

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
May 21, 2019

Members Present

George Tsunis, Chairman
Louis Bevilacqua, Member
Donald Capoccia, Member
Martha Gallo, Member
Anthony Kendall, Member
Catherine McVay Hughes, Member

Authority Staff in Attendance: Benjamin Jones, President and Chief Executive Officer
Sharmila Baichu, Vice President of Human Resources
Marie Baptiste, Deputy Treasurer
Brett Beecham, Associate General Counsel
Anthony Buquicchio, Senior Project Manager
Gwen Dawson, Vice President, Real Property
Pamela Frederick, Chief Financial Officer/Treasurer
James Gallagher, Associate General Counsel
Abigail Goldenberg, General Counsel
Nimisha Haribaran, Executive Assistant/Contract Manager
Craig Hudon, Director of Parks Programming
Susie Kim, Deputy General Counsel
Karl Koenig, Controller
Lauren Murtha, Paralegal/Assistant Corporate Secretary
Jahmeliah Nathan, Vice President of Administration
Robert Nesmith, Chief Contracting Officer
Bruno Pomponio, Director of Parks Operations
Jason Rachnowitz, Director of Financial Reporting
Markus Szejnberg, Special Counsel for Ethics, Risk and Compliance
Alexis Torres, Chief of Staff
Ryan Torres, Associate Director of Parks Operations

Others in Attendance: Roger Bagley, Hawkins Delafield & Wood LLP
Olivia Moss, HR&A
Cordelia Mendez, Morgan Stanley
Robert Pattison, Morgan Stanley
Geoff Proulx, Morgan Stanley
Alfredo Quintero, Ramirez Asset Management
Various Members of the Public

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 2:05 p.m.

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The first item on the agenda was the approval of the minutes of the April 23, 2019 meeting. Upon a motion made by Ms. Gallo and seconded by Ms. McVay Hughes the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE APRIL 23, 2019 MEETING

BE IT RESOLVED, that the minutes of the meeting of the Members of the Hugh L. Carey Battery Park City Authority held on April 23, 2019 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 Utilization Report presented by Ms. Nathan.

Ms. Nathan reported that for the month of April 2019 38.05%, or approximately \$756,000 of the Authority's total allowable expenditures of close to \$2 million was paid to MWBEs. Of this total amount, approximately 30.26% was paid to MBEs as prime contractors, and approximately 7.79% was paid to WBEs, 1.12% of that amount was paid to WBE subcontractors. She also provided a quick update on the Authority's SDVOB program stating that last month the Board approved Walker Diving Underwater Construction to be the prime contractor on the Phase 6 Pile Remediation Project. The contract amount is \$9.8 million and recently, at this year's GovBuy Procurement Forum in Albany, the Authority was acknowledged by the State for having awarded the largest contract to an SDVOB in the history of that program, which I think is amazing and can be attributed to Anthony Peterson and the entire Procurement Department's hard work and dedication to that program. She said she wanted to acknowledge that and thank them for their work.

The Chairman wanted to acknowledge Anthony Peterson, noting that after decades of extraordinary service to Battery Park City, he has decided to move on to greener pastures. He wished him the best of luck in his future endeavors, but noted that because of our procurement policies and best practices, our diversity department including MWBE and disabled veterans bench is very deep and he thanked him for taking on this responsibility.

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Next was an update on the West Thames Bridge, presented by Gwen Dawson.

Ms. Dawson began by giving an update on the progress of the West Thames Pedestrian Bridge project. She explained the Battery Park City Authority is a funding partner in the project for the construction of a pedestrian bridge over West Street at West Thames. We are monitoring the project, it is being performed by New York City EDC, and we are now coming upon the date for installation of the bridge. It is a pretty complicated endeavor and the bridge span will be delivered via barge on the Hudson, and then craned onto West Thames Street and stored briefly at South End Avenue at its southern end. So folks around here are going to start seeing some impact, starting in the next couple of days when the City Bike Station on West Thames Street is removed for a period of time while this bridge installation occurs. There will be some parking restrictions that start going into place, especially starting next Monday when the bridge spans actually arrive. Next Wednesday they will be craned into their temporary storage location at the end of South End Avenue and then next weekend,

the weekend of May 31st to June 2nd, the bridge spans will be moved over to West Street and then in the overnight hours be put into place in their final location at the bridge on West Thames. So it should be something that's pretty exciting to watch, if everybody wants to come down late at night on a Friday night, Saturday night, they can watch that. And we'll make sure that all of the traffic impacts and the parking impacts will be posted on the website so that people in the community can understand kind of what to expect. I know that they've been advised and they've been part of the discussion but we want to make sure the information is available on the website as well.

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The next item on the agenda was the Resiliency Update presented by Mr. Jones.

Mr. Jones began by stating he wanted to give his usual resiliency update. He first mentioned that we continue to make progress on both the South Battery Park City and Ball Field resiliency projects. In regards to South Battery Park City the geotechnical borings have started and AECOM is working with outside agencies on additional plan approvals and required permits for that activity. Also, for that project, we are in the middle of obtaining more feedback from stakeholders on the use of Wagner Park, specifically a summary of what we have collected via our community design feedback session and our online survey, which are in your materials, consistent with the Park's User Study, certainly you know we have heard people echo the importance of passive enjoyment of the Parks and the use of the lawns for family and community activities. The tree allees are used by the majority of respondents. On a more practical note, people have given us feedback, have stated the value of having public restrooms, and rooftop views in the park space. Public art is also valued that's there now and some people are interested in additional public art pieces. So we're still collecting information on this, and have another public meeting on the resiliency project coming up later in June.

