

HUGH L. CAREY BATTERY PARK CITY AUTHORITY  
Meeting of the Members  
200 Liberty Street, 24<sup>th</sup> Floor  
New York, NY 10281  
September 30, 2020

Members Present

George Tsunis, Chairman (via video)  
Louis Bevilacqua, Member (via video)  
Donald Capoccia, Member (via video)  
Martha Gallo, Member (via video)  
Catherine McVay Hughes, Member (via video)  
Anthony Kendall, Member (via video)  
Lester Petracca, Member (via video)

Authority Staff in Attendance: Benjamin Jones, President and Chief Executive Officer (via video)  
Gwen Dawson, Vice President, Real Property (via video)  
Pamela Frederick, Chief Financial Officer/Treasurer (via video)  
Abigail Goldenberg, General Counsel (via video)  
Susie Kim, Deputy General Counsel (via video)  
Kevin McCabe, Chief Resilience Officer (via video)  
Eric Munson, Chief Operating Officer (via video)  
Jahmeliah Nathan, Vice President of Administration (via video)  
Nicholas Sbordone, Vice President of Communications and Public Affairs  
(via video)  
Alexis Torres, Chief of Staff (via video)

Others in Attendance: Antoine AbiDargham, AECOM (via video)  
Heather Morgan, AECOM (via video)  
Christine Tiernan, AECOM (via phone)

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 3:03pm.

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The first item on the agenda was the approval of the minutes of the August 19, 2020 meeting. Upon a motion made by Ms. Gallo and seconded by Mr. Bevilacqua, the following resolution was unanimously adopted:

**APPROVAL OF MINUTES OF THE AUGUST 19, 2020 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 19, 2020 are hereby approved.

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There were no presentations 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 2020, 22.32%, or approximately \$324,000.00 of the Authority's total qualifying expenditures of approximately \$1.4 million was paid to MWBEs. Of this amount, 15.76% was paid to MBEs, 4.27% to MBE prime contractors, and 11.49% to MBE subcontractors. Of the total qualifying spend 6.56% was paid to WBEs, less than 1% to WBE prime contractors, and 6.42% to WBE subcontractors. Ms. Nathan noted that this month's levels reflect timing of payments rather than any change in overall utilization, and the Authority is on track to exceed its goals this year.

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The next item on the agenda was the Resiliency Update, which included a presentation by Heather Morgan of AECOM.

Mr. