

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

Meeting of the Members  
200 Liberty Street, 24<sup>th</sup> Floor  
New York, NY 10281  
September 24, 2019

Members Present

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

Authority Staff in Attendance: Benjamin Jones, President and Chief Executive Officer  
Marie Baptiste, Deputy Treasurer  
Sarah Fisher Curtin, 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  
Justin McLaughlin-Williams, Director of Diversity  
Eric Munson, Chief Operating Officer  
Lauren Murtha, Paralegal/Assistant Corporate Secretary  
Jahmeliah Nathan, Vice President of Administration  
Robert Nesmith, Chief Contracting Officer  
Jason Rachnowitz, Director of Financial Reporting  
Aline Reynolds, Technical Communications Manager  
Nicholas Sbordone, Vice President of Communications and Public Affairs  
Markus Szejnberg, Special Counsel for Ethics, Risk and Compliance  
Alexis Torres, Chief of Staff  
Ryan Torres, Assistant Director of Parks Operations  
Kenneth Windman, Director of Facilities & Infrastructure Management

Others in Attendance: Vladimir Popik, Hawkins Delafield & Wood LLP  
T. Kam Wong, Hawkins Delafield & Wood LLP  
Steve Faber, PFM Asset Management  
James F. Haddon, 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 2:10 p.m.

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The first item on the agenda was the approval of the minutes of the August 27, 2019 meeting. Upon a motion made by Mr. Kendall and seconded by Mr. Bevilacqua, the following resolution was unanimously adopted:

**APPROVAL OF MINUTES OF THE AUGUST 27, 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 August 27, 2019 are hereby approved.

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There was one individual 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 August 2019, 33.544% or approximately \$328,000 of the Authority's total qualifying expenditures of approximately \$977,000 were paid to MWBEs. Of that total amount, 23.18% was paid to MBEs, and 10.36% was paid to WBEs. Twenty percent of that was paid directly to MWBE prime contractors, and roughly 12% was paid to MWBEs as subcontractors.

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Ms. Frederick then reported on the meeting of the Investment Committee.

Ms. Frederick noted that in attendance were Investment Committee Member Catherine McVay-Hughes and acting Chair for the meeting, George Tsunis, who is also actual Chair for the Board. Providing a review of the materials were the Authority's investment advisors, PFM Asset Management, represented by Steve Faber and Bob Cheddar, and Ramirez Asset Management, represented by Jim Haddon and Lou Sarno. The Committee reviewed the July 2019 quarter end investment report and had discussions regarding the investment return, and we reviewed significant changes quarter over quarter. It was also raised that a point to review, which we intend to do, is stress testing on a quarterly basis—looking at the impact of changes in interest rates on the investment portfolio. PFM also provided the Committee with a recap of the impact of reducing the debts reserve account by suspending its long-term strategy on the 2003 debt reserve fund and minimizing the impact on the overall returns largely by liquidating positive returning investments from the debt reserve fund and certain other corporate investment funds. Overall, this resulted in a positive return on the liquidated investments, leaving the remaining \$33.4 million balance to solely pledge the 2013 series A bonds only. Certain debt service funds were also liquidated to fund the escrow for the deficient refunded 2009 A and B and the 2013 C, D, and E bonds. The investment advisors were present to provide a brief summary to Members, if requested.

Ms. Frederick then discussed the other agenda item: a review of the Swap portfolio, which was amended in August. She noted that the Committee was given a presentation by MohantyGargiulo to review, not only the amended Swaps, but also what has happened in the market and to the Swaps since the time of the amendment, and to give a sense of what the SIFMA rate market has been since that

time. Ms. Frederick said that the Investment Committee will review on a quarterly basis the Swap portfolio until that is finished.

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Mr. Jones then acknowledged the 10<sup>th</sup> anniversary of Poets House having a residency in Battery Park City, where it is located in River Terrace. Poets House is a 70,000 volume poetry library with 80,000 annual visitors, thousands of children, and local youth programs, and we are delighted that it is here and continuing to thrive. Mr. Jones noted that as the New York Times said when the arrangement with them was finalized, it is an arrangement to inspire verse. He then congratulated them.