On the Ball Fields project, he mentioned that STV is still trucking with what is now kind of a dual analysis of a permanent and also more substantive interim measure. He stated we are also exploring the use of potentially being able to deploy a very short-term protective measure like tiger dams around the community center where we sustained the bulk of the damage, potentially for even this hurricane season. He stated we'd have more information on that soon. And he also noted we are nearing completion of the contract for the North Battery Park City resiliency project so that we'll hopefully be able to kick that off in short order. We also have a community survey that has gone out associated with our work on strategic planning in conjunction with the Rockefeller Foundation's 100 Resilient Cities and we will be reaching out in the next few days to schedule some further interviews to get additional input as we continue to build that out.

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The next item on the agenda, presented by Mr. Jones, was the Sustainability and Energy Efficiency Resolution.

Mr. Jones began by stating that the Authority has a track record as a leader in environmental responsibility and that we are now making a concerted effort, which we talked a little bit about at our last meeting, to further advance sustainable practices, both in our operations and throughout the neighborhood. We have formed a partnership with the New York State Energy Research and Development Authority, otherwise known as NYSERDA, as well as the Mayor's Office of Sustainability, to help further develop strategies in this regard. As part of this effort we are going to pursue a number of State and City programs that will provide resources including technical assistance, energy management, and financial support. So we recommend that the Board formally support the

pursuit of energy efficiency and carbon neutral practices. Doing so will also bolster our prospective applications for participation in these programs. The resolution for your approval seeks to memorialize some of the progress we have made to date including having the first LEED Certified building here, our longtime standing sustainable horticulture and maintenance practices and more recent initiatives such as the Zero Waste Program and the greening of our Investment Guidelines and committing to having a formal Sustainability Plan that we will submit to you on Earth Day next year, which will provide a road map to get us closer to a carbon neutral Battery Park City.

Upon a motion made by Mr. Capoccia and seconded by Ms. McVay Hughes, the following resolution was unanimously adopted:

RESOLUTION OF THE MEMBERS REGARDING THE AUTHORITY' S COMMITMENT TO SUPPORTING, PROMOTING AND IMPLEMENTING SUSTAINABILITY, ENERGY EFFICIENCY AND LOW/ZERO CARBON IMPROVEMENTS IN BATTERY PARK CITY

WHEREAS, since its inception, the Battery Park City Authority (BPCA) has developed a robust legacy of creating, implementing and promoting energy efficiency and sustainability practices in Battery Park City (BPC) in areas such as building design, construction and management, maintenance, horticulture, and in the administration of its programming and events;

WHEREAS, specific portions of BPCA's environmental legacy include the promulgation of its Residential and Commercial Environmental Guidelines, which ultimately led to the construction in Battery Park City of the nation's first LEED-certified residential building;

WHEREAS, BPCA's Parks Operations team is also a leader in the sustainable maintenance and stewardship of BPC's 36 acres of parkland, as evidenced by its innovative composting program and use of natural and environmentally-friendly materials;

WHEREAS, in the face of global climate change and other man-made crises, BPCA has redoubled its efforts to promote and, along with its lessees and other strategic partners, implement energy efficiency and sustainability improvements throughout Battery Park City, with a focus on significantly reducing greenhouse gas emissions and encouraging the adoption of clean energy improvements;

WHEREAS, BPCA continues to overhaul and improve sustainability practices in its internal operations, including the development of its Zero Waste program, a staff-driven effort to reduce consumption, reuse items and recycle whenever possible, both in everyday life and in BPCA's operations, and its recent amendment of the BPCA Investment Guidelines to emphasize the consideration of environmental, social, and governance (ESG) factors in BPCA's investment strategy;

WHEREAS, the adoption of enhanced sustainability and energy efficiency measures will enhance the health and well-being of BPC residents, workers and visitors, contribute to the resiliency of the BPC building portfolio and associated properties, inure to the economic benefit of BPC's building owners and commercial tenants through short- and long-term cost savings gained from greening their operations, and contribute to the broader sustainability goals of both the State of New York and New York City; and

WHEREAS, to successfully carry out its goals, BPCA must develop a uniform set of sustainability principles, goals, metrics and deadlines to apply to its interactions with BPC residents, lessees and contractors, and must also collaborate both formally and informally with State, City and private partners and avail itself of available expertise, programs, people and other resources.

NOW THEREFORE:

BE IT RESOLVED that by April 22, 2020 (Earth Day), it is anticipated that the Authority will create and submit to the Members for adoption a comprehensive sustainability plan and a uniform set of sustainability and energy efficiency guidelines, which will, among other things, set forth BPCA's commitment to develop and implement a road map to achieve a carbon neutral Battery Park City by the middle of the century, along with specific greenhouse gas reduction targets, a plan for achieving those targets, a plan for encouraging and supporting clean energy improvements, and a framework for ensuring BPCA lessees and business partners meet BPCA's enumerated goals; and be it further

RESOLVED, that, the President or her/his designee(s) be, and each of them hereby is, authorized and empowered, subject to applicable law, to enter into agreements, memoranda of understanding, and any other contract or document necessary, desirable or appropriate, with New York State and New York City agencies, authorities or entities necessary to access State and City resources, grants, monies, programs and personnel, and to otherwise effectuate BPCA's sustainability and energy efficiency goals; and be it further

RESOLVED, that, subject to any applicable provisions of the BPCA Procurement Guidelines, 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 matters contemplated in this resolution.

