

HUGH L. CAREY BATTERY PARK CITY AUTHORITY  
Meeting of the Members  
One World Financial Center, 24<sup>th</sup> Floor  
New York, NY 10281  
June 17, 2014

Members Present

Dennis Mehiel, Chairman/CEO  
Frank Branchini, Member  
Donald Capoccia, Member  
Martha Gallo, Member

Authority Staff in Attendance: Shari C. Hyman, President/COO  
Lauren Bruggess, Legal Executive Assistant  
Gwen Dawson, Vice President, Real Property  
Robin Forst, Vice President, External Affairs  
Karl Koenig, Controller  
Kevin McCabe, Special Assistant to the Chairman/CEO  
Robert Nesmith, Chief Contracting Officer  
Anthony Peterson, Director of Diversity Programs  
Alix S. Pustilnik, General Counsel/Corporate Secretary  
Robert M. Serpico, Chief Financial Officer  
Seema Singh, Deputy General Counsel/Assistant Corporate Secretary  
Alexis Torres, Special Advisor to the President  
Ken Windman, Director Facilities Maintenance & Construction

Others in Attendance: Al Sica, ALS Group  
Tessa Huxley, Battery Park City Parks Conservancy Corporation  
Therese Loeb Kreuzer, Downtown Express  
Charles Steers, Willis of New York, Inc.  
Andrew Catapano, Willis of New York, Inc.  
Matt Fenton, The Broadsheet

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 9:07 a.m.

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The first item on the agenda was the approval of the minutes of the May 6, 2014 meeting. Upon a motion made by Mr. Branchini and seconded by Ms. Gallo, the following resolution was unanimously adopted:

**APPROVAL OF MINUTES OF THE MAY 6, 2014 MEETING**

BE IT RESOLVED, that the minutes of the meeting of the Members of the Hugh L. Carey Battery Park City Authority held on May 6, 2014 are hereby approved.

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Ms. Gallo made a motion to enter Executive Session to discuss matters pertaining to litigation and the proposed acquisition, sale or lease of real property, which was seconded by Mr. Branchini. The Members entered Executive Session at 9:09 a.m.

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The Members exited Executive Session at 9:36 a.m. and resumed the public meeting.

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The next item on the agenda was the approval of the minutes of the May 6, 2014 Sole Member of the Battery Park City Parks Conservancy Annual Meeting. Upon a motion made by Mr. Capoccia and seconded by Ms. Gallo, the following resolution was unanimously adopted:

**APPROVAL OF MINUTES OF THE MAY 6, 2014 MEETING OF THE AUTHORITY, AS THE SOLE MEMBER OF THE BATTERY PARK CITY PARKS CONSERVANCY**

BE IT RESOLVED, that the minutes of the meeting of the Members of the Hugh L. Carey Battery Park City Authority, as the Sole Member of the Battery Park City Parks Conservancy, held on May 6, 2014 are hereby approved.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to enter into a contract with Urban Engineers of New York, P.C. for pile remediation construction management services.

Ms. Dawson began by explaining that at the previous Members' Meeting, the Members approved a contract with Hudson Meridian Construction Group ("Hudson Meridian") for the construction management portion of the Pile Remediation Project. Subsequent to the Members' approval, Hudson Meridian disclosed that it was unable to deliver the required insurance coverage for the contract and withdrew its proposal for the Pile Remediation Project. At that point, the second highest rated company that responded to the RFP, Urban Engineers of New York ("Urban Engineers"), was contacted, Ms. Dawson explained. Urban Engineers confirmed that it has the required insurance coverage and is prepared to step into the job of construction manager for the Pile Remediation Project.

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

**AUTHORIZATION TO ENTER INTO A CONTRACT WITH URBAN ENGINEERS OF NEW YORK, P.C. FOR THE 2014 PHASE 3 PILE REMEDIATION CONSTRUCTION MANAGEMENT AND DIVING INSPECTION 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 enter into one or more contracts (collectively, the "Contract") with Urban Engineers of New York, P.C., for the 2014 Phase 3 Pile Remediation - Construction Management & Diving Inspection Services Project in the not-to-exceed amount of \$795,909; 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, was an authorization to enter into a contract with D'Onofrio General Contractors Corp. for pile remediation construction services.

