

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
March 22, 2017

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
Anthony Buquicchio, Senior Project Manager
Marie Cornielle, Deputy Treasurer
Gwen Dawson, Vice President, Real Property
Joseph Ganci, Design Director
Abigail Goldenberg, Special Counsel and Risk Officer
Benjamin Jones, Chief Administrative Officer and VP of Internal Audit
Susie Kim, Deputy 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
Anne O'Neill, Dir. of Horticulture, Sustainability & Landscape Design
Janet Ozarchuk, Chief Financial Officer and Treasurer
Anthony Peterson, Director of Diversity
Bruno Pomponio, Director of Parks Operations
Alix Pustilnik, General Counsel
Jason Rachnowitz, Director of Financial Reporting
Jose Rosado, Director of Site and Property Management
Nicholas Sbordone, Director of Communications and Public Affairs
Nicole Stallworth-Roper, Associate General Counsel
Alexis Torres, Special Advisor to the President/COO
Ken Windman, Director of Facilities & Infrastructure Management

Others in Attendance: 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 11:10 a.m.

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The first item on the agenda was the approval of the minutes of the January 26, 2017 meeting. Upon a motion made by Mr. Capoccia and seconded by Mr. Batista, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE JANUARY 26, 2017 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 26, 2017 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 January and February.

For the month of January 2017, 35.47% or \$211,274.81 of the Authority's and Conservancy's total expenditures of \$595,618.50 was paid to M/WBEs. Of this total amount, approximately 23.77% or \$141,549.38 was paid to MBEs and approximately 11.71% or \$69,725.43 was paid to WBEs. 25.21% (\$150,151.59) was paid directly to M/WBEs (\$94,745.66-MBE/\$55,405.93-WBE) and 10.26% (\$61,123.22) was paid to MWBEs as Sub-contractors (\$46,803.72-MBE/\$14,319.50-WBE).

For the month of February 2017, 35.07% or \$181,809.41 of the Authority's and Conservancy's total expenditures of \$518,444.01 was paid to M/WBEs. Of this total amount, approximately 14.06% or \$72,876.45 was paid to MBEs and approximately 21.01% or \$108,932.96 was paid to WBEs. 12.75% (\$66,120.92) was paid directly to M/WBEs (\$24,938.48-MBE/\$41,182.44-WBE) and 22.31% (\$115,688.49) was paid to MWBEs as Sub-contractors (\$47,937.97-MBE/\$67,750.52-WBE).

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The next item on the agenda was a review of the Investment Performance Report for the quarter ended January 31, 2017.

Ms. Ozarchuk noted that the first quarter was a good quarter for investments. She then introduced Steve Faber from PFM and Sam Ramirez and James Haden from Ramirez to recap the first quarter for us. Mr. Faber mentioned that the quarter in economic markets was marked by continued strength in the US economy and in the labor market with positive job gains. He said that their job is to meet or exceed the performance of the benchmarks, while managing liquidity needs, which are significant for the Authority. The quarter was very active, particularly in the short-term funds. We saw a significant value in the short-term, high quality paper relative to treasuries and agencies, so much activity in that space. In the long-term funds, which are the reserve fund operating reserves, the negative performance for the quarter managed to out-perform their respective benchmarks.

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The next item on the agenda was a presentation by Ms. Dawson and Mr. Ganci on the Resiliency Assessment Overview. Parsons Transportation Group of New York, Inc. is the consultant who recently performed our infrastructure study. Ms. Dawson explained that the purpose of the study was to identify Battery Park City's vulnerabilities in future storm events and to come up with a plan that is consistent with the city's planning efforts for a hundred-year storm combined with sea level rise, due to climate change, in the year 2065. She explained that the options chosen will be based on effectiveness, how well they work, functionality, how do we make them work, aesthetics and cost analysis. Mr. Ganci then presented representations of piping systems that are manually or storm deployed which will block water and prevent flooding in areas not protected. Ms. Dawson explained that since we can use our own assets to finance this resiliency project we are actually ahead of the city's timeline for their overall resiliency project and they are excited that we have the ability to create protection for Battery Park City in advance of what they are planning.

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The next item on the agenda, presented by Mr. Jones, was an authorization to amend the contract with Shoreline Graphics, Inc. for printing services.

Mr. Jones explained that Shoreline Graphics is used for our printing needs, such as program calendars. We entered into a three-year contract and now would like to extend for an additional six months, which will require an additional \$35,000, to handle our printing needs during the procurement process for a new printing services firm.

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

AUTHORIZATION TO AMEND THE CONTRACT WITH SHORELINE GRAPHICS, INC. FOR PRINTING SERVICES

BE IT RESOLVED that in accordance with the materials presented to this meeting, the President and Chief Operating Officer (the "President") of the Hugh L. Carey Battery Park City Authority ("BPCA") or her/his designee(s) be, and each of them hereby is, authorized and empowered to amend the Contract with Shoreline Graphics, Inc. for printing services to provide a time extension of six (6) months, for a new expiration date of September 30, 2017, and for an additional \$35,000.00 for a total not-to-exceed amount of \$135,110.85, 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 BPCA, subject to such changes as the officer or officers shall, with the advice of counsel, approve as necessary and appropriate and in the best interests of BPCA, 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 further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

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The next items on the agenda, presented by Mr. Jones, were technology procurement approvals.