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. Frederick, was the authorization of the 2019 Bond Offering, Capital Plan and Plan of Finance.

Ms. Frederick reminded the Members that as discussed at the May meeting, we are bringing before the Board a recommendation to proceed with the bond financing which we are seeking to close in August of this year. In addition to refinancing our 2009A and 2009B fixed rate bonds, and the 2013 C, D and E variable rate direct placement bonds, the Authority also seeks to raise \$100 million in new money. That new money will finance nearly 90% of the resiliency and sustainability related projects, and will be issued as sustainability bonds, and I think that's consistent with B.J.'s last presentation about the Authority's effort in that area. Our senior managing underwriter, Morgan Stanley, represented today by Geoff Proulx and Rob Pattison will review the presentation that was included, that will have transaction details, and walk you through the plan of finance and the capital plan. Also, attending are our co-senior managers, Ramirez & Co., represented today by Al Quintero.

Mr. Pattison began by explaining the details of the approval for a preliminary not to exceed \$900 million financing plan, which will allow the Authority to achieve four objectives: 1, to finance Phase 1 of the Authority's capital plan; 2, to refinance the 2009A&B bonds of the Authority for significant debt service savings; 3, to refinance the variable debt of the Authority prior to a mandatory tender date of November 1st of this year; and, 4, to reduce the Authority's unhedged variable debt exposure. So the Authority and its financing team have developed a plan. The present amount of the par we expect to be issued is approximately \$680 million across five series, and this is as follows: The Series 2019A, B and C bonds will be issued under the Authority's Senior Lien. They will be fixed rate

bonds, approximately 90% as Pam stated, will be financing sustainability focused capital improvements. The other approximately 10% will be financing other capital improvements, will be funding escrow deposits to refinance the Authority's 2009A&B bonds and we will also refinance a portion of the Authority's 2013C, D and E bonds. Approximately \$450 million of Series 2019D and E bonds will be issued on the Authority's Junior Lien. These will be variable rate bonds. The 2019D bonds will be variable rate demand bonds, with a five-year standby, and we'll talk about that in greater detail. The 2019E bonds will be a five-year SIFMA direct placement bond. The purpose of these bonds is to refinance a portion of the Authority's 2013C, D and E bonds. And there's existing swap agreements in place on the Authority's bonds. These will remain in place and hedge a portion of the Authority's Junior Lien bonds. Mr. Pattison explained that following this sale, the Authority's unhedged variable debt exposure will be reduced significantly from 26 percent and the Authority intends to amend its interest rate swap agreements by converting the floating rate index from LIBOR based, and we talked about this in the February Board meeting, to a SIFMA based index for a period of up to four years to better align the interest rate payments on the 2019D and E bonds.

Mr. Proulx then discussed the components of the plan of finance. The fixed rate plan will all be done on the Senior Lien, and we knew going into this when we first started looking at the transaction that we wanted to fund Phase 1 of the capital plan at about \$100 million, and a good portion of that is going to go into the initial funding for the three main resiliency projects and the Ball Field remediation project as well. He expressed they are very excited about that at Morgan Stanley because of the positioning of it for a sustainability bonds designation and that you're going to be very pleased when you see the offering statement come out. The team has put in a big lift on reorienting your offering statement from being basically an Encyclopedia Britannica to a really accessible document that extenuates all the positives about Battery Park City as a green place that has 36 acres of open space and tons of social attributes. We're parsing those out within a sustainability designation to talk about the green which is the resiliency side of things and everything that the Authority is doing to address climate change.

And then for the social side of the designation we're focusing on the protection of the asset and the fact that we have built this jewel here in Battery Park City, I live in the West Village, I come running through here all of the time, you see kids here. It is incredible, particularly over the weekend. So we're putting that forward to the market. You're going to see this come out very shortly and it looks great. So as we got closer in time to the call dates for some of your existing debt, we also were looking for an opportunity to refund that and we're going to do that in this transaction. The timing of it is working out perfectly that we can take out the 2009A and B bonds. The total par of that part of the transaction is about \$84 million of the refunded bonds. That results in a substantial cash flow savings to the Authority. The net PV savings of this refunding is \$12.9 million. That's 15% of refunded par. By any metric that's something that you want to do. In addition, the fixed rate portion of the deal is going to achieve another objective and that is to reduce the overall variable rate that you have in the portfolio. So we'll be refunding a portion of the outstanding variable rate bonds into fixed in this deal and that also reduces your exposure to the LIBOR index and the variable rate generally speaking. That's the Fixed Rate Plan of Finance.

The Variable Plan of Finance is taking advantage of the fact that the outstanding direct placements are coming up on their mandatory tender date, which is 11/1/2019. The Authority is proactively moving this into two different pieces. One will be a similar direct placement that will be with RBC. That will be a five-year facility and instead of a LIBOR based transaction. In anticipation of the LIBOR Sunset, the Authority has chosen to do a SIFMA linked direct placement with RBC. Also, we will be doing a \$300 million variable rate demand bonds to refund the outstanding DPs. That's going to be backed by a credit facility from TD Bank, which is also a five-year facility.