At the previous Members' Meeting, Ms. Dawson explained, the Members authorized the execution of a contract with Phoenix Marine Company, Inc. ("Phoenix") for the performance of the construction services for the Pile Remediation Project. Again, subsequent to the Members' authorization, Phoenix advised that it was unable to commit to completion of the project by the October 31<sup>st</sup> completion date that had been previously agreed to. At that point, the second highest rated company that responded to the RFP, D'Onofrio General Contractors Corp. ("D'Onofrio"), was contacted, and D'Onofrio indicated that it is prepared to commit to completion of the project by October 31<sup>st</sup>.

Ms. Dawson noted that there was a follow-up meeting with D'Onofrio, Urban Engineers, McClaren, the Authority's design engineer, and the Authority staff, to make sure that everyone involved with the Pile Remediation Project was comfortable with the Authority's staffing approach and the work plan.

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

**AUTHORIZATION TO ENTER INTO A CONTRACT WITH D'ONOFRIO GENERAL CONTRACTORS CORP. FOR THE 2014 PILE REMEDIATION CONSTRUCTION SERVICES CONTRACTOR**

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 one or more contracts (collectively, the "Contract") with D'Onofrio General Contractors Corp., for the 2014 Pile Remediation - Construction Services Contractor in the not-to-exceed amount of \$7,976,000; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute and deliver the Contract on behalf of the Authority, subject to such changes as the officer or officers executing the Contract shall, with the advice of counsel, approve as necessary

and appropriate and in the best interest of the Authority, such approval to be conclusive evidence by the execution and delivery of the Contract; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and to take all such other and further actions as may be necessary, desirable or appropriate, in connection with the transactions contemplated in the foregoing resolutions, and any such execution of documents and any other and further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

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The next item on the agenda, presented by Mr. Serpico, was the acceptance of the recommended insurance renewal program and an authorization to pay the insurance premiums.

Mr. Serpico began by stating that our insurance program rolls over every June 30<sup>th</sup>, with the policies beginning July 1<sup>st</sup>. Willis of New York, Inc. (“Willis”) was selected in April 2012 as the Authority’s broker of record. Willis reviews the Authority’s insurance program annually and rolls over the Authority’s insurance policies. Willis contacts insurance carriers, enters the insurance marketplace and negotiate on the Authority’s behalf to get the best price for the Authority’s insurance policies. Charles Steers and Andrew Catapano from Willis explained the Authority’s 2014-2015 insurance renewal program, and Willis’ recommendations. Al Sica of ALS Group, a risk management consulting firm, was also present to provide additional review and oversight of the Authority’s insurance program and renewal strategies.

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

**AUTHORIZATION TO ACCEPT THE ATTACHED INSURANCE RENEWAL 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 Insurance Program Renewal 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. Singh, was the authorization to amend the Large Scale Commercial Development Plan for the World Financial Center (the “LSCDP”) and to issue a

Determination of Non-Significance (the “Negative Declaration”) relating to the Seventh Amendment of the LSCDP.

Ms. Singh began by explaining that the LSCDP sets forth the regulations that relate to commercial development in the World Financial Center. The LSCDP controls use, bulk and other land use requirements in the World Financial Center and provides that the total retail space at the World Financial Center cannot exceed a certain square footage. The Authority has been requested by one of its tenants to increase the overall square footage of retail space in the World Financial Center and the square footage for permitted retail uses in Group A. In addition, Ms. Singh added, the Authority was asked to increase the per establishment square footage to 80,000 in Tower B in order to accommodate a large retail establishment.

Ms. Singh also noted that Management does not believe the proposed Seventh Amendment to the LSCDP is a major modification of the plan, and added that the City Planning Commission concurs with this determination. In addition, there is no adverse environmental impact as a result of the proposed Seventh Amendment, and Management recommends issuing a Negative Declaration.