Mr. Jones explained that the Authority is seeking approval to enter into three (3) agreements for technology related projects. All three projects are below the dollar threshold required for Board Approval, but are being submitted due to their durations exceeding one (1) year. The three (3) contracts are: Granicus Inc. for broadcasting and hosting services for streaming of public board meetings; Dell Inc. for extended warranties on current Dell equipment; and Iron Mountain for the off-site media storage and recall of electronic data.

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

AUTHORIZATION TO (1) AMEND THE AGREEMENT WITH GRANICUS, INC. FOR WEB STREAMING SERVICES; (2) AMEND THE AGREEMENT WITH DELL INC. FOR EXTENDED WARRANTIES ON DELL EQUIPMENT; AND (3) ENTER INTO AN AGREEMENT WITH IRON MOUNTAIN FOR OFF-SITE MEDIA STORAGE

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or his designee(s) be, and each of them hereby is, authorized and empowered to extend the term of the agreement (the "Granicus Amendment") between the Authority and Granicus, Inc. to provide webcasting services through October 31, 2017.

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or his designee(s) be, and each of them hereby is, authorized and empowered to enter into an agreement (the "Dell Amendment") between the Authority and Dell, Inc. to extend the warranty coverage on certain computer equipment through October 31, 2019, at a cost not to exceed \$36,000.00.

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or his designee(s) be, and each of them hereby is, authorized and empowered to enter into a three (3) year agreement (the "Iron Mountain Agreement") between the Authority and Iron Mountain to provide off-site media storage services at a cost not to exceed \$36,000.00.

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or his designee(s) be, and each of them hereby is, authorized and empowered to extend the term of the agreement (the "Amendment") between the Authority and Granicus, Inc. to provide webcasting to through October 31, 2017; and be it further

RESOLVED, that the President of the Authority or his designee(s) be, and each of them hereby is, authorized and empowered to execute and deliver the Granicus Amendment, Dell Amendment and Iron Mountain Agreement (collectively, 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 interests of the Authority, such approval to be conclusively evidenced by the execution and delivery of the Agreements; and be it further

RESOLVED, that the President of the Authority or 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 Ms. Dawson, authorization to amend the contract with Architectural Preservation Studio ("APS") for the Community Center Leak Remediation project.

Ms. Dawson reminded the Members APS took over the project as a result of the previous firm filing for Chapter 11 Bankruptcy. Due to the time required to negotiate and execute an agreement with the base building owner that will allow for all areas requiring remediation to be freely accessed, the Project has been delayed beyond its original projected timeframe. Once an access agreement is finalized, contractor and construction manager procurements must be performed, with construction to follow. It is estimated that an additional eighteen (18) months will be required for completion of the Project.

As a result of the time that has elapsed since the completion of the original design, she added, the design drawings must be updated, and additional time and effort are required of APS to assist in the procurement of a contractor and construction manager. Real Property staff have reviewed APS' proposal and considers it to be reasonable for the work required.

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

AUTHORIZATION TO EXECUTE A CONTRACT AMENDMENT FOR ARCHITECTURAL PRESERVATION STUDIO

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 Architectural Preservation Studio for the Community Center Leak Remediation project extending its term through September 30, 2018 and increasing its value to \$113,485; 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 Ms. Dawson, authorization to enter into a contract with Deborah Bradley Construction for the Bed A Property Line Wall Restoration Project.

Ms. Dawson first explained that KS Engineers, one of the Authority's On-Call Engineering firms, performed an investigation of the settlement occurring at the Property Wall and Planting Bed A area and prepared an engineering design to repair and restore it. The planting bed has been settling over a period of time, she reported, and by monitoring it over a couple of years it was found that the settlement has grown worse. There is some void in the soil material, she said, which requires repair by filling in the void and replacing some of the 12-inch storm drain pipe and 6-inch drain pipe in order to insure that the problem does not continue or re-occur. Deborah Bradley Construction was evaluated and ensured by the evaluation committee that they are capable of performing the work.

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

AUTHORIZATION TO ENTER INTO A CONTRACT WITH DEBORAH BRADLEY CONSTRUCTION FOR THE BED A PROPERTY LINE WALL 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 enter into a contract (the " Contract") with Deborah Bradley Construction for the Bed A Property Line Wall Restoration project in the lump-sum amount of \$709,000; 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, authorization to enter into a contract with Finger Lakes Industrial Contracting Corp. for the Pier A – River Water Geothermal System Maintenance Project.

Ms. Dawson explained to the Members that according to the terms of the Operating Lease with Pier A, the Operating Tenant is responsible for maintaining at its cost all interior components of the Pier, while the Authority is responsible for maintaining at its cost all exterior components and systems of the Pier. The Pier's HVAC system utilizes a river water geothermal system consisting of metal tubing arrays installed in the river below the Pier's pedestrian promenade.