Variable rate demand bonds trade off of a SIFMA index as well, relative to SIFMA, so what the Authority is doing with these two pieces it's aligning it with an index other than LIBOR. So overall a very smart strategy going into a period that may result in some dislocation. And finally, as was mentioned, the swap is going to get amended to allow a bridge time where it's a SIFMA swap as opposed to a LIBOR swap.

He also explained the documents included in the Board package to authorize today is the authorizing resolution, which lays out the parameters of the overall transaction, lays out the preliminary plan of finance, and the preliminary capital plan. It's of note that the overall capital plan is larger than what we're financing here. We're doing about half of it in this Phase 1. Phase 2 will be to follow, but that will be next. For your June meeting, you'll see the document mentioned before that we're going to be very much looking forward to you all looking at and getting into and putting all of the attributes of Battery Park City out there as the preliminary official statement. It will be done in two separate pieces for the fixed rate portion of the financing, and there'll also be an offering statement for the variable pieces as well. And in June we'll also have the settlement agreement amendment in front of you at that point in time too.

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

Resolution Authorizing Adoption of the Series 2019A Bonds Resolution, Series 2019B Bonds Resolution, Series 2019C Bonds Resolution, Series 2019D Bonds Resolution, and Series 2019E Bonds Resolution and Certain Other Matters in Connection Therewith

WHEREAS, the Battery Park City Authority (the "Authority") adopted its 2003 General Bond Resolution (the "General Bond Resolution") on September 9, 2003 for the purpose, among others, of securing certain Bonds (as defined in the General Bond Resolution) of the Authority; and

WHEREAS, pursuant to the General Bond Resolution, the Authority proposes to adopt the Series 2019A Bonds Resolution (the "Series 2019A Bonds Resolution") and to issue thereunder its Senior Revenue Bonds, Series 2019A (Tax-Exempt) (Sustainability Bonds) (the "Series 2019A Bonds"), to adopt the Series 2019B Bonds Resolution (the "Series 2019B Bonds Resolution") and to issue thereunder its Senior Revenue Bonds, Series 2019B (Tax-Exempt) (the "Series 2019B Bonds"), to adopt the Series 2019C Bonds Resolution (the "Series 2019C Bonds Resolution") and to issue thereunder its Senior Revenue Bonds, Series 2019C (Federally Taxable) (Sustainability Bonds) (the "Series 2019C Bonds"), to adopt the Series 2019D Bonds Resolution (the "Series 2019D Bonds Resolution") and to issue thereunder its Junior Revenue Bonds, Series 2019D (Adjustable Rate Bonds) (the "Series 2019D Bonds"), and to adopt the Series 2019E Bonds Resolution (the "Series 2019E Bonds Resolution") and to issue thereunder its Junior Revenue Bonds, Series 2019E (the "Series 2019E Bonds"), for the purposes of (i) refunding all of the Authority's outstanding Senior Revenue Bonds, Series 2009A (Federally Taxable – Build America Bonds), Senior Revenue Bonds, Series 2009B (Tax-Exempt Bonds), Junior Revenue Bonds, Series 2013C, Junior Revenue Bonds, Series 2013D, and Junior Revenue Bonds, Series 2013E (collectively, the "Bonds to be Refunded"); (ii) to fund all or a portion of the 2019 Capital Program referred to hereinbelow; and (iii) to pay costs of issuance, including credit enhancement fees and expenses, if any;

NOW THEREFORE, BE IT RESOLVED by the Members of the Authority as follows:

1. The President and Chief Executive Officer of the Authority is hereby authorized and directed to complete and modify the provisions of the Series 2019A Bonds Resolution by

determining (a) the principal amount of the Series 2019A Bonds, which principal amount shall not exceed ONE HUNDRED MILLION DOLLARS (\$100,000,000); (b) the dated date or dates of the Series 2019A Bonds; (c) the interest rate or rates (or the method for determining same from time to time) with respect to the Series 2019A Bonds, provided that such interest rate or rates shall not exceed six percent (6%) per annum; (d) the maturity and redemption date or dates, if any, for the Series 2019A Bonds; (e) the debt service and redemption provisions and schedules for the Series 2019A Bonds; (f) the interest payment dates for the Series 2019A Bonds; (g) the amounts and due dates of the sinking fund payments, if any, for any of the Series 2019A Bonds of like maturity; (h) whether the Series 2019A Bonds are to be issued in subseries; (i) whether the Series 2019A Bonds are to be issued as Senior Bonds or Junior Bonds under the General Bond Resolution; and (j) whether the interest on any Series 2019A Bonds is intended to be excluded from gross income for purposes of federal income taxation ("Tax-Exempt Bonds"). Said President and Chief Executive Officer is hereby further authorized and directed to determine, modify and complete any other provisions of the Series 2019A Bonds Resolution to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other changes, omissions, insertions and revisions to the Series 2019A Bonds Resolution as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the Series 2019A Bonds Resolution, and the documents and instruments authorized herein and that shall not materially alter the terms of the Series 2019A Bonds Resolution.

