.

In addition to the allocation of funds Ms. Hyman then asked the Members to consider naming the West Thames Street Bridge after Robert R. Douglas, who passed away yesterday, for all the work he has done for Lower Manhattan, being one of Governor Rockefeller's architects of what now is Battery Park City, also creating the Lower Manhattan Downtown Association and the Downtown Alliance. The request is to have our Board also approve the naming of the bridge in memory and honor of Rob Douglas.

Upon a motion made by Mr. Petracca and seconded by Mr. Capoccia, the following resolutions were unanimously adopted:

AUTHORIZATION TO (A) FUND \$750,000 FOR THE PROJECT AND (B) ACT AS A CONDUIT FOR AN ADDITIONAL \$13,000,000 OF LMDC'S FUNDING ASSOCIATED WITH THE PROJECT

BE IT RESOLVED, 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 amendments to 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 an additional \$750,000 for the construction phase of the Project, and (b) act as a conduit for LMDC's additional funding of \$13,000,000 for the construction phase of the Project; 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.

RESOLUTION WITH RESPECT TO THE NAMING OF THE WEST THAMES STREET PEDESTRIAN BRIDGE AFTER MR. ROBERT R. DOUGLASS

RESOLVED, that the Members support the naming of the Bridge after the late Mr. Robert R. Douglass; 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 amendments for time extensions for various construction contracts.

Ms. Dawson began by explaining that there were a series of contracts that require work extensions and the procurement guidelines require Board approval for any procurement contract requiring performance of services for a term exceeding one year, or the extension of any contract beyond three years from the initial contract date.

She then described the four contracts that require time extensions, and those are: Cutsogorge, Tooman & Allen, or CTA Architects, the design firm for the Irish Hunger Memorial; Langan Engineering is the design engineering firm for the North Esplanade Restoration project; Stantec Consulting Services for the West Thames Lawn Synthetic Turf Project; and OLA Consulting Services, the engineering design firm for the Site 3 Mechanical Modification Project. All of these amendments are solely for time, no money will be added.

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

AUTHORIZATION TO AMEND THE CONTRACT WITH CUTSOGEOURGE, TOOMAN & ALLEN (CTA) ARCHITECTS FOR THE IRISH HUNGER MEMORIAL RESTORATION 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 CTA Architects for the Irish Hunger Memorial Restoration Project (the "Contract Amendment"), extending the contract expiration date from November 30, 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.

AUTHORIZATION TO AMEND THE CONTRACT WITH LANGAN ENGINEERING FOR THE NORTH ESPLANADE RESTORATION 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 Langan Engineering for the North Esplanade Restoration Project (the "Contract Amendment"), extending the contract expiration date from June 30, 2016 to 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 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.

AUTHORIZATION TO AMEND THE CONTRACT WITH STANTEC CONSULTING SERVICES, INC. FOR THE WEST THAMES LAWN SYNTHETIC TURF 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 Stantec Consulting Services, Inc. for the West Thames Lawn Synthetic Turf Project (the "Contract Amendment"), extending the contract expiration date from March 30, 2016 to April 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 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.

AUTHORIZATION TO AMEND THE CONTRACT WITH OLA CONSULTING SERVICES, P.C. FOR THE SITE 3 MECHANICAL MODIFICATION 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 OLA Consulting Services, P.C. for the Site 3 Mechanical Modification Project (the "Contract Amendment"), extending the contract expiration date from September 30, 2016 to January 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, presented by Ms. Dawson, was an approval to enter into a contract for the Phase 5 Pile Remediation & Cellular Sheet Pile Encasement – Marine Construction Services Project with Phoenix Marine Co. DE, LLC ("Phoenix").

