

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
Meeting of the Members
One World Financial Center, 24th Floor
New York, NY 10281
May 6, 2014

Members Present

Dennis Mehiel, Chairman/CEO
Frank Branchini, Member
Martha Gallo, Member
Lester Petracca, Member

Authority Staff in Attendance: Shari Hyman, President/COO
Anthony Buquicchio, Director of Site Mangement and Security
Lauren Brugess, Legal Executive Assistant
Daniel Curiale, Director of Financial Reporting
Gwen Dawson, Vice President, Real Property
Robin Forst, Vice President, External Affairs
Kevin McCabe, Special Assistant to the Chairman/CEO
Brenda McIntyre, Vice President, Human Resources
Robert Nesmith, Chief Contracting Officer
Anthony Peterson, Director of Diversity Programs
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: Tessa Huxley, Battery Park City Parks Conservancy
Betty Chin, Battery Park City Parks Conservancy
Therese Loeb Kreuzer, Downtown Express
Steven Greer, batterypark.tv

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 9:47 a.m.

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The first item on the agenda was the approval of the minutes of the March 20, 2014 meeting. Upon a motion made by Mr. Petracca and seconded by Mr. Branchini, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE MARCH 20, 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 March 20, 2014 are hereby approved.

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The next item on the agenda was the M/WBE Report. Mr. Peterson stated for the State's fiscal year 2013 fourth quarter, which runs from January 1 through March 31, 2014, the Authority's M/WBE utilization was 31%. Mr. Peterson indicated that the Authority's M/WBE utilization is usually 26%. There were no further comments.

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The next item on the agenda was the appointment and confirmation of the General Counsel and Corporate Secretary.

Ms. Hyman began by thanking Ms. Singh and stated that she has been doing a tremendous job as acting general counsel and, "...I hope that it will continue in this vein because she's really been amazing." Mr. Serpico also added that Ms. Singh has been terrific.

Ms. Hyman noted that she was excited to bring Alix Pustilnik's appointment as General Counsel to the Members for approval. Ms Hyman stated that Ms. Pustilnik has worked in counsel's office at the City Council for the past several years, and has over 20 years of experience as an attorney.

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

APPOINTMENT OF THE GENERAL COUNSEL AND CORPORATE SECRETARY OF THE BATTERY PARK CITY AUTHORITY (THE "AUTHORITY")

BE IT RESOLVED, that pursuant to Article II, Sections 2 and 8 of the Authority's Bylaws, the following person is hereby appointed to the offices 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 she shall take such offices on May 12, 2014:

General Counsel and Corporate Secretary.....Alix Pustilnik
and be it further

RESOLVED, that Alix Pustilnik shall, and is hereby authorized to, do all the acts, deeds and things that are necessary, desirable, appropriate and attendant to performing the duties for the aforesaid appointments; 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. Dawson, was an authorization to enter into a contract with Hudson Meridian Construction Group for pile remediation construction management services.

Ms. Dawson began by reminding the Members that the Esplanade for Battery Park City is supported by a relieving platform, which is supported in turn by about 3,100 concrete piles. In 2004-2005, as a precautionary measure, the Authority performed an assessment of the condition of those supporting piles and a program was set up to provide maintenance and repair for the piles over the course of a number of years. In 2007-2009, the Authority began the first phase of the pile repair and inspection work.

This year, Ms. Dawson continued, the plan is to perform pile remediation work on areas under the Wintergarden and under the northern part of the Esplanade for a total of approximately 650 piles. The pile remediation work under the Wintergarden must be completed by this summer, as the Authority's access to perform the work will be limited thereafter due to the Route 9A frontage work. Two contracts are associated with the pile remediation work, Ms. Dawson explained, and the first one is for the construction manager.

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

AUTHORIZATION TO ENTER INTO A CONTRACT WITH HUDSON MERIDIAN CONSTRUCTION GROUP 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 Hudson Meridian Construction Group for the 2014 Phase 3 Pile Remediation - Construction Management & Diving Inspection Services Project in a total amount not to exceed \$723,919.38; 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 Phoenix Marine Co., Inc. for pile remediation construction services.

Ms. Dawson explained that the project under the Wintergarden is complicated because the access points are limited. Access is provided through a hatch on the east side of the Wintergarden, which is along the Route 9A frontage, or through the North Cove Marina. Ms. Dawson stated that Phoenix Marine was felt to be the best proposer for a variety of reasons, including its ability to

complete this project in a timely fashion within the limited schedule for the pile remediation work to be performed this season.

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

AUTHORIZATION TO ENTER INTO A CONTRACT WITH PHOENIX MARINE CO., INC. 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 a contract (the "Contract") with Phoenix Marine Co. Inc., for the 2014 Pile Remediation - Construction Services Contractor in the amount of \$10,731,500; 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 amend the contract with Stalco Construction Inc. ("Stalco") for Pier A.

Ms. Dawson stated the Authority is in the process of closing out the contracts for Pier A's phase III core and shell work, and the contract for Stalco should be closed out. The last full Board-approved contract amount was \$16,478,000.01, the storm-related change-orders approved by the emergency subcommittee (consisting of Chairman Mehiel and Mr. Capoccia) were \$2,199,850, and non-storm change orders approved were \$130,331. Stalco's current contract value for Pier A phase III core and shell work is now \$18,817,182. The Authority has been negotiating change orders totaling \$290,787.02 because there was some concern raised relating to pricing and scope, both of which have now been resolved to a point where Management is able to propose the approval of the remaining change orders.

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

AUTHORIZATION TO AMEND A CONTRACT WITH STALCO CONSTRUCTION, INC. FOR THE PIER A PHASE 3 CORE AND SHELL GENERAL CONSTRUCTION CONTRACT WORK

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, and each of them hereby is, authorized to amend the Authority's contract with Stalco Construction, Inc. for the Pier A Phase 3 Core and Shell General Construction Work to increase the contract amount by \$290,787.02 to a new not-to-exceed total of \$ 19,107,969.02; 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 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 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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Ms. Gallo made a motion to enter Executive Session to discuss matters pertaining to litigation, which was seconded by Mr. Branchini. The Members entered Executive Session at 10:35 a.m.

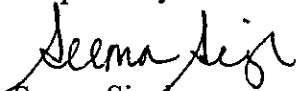
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The Members exited Executive Session at 11:15 a.m. and resumed the public meeting.

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There being no further business, upon a motion by Mr. Branchini and seconded by Ms. Gallo, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 11:15 a.m.

Respectfully submitted,



Seema Singh
Assistant Corporate Secretary