2. The President and Chief Executive Officer of the Authority is hereby authorized and directed to complete and modify the provisions of the Series 2019B Bonds Resolution by determining (a) the principal amount of the Series 2019B Bonds, which principal amount shall not exceed TWO HUNDRED FIFTY MILLION DOLLARS (\$250,000,000); (b) the dated date or dates of the Series 2019B Bonds; (c) the interest rate or rates (or the method for determining same from time to time) with respect to the Series 2019B Bonds, provided that such interest rate or rates shall not exceed six percent (6%) per annum; (d) the maturity and redemption date or dates, if any, for the Series 2019B Bonds; (e) the debt service and redemption provisions and schedules for the Series 2019B Bonds; (f) the interest payment dates for the Series 2019B Bonds; (g) the amounts and due dates of the sinking fund payments, if any, for any of the Series 2019B Bonds of like maturity; (h) whether the Series 2019B Bonds are to be issued in subseries; (i) whether the Series 2019B Bonds are to be issued as Senior Bonds or Junior Bonds under the General Bond Resolution; and (j) whether any Series 2019B Bonds are intended to be Tax-Exempt Bonds. Said President and Chief Executive Officer is hereby further authorized and directed to determine, modify and complete any other provisions of the Series 2019B Bonds Resolution to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other changes, omissions, insertions and revisions to the Series 2019B Bonds Resolution as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the Series 2019B Bonds Resolution, and the documents and instruments authorized herein and that shall not materially alter the terms of the Series 2019B Bonds Resolution.

3. The President and Chief Executive Officer of the Authority is hereby authorized and directed to complete and modify the provisions of the Series 2019C Bonds Resolution by determining (a) the principal amount of the Series 2019C Bonds, which principal amount shall not exceed TEN MILLION DOLLARS (\$10,000,000); (b) the dated date or dates of the Series 2019C Bonds; (c) the interest rate or rates (or the method for determining same from time to time) with respect to the Series 2019C Bonds, provided that such interest rate or rates shall not exceed six percent (6%) per annum; (d) the maturity and redemption date or dates, if any, for the Series 2019C Bonds; (e) the debt service and redemption provisions and schedules for the Series 2019C Bonds; (f) the interest payment dates for the Series 2019C Bonds; (g) the amounts and due dates of the sinking fund

payments, if any, for any of the Series 2019C Bonds of like maturity; (h) whether the Series 2019C Bonds are to be issued in subseries; (i) whether the Series 2019C Bonds are to be issued as Senior Bonds or Junior Bonds under the General Bond Resolution; and (j) whether any Series 2019C Bonds are intended to be Tax-Exempt Bonds. Said President and Chief Executive Officer is hereby further authorized and directed to determine, modify and complete any other provisions of the Series 2019C Bonds Resolution to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other changes, omissions, insertions and revisions to the Series 2019C Bonds Resolution as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the Series 2019C Bonds Resolution, and the documents and instruments authorized herein and that shall not materially alter the terms of the Series 2019C Bonds Resolution.

4. The President and Chief Executive Officer of the Authority is hereby authorized and directed to complete and modify the provisions of the Series 2019D Bonds Resolution by determining (a) the principal amount of the Series 2019D Bonds, which principal amount shall not exceed THREE HUNDRED FIFTY MILLION DOLLARS (\$350,000,000); (b) the dated date or dates of the Series 2019D Bonds; (c) the interest rate or rates (or the method for determining same from time to time) with respect to the Series 2019D Bonds, provided that such interest rate or rates shall not exceed twenty-five percent (25%) per annum; (d) the maturity and redemption date or dates, if any, for the Series 2019D Bonds; (e) the debt service and redemption provisions and schedules for the Series 2019D Bonds; (f) the interest payment dates for the Series 2019D Bonds; (g) the amounts and due dates of the sinking fund payments, if any, for any of the Series 2019D Bonds of like maturity; (h) whether the Series 2019D Bonds are to be issued in subseries; (i) whether the Series 2019D Bonds are to be issued as Senior Bonds or Junior Bonds under the General Bond Resolution; and (j) whether any Series 2019D Bonds are intended to be Tax-Exempt Bonds. Said President and Chief Executive Officer is hereby further authorized and directed to determine, modify and complete any other provisions of the Series 2019D Bonds Resolution to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other changes, omissions, insertions and revisions to the Series 2019D Bonds Resolution as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the Series 2019D Bonds Resolution, and the documents and instruments authorized herein and that shall not materially alter the terms of the Series 2019D Bonds Resolution.

5. The President and Chief Executive Officer of the Authority is hereby authorized and directed to complete and modify the provisions of the Series 2019E Bonds Resolution by determining (a) the principal amount of the Series 2019E Bonds, which principal amount shall not exceed TWO HUNDRED MILLION DOLLARS (\$200,000,000); (b) the dated date or dates of the Series 2019E Bonds; (c) the interest rate or rates (or the method for determining same from time to time) with respect to the Series 2019E Bonds, provided that such interest rate or rates shall not exceed twenty-five percent (25%) per annum; (d) the maturity and redemption date or dates, if any, for the Series 2019E Bonds; (e) the debt service and redemption provisions and schedules for the Series 2019E Bonds; (f) the interest payment dates for the Series 2019E Bonds; (g) the amounts and due dates of the sinking fund payments, if any, for any of the Series 2019E Bonds of like maturity; (h) whether the Series 2019E Bonds are to be issued in subseries; (i) whether the Series 2019E Bonds are to be issued as Senior Bonds or Junior Bonds under the General Bond Resolution; and (j) whether any Series 2019E Bonds are intended to be Tax-Exempt Bonds. Said President and Chief Executive Officer is hereby further authorized and directed to determine, modify and complete any other provisions of the Series 2019E Bonds Resolution to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other

changes, omissions, insertions and revisions to the Series 2019E Bonds Resolution as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the Series 2019E Bonds Resolution, and the documents and instruments authorized herein and that shall not materially alter the terms of the Series 2019E Bonds Resolution.