Ms. Dawson began by reminding the Members that we have a pile remediation program that was started back in 2005. There are 3100 pre-stressed concrete piles that support the Esplanade, which require encasements for protection, and to increase the integrity and longevity of the piles. Four pile remediation projects have been conducted, she noted, and we are planning for Phase 5 of the pile remediation program to take place during the 2017 construction season, which means the in water season that is dictated by the Department of Environmental Compliance (“DEC”)- May 1st through October 31st. This is the restricted time period when in water work can occur. She explained that there are about 334 piles situated in two separate locations, one adjacent to Kowsky Plaza, and the other adjacent to South Cove.

Ms. Dawson further explained that there are also some sheet metal piles around the Marina showing holes and some corrosion, and that our engineering firm recommended these piles also be encased. Since this is a different type of work that does not impact the mud line, we were able to negotiate with DEC to perform this work during the winter season, outside of the normal in water construction season, so this work is incorporated into this project.

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

AUTHORIZATION TO EXECUTE A CONTRACT WITH PHOENIX MARINE CO. DE, LLC FOR THE PHASE 5 PILE REMEDIATION & CELLULAR SHEET PILE ENCASEMENT — MARINE CONSTRUCTION SERVICES PROJECT

BE IT RESOLVED, that the President and Chief Operating Officer of the Authority (the “President”) or her designee(s) be, each of them hereby is, authorized and empowered to enter into one or more contracts (collectively, the “Contract”) with Phoenix Marine Co. DE, LLC for the Phase 5 Pile Remediation & Cellular Sheet Pile Encasement – Marine Construction Services Project in a total lump sum amount of \$8,562,450.00; and be it further

RESOLVED, that the President or her designee(s), 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 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 approval to enter into a contract for the Phase 5 Pile Remediation & Cellular Sheet Pile Encasement – Construction Management & Diving Inspection Services Project with McLaren Engineering Group (“McLaren”).

This is the contract for the Construction Management and the Guidance Sections that are associated with the project. Some additional information was requested from McClaren regarding its

allocation of staffing, and task coverages, and then the Authority issued a request for a best and final offer from the top three technically rated firms. The Evaluation Committee, in their determination, concluded that McClaren would be the best value proposer, pending a negotiation with Donofrio that would confirm that all tasks were adequately covered, and an adequate number of hours had been allocated to the project.

As a result of a negotiation with McClaren, they agreed to allocate an additional diver to ensure that all dive inspections and construction management tasks would be adequately covered, under a range of likely or possible conditions associated with the project. The addition of another diver increased their cost, but even with this increase their cost proposal was significantly lower than the next lowest cost proposal.

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

AUTHORIZATION TO EXECUTE A CONTRACT WITH MCLAREN ENGINEERING GROUP FOR THE PHASE 5 PILE REMEDIATION & CELLULAR SHEET PILE ENCASEMENT -- CONSTRUCTION MANAGEMENT AND DIVING INSPECTION SERVICES PROJECT

BE IT RESOLVED, that the President and Chief Operating Officer of the Authority (the "President") or her designee(s) be, each of them hereby is, authorized and empowered to enter into one or more contracts (collectively, the "Contract") with McLaren Engineering Group for the Phase 5 Pile Remediation & Cellular Sheet Pile Encasement -- Construction Management & Diving Inspection Services Project in the total not-to-exceed amount of \$591,439.38; and be it further

RESOLVED, that the President or her designee(s), 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 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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Next, on the agenda was the Investment Performance Report for period ending October 31, 2016 presented and reported on by Bob Cheddar and Steve Faber from PFM Asset Management LLC, along with James Haden and Samuel A. Ramirez Jr. of Ramirez Asset Management. Mr. Serpico briefly stated all our investments are in good order, and we are complying with all our indenture requirements.

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Before the Members entered Executive Session there were three individuals who presented during the period of public comment.

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Mr. Petracca made a motion to enter Executive Session to discuss matters pertaining to litigation, which was seconded by Mr. Batista. The Members entered Executive Session at 11:15 a.m.