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

Mr. Jones began by mentioning that work continues on a number of fronts for the ball fields and that the next community meeting is on September 6<sup>th</sup>. He noted that we are continuing with the steel plate design that was informed in part by community discussions and the temporary barriers are installed around the perimeter. In South Battery Park City, the design work continues with some milestones to mention: there was a very productive meeting with the Mayor's Office for People with Disabilities to talk about universal access with regards to the new design. There will be an ongoing collaboration with them. And we've been working with New York City Park's Department and the Battery on the portion of the flood protection system that will go into the Battery area, and we will submit a preliminary design submission to the Public Design Commission for consideration. And continuing with our community engagement approach, the first community engagement meeting for the North Battery Park City resiliency project will be on October 1<sup>st</sup>. He also highlighted a number of things going on for Climate Week, which began with Craig and the Parks Programming team holding Go Fish Marine Education Family Program this past Saturday. He noted that we are conducting composting tours for both residents and other State agencies. Staff is having recycling trainings by bringing in the building managers from various buildings to talk about energy efficiency requirements along with ways to help support them in their efforts to become compliant. Mr. Jones noted that Ryan Torres from the Parks Operations Department is speaking at a Green NY Forum later this week and that he, Mr. Jones, will be speaking on a panel regarding the South Battery Park City Resiliency project on Friday. He then presented the newest part of the composting program – forging new ground with dog waste composting efforts, which launched today, leveraging our dogs' owners and BPC dogs and our free dog runs, to try to make a further dent with our environmental responsibility. He then congratulated Ryan and the Parks Operations Department in particular for being able to get this off the ground after months of studying and planning.

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The next item on the agenda, presented by Mr. Munson, was an authorization to enter into an agreement with AlliedUniversal Security Services, Inc.

Mr. Munson began by explaining that since November of 2015, the Authority has supplemented the critical work of the NYPD through contracts with an array of contracted security firms: one firm providing outdoor patrols in the command center function, another firm patrolling and staffing indoor rotations, and yet another firm managing and maintaining the Authority's security cameras and network. Together with the NYPD, he further explained, these services have been crucial

in ensuring neighborhood status is one of the safest in the City with minimal crime, prompt resolution of incidents, and a constant visible security presence 24/7/365. This additional presence in BPC's parks and public spaces, anchored by what are known as BPC Ambassadors, has also resulted in greater engagement with the general public and the observation and recording of more than 7,000 maintenance issues to the Authority's Parks Operations team since the program's inception. He noted that thanks to our existing security program, the Authority has quicker escalation and resolution of those maintenance issues, as well as a dedicated team of individuals patrolling our parks and resolving any number of matters that arise in urban public spaces like ours, from reuniting lost children with their parents to administering basic first aid to supporting pick up and drop off at our local public elementary schools, to connecting homeless individuals with local social service organizations for help. He said that through a partnership with NYPD, we've also arranged for some of our vendors' top performers to be trained and deputized as special patrol officers, which means that they can issue summonses for certain violations of Park rules in an effort to improve compliance.

Mr. Munson then mentioned that our contract with Allied Universal is ending in November 2019, and in an effort to leverage efficiencies and streamline coordination across security services in BPC, the Authority issued an RFP for comprehensive security services in May 2019. Six firms responded and the top four technically-rated proposers were interviewed, and their proposals were scored again afterwards. It was then determined that Allied Universal, the incumbent firm providing outdoor patrols for the Authority, was the highest technically rated proposer with 79.4 points.

Mr. Munson explained that in order for the Authority to properly evaluate costs, proposers were asked to provide the wage rate they proposed paying each job title assigned to the project, as well as the bill rates they'd charge the Authority, inclusive of taxes, insurances, paid time off, other benefits and profit. He noted that because some services are needed more than others, we applied a multiplier for the wage rates for each of the job titles, and that some of the job titles that weren't mentioned are subject to a prevailing rate schedule, which is reissued annually by the New York State Department of Labor. In addition to being the highest technically rated proposer, Allied Universal was also determined to be the lowest bidder by about 6%. He then requested approval to enter into a five-year agreement with Allied Universal with a "not-to-exceed" amount of \$15 million, an amount to which the Authority can incorporate any mandated increases to pay the prevailing wages, and manage deployment over the term of the contract.

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

**AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH ALLIEDUNIVERSAL SECURITY SERVICES, INC.**

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President & Chief Executive Officer (the "President") of the Authority, or her/his designees be, and each of them hereby is, authorized and empowered to execute enter into an agreement with AlliedUniversal Security Services, Inc. for a five (5) years term in the not-to-exceed amount of \$15,000,000 .00; 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. Frederick, was an authorization to adopt and implement Post-Issuance Tax Compliance Policy and Procedures.