6. The series designations set forth in this resolution shall be interchangeable, provided that the aggregate principal amount of the Series 2019A Bonds, the Series 2019B Bonds, the Series 2019C Bonds, the 2019D Bonds, and the 2019E Bonds (collectively, the "2019 Bonds") shall not exceed NINE HUNDRED TEN MILLION DOLLARS (\$910,000,000).

7. The Authority hereby adopts the Series 2019A Bonds Resolution, the Series 2019B Bonds Resolution, the Series 2019C Bonds Resolution, the Series 2019D Bonds Resolution, and the Series 2019E Bonds Resolution (collectively, the "2019 Series Resolutions") substantially in the respective forms thereof presented to this meeting. Delivery of a certified copy of each of the 2019 Series Resolutions, completed in accordance with the provisions of Sections 1 through 6 hereof, to the Trustee (as defined in the General Bond Resolution) shall constitute conclusive evidence of the Authority's acceptance of the terms thereof.

8. The Authority hereby appoints Morgan Stanley & Co. LLC as the senior managing Underwriter for the Series 2019 Bonds that are Senior Bonds (the "Senior 2019 Bonds") and approves the appointment of such other underwriters for the Senior 2019 Bonds (collectively, in such capacity, the "Senior 2019 Bonds Underwriters") as may hereafter be selected by the President and Chief Executive Officer of the Authority.

9. The Authority hereby appoints Morgan Stanley & Co. LLC as the senior managing Underwriter for the Series 2019 Bonds that are variable-rate bonds underwritten for resale to the public (the "Public 2019 Variable-Rate Bonds") and approves the appointment of such other underwriters for the Public 2019 Variable-Rate Bonds (collectively, in such capacity, the "Variable-Rate 2019 Underwriters") as may hereafter be selected by the President and Chief Executive Officer of the Authority.

10. Each of the following officers of the Authority is hereby appointed an Authorized Officer, within the meaning of the General Bond Resolution, until and including December 31, 2019: George J. Tsunis, as Chairman; Benjamin Jones, as President and Chief Executive Officer; Pamela Frederick, as Chief Financial Officer; and Abigail Goldenberg, as General Counsel;

11. The Authority hereby approves the Bond Purchase Agreement with respect to the Senior 2019 Bonds, substantially in the form approved by the Authority for similar prior bond financings (the "Senior Bond Purchase Agreement"). The President and Chief Executive Officer of the Authority is hereby further authorized and directed to complete and modify the provisions of the Senior Bond Purchase Agreement by determining (a) the purchase price to be paid the Authority for the Senior 2019 Bonds, which shall not be less than ninety-five percent (95%) of the aggregate principal amount thereof (plus accrued interest, if any); (b) the Senior 2019 Bonds Underwriters' discount in an amount not to exceed one percent (1%) of the initial principal amount of the Senior 2019 Bonds; (c) the date or dates of the Senior Bond Purchase Agreement; (d) the terms of any investment agreements or arrangements pertaining to amounts held under the Series Resolutions for the Senior 2019 Bonds (collectively, the "2019 Senior Series Resolutions"); (e) the rating or ratings required from the rating service or services in connection with the Senior 2019 Bonds; and (f) the date of issuance and delivery of the Senior 2019 Bonds. Said President and Chief Executive Officer is

hereby further authorized to determine, modify and complete any other provisions of the Senior Bond Purchase Agreement to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other changes, omissions, insertions and revisions to the Senior Bond Purchase Agreement as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the General Bond Resolution, the 2019 Series Resolutions and the documents and instruments authorized herein and not contrary to the terms of the General Bond Resolution and the 2019 Series Resolutions, as completed in accordance with the provisions of this resolution. Upon completion of the provisions of the Senior Bond Purchase Agreement, an Authorized Officer is hereby authorized to execute the Senior Bond Purchase Agreement in the name and on behalf of the Authority, such execution to constitute conclusive evidence of the Authority's approval of all changes in the form thereof, and to deliver the same to the Senior 2019 Bonds Underwriters.