Ms. Dawson also mentioned that because the System, according to its designer, represents the first stationary application of a keel cooler system for purposes of cooling a building, no definitive maintenance protocols existed at the time of its installation. General guidelines for periodic inspections and cleanings several times per year were provided; however, she said, it has been

necessary for the Authority to gauge by experience the optimal frequency of maintenance visits and the level of time and effort required for each maintenance task.

Based upon results and information gleaned through its early maintenance efforts, and in order to standardize the periodic maintenance of the System, the Real Property Department has determined that entering into a multi-year maintenance and service contract with a qualified marine services contractor would be in the Authority's best interests and Finger Lakes was rated as the higher of the two proposers.

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

AUTHORIZATION TO ENTER INTO A CONTRACT WITH FINGER LAKES INDUSTRIAL CONTRACTING CORP. FOR THE PIER A – RIVER WATER GEOTHERMAL SYSTEM MAINTENANCE 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 enter into a contract (the "Contract") with Finger Lakes Industrial Contracting Corp. for the Pier A – River Water Geothermal System Maintenance Project, in the not-to-exceed amount of \$425,552.00; 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, authorization to enter into a contract with INNISS for the 200 Rector Street – Interior Fit Out Contractor Services project.

Ms. Dawson mentioned that this was presented to the Members during the last meeting but there were concerns raised about the reasonableness of the contract price based on the nature of the scope of work. It was decided that a few of the Members with similar construction experience would do a more detailed review and analysis of the numbers used by Innis Construction to formulate the total contract price, to determine if the contract price is reasonable and if the Authority should ultimately approve this contract.

As a result of additional descoping discussions and price negotiations between Authority staff and INNISS, Ms. Dawson reported that INNISS has agreed to lower its cost for the Project by \$17,400, from \$1,712,131 to \$1,694,731, the equivalent of \$547 per square foot. INNISS has submitted a

complete and compliant Proposal, is qualified to perform the required work and has submitted a Best and Final Offer that represents the best value for the Authority given the requirements of the Project. Consequently, the Real Property Department recommends that the Authority enter into a contract with INNISS in the lump-sum amount of \$1,694,731 to perform the Project.

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

AUTHORIZATION TO ENTER INTO A CONTRACT WITH INNISS CONSTRUCTION INC. FOR THE PERFORMANCE OF THE 200 RECTOR STREET – INTERIOR FIT OUT CONSTRUCTION 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 enter into a contract (the “Contract”) with INNIS Construction Inc. for the 200 Rector Street – Interior Fit Out Construction Project, in the not-to-exceed amount of \$1,694,731.00; 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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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, the proposed acquisition, sale or lease of real property or the proposed acquisition, sale or exchange of securities, which was seconded by Mr. Batista. The Members entered Executive Session at 12:40 p.m.

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Upon a motion made by Mr. Petracca and seconded by Mr. Batista, the Members exited Executive Session at 12:55 p.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 12:55 p.m.


Respectfully submitted,
Lauren Brugess, Assistant Corporate Secretary

Public Comment
March 22, 2017 Board Meeting

Statement for the BPCA Authority March 22, 2017 Board Meeting

Good morning. My name is Justine Cuccia. I am a BPC resident, a public member of Community Board 1 and have an application pending for full membership to CB-1. I want to speak to the BPCA Board today about inclusion and effective collaboration with Community Board 1, and especially the Battery Park City Committee of CB-1.

Community Board members are volunteers appointed by the Borough President that make recommendations to government agencies about significant matters affecting the district. CB-1 is concerned with quality of life and the delivery of services to the district and advocate on behalf of those who live or work in the district. The BPCA, as the governing body of BPC, is also concerned with quality of life and the delivery of services to BPC, among other responsibilities. Ours should be a symbiotic relationship, not an adversarial one. CB-1, through the BPC Committee, should be one of your top go-to places for information about the needs and wants of the residents and workers and other stakeholders in BPC. And we should be your equal partner in terms of transparency, inclusion and information-gathering and sharing, when new projects are being considered that effect daily life in BPC. This includes resiliency planning, street-calming and traffic measures, bike-path restrictions in the North Cove Marina, and so much more. Instead, CB-1 is not included in the planning stages, but is instead presented with a fait accompli disguised as "options", after the BPCA has spent the community's hard-earned dollars on "consultants" that may or may not be in touch with what the community itself needs or wants.

There have been acrimonious confrontations on this issue at almost every BPC Committee Meeting in recent memory, to no avail. I choose to think that this is because the BPCA is hearing our request for inclusion, but not understanding it...

be clear, Nick Sbordone, the current Director of Communications & Public Affairs, for whom I have the utmost respect, is invaluable as a liaison and facilitator, but he would be even more effective if he were accompanied to our meetings by the Authority's President and Board Members. Therefore, I would like to invite this Board and Senior Staff, as a whole, to attend a BPC Committee Meeting in the near future and/or set up a time for such a meeting with the Battery Park City Committee so that we can figure out how to come to a meeting of the minds.

Please come to our meetings and see what we do, and feel free to speak to us, just as we are here at your meetings, listening to you and speaking to you.

Thank you for your consideration of this request.

Justine Cuccia
917-405-0438

Public Comments also by: Jeannette Wymer and Tammy Meltzer