Ms. Frederick began by explaining that the goal of this post-compliance tax policy, as an issuer of tax exempt bonds, is to prevent, identify and resolve any violations of federal tax rules in order to maintain the tax exempt status of the relevant bond obligations. The policy addresses ongoing due diligence, training of employees, record retention, and procedures to ensure compliance and to address noncompliance. This amended and restated version also reflects any new requirements under the tax law implemented since 2013. She noted that the policy was originally prepared by, and this current version was amended by, Hawkins Delafield & Wood, the Authority's current bond and tax counsel, represented by the tax team Kam Wong and Vlad Popik. Kam has represented the Authority since 1993 and she's led the team as a senior tax partner since our 2013 bond issuance. Kam and Vlad were available to respond to any questions regarding the policy.

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

**AUTHORIZATION TO ADOPT AND IMPLEMENTAT THE AMENDED AND RESTATED POST-ISSUANCE TAX COMPLIANCE POLICY AND PROCEDURES.**

BE IT RESOLVED, that the Amended and Restated Post-Issuance Tax Compliance Policy and Procedures (the "Policy"), substantially in the form presented at this meeting, be, and hereby are approved and shall be adopted and implemented by the Authority; and be it further

RESOLVED, that the President of the Authority or his designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and to take all such other and further actions as may be necessary, desirable or appropriate, in connection with the adoption 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. Dawson, was an authorization to enter into a contract with Happold LLP for the Battery Park City Sustainability Plan, New Green Guidelines, and Sustainability Implementation Plan.

Ms. Dawson began by noting that it is appropriate to be considered this issue during the Tuesday of Climate Week and that we are delighted to bring this to the Board. She said that the Authority has a very long history of sustainable operating and development practices and that looking back to the early 2000's, the Authority established what it calls the Green Guidelines of commercial and residential development by focusing on sustainability that was very cutting edge and largely based on the US Green Building Counsel's Leed Version 2.

Because Version 1 of Green Guidelines focused primarily on new construction, she further explained, and because so many developments have occurred since then with new science, approaches, and technologies, the Green Guidelines have become out of date. She noted that over the past couple of years, there's been a renewed and strengthened focus by the Authority, as well as the City and State of New York in general, on sustainability, and there have been new plans and regulations that have been promulgated. In May 2019, this Board adopted a resolution to commit to achieve a carbon neutral Battery Park City by the middle of the century, along with greenhouse gas reduction and clean energy improvement targets, a strategy for achieving those targets, and a framework for ensuring BPCA lessees and business partners meet BPCA's enumerated goals.

Ms. Dawson stated that in furtherance of that objective, and in support of the broader City and State sustainability objectives, we formulated a project and issued a procurement for a consultant team to help formulate a new sustainability plan, new green guidelines, and a sustainability implementation plan. This project would take into account sustainability considerations that would include energy efficiency and conservation, renewable energy generation, water management and conservation, waste minimization, improved air quality, environment resiliency, sustainable maintenance and operations of buildings, parks and open spaces, building retrofits and restoration, sustainable construction practices, and consideration of overall public health. She said we envision it as consisting primarily of three components: a 10-year sustainability plan, a newly created set of sustainability guidelines that would provide specific means for addressing the sustainability plan objectives, and a sustainability implementation plan which would include means for enforcement, collaboration and incentives, and perhaps a district-based partnering with our organizational strategy that would allow for us to better implement the objectives and sustainability plan.

She noted that an RFP was issued in July, and on August 16<sup>th</sup> we received proposals from 11 firms. Those proposals were evaluated by an internal committee and the top six scoring proposers were invited to interview with the evaluation committee. Following completion of the interviews and the technical review process of the committee, Happold was the highest rated proposer with a technical evaluation score of 86.6 points. Happold demonstrated a comprehensive understanding of the project. They established that their approach to the work was sound. They verified they can meet the project schedule, which is intended to culminate in the completion of a sustainability plan by Earth Day 2020, and confirmed that all elements of the project were adequately covered by their cost proposal.

Ms. McVay Hughes noted it is great that we get to vote on this today in the middle of Climate Week 2019. She also mentioned that the original set of guidelines that looked great in the early 2000's were made available and were public, and she hoped that any new guidelines are also shared broadly and publicly and made available so people can benefit from best learned practices.

