

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
October 19, 2016

Members Present

Dennis Mehiel, Chairman/CEO
Hector Batista, Member
Donald Capoccia, Member
Martha Gallo, Member
Lester Petracca, Member

Authority Staff in Attendance: Shari C. Hyman, President/COO
Brett Beecham, Associate General Counsel
Lauren Brugess, Paralegal/Assistant Corporate Secretary
Marie Cornielle, Deputy Treasurer
Gwen Dawson, Vice President, Real Property
Abby Erlich, Director of Community Partnerships and Engagement
Joseph Ganci, Design Director
Abigail Goldenberg, Special Counsel and Risk Officer
Yasmin Gonsalves, Executive Assistant
Benjamin Jones, Vice President of Administration and Internal Audit
Susie Kim, Associate General Counsel
Karl Koenig, Controller
Kevin McCabe, Chief of Staff/Special Assistant to the Chairman/CEO
Brenda McIntyre, Vice President, Human Resources
Robert Nesmith, Chief Contracting Officer
Anthony Peterson, Director of Diversity
Bruno Pomponio, Director of Parks Operations
Jason Rachnowitz, Director of Financial Reporting
Nicholas Sbordone, Director of Communications and Public Affairs
Robert M. Serpico, Chief Financial Officer
Nicole Stallworth-Roper, Associate General Counsel
Alexis Torres, Special Advisor to the President/COO
Ryan Torres, Assistant Director of Horticulture
Ken Windman, Director of Facilities & Infrastructure Management

Others in Attendance: Anne O'Neill, Battery Park City Parks Corporation
Therese Loeb Kreuzer, Downtown Post NYC
Matt Fenton, The Broadsheet

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 10:10 a.m.

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The first item on the agenda was the approval of the minutes of the September 20, 2016 meeting. Upon a motion made by Mr. Batista and seconded by Ms. Gallo, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE SEPTEMBER 20, 2016 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 20, 2016 are hereby approved.

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

Mr. Peterson updated the Members on the Authority's and the Conservancy's total expenditures for the second quarter of FY 16 and for the month of September. He reported that for the Second quarter, which runs July 1, 2016 to September 30, 2016, 33.63% (\$561,652.05) of the Authority's total expenditures of \$1,670,014.91 went to MWBEs and 17.78% (\$296,934.96) went to MBEs and 15.85% (\$264,717.09) to WBEs.

And for the month of September 2016, he reported that 26.57% or \$219,087.24 of the Authority's and the Conservancy's total expenditures of \$824,516.81 was paid to M/WBEs. Of this total amount, approximately 17.68% or \$145,756.58 was paid to MBEs and approximately 8.89% or \$73,330.66 was paid to WBEs.

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The next item on the agenda, presented by the Chairman, was an authorization to adopt and implement the Public Comment Period Policy and Procedures.

The Chairman began by stating that although meetings are always public and broadcasted, we have not previously allowed public comment. He met with the elected officials that represent our constituents to talk with them individually and as a group, and they were unanimous in their request to allow for public comment. With discussions about proper protocol a policy has been created.

Ms. Hyman then elaborated on the protocol for those wishing to submit public comment. The protocol included submitting a request to boardcomment@bpca.ny.gov by 5:30 p.m. the night before the meeting; the chair would decide when during the agenda the public commentary would occur; a whole public comment period would last no longer than 30 minutes; there would be a two-minute maximum speaking opportunity per person with a maximum of 10 speakers, and if more than 10 speakers requested to speak, those selected to speak would be chosen on a first come/first serve basis or we would prioritize the topics that are new for the board to hear them. The Chairman explained that the board retains and reserves the right to change this policy for any reason or for no reason.

The Members were asked to (1) adopt the Public Comment Period Policy and Procedures (the "Policy") and (2) institute a Public Comment Period during meetings of the Members, such period to be conducted in accordance with the Policy.

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

ADOPTION AND IMPLEMENTATION OF THE PUBLIC COMMENT PERIOD POLICY AND PROCEDURES.

BE IT RESOLVED, that the Public Comment Period Policy and Procedures (the "Policy"), substantially in the form presented at this meeting, be, and hereby is approved; and be it further

BE IT RESOLVED, that a public comment period during meetings of the Members of the Authority be instituted and conducted in accordance with the Policy; and be it further

RESOLVED, that the President of the Authority or his or her 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 and implementation of the Policy, and any such further actions heretofore taken with respect to the Policy are hereby ratified and approved.

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The next item on the agenda, presented by Ms. Hyman, was the approval of the Budget for Fiscal Year ending October 31, 2017.

Ms. Hyman reported that we came in well under budget in terms of our projected operating expenditures for fiscal year 2016. She explained that this allowed us to pre-fund our obligations, such as OPEB and pension and, she added, reallocating the savings to increase community programming in the Parks and to Operations, which includes Security Services, so we are asking the board to approve a flat budget. It is about the same as fiscal year 2016's budget.

