

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
May 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-Murtha, 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
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
Alexis Torres, Special Advisor to the President/COO
Ken Windman, Director of Facilities & Infrastructure Management

Others in Attendance: Warren Ruppel, MPS
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 1:55 p.m.

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 1:55 p.m.

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Upon a motion made by Mr. Petracca and seconded by Mr. Batista, the Members exited Executive Session at 2:20 p.m. and resumed the public meeting.

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The first item on the agenda was the approval of the minutes of the March 22, 2017 meeting. Upon a motion made by Mr. Capoccia and seconded by Mr. Petracca, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE MARCH 22, 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 March 22, 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 State's Fourth Quarter M/WBE Utilization Report and the Utilization Report for Fiscal Year 2016.

For the Fourth Quarter, Mr. Peterson reported 39.87% or \$726,005.21 of the Authority's and Conservancy's total expenditures of \$1,820,727.41 was paid to M/WBEs. Of this total amount, approximately 24.86% or \$452,713.09 was paid to MBEs and approximately 15.01% or \$273,292.12 was paid to WBEs and 20.45% (\$372,293.92) was paid directly to M/WBEs (\$182,823.39-MBE/\$189,470.53-WBE) and 19.43% (\$353,797.29) was paid to MWBEs as Sub-contractors (\$271,727.27-MBE/\$82,070.02-WBE).

Mr. Peterson continued to report that for Fiscal Year 2016, 30.81% or \$2,468,265.45 of the Authority's and the Conservancy's total expenditures of \$8,012,449.75 was paid to M/WBEs. Of this total amount, approximately 16.41% or \$1,314,647.55 was paid to MBEs and approximately 14.40 % or \$1,153,617.90 was paid to WBEs. 20.50% (\$1,642,667.25) was paid directly to M/WBEs (\$659,479.59-MBE/\$983,187.66-WBE) and 10.30% (\$825,598.20) was paid to MWBEs as Sub-contractors (\$655,167.96-MBE/\$170,430.24-WBE).

He added that for the State's Fiscal Year 2016, 8.75% or \$103,302.65 of the Authority's and the Conservancy's total expenditures of \$1,180,475.71 was paid to SDVOBs.

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The next item on the agenda, presented by Ms. Hyman, was an authorization to enter into an agreement with The Alliance for Downtown New York, Inc.

Ms. Hyman explained that there was no change made to the conditions of the agreement but that ridership has increased and the route has been extended to service the seaport so it is a continuous loop of lower Manhattan which has been great.

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

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 2017; 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, presented by Mr. Jones, was an authorization to enter into an agreement with Citi Bike for Valet Services.

Mr. Jones explained that this is a no cost agreement and is being brought to the Board for approval because of the duration of the contract. One of Citi Bike's busiest docking stations is at West Street and Chambers. This agreement would allow them to have staff present at that station to enable them to corral and provide more bicycles when the docks themselves are full. The program was piloted last year during their peak season with great success and Citi Bike would like to continue it through the summer and the fall providing the same service to city bike users. Entering into this agreement would allow them do so.

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

AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH CITI BIKE FOR VALET SERVICES

BE IT RESOLVED, that the President of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute an agreement (the "Agreement") between the Authority and Citi Bike, to provide valet services through January, 2018; 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 Agreement on behalf of the Authority, subject to such changes as the officer or officers executing the Agreement 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 Agreement; 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 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. Jones, was an approval to enter into an agreement with Music First Productions, LLC for Sound and Stage Services.

Mr. Jones explained that this request is for parks programming to enter into an agreement with Music First Productions to provide stage, sound and lighting production services to supplement our program offerings and to upgrade our capacity for hosting and presenting events in our parks. After issuing an RFP three bids were received and one was disqualified. Music First was the cheaper of the two finalists with a cap of \$360,000 over the course of a three-year contract.

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

AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH MUSIC FIRST PRODUCTIONS, LLC FOR SOUND AND STAGE SERVICES

BE IT RESOLVED, that the President of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute an agreement (the " Agreement"), between the Authority and Music First., to provide sound and stage production services in an amount not to exceed \$360,000.00; 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 Agreement on behalf of the Authority, subject to such changes as the officer or officers executing the Agreement 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 Agreement; 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 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. Jones, was an authorization to amend the Rental/Lease Agreement with Pitney Bowes.