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

**AUTHORIZATION TO EXECUTE A CONTRACT WITH HAPPOLD LLP FOR THE BATTERY PARK CITY SUSTAINABILITY PLAN, NEW GREEN GUIDELINES, AND SUSTAINABILITY IMPLEMENTATION PLAN**

BE IT RESOLVED, that in accordance with the materials submitted at this Board meeting, the President and Chief Executive Officer (the "President") of the Battery Park City Authority (the "Authority") or his/her designee(s) be, and each of them hereby is, authorized and empowered to enter into a twelve (12) month contract with Happold LLP in the not-to-exceed amount of \$1,204,750.00,

including reimbursable expenses of \$36,000.00 (the "Contract"), to perform the consulting services required for the Battery Park City Sustainability Plan, New Green Guidelines, and Sustainability Implementation Plan; and be it further,

RESOLVED, that the President or his/her designee(s), 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 his/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 transactions contemplated in the foregoing resolutions, and any such execution of documents and any other and further actions heretofore taken are hereby ratified, and any actions hereafter taken are confirmed and approved.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to amend the contract with Walker Diving Underwater Construction, LLC for the Phase 6 Pile Remediation - Marine Construction Services.

Ms. Dawson stated that this is a reflection of a good news story on one of our major construction projects for the year. She noted that we entered into a contract earlier this year with Walker Diving in the amount of \$9,799,430 for our Phase 6 Pile Remediation project. This is the sixth phase of a multiyear project to make sure that we repair and jacket the 3,100 concrete piles that support the esplanade for the full length of BPC. Because this work can only occur during certain months of the year, between May and October, the project has to be divided into phases. The phase 6 project commenced this year and included 561 of the 3,100 piles. She explained that we're nearing the end of our multiyear obligation, and we've got approximately 300 more piles to go in the seventh phase and then another phase around Wagner Park of 450 piles that we will be doing as we coordinate the South BPC resiliency project construction.

She noted that Walker Diving was able to achieve operating efficiencies during the course of the project and completed the 561 piles in a lesser amount of time than had been projected. Because there is another month or so of the current in-water season, which expires at the end of October, we could add some additional piles to the project and save time and money for the work that would be associated with those 47 piles. She explained we are proposing to add another 47 piles to the existing contract in the form of a change order, which would add \$758,200 to the contract, increasing the total amount of the contract to \$10,567,630. This is an increase of approximately 8% over the amount of the original contract and will allow us to complete these additional piles by the end of October.

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

**AUTHORIZATION TO EXECUTE AN AMENDMENT, IN THE FORM OF A CHANGE ORDER (THE "AMENDMENT"), WITH WALKER DIVING UNDERWATER CONSTRUCTION, L.L.C. ("WALKER DIVING") FOR THE PHASE 6 PILE REMEDIATION - MARINE CONSTRUCTION SERVICES PROJECT**

BE IT RESOLVED, that in accordance with the materials submitted at this Board meeting, the President and Chief Executive Officer (the "President") of the Battery Park City Authority (the "Authority") or his/her designee(s) be, and each of them hereby is, authorized and empowered to execute the Amendment to cover the Additional Work and increase the value of the Walker Diving Contract by \$758,200.00, from the lump-sum amount of \$9,799,430.00 to the lump-sum amount of \$10,557,630.00; and be it further

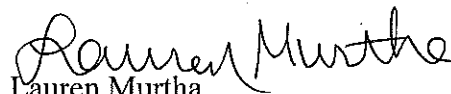
RESOLVED, that the President or his/her designee(s), and each of them hereby is, authorized and empowered to execute and deliver the Amendment on behalf of the Authority, subject to such changes as the officer or officers executing the Amendment shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusive evidence by the execution and delivery of the Amendment; and be it further

RESOLVED, that the President or his/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 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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There being no further business, upon a motion made by Mr. Capoccia and seconded by Mr. Bevilacqua, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 2:48 p.m.

Respectfully submitted,



Lauren Murtha  
Assistant Corporate Secretary



**Public Comment**  
**September 24, 2019**

1. **Nancy Nguyen**: Hi. My name is Nancy Nguyen. I live in Battery part of the city and have done so for the last decade or so. And we love living here. And our family, like many families in the Battery Park City community rely heavily on the Rector Street Bridge and it's our understanding that it is slated to come down at some point. And for those of you who don't live here, just so you know, it's not a convenience for us but it's a safe means for us to get to and from one side to the other. I don't know if you ever see the kids that play under the Bridge. There are tons of kids that cross the Rector Street Bridge to play under that Bridge and many people also take the subway from Battery Park City in the Financial District. Taking it down, needless to say, people will be running across the highway and there'll be unnecessary accidents. So we just request respectfully that you consider not taking down the Bridge. And it's our understanding that a lot of resources will go, financially into taking down the Bridge, so if all that money is going towards taking down the Bridge, we respectfully request that you take the money to invest it into making it a stronger Bridge so that it could last for a longer period of time.