She noted that this is the lowest budget in 14 years that we're delivering and some of the savings that were achieved were the result of the consolidation of Park staff into the Authority, that resulted in what we projected to be a half million-dollar savings. Those savings were realized without any cuts to services and we increased programming already, but going to increase it more. Projected operating expenditures, she mentioned, are \$27.8 million and in that budget we allowed for an increase of one million dollars for debt service funding to anticipate the rising interest market. Finally, with respect to our capital budget, which is an aggressive budget, we are in good shape to complete our major projects that are already underway, such as the Irish Hunger Memorial, the Police Memorial Vault and then the Median Projects and to upgrade the Rockefeller Park playground this year without any major changes to the play space.

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

APPROVAL OF AUTHORITY BUDGET FOR FISCAL YEAR ENDING OCTOBER 31, 2017

BE IT RESOLVED, that the budget of the Authority for the fiscal year ending October 31, 2017, 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 Chief Financial 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 Mr. Jones, was an approval to enter into a rental/lease agreement with Pitney Bowes for the stamp machine.

Mr. Jones informed the Members that the current rental/lease agreement for the use of our postal stamp machine is set to expire on 10/20/16 and we are looking to utilize the NYS OGS procurement contract to provide these services. The cost and duration of the new rental/lease agreement is thirteen thousand sixty-nine dollars and ninety-two cents (\$13,069.92), for a period of forty-eight (48) months.

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

AUTHORIZATION TO ENTER INTO A RENTAL/LEASE AGREEMENT WITH PITNEY BOWES

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to enter into a rental/lease agreement (the "Agreement") with Pitney Bowes, to provide stamp machine services in an amount not to exceed \$13,069.92; and be it further

RESOLVED, that the President of the Authority 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 interests 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 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 in all respects confirmed and approved.

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The next item on the agenda, presented by Mr. Jones, was an approval to enter into an agreement with US Internet for email services.

Mr. Jones noted that the current contracts with US Internet for both BPCA and BPCPC are set to expire on, February 2017 and April 2017, respectively. This approval is for an agreement for three (3) years of email service for a total amount of \$150,000. Over those years we want to continue with our current provider, U.S. Internet, so as not to disrupt the service or spend more money with the transition to a new provider.

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

AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH US INTERNET

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to enter into an agreement (the "Agreement") with US Internet, to provide e-mail services in an amount not to exceed \$150,000; and be it further

RESOLVED, that the President of the Authority 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 interests 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 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 in all respects confirmed and approved.

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The next item on the agenda, presented by Mr. Jones, was an approval to enter into an amendment with Micro Force for Workplace Consulting and Training Services.

Mr. Jones explained that Micro Force, a Microsoft certified provider, provides the support for our financial management systems, both Workplace and Microsoft Great Plains and their contract is scheduled to expire in January of 2017. We have been very happy with their services and during their tenure here they have done exceptionally well, he added, including doing a successful upgrade of our financial software systems and have really learned a lot about our finance operations and our business operations, which would also make a transition to another provider complicated. This approval is for an extension to their contract for three (3) years and an additional \$200,000, so that they can complete some of the additional upgrades that are already in progress and continue providing support.

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

AUTHORIZATION TO AMEND AGREEMENT WITH MICRO FORCE

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to amend the agreement (the "Amendment") between the Authority and Micro Force to provide general application consulting support for Microsoft Dynamics Great Plains in an amount not to exceed \$440,000 and to extend the term to January 15, 2020 and; and be it further

RESOLVED, that the President of the Authority 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 of the Authority 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 in all respects confirmed and approved.

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The next item on the agenda, presented by Mr. Jones, was an approval of ABM Janitorial Services.

Lastly, Mr. Jones presented the ABM Janitorial Services memo. He stated this is for our cleaning services contract, where this office space is part of our lease, so through Brookfield we are mandated to use ABM Janitorial Services and their current contract expires at the end of the month. So, the total amount for the next three (3) years to continue with them is \$167,876.10.

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

AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH ABM JANITORIAL SERVICES

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to enter into an agreement (the "Agreement") with ABM Janitorial Services, to provide janitorial services for three (3) years, in an amount not to exceed \$167,876.10; and be it further

RESOLVED, that the President of the Authority 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 interests 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 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 in all respects confirmed and approved.

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The next item on the agenda, presented by Ms. Kim, was an authorization to amend the retainer agreement with Colon & Peguero LLP for the residential closing representative services.

Ms. Kim explained that the purchasers of residential units in certain Battery Park City buildings are required to enter into subordination agreements with BPCA. In order to assist us with these closings, we issued an RFP in 2013 for residential closing representative services. Colon & Peguero were selected for a one-year retainer with two one-year options and we've exercised both of those options. She concluded that this request was for an additional one-year extension of the retainer agreement without any additional monies since there is a remaining balance.

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

AUTHORIZATION TO AMEND THE RETAINER AGREEMENT WITH COLON & PEGUERO LLP

BE IT RESOLVED, that in accordance with the materials submitted at this meeting, the President and Chief Operating Officer (the "President") of the Battery Park City Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute an amendment (the "Amendment"), to the retainer agreement with Colon & Peguero LLP for legal services, to extend the termination date to October 15, 2017; and be it further

RESOLVED, that the President of the Authority 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 in the best interest 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 of the Authority 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 next item on the agenda, presented by Ms. Kim, was an authorization to amend the retainer agreement with Michelman & Robinson, LLP. f/k/a Vandenberg & Feliu, LLP for employment law legal Services.