Mr. Jones explained that the stamp machine contract is being presented because it is over the one (1) year threshold and therefore requires the approval of the Board. BPCA currently uses a Pitney Bowes stamp machine which has served us well over the years with no issues with their products and/or services. The cost and duration of the new rental/lease agreement is \$7,591.68 for a period of four (4) years (48 months) and billed quarterly.

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

AUTHORIZATION TO AMEND AGREEMENT WITH PITNEY BOWES TO PROVIDE STAMP MACHINE SERVICES

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to amend the agreement (the "Amendment") between the Authority and Pitney Bowes, to provide stamp machine services in an amount not to exceed \$7,591.68 for another four (4) years; 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 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 items on the agenda, presented by Ms. Hyman, were authorizations to execute contract amendments for the following Real Property contracts: WJE Engineers & Architects, P.C. (Community Center Leak Remediation Consultation); Genesys Engineering, P.C. (Consultation – Pier A Tenant HVAC Modifications); Perkins Eastman Architects, D.P.C. (Wagner Park Assessment); and Hanrahan Meyers Architects (Police Memorial Vault Design).

Ms. Hyman began by explaining that there were four contract amendments being presented; two of which are for time at no additional cost. She began by stating that WJE currently is handling the assessment of water infiltration at the Asphalt Green Community Center and this amendment is just an extension to 2018.

With respect to Genesys, she continued, they are the consultant on the Pier A HVAC system. The tenant is looking to make improvements and we want to make sure that whatever improvements are made that Genesys is there to oversee and keep the system running. This is also an extension of their contract to September 2017.

Next, she added, is our consultant Perkins Eastman which is the Wagner Park resiliency study contract. This request is to increase their contract amount by \$233,000 because the effect of the community outreach has gone well and they have been willing to go way beyond what was originally considered in the scope. They have been at numerous community board meetings and have gone back and done reassessments and re-engineering based on input to get us to the next stage of hopefully issuing an RFP for design services.

Finally was the Hanrahan Meyers Architect contract, which deals with the repairs of the vault for the police memorial that was damaged during Super Storm Sandy, she stated. Once construction was started, there were unforeseen site conditions primarily related to extensive underground utilities in the area that required Hanrahan in to help with some of the redesign. The project is on time but Hanrahan's contract requires an increase by \$90,000 to account for this additional scope of work.

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

AUTHORIZATION TO AMEND THE CONTRACT WITH WJE ENGINEERS & ARCHITECTS, P.C. ("WJE") FOR THE COMMUNITY CENTER LEAK REMEDIATION CONSULTATION

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 WJE for the Community Center leak remediation consultation (the "Contract Amendment"), extending the contract expiration date from July 31, 2017 to October 31, 2018; 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 GENESYS ENGINEERING, P.C. ("GENESYS") FOR THE PIER A TENANT HVAC MODIFICATIONS

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 Genesys for the Pier A tenant HVAC modifications (the "Contract Amendment"), extending the contract expiration date from May 15, 2017 to September 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 PERKINS EASTMAN ARCHITECTS, D.P.C. ("PERKINS") FOR THE WAGNER PARK ASSESSMENT

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 Perkins for the Wagner Park Assessment (the "Contract Amendment"), extending the contract expiration date from April 30, 2017 to December 31, 2017 and increasing the contract value by \$233,000 to a not-to exceed amount of \$471,000; 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 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 HANRAHAN MEYERS ARCHITECTS ("HMA") FOR THE POLICE MEMORIAL VAULT DESIGN

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 hMa for the Police Memorial Vault Design (the "Contract Amendment"), extending the contract expiration date from July 31, 2017 to September 30, 2017 and increasing the contract value by \$98,162.40 to a not-to exceed amount of \$548,162.40; 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, authorization to enter into contracts with Urban Engineers (“Urban”) and H2M Architects + Engineers (“H2M”) for the 2017 On-Call Engineering Services.

Ms. Dawson first explained that the RFP for the 2017 On-Call Engineering Services was posted in November 2016 and nineteen proposals were received. She added that the proposers were evaluated and the top eight were interviewed as a result of the scoring that was performed by the evaluation committee. Ms. Dawson stated that having at least two different firms available serves us better, both for a variety of expertise as well as responsiveness. For example, she explained, if we have four or five projects that are going on at the same time, it is nice to have more than one firm available to jump in and be responsive to our needs.

Consequently, Urban and H2M came out on top, and we are proposing that the Authority enter into two separate two year agreements with Urban and H2M, each of them for a not-to-exceed amount of \$400,000.

