

HUGH L. CAREY BATTERY PARK CITY AUTHORITY  
Meeting of the Members  
One World Financial Center, 24<sup>th</sup> Floor  
New York, NY 10281  
December 4, 2014

Members Present

Frank Branchini, Acting Chairman/Member  
Donald Capoccia, Member  
Martha Gallo, Member  
Lester Petracca, Member

Authority Staff in Attendance: Shari C. Hyman, President/COO  
Davina Anderson, Legal Administrative Assistant  
Anthony Buquicchio, Director of Site Management  
Lauren Brugess, Paralegal/Assistant Corporate Secretary  
Gwen Dawson, Vice President, Real Property  
Robin Forst, Vice President, External Affairs  
Luis Garcia, Assistant Treasurer  
Benjamin Jones, Vice President, Administration  
Susie Kim, Associate General Counsel  
Karl Koenig, Controller  
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  
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/COO  
Ken Windman, Director of Facilities & Infrastructure Management

Others in Attendance: Tessa Huxley, Battery Park City Parks Conservancy Corporation  
Betty Chin, Battery Park City Parks Conservancy Corporation  
Therese Loeb Kreuzer, Downtown Post NYC  
Matt Fenton, The Broadsheet  
Amanda Woods, Tribeca Trib  
Josh Rogers, Downtown Express  
Camden Ackerman, Office of NYS Assembly Member Silver  
Michael Fortenbaugh, North Cove Marina Management, Inc.  
Various members of the general public

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 9:44 a.m.

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As the acting Chairman for this meeting, Mr. Branchini, began by stating that the North Cove Marina operator selection would not be discussed at this meeting due to the lack of a quorum because

Ms. Gallo would be recusing herself from the vote. The North Cove Marina operator selection was tabled until the next board meeting in January.

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The first item on the agenda was the approval of the minutes of the October 22, 2014 meeting. Upon a motion made by Mr. Capoccia and seconded by Mr. Petracca, the following resolution was unanimously adopted:

**APPROVAL OF MINUTES OF THE OCTOBER 22, 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 October 22, 2014 are hereby approved.

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The next item on the agenda was the M/WBE Report presented by Mr. Peterson. Ms. Hyman began the M/WBE discussion by stating that a grand jury impaneled by the Manhattan District Attorney had recently issued a report on potential M/WBE fraud and what measures could be taken to avoid such fraud. She said that the Authority is always looking to improve and will review the grand jury's report and incorporate any additional safeguards the Authority might need.

Ms. Hyman turned the discussion over to Mr. Peterson, who discussed which measures are already in place. Mr. Peterson explained that the Authority performs reference checks, collects signed agreements between prime contractors and subcontractors, collects copies of purchase orders, or contracts with the certified payroll, and collects canceled checks as proof of payment. In addition, the Authority conducts site visits when necessary.

Mr. Peterson updated the Members on the Authority and Conservancy's M/WBE numbers for October 2014. He explained that 21.5% of the Authority's and Conservancy's total expenditures was paid to M/WBEs - 11.1% was paid to MBEs and 10.4% was paid to WBEs. The Authority is above its State mandated goal again and there will be no problem in the Authority reaching its goal for the quarter.

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The next item on the agenda, presented by Mr. Serpico, was an authorization to amend a contract with CBRE, Inc. ("CBRE") for real estate consultant services.

Mr. Serpico explained that in April 2011, pursuant to an RFP and competitive bid process, the Authority approved CBRE to consult on real estate matters relating to the Authority's long-term ground leases with both residential and commercial tenants. He explained that these discussions involve a variety of complex issues and because of CBRE's institutional knowledge it understands the background of the particular issues being discussed. Due to this, the Finance Department recommended extending CBRE's contract with the Authority for an additional year and increasing its value by \$100,000. Mr. Serpico also noted that the Authority plans to issue an RFP for a new real estate consultant in 2015.

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

**AUTHORIZATION TO AMEND A CONTRACT WITH CBRE, INC. FOR REAL ESTATE CONSULTANT 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 an amendment (the "Amendment") to the contract with CBRE, Inc. for real estate consultant services, extending the contract term to December 31, 2015 and increasing the total amount payable thereunder to \$347,500; 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 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 Amendment; and be it further

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

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The next item on the agenda, presented by Ms. Dawson, was an authorization to enter into an on-call general contractor contract with Deborah Bradley Construction & Management Services, Inc. ("Deborah Bradley").