Furthermore, Ms. Singh continued, a separate resolution was necessary to amend the Authority’s ground lease with Brookfield Financial Properties and to authorize the execution of a letter relating to Project Operating Agreement in order to memorialize certain changes in pedestrian flow in the Gatehouse of Tower B.

Upon a motion made by Ms. Gallo and seconded by Mr. Capoccia, the following resolutions were approved:

**AUTHORIZATION TO ENTER INTO AN AMENDMENT TO THE LARGE SCALE COMMERCIAL DEVELOPMENT PLAN FOR THE WORLD FINANCIAL CENTER (THE “WFC”), DATED AS OF JUNE 10, 1980 (AS AMENDED, THE “LSCDP”)**

WHEREAS, the commercial center of Battery Park City, of which the WFC is the principal component, is governed by the LSCDP, which controls use, bulk and other land use requirements; and

WHEREAS, amendments to the LSCDP, increasing the overall retail square footage of the WFC, increasing the square footage for permitted retail uses in Group A, and increasing the maximum square footage per retail establishment in Tower B are required; and

WHEREAS, the Authority’s management has determined that increasing the overall retail square footage of the WFC, increasing the square footage for permitted retail uses in Group A, and increasing the maximum square footage per retail establishment in Tower B are not “major modifications” to the LSCDP.

NOW, THEREFORE, BE IT RESOLVED, that 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 amendment to the LSCDP in the form presented to this meeting, subject to such changes as the officer or officers executing such amendment shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusively evidenced by the execution and delivery of such documents; 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 take all such other and further actions as may be necessary, desirable or appropriate, in connection with the transaction 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.

**AUTHORIZATION TO ISSUE A NEGATIVE DECLARATION RELATING TO THE AMENDMENT OF THE LARGE SCALE COMMERCIAL DEVELOPMENT PLAN FOR THE WORLD FINANCIAL CENTER (THE "WFC"), DATED AS OF JUNE 10, 1980 (AS AMENDED, THE "LSCDP")**

WHEREAS, the WFC is the commercial center of Battery Park City and is governed by the LSCDP, which controls use, bulk and other land use requirements; and

WHEREAS, an amendment to the LSCDP (the "LSCDP Amendment"), increasing the overall retail square footage of the WFC, increasing the square footage for permitted retail uses in Group A, and increasing the maximum square footage per retail establishment in Tower B is required; and

WHEREAS, the Authority's management has determined that the LSCDP Amendment is not a "major modification" to the LSCDP; and

WHEREAS, the LSCDP Amendment requires certain approvals by the Members, and such approvals are actions subject to the New York State Environmental Quality Review Act ("SEQRA") and the City Environmental Quality Review ("CEQR"); and

WHEREAS, the Authority declared its intent to the New York City Planning Commission (the "City Planning Commission") (the only other involved agency) to serve as lead agency for purposes of conducting the environmental review of the LSCDP Amendment required under SEQRA and CEQR; and

WHEREAS, having received no objection from the City Planning Commission, the Authority has prepared a Short Environmental Assessment Form (the "EAF") to examine the potential environmental impacts of the LSCDP Amendment; and

WHEREAS, the EAF examines the LSCDP Amendment's potential to result in significant adverse impacts in the following areas: land use, zoning and public policy; community facilities; open space; historic resources; urban design and visual resources; natural resources; hazardous materials; water and sewer infrastructure; solid waste and sanitation services; energy; transportation; air quality; greenhouse gas emissions; noise; public health; neighborhood character; and construction impacts; and

WHEREAS, as stated in the EAF, no significant adverse impacts would occur as a result of amending the LSCDP to (a) increase the overall retail square footage of the WFC, (b) increase the square footage for permitted retail uses in Group A, and (c) increase the maximum square footage per retail establishment in Tower B.

NOW, THEREFORE, BE IT RESOLVED, that the Notice of Determination of No Significance for the LSCDP Amendment is hereby approved.