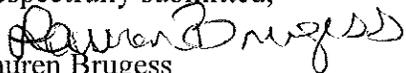
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Upon a motion made by Mr. Petracca and seconded by Mr. Batista, the Members exited Executive Session at 11:30a.m. and resumed the public meeting.

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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 11:30a.m.

Respectfully submitted,


Lauren Brugess
Assistant Corporate Secretary

Public Comment

December 7, 2016 Board Meeting

Good morning. My name is Justine Cuccia. I am a public member of the Battery Park City Committee of CB-1 and one of the founders of Democracy4BPC.org.

- 1) First: Thank you for your recent positive decisions: allowing public comment like this, working groups on bike safety and senior programming, decision on South End arcades, etc. There is more to say 'thank you' for, but the need to finish in two minutes calls for brevity.
- 2) Second: As you know, Robert Douglass died yesterday. As much as anybody, he was the visionary whose leadership made happen Battery Park City and the ongoing renaissance of Lower Manhattan as a residential district. I applaud the BPCA's Resolution to name the West Thames pedestrian bridge after him, and urge that this Board do everything in its power to honor his contribution in this way.
- 3) Third: Echoing Tammy Meltzer's statement, I commend the BPCA for taking an important step by asking residents and CB-1 to help guide its decisions on bicycle safety and senior programming. Please move further in this positive direction by creating similar working groups to focus on other, even more important topics, like South End Avenue, Wagner Park, resiliency, affordability, and more. Inviting the Community Board and the public to the table at the beginning of the process, to get our input, ideas and historical perspective about our community, will give the BPCA credibility, and will be both more effective and less expensive than surveys that are premature and less than comprehensive, thereby creating value for both the Board and the community.
- 4) Fourth, while we know that the Governor appoints members of this board, we also know that he informally consults with Authority staff and current board members about finding qualified candidates. There is no shortage of such qualified prospects living here right now. Please urge the Governor and his staff to consider this pool as he seeks to fill the two BPCA board seats that are currently vacant.
- 5) Fifth, please work with us on a comprehensive solution for the ground lease in Battery Park City, both for renters and condo owners. Only by extending the lease past its current end in 2069, and rolling back ground rent payments (rather than merely reducing future increases) will we be able to save Battery Park City as a middle class residential district. But unless we make both of these things happen, the people who made this community a success will be forced out. Many of them already have been; action needs to be taken now to stem the tide.
- 6) Finally, thanks for the BPCA's help (and in particular Dennis Menial's) so far in the effort to save St. Joseph's Chapel. Please continue to work with us on this push. Without your help, a house of worship that is older than Battery Park City itself, and the official Catholic Memorial to September 11, will soon be gone.
- 7) Thanks for listening, and thanks to Senator Daniel Squadron, Manhattan Borough President Gale Brewer, NYS Assembly-Member Deborah Glick, NYC Councilwoman Margaret Chin, U.S. Congressman Jerry Nadler and our other elected officials for their efforts to make these comments possible.

December 7th – BPCA Board Meeting; Public Comment

Good morning Chairman and esteemed Board Members. My name is Tammy Meltzer and I am one of the local stakeholders and a member of CB1. I wanted to take this opportunity to personally say thank you for the start of a more transparent process and a shift in direction towards partnering with the community. The newly formed working group for bicycle safety along the esplanade is a good example of this.

I am encouraged and hope to see this as a shift to bring the community back as a partner through Socratic dialogue in more than one project.

I urge you to ensure that the previously announced meetings to be held with NYC Department of Transportation regarding South End Avenue redesign include the community board as a partner at that meeting. The community has shown it's willingness to work with NYC DOT and the BPCA before and we look forward to being considered a collaborator and asset in the process.

The concept to engage the Community Board with Socratic dialogue in the conceptualization of a project is the way to rebuild the relationship, return all to a more open process and as in the past it has been shown to yield more information than a starter survey.

Our interests are in line to improve the quality of life in our neighborhood and our collaboration will make all of the steps in a process stronger together.

Thank you and Happy Holidays.