

BATTERY PARK CITY PARKS CONSERVANCY CORPORATION

Meeting of the Directors
One World Financial Center – 24th Floor
New York, NY 10281
May 6, 2014

Directors Present

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

Conservancy Staff in
Attendance:

Betty Chin, Director of Administration & Finance
Tessa Huxley, Executive Director
Robert M. Serpico, Vice President, Treasurer

Battery Park City Authority
Staff in Attendance:

Shari Hyman, President/COO
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
Seema Singh, Deputy General Counsel/Assistant Corporate
Secretary
Alexis Torres, Special Advisor to the President

Others in Attendance:

Therese Loeb Kreuzer, Downtown Express
Steven Greer, batterypark.tv

The meeting of the Directors convened at 11:18 a.m.

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The first item on the agenda was the approval of the minutes of the October 22, 2013 meeting. Upon a motion made by Mr. Petracca and seconded by Mr. Branchini, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE OCTOBER 22, 2013 MEETING

BE IT RESOLVED, that the minutes of the meeting of the Directors of the Battery Park City Parks Conservancy held on October 22, 2013 are hereby approved.

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The next item on the agenda was the election of officers. There was no discussion on this item.

Upon a motion made by Mr. Branchini and seconded by Mr. Petracca, the following resolutions were unanimously approved:

ELECTION OF OFFICERS OF THE BATTERY PARK CITY PARKS CONSERVANCY

BE IT RESOLVED, that pursuant to Article V, Sections 3 - 7 of the Conservancy's Bylaws, the following persons are hereby elected to the offices indicated next to their respective names to serve at the pleasure of the Board of Directors and until their respective successors shall have been elected and qualified, unless any of them resigns, is removed from office or is otherwise disqualified from serving as an officer of the Conservancy, and that each shall take her/his respective office immediately upon such appointment, except for Alix Pustilnik, who shall take her offices on May 12, 2014:

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| President and Chief Operating Officer: | Shari C. Hyman |
| Executive Director: | Tessa Huxley |
| Vice Presidents: | Alix Pustilnik
Robert M. Serpico |
| Treasurer: | Robert M. Serpico |
| Secretary: | Alix Pustilnik |
| Assistant Secretary: | Seema Singh |

and be it further

RESOLVED, that the President and Chief Operating Officer of the Conservancy or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and then take all such other and further actions as may be necessary, desirable or appropriate, in connection with the appointments contemplated in the foregoing resolutions; and be it further

RESOLVED, that the officers shall and are 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 Conservancy's official corporate records.

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The next item on the agenda was a recommendation from the Audit and Finance Committee members to authorize the filing of IRS Form 990 and NYS Form CHAR500 for fiscal year 2013.

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

RESOLUTION AUTHORIZING THE FILING OF IRS FORM 990 AND NYS FORM CHAR500 FOR FISCAL YEAR 2013

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President and Chief Operating Officer (the "President") of the Battery Park City Parks Conservancy (the "Conservancy") or her/his designee(s) be, and each of them hereby is, authorized and empowered to file the attached Form 990 with the Internal Revenue Service and the attached Form CHAR500 with the New York State Department of Law on behalf of the Conservancy; and be it further

RESOLVED, that the President or her/his designee(s) be, and each of them hereby is, authorized and empowered to file and deliver the Form 990 and the Form CHAR500 on behalf of the Conservancy, 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 the Conservancy, such approval to be conclusively evidenced by filing of the Form 990 with the Internal Revenue Service and the filing of the Form CHAR500 with the New York State Department of Law; 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 final item on the agenda was the approval of the policy governing the use of discretionary funds and certain organization property and the policy governing the reimbursement of employees and payment for professional fees and membership dues

Ms. Singh noted that these same policies were approved and adopted during the March meeting of the Authority, but there was no Conservancy meeting that month the approvals were held over until the current meeting of the Directors.

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

ADOPTION OF THE AMENDED POLICY GOVERNING THE USE OF DISCRETIONARY FUNDS AND CERTAIN OTHER ORGANIZATION PROPERTY AND THE POLICY GOVERNING THE REIMBURSEMENT OF EMPLOYEES AND PAYMENT FOR PROFESSIONAL FEES AND MEMBERSHIP DUES

BE IT RESOLVED, that the Directors of the Battery Park City Parks Conservancy Corporation (the "Conservancy") hereby approve the attached Policy Governing the Use of Discretionary Funds and Certain Other Organization Property and the Policy Governing the Reimbursement of Employees and Payment for Professional Fees and Membership Dues (collectively, the "Policies"); and be it further

RESOLVED, that the President and Chief Operating Officer of the Conservancy 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 adoption of the Policies, and any such further actions heretofore taken with respect to the Policies are hereby ratified and approved.

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There being no further business, upon a motion made by Mr. Petracca and seconded by Mr. Branchini, the meeting thereupon adjourned at 11:21 a.m.

Respectfully submitted,


Seema Singh
Assistant Secretary