**AUTHORIZATION TO EXECUTE AN AMENDMENT (THE "AMENDMENT") TO THE GROUND LEASE BETWEEN THE BATTERY PARK CITY AUTHORITY (THE "AUTHORITY") AND WFP TOWER B CO. L.P. ("TOWER B CO.") AND AUTHORIZATION TO EXECUTE A LETTER AGREEMENT REGARDING THE PROJECT OPERATING AGREEMENT (THE "POA LETTER") AMONG THE AUTHORITY, BROOKFIELD FINANCIAL PROPERTIES, L.P., BROOKFIELD PROPERTIES ONE WFC CO. LLC, TOWER B CO., BFP TOWER C CO. LLC AND WFP TOWER D CO. L.P.**

BE IT RESOLVED, that the Members hereby authorize the President and Chief Operating Officer (the "President") of the Authority or her/his designee(s), and each of them hereby is, authorized and empowered to execute and deliver the Amendment, substantially in the form described at this Meeting, 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 interest of the Authority, such approval to be conclusively evidenced by the execution and delivery of the Amendment; and be it further

RESOLVED, that the Members hereby authorize the President of the Authority or her/his designee(s), and each of them hereby is, authorized and empowered to execute and deliver the POA Letter, substantially in the form described at this Meeting, subject to such changes as the officer or officers executing the POA Letter shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusively evidenced by the execution and delivery of the POA Letter; 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 transaction 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. Singh, was the Ratification, Confirmation and Authorization to Sign Financial and Bank-related Documentation.

Ms. Singh stated that the Authority's Certificate of Incumbency for its financial and bank-related documentation is being amended to include Alix Pustilnik, the Authority's new General Counsel. After this change has been made, there will be four officers with signing authority.

Upon a motion made by Mr. Branchini and seconded by Ms. Gallo, the following resolution was 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 Seema Singh, Deputy General Counsel. 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 and 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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The next item on the agenda, presented by Ms. Hyman, was the Appointment and Confirmation of the Assistant Corporate Secretary. Ms. Hyman asked the Members to approve Lauren Brugess as an Assistant Corporate Secretary. Ms. Brugess has been instrumental in preparing Board materials, and should be acknowledged for her efforts, Ms. Hyman indicated.

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

**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.....Lauren Brugess;

and be it further

RESOLVED THAT Lauren Brugess 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 Ms. Hyman, was the Appointment and Confirmation of the Contracting Officer and Assistant Contracting Officer.

Ms. Hyman stated that the Authority is making Robert Nesmith its Chief Contracting Officer and the Assistant Contracting Officer will be Anthony Peterson. Ms. Hyman added that Anthony has been doing the diversity work on behalf of the Authority and doing it quite well and that Robert has been excellent as Deputy Contracting Officer, so these appointments seem like a natural fit.

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

**DESIGNATION OF CONTRACTING OFFICER AND ASSISTANT CONTRACTING OFFICER OF THE BATTERY PARK CITY AUTHORITY (THE "AUTHORITY")**

BE IT RESOLVED, that pursuant to Title 5-A, Article 9 of the Public Authorities Law, the following individuals are hereby appointed to the positions indicated next to their names to serve until their successors shall be duly designated, unless either of them resigns, is removed from such position or is otherwise disqualified from serving in such capacity, and that they shall take office immediately upon such designation:

Contracting Officer.....Robert Nesmith

Assistant Contracting Officer.....Anthony Peterson;

and be it further

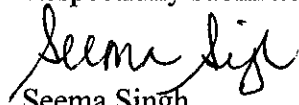
RESOLVED THAT Robert Nesmith and Anthony Peterson shall and they are hereby authorized to do all the acts, deeds and things which are necessary, desirable, appropriate and attendant to performing the duties for the aforesaid designation; and be it further

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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There being no further business, upon a motion by Mr. Capoccia and seconded by Ms. Gallo, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 10:12 a.m.

Respectfully submitted,  
  
Seema Singh  
Assistant Corporate Secretary