

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
October 23, 2017

Members Present

Dennis Mehiel, Chairman/CEO
Hector Batista, Member
Louis Bevilacqua, Member
Catherine McVay Hughes, Member
Lester Petracca, Member
George Tsunis, Member

Authority Staff in Attendance: Benjamin Jones, Acting President, Chief Administrative Officer and VP
of Internal Audit
Lauren Brugess-Murtha, Paralegal/Assistant Corporate Secretary
Marie Cornielle, Deputy Treasurer
Gwen Dawson, Vice President, Real Property
Abigail Goldenberg, Special Counsel and Risk Officer
Nimisha Haribaran, Executive Assistant/Contract Manager
Craig Hudon, Director of Parks Programming
Susie Kim, Deputy General Counsel
Karl Koenig, Controller
Kevin McCabe, Chief of Staff/Special Assistant to the Chairman/CEO
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
Nicole Stallworth-Roper, Associate General Counsel
Alexis Torres, Special Advisor to the President/COO

Others in Attendance: Warren Ruppel, Marks Paneth
Therese Loeb Kreuzer, Downtown Post NYC
Various Members of the Public

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 2:45 p.m.

The first item on the agenda was the approval of the minutes of the September 26, 2017 meeting. Upon a motion made by Mr. Bevilacqua and seconded by Mr. Batista, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE SEPTEMBER 26, 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 September 26, 2017 are hereby approved.

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There were two individuals who presented during the period of public comment.

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The next item on the agenda was the M/WBE Report presented by Mr. Peterson.

Mr. Peterson reported on the State's second quarter of their fiscal year and the utilization report for September. For the second quarter of fiscal year 2017, 31.91% or \$3,050,672.78 of the Authority's total expenditures of \$9,560,866.04 was paid to M/WBEs. Of this total amount, approximately 8.94% or \$855,176.65 was paid to MBEs and approximately 22.96% or \$2,195,496.13 was paid to WBEs. 6.79% (\$649,561.19) was paid directly to M/WBEs and 25.11% (\$2,401,111.59) was paid to M/WBEs as sub-contractors.

He also reported that for the month of September 2017, 31.72% or \$748,660.20 of the Authority's total expenditures of \$2,360,252.03 was paid to M/WBEs. Of this total amount, approximately 19.94% or \$470,689.43 was paid to MBEs and approximately 11.78% or \$277,970.77 was paid to WBEs. 14.46% (\$341,366.48) was paid directly to M/WBEs and 17.26% (\$407,293.72) was paid to MWBEs as sub-contractors.

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The next item on the agenda, was the semiannual review and annual pre-audit presentation for fiscal year end by Warren Ruppel of Marks Paneth. Mr. Ruppel briefly covered two items. One was to present the six month financial statements of the Authority and Conservancy. The review involves reading the financial statements with various analytical procedures and conforming to the review standards that are part of the audit standards. The second item was the annual pre-audit presentation which included a discussion of required communications, inquiries regarding fraud and illegal activities, and a recap of the audit process.

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The next item on the agenda, presented by Mr. Jones, was the approval of the Budget for Fiscal Year ending October 31, 2018.

Mr. Jones began by explaining for FY17 overall revenues are estimated at about \$287.6 million, just over \$17 million higher than projected. Of that we have excess revenues estimated to be \$189.4 million which we plan to send to the city. And in terms of our operating budget we are under budget for FY17 and so some of that money is being used to pre-fund our OPEB and pension obligations, he noted.

He continued to explain that for the FY18 budget we have a slightly smaller operating budget of \$27.7 million, the lowest operating budget in 15 years, while still investing more spending in Parks programming and a number of community initiatives. We are estimating revenues of approximately \$284 million with an estimated \$186 million of that going to the city, and are planning to continue

forging ahead with our existing funded capital projects which includes items like the Pile Remediation, West Thames Bridge and the Wayfinding project. Mr. Jones also mentioned we have some additional items particularly when it comes to resiliency that we are moving forward with in earnest and are now working on our financing options in order to budget for those additional projects.

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

APPROVAL OF AUTHORITY BUDGET FOR FISCAL YEAR ENDING OCTOBER 31, 2018

BE IT RESOLVED, that the budget of the Authority for the fiscal year ending October 31, 2018, substantially in the form presented to this meeting be, and hereby is, approved and ordered filed with the records of the Authority; and be it further

RESOLVED, that the Acting President and Chief Administrative Officer of the Authority or his designee(s) be, and each of them hereby is, directed to file said budget and related information with all parties as required pursuant to all outstanding bond resolutions, agreements and requirements of law.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to enter into a Sole Source Maintenance Contract with Athletic Fields of America for the Battery Park City Ball Fields and West Thames Park Synthetic Turf Fields.

Ms. Dawson explained that as a result of the damage from Superstorm Sandy the ballfields were replaced with an AstroTurf product which requires periodic inspection, testing and specialized maintenance in order to protect our warranty. The West Thames Park was also converted to artificial turf again utilizing an AstroTurf product and requires the same type of periodic testing and maintenance.