12. The Authority hereby approves the Bond Purchase Agreement with respect to the Public 2019 Variable-Rate Bonds, substantially in the form approved by the Authority for similar prior bond financings (the "Public 2019 Variable-Rate Bond Purchase Agreement"). The President and Chief Executive Officer of the Authority is hereby further authorized and directed to complete and modify the provisions of the Public 2019 Variable-Rate Bond Purchase Agreement by determining (a) the purchase price to be paid the Authority for the Variable-Rate Bonds, which shall not be less than ninety-five percent (95%) of the aggregate principal amount thereof (plus accrued interest, if any); (b) the date or dates of the Public 2019 Variable-Rate Bond Purchase Agreement; (c) the terms of any investment agreements or arrangements pertaining to amounts held under the Series Resolutions for the Public 2019 Variable-Rate Bonds; (d) the rating or ratings required from the rating service or services in connection with the Public 2019 Variable-Rate Bonds; and (e) the date of issuance and delivery of the Public 2019 Variable-Rate Bonds. Said President and Chief Executive Officer is hereby further authorized to determine, modify and complete any other provisions of the Public 2019 Variable-Rate Bond Purchase Agreement to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other changes, omissions, insertions and revisions to the Public 2019 Variable-Rate Bond Purchase Agreement as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the General Bond Resolution, the 2019 Series Resolutions and the documents and instruments authorized herein and not contrary to the terms of the General Bond Resolution and the 2019 Series Resolutions, as completed in accordance with the provisions of this resolution. Upon completion of the provisions of the Public 2019 Variable-Rate Bond Purchase Agreement, an Authorized Officer is hereby authorized to execute the Public 2019 Variable-Rate Bond Purchase Agreement in the name and on behalf of the Authority, such execution to constitute conclusive evidence of the Authority's approval of all changes in the form thereof, and to deliver the same to the Public 2019 Variable-Rate Underwriters.

13. The Authority hereby approves the Bond Purchase Agreement with respect to the Series 2019E Bonds (which are unrated Variable-Rate Bonds that are not being underwritten for resale to the public), substantially in the form approved by the Authority for similar prior bond financings (the "Direct Placement Bond Purchase Agreement"). The President and Chief Executive Officer of the Authority is hereby further authorized and directed to complete and modify the provisions of the Direct Placement Bond Purchase Agreement by determining (a) the purchase price to be paid the Authority for the Series 2019E Bonds, which shall not be less than ninety-five percent (95%) of the aggregate principal amount thereof (plus accrued interest, if any); (b) the date or dates of the Direct Placement Bond Purchase Agreement; (c) the terms of any investment agreements or arrangements pertaining to amounts held under the Series 2019E Bonds Resolutions; and (j) the date of issuance and delivery of the Series 2019E Bonds. Said President and Chief Executive Officer is hereby

further authorized to determine, modify and complete any other provisions of the Direct Placement Bond Purchase Agreement to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other changes, omissions, insertions and revisions to the Direct Placement Bond Purchase Agreement as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the General Bond Resolution, the 2019 Series Resolutions and the documents and instruments authorized herein and not contrary to the terms of the General Bond Resolution and the 2019 Series Resolutions, as completed in accordance with the provisions of this resolution. Upon completion of the provisions of the Direct Placement Bond Purchase Agreement, an Authorized Officer is hereby authorized to execute the Direct Placement Bond Purchase Agreement in the name and on behalf of the Authority, such execution to constitute conclusive evidence of the Authority's approval of all changes in the form thereof, and to deliver the same to the purchaser of the Series 2019E Bonds.

14. An Authorized Officer is hereby authorized to execute and deliver, in the name and on behalf of the Authority, all other documents required to be executed and delivered in connection with the issuance of the 2019 Bonds (including, but not limited to, any investment agreements or arrangements pertaining to amounts held under the 2019 Series Resolutions, any modifications to existing interest rate exchange or swap agreements or terminations thereof (consistent, in each instance, with guidelines heretofore adopted by the Members), any escrow fund agreements, any interest rate cap, and any broker-dealer or other agency or service-provider agreements or credit enhancement or liquidity provider agreements) with such provisions as such Authorized Officer, after consultation with the General Counsel of the Authority, shall deem advisable and not contrary to the terms of the General Bond Resolution, the 2019 Series Resolutions, the Senior Bond Purchase Agreement, the Public 2019 Variable-Rate Bond Purchase Agreement, and the Direct Placement Bond Purchase Agreement. Execution and delivery of said documents shall constitute conclusive evidence of the Authority's due authorization and approval of said documents.

15. An Authorized Officer is hereby authorized to issue certifications as to its reasonable expectations regarding the amount and use of the proceeds of the 2019 Bonds to evidence compliance with the Internal Revenue Code of 1986, as amended, and any Treasury regulations relating thereto.

16. An Authorized Officer is hereby authorized, at any time after the receipt of all necessary consents, proceedings and approvals, to have the Senior 2019 Bonds prepared and to execute and authorize the delivery of the Senior 2019 Bonds to the Senior 2019 Bonds Underwriters upon receipt of the purchase price thereof plus accrued interest, if any, and to do and perform all acts and things and execute and deliver any and all documents in the name of the Authority necessary, useful or convenient to the issuance and sale of the Senior 2019 Bonds by the Authority to the Senior 2019 Bonds Underwriters. Execution and delivery of said documents shall constitute conclusive evidence of the Authority's due authorization and approval of said documents.

17. An Authorized Officer is hereby authorized, at any time after the receipt of all necessary consents, proceedings and approvals, to have the Public 2019 Variable-Rate Bonds prepared and to execute and authorize the delivery of the Public 2019 Variable-Rate Bonds to the Public 2019 Variable-Rate Underwriters upon receipt of the purchase price thereof plus accrued interest, if any, and to do and perform all acts and things and execute and deliver any and all documents in the name of the Authority necessary, useful or convenient to the issuance and sale of the Public 2019 Variable-Rate Bonds by the Authority to the Public 2019 Variable-Rate Underwriters.