Ms. Dawson explained that the Authority has historically maintained a series of on-call contracts with professional service providers as a means for quickly and effectively addressing small scale unexpected and emergency projects in Battery Park City. Based on recent experiences with time sensitive repair projects, especially relating to ground settlement, sink hole issues, leaks and general investigatory work, Ms. Dawson recommended that it would be beneficial for the Authority to continue to maintain an on-call general contractor.

Based on the evaluations performed by the Authority's internal selection committee and according to the criteria based in the RFP, Deborah Bradley was rated highest among all three proposers. The rates submitted by Deborah Bradley were found to be fair, reasonable and the best value to the Authority given the requirements of the project and therefore the Real Property Department recommended that the Authority enter into a contract with Deborah Bradley, in the amount of \$300,000 over a two-year term to perform on-call general contractor services.

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

**AUTHORIZATION TO ENTER INTO A CONTRACT WITH DEBORAH BRADLEY CONSTRUCTION & MANAGEMENT SERVICES, INC. FOR ON-CALL GENERAL CONTRACTOR 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, and each of them hereby is, authorized to enter into a contract (the "Contract") with Deborah Bradley Construction & Management Services, Inc. for a term of two years, in the not-to-exceed amount of \$300,000, to perform on-call general contractor 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 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 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 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.

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The next item on the agenda, also presented by Ms. Dawson, was an authorization to enter into on-call engineering services contracts with McLaren Engineering Group ("McLaren") and KS Engineers, P.C. ("KSE").

Ms. Dawson noted that the last on-call engineering contract was entered into in 2012. She explained that these services are utilized in the same way as those of the on-call GC - for smaller scale, unexpected and emergency projects that would not allow appropriate time or are too small to justify stand-alone procurement processes.

Proposals were received by 13 companies and the top two rated proposers were KS Engineers and McLaren Engineering. The Authority has in the past, she noted, held on-call contracts with two engineering firms and has found that to be a helpful way to cover overlapping needs and needs that may have specific disciplinary focuses. Therefore, the Real Property Department recommends entering into contracts with both KS Engineers and McLaren, in the amount of \$220,000 each, for two year on-call engineering contracts.

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

**AUTHORIZATION TO ENTER INTO CONTRACTS WITH MCLAREN ENGINEERING GROUP AND KS ENGINEERS, P.C. 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, and each of them hereby is, authorized to enter into contracts (collectively, the "Contracts") with McLaren Engineering

Group and KS Engineers, P.C. each for a term of two years, in the not-to-exceed amount of \$220,000, 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 conclusively evidenced 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 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.

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The next item on the agenda, presented by Mr. Jones, was an authorization to purchase Quorum's Disaster Recovery Products and Services through Corporate Computer Solutions, Inc. ("CCS").

Mr. Jones first thanked the IT director, John Tam, and his team, for their continued efforts to modernize and strengthen the Authority's and the Conservancy's IT systems, and this proposal is another important step in that direction. The contract would be for upgrading and implementing disaster recovery, hardware and services and would enable the Authority to increase the speed at which it can recover data and provide greater protection for the Authority's systems by leveraging both in-house and cloud based systems. He also noted that although this contract would serve to upgrade the Authority's systems, it would actually significantly reduce the disaster recovery costs each year both for the Authority and the Conservancy.

Many different products were evaluated, Mr. Jones reported, and only one satisfied all of the criteria - not only in speed of recovery, but also encryption and visible security requirements; and the product is made available to the Authority through an M/WBE state certified provider. The services and costs would be approximately \$70,000 for a three year contract.

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

**AUTHORIZATION TO PURCHASE QUORUM'S DISASTER RECOVERY PRODUCTS AND SERVICES THROUGH CORPORATE COMPUTER SOLUTIONS, INC.**

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 and empowered to purchase Quorum's disaster recovery products and services through Corporate Computer Solutions, Inc. in the total not-to-exceed amount of \$70,000; 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 all documents necessary to effectuate the purchase of Quorum's

disaster recovery products and services on behalf of the Authority, subject to such changes as the officer or officers executing such documents 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 documents; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered 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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Ms. Gallo made a motion to enter Executive Session to discuss matters pertaining to litigation, which was seconded by Mr. Petracca. The Members entered Executive Session at 10:12 a.m.

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The Members exited Executive Session at 10:44 a.m. and resumed the public meeting.

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There being no further business, upon a motion made by Mr. Petracca and seconded by Mr. Capoccia, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 10:45 a.m.

Respectfully submitted,

  
Lauren Brugess  
Assistant Corporate Secretary