A maintenance contract was entered into with Athletic Fields of America for the ballfields in 2013, and then extended in 2015. In order to protect our warranty we are required to utilize only those vendors who are authorized to perform this type of maintenance and Athletic Fields of America is the only company in the tri-state region who is authorized to perform this maintenance. Mr. Dawson further explained that we are now proposing to enter into a new contract with Athletic Fields of America to cover the ballfield maintenance as well as the West Thames Park maintenance for a period of four years, including an allowance for repairs if needed.

Upon a motion made by Mr. Tsunis and seconded by Mr. Petracca, the following resolution was unanimously adopted, subject to a granular review of the cost increase by task by the Members:

AUTHORIZATION TO ENTER INTO A SOLE SOURCE MAINTENANCE CONTRACT WITH ATHLETIC FIELDS OF AMERICA

BE IT RESOLVED, that the President and 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 for four (4) years, between the Authority and Athletic Fields of America in the not-to-exceed amount of \$143,000 (the "Agreement") to perform the regular inspection, testing and

maintenance of the Ball Fields and the Park and the seasonal pole relocation services at the Ball Fields; 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 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 interest 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 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 Ms. Dawson, was an authorization to amend the contract with the LiRo Group ("LiRo") for Construction Management Services for the Irish Hunger Memorial Restoration project.

Ms. Dawson explained that an amendment is required for the Construction Management Services contract with LiRo. The construction duration for the project was extended to November 30, 2017 as a result of the need to defer the final planting for the Memorial landscaping until the fall planting season. The additional construction management work necessitated by the extended project schedule is approximately 20 additional weeks of pre-construction and on-site construction management services. The cost for these additional services has been negotiated by the Real Property Department and those fees would be billed at LiRo's original contract rates in light of this extended contract duration and the additional volume of work.

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

AUTHORIZATION TO AMEND THE CONTRACT WITH THE LIRO GROUP FOR CONSTRUCTION MANAGEMENT SERVICES

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 the LiRo Group for construction management services (the "Amendment"), extending its term through December 15, 2017 and increasing its value by \$90,000, from \$246,148 to \$336,148 for completion of the Project; 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 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 or her/his designee(s) be, and each of them hereby is, authorized 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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Mr. Batista 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. Petracca. The Members entered Executive Session at 3:30 p.m.

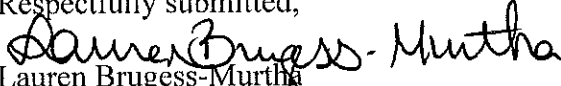
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Upon a motion made by Mr. Petracca and seconded by Mr. Batista, the Members exited Executive Session at 4:13 p.m. and resumed the public meeting.

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There being no further business, upon a motion made by Mr. Batista and seconded by Ms. McVay Hughes, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 4:15 p.m.

Respectfully submitted,


Lauren Brugess-Murtha
Assistant Corporate Secretary

Public Comment
October 23, 2017 Board Meeting

1. Public Comment by Amy Koethe:

I am requesting that the Battery Park City Authority investigate the economic feasibility and community benefits of taking over and repurposing the space currently held by St. Joseph's Chapel in Gateway Plaza. It is also dedicated as The Catholic Memorial to 9/11.

I am encouraging the Board members to preserve this historic tribute to rebirth as The Battery Park City Memorial to 9/11 and redesign it as a Community Center for the neighborhood and the 9/11 victims' families. The chapel space was an essential haven for heroes 16 years ago and we promised as a community we would never forget.

So why should a government agency get involved? Because the one fact that keeps being omitted from the story of St. Joseph's is the role of eminent domain. Eminent domain caused the original church to move from its location on Washington Street in order to build The Battery Tunnel. St. Joseph's relocated to Cedar St. (near St. Nicholas Church) where it was taken over again by eminent domain for the World Trade Center expansion, and relocated to a rental space in Gateway Plaza. That last move proved fortuitous for the first responders on 9/11 and life changing for this community.

There is no separation of church and state in the discussion of St. Joseph's and the Memorial to 9/11. I am requesting that the Battery Park City Authority work to find a way to preserve and honor the history made in that space. Thank you.

2. My name is Justine Cuccia and I have lived in Battery Park City for more than 20 years.

Today, I am asking you to replicate two recent models of successful collaboration between the BPCA and the community, as a way to deal with a complicated issue that has troubled many residents for years.

The precedent I am urging you to follow is the creation of two working groups: one to formulate ideas for dealing with bicycles on the Esplanade, and the other to foster more and better programming for elderly residents of Battery Park City. Both of these efforts have been very productive, and the Authority deserves a lot of credit for partnering with the community on each issue. Chairman Mehiel, Shari Hyman and Nick Sbordone in particular, deserve to be thanked for the leadership that made this possible.

But there is another issue on which bold progress may be possible if the BPCA is willing to partner with the community again. For years, residents have had deep reservations about the role of Asphalt Green in this community. While Asphalt Green is exemplary in many ways -- as a state of the art fitness center, for instance -- it has never become the kind of inclusive, affordable community center that residents felt they were promised.

Maryanne Braverman has recently discovered that Asphalt Green's lease requires them to provide time and service to the community that they have never delivered. In the short term, a working group that includes residents could advise the BPCA on creative ways to remedy this kind of disappointing shortfall.

In the longer term, as the optional renewal period for Asphalt Green's lease approaches in the years ahead, such a working group could help the BPCA set priorities that would guide either the renegotiation of this lease, or the search for a new operator. Thank You Very Much.