Ms. Kim explained that Vandenberg was selected as a provider of employment law in connection with an RFP we issued last year. The contract entered into was for a one-year agreement at a not-to-exceed amount of \$250,000. At this time there are some outstanding employment cases, as well as general employment matters, to which they provide advice and so we are seeking to extend the retainer for an additional one-year period, through June 2017.

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

AUTHORIZATION TO AMEND THE RETAINER AGREEMENT WITH VANDENBERG & FELIU, LLP

BE IT RESOLVED, that in accordance with the materials submitted at this meeting, the President and Chief Operating Officer (the "President") of the Battery Park City Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute an amendment (the "Amendment") to the retainer agreement with Vandenberg & Felio, LLP for legal services, extending the term until June 21, 2017; and be it further

RESOLVED, that the President of the Authority 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 in the best interest 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 of the Authority 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 next item on the agenda, presented by Ms. Dawson, was an authorization to enter into a contract with Alpine Construction & Landscaping for the South Route 9A Medians – Landscape and Sprinkler Maintenance.

Ms. Dawson began by mentioning that this was presented last month and the Evaluation Committee had evaluated the three proposals received at that time with U. Arias Corp. receiving the highest technical score. The Members at that time chose to defer action on the item so that the Evaluation Committee could go back and see if there was a way to get a lower fee.

Subsequent to the meeting, she added, the Evaluation Committee scheduled an additional round of interviews with the proposers and at that time also discovered that the cost proposal submitted by U. Arias Corp. had been filled out wrong. We also had an opportunity through the additional round of interviews to go back and check with the proposal that had been submitted by Alpine. In light of the assurances received, she continued to explain, the additional interviews that were conducted and the second best and final offers, the Evaluation Committee has recommended that the Authority enter into a contract with Alpine Construction & Landscaping in the amount of \$839,000.

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

AUTHORIZATION TO ENTER INTO A CONTRACT WITH ALPINE CONSTRUCTION & LANDSCAPING FOR THE PERFORMANCE OF THE SOUTH ROUTE 9A MEDIANS -- LANDSCAPE AND SPRINKLER MAINTENANCE 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 execute a contract (the "Contract") with Alpine Construction & Landscaping for the South Route 9A Medians Maintenance and Sprinkler Project, in the not-to-exceed amount of \$839,000; 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 the Contract on behalf of the Authority, subject to such changes as the officer or officers executing the Contract shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusive evidence by the execution and delivery of the Contract; and be it further

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

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The next item on the agenda, also presented by Ms. Dawson, was an authorization to amend the contract with McLaren Engineering Group for the on-call engineering services.

Ms. Dawson began by stating that McLaren has a two-year on-call engineering contract that was entered into in 2015 in the amount of \$220,000 and was subsequently amended earlier this year and its value was increased to \$400,000. Since that time there have been other needs that have arisen requiring services by our on-call engineers. Some additional work that was required, but not limited to she noted was the Pier A operating assessment and hose replacement, the Pier A underwater structural inspection, the South Bridge engineering peer review, the Rockefeller Park House repair design, and the Marina caisson encasement extended services.

Ms. Dawson conclude by stating that her department estimates that an additional \$275,000 in fees will be required for McLaren to complete the projects referenced above, along with several other in-progress site projects, and also to provide additional capacity to address other unforeseen engineering needs as they may arise. Also, the Department has initiated a new procurement to retain one or more new on-call engineers in the coming months.

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

AUTHORIZATION TO AMEND CONTRACT WITH MCLAREN ENGINEERING GROUP FOR THE ON CALL ENGINEERING SERVICES PROJECT

BE IT RESOLVED, that the President and Chief Operating Officer of the Authority (the "President") or her/his designee(s) be, and each of them hereby is, authorized and empowered to execute an amendment to the contract (the "Contract") with McLaren Engineering Group for the On Call Engineering Services Project, increasing the value of the Contract by \$275,000, from \$400,000, to \$675,000; 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 the Contract on behalf of the Authority, subject to such changes as the officer or officers executing the Contract shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusive evidence by the execution and delivery of the Contract; and be it further

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

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Before going into Executive Session, Ms. Hyman announced that Abby Erlich, who was previously Director of Parks Programming, has now moved to a Strategic and Community Partnerships position and so Craig Hudon who was her assistant was promoted to Director of Programming. So we have now totally staffed up the leadership for Parks.

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Mr. Petracca made a motion to enter Executive Session to discuss matters pertaining to litigation, which was seconded by Mr. Capoccia. The Members entered Executive Session at 11:00 a.m.

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Upon a motion made by Mr. Petracca and seconded by Ms. Gallo, the Members exited Executive Session at 11:30a.m. and resumed the public meeting.

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There being no further business, upon a motion made by Mr. Capoccia and seconded by Mr. Petracca, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 11:30a.m.

Respectfully submitted,



Lauren Brugess

Assistant Corporate Secretary