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

AUTHORIZATION TO EXECUTE CONTRACTS WITH URBAN ENGINEERS AND H2M ARCHITECTS + ENGINEERS FOR ON-CALL ENGINEERING 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, each of them hereby is, authorized and empowered to execute contracts (collectively, the “Contracts”) with Urban Engineers and H2M Architects + Engineers each for a term of two years, in the not-to-exceed amount of \$400,000, to perform on-call engineering services; 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 Contracts on behalf of the Authority, subject to such changes as the officer or officers executing the Contracts 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 Contracts; 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 212/Harakawa Inc. DBA Two Twelve – (“Two Twelve”) for the Wayfinding Signage Program.

Ms. Dawson explained to the Members that back in 1993, about 24 years ago, the Authority put together a comprehensive wayfinding signage program for Battery Park City which included all of the signage, directional signage, conceptual signage and identification signage. That signage has been updated periodically over time, but is still out of date. There are a lot of things that have been

happening both within Battery Park City and around Battery Park City that makes the signage really not up to par.

With that, she added, a project was initiated to plan and design a new wayfinding and signage program, and an RFP was issued for a firm to design and oversee fabrication and installation of new signage within Battery Park City. The three responses received were from Entro Communications Inc. ("Entro"), Two Twelve and CallisonRTKL Architects P.C. and each was evaluated technically with a best and final requested for the cost proposal. Entro came out on top of the technical evaluation; however, their cost was significantly above the cost of Two Twelve. Two Twelve's technical score was very close to Entro's and the evaluation committee determined that Two Twelve was perfectly capable of performing the work required of the project, so, consequently, a decision was made that the recommendation would be that Two Twelve reflected the best value for the Authority for the project.

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

AUTHORIZATION TO ENTER INTO A CONTRACT WITH 212/HARAKAWA INC. DBA TWO TWELVE FOR THE WAYFINDING SIGNAGE PROGRAM

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 212/Harakawa Inc. DBA Two Twelve for the Wayfinding Signage Program, in the not-to-exceed amount of \$310,679.62; 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

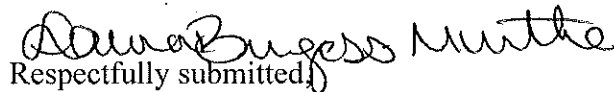
RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and to take all such other and further actions as may be necessary, desirable or appropriate, in connection with the transactions contemplated 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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There were three individuals who presented during the period of public comment.

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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 2:53 p.m.


Respectfully submitted,
Lauren Brugess-Murtha, Assistant Corporate Secretary

Public Comment
May 22, 2017 Board Meeting

Public Comment before the BPCA

Good afternoon and thank you for your time and attention.

I want to begin by acknowledging some great work done recently by the BPCA. The resiliency plan formulated by Gwen Dawson and Joe Ganci puts this community years ahead of every other Lower Manhattan neighborhood in preparation for sea-level rise and future extreme weather events. While the Wagner Park redesign has sparked a spirited discussion between community leaders and the BPCA, the overall plan for the community is comprehensive and should serve as an example for resiliency planners throughout the region and the nation.

That said, the overall plan for Battery Park City lacks one crucial element: Protection for individual buildings, especially residential buildings. Several of these apartment towers have begun to consider resiliency measures of their own, but these approaches are necessarily improvised and scattershot. Here is what I propose, instead.

First, the BPCA's engineering and design team should create a universal checklist of vulnerabilities that all residential buildings in the community would be urged consider, on a voluntary basis. This could ultimately translate into a set of resiliency design standards that could be applied to all buildings.

Second, the Authority should conduct an individual resiliency audit of each residential building, which would identify potential weak points that would be vulnerable in the event of a flood.

Third, the BPCA should work in collaboration with the owners of each building (landlords for rental buildings, and boards of managers for condominiums) to create a plan for remediating these defects.

And finally the Authority should partner with each building in implementing these plans. This partnership could include partial subsidies, either in the form of payments from the BPCA, or credits toward PILOT and ground rent that the buildings would otherwise owe to the BPCA.

Taking action on each of these four points would be not only in the public's interest, but also the BPCA's interest, because the Authority is the ultimate owner of all the property in the neighborhood. And such a plan would write a new chapter in the BPCA's laudable record of leadership in sustainability.

Thank you.

Justine Cuccia
917-405-0438

Public Comments also by: Jeanette Wymer and Ann Schwalbenberg