Execution and delivery of said documents shall constitute conclusive evidence of the Authority's due authorization and approval of said documents.

18. An Authorized Officer is hereby authorized, at any time after the receipt of all necessary consents, proceedings and approvals, to have the Series 2019E Bonds prepared and to execute and authorize the delivery of the Series 2019E Bonds to the purchaser thereof upon receipt of the purchase price thereof plus accrued interest, if any, and to do and perform all acts and things and execute and deliver any and all documents in the name of the Authority necessary, useful or convenient to the issuance and sale of the Series 2019E Bonds by the Authority to said purchaser. Execution and delivery of said documents shall constitute conclusive evidence of the Authority's due authorization and approval of said documents.

19. The 2019 Capital Program as presented to this meeting is hereby approved.

20. The categories and amounts of the financing budget and costs of issuance relating to the Series 2019 Bonds, as presented to this meeting, are hereby approved.

21. The Authority hereby authorizes the payment of fees for Hawkins Delafield & Wood LLP, CBRE Group, Inc., PFM Financial Advisors LLC, and other counsels, professionals and advisors, from proceeds of the 2019 Bonds and other funds of the Authority, and the execution of any agreements necessary for this purpose.

22. All actions to date of Members, officers, and employees of the Authority in furtherance of the 2019 Capital Program, the refunding of the Bonds to be Refunded, and the issuance of the Series 2019 Bonds are hereby ratified and approved.

23. This resolution shall take effect immediately.

* * *

The next item on the agenda, presented by Ms. Dawson, was an authorization to amend the contract with WJE for the 212 North End Avenue leak investigation project.

Ms. Dawson began by stating that we have brought a couple of contracts to the Board over the last few months related to the leak remediation at the Community Center. We have approved the construction manager and the contractor and they are getting ready to begin that project very shortly. We have one additional contract that we need to amend to extend the time period, and this relates to our forensic engineer, Wiss, Janney, Elstner Associates, WJE. We entered into a contract with WJE back in 2013 once we had indication of a water infiltration issue, and they have performed numerous tests, have issued reports, and have also acted as the Authority's advisor in our ongoing negotiations with Milstein with respect to financial responsibility for the ultimate repair and restoration of the facility. We have amended WJE's contract several times over that period in order to maintain the continuity of their expertise and their advice to the Authority. The current contract expiration is April 28, 2019, so it just expired and we would like to make sure that we have WJE under contract to retain their services through the course of the construction period so that as different areas of the facility are exposed during construction we have the capability of really understanding what some of the additional conditions are that we haven't been able to see thus far. As a result, we are asking for the Authority to extend WJE's contract through October 31, 2020, we do not need at this point to add any money to the contract, the current value of the contract is \$73,373.

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

AUTHORIZATION TO AMEND CONTRACT WITH WISS, JANNEY, ELSTNER ASSOCIATES, INC. ("WJE") FOR THE 212 NORTH END AVENUE LEAK INVESTIGATION 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 amend a contract (the "Contract") with WJE for the 212 North End Avenue Leak Investigation Project, extending its term from April 28, 2019 to October 31, 2020; 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.

* * *

There being no further business, upon a motion made by Mr. Kendall and seconded by Ms. McVay Hughes, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 2:52 p.m.

Respectfully submitted,


Lauren Murtha
Assistant Corporate Secretary

Public Comment

May 21, 2019

1. **Fran Dickson**: Hi. Thank you. I was here last month because I wanted to talk about safety and I know a couple of suggestions that I was hoping that could be considered to make it safer, the street, South End Avenue, but I realize they're beyond the scope of this group. But one thing that is in your responsibility is the project for the South End Avenue West Thames. And I would really like to see that happen faster than I believe it's going to happen. I know that, my understanding is that the request for proposals has not gone out yet. It's supposed to go out within the last half of this year. And then get, well it's supposed to go out so that the designer could be picked and then start the design process in the last half of this year and then start the construction next year, which I assume it'll be the end of the year. If there's any way that a request for proposal could go out before next meeting and then get that going because safety's a really big issue for South End. And I know we're putting in the, the lights are going to be put in on Rector Place, which is great. The other thing was the city bikes, and again, it's not your responsibility, it's DOT to move the city bikes from Gateway over to the west side, but if you could put some pressure on the DOT that would be much appreciated.

2. **Johnathan Jossin**: Good afternoon. My name is Jonathan Jossin. I've been living down here for 25 years and I'm very much involved in the real estate world in Battery Park City. I've been hearing a lot of different rumors because every rumor that I do hear directly affects me and everybody that buys and sells real estate in Battery Park City. We all know it's a land lease and we all know how many years we have left. But now I'm hearing the Mayor and the Governor are now using the land lease to put pressure on the owners of the rental buildings to bring in low and middle income housing. So that really changes the complete dynamic on what's going on down here. So I would like to put that out there so people know what's going on. I'm hearing that the people that are rent stabilized might have to then go and re-establish what their income that they belong in the rent stabilized apartments. That's basically what I have. And then on some of the buildings, three of them for sure, I know that the land lease is from 25 to 26 explode, so those buildings had a very low basis from the beginning and then they catch up from 25 to 27 where the other buildings who had a high basis now they have very small increments. So is that all being looked at building by building? And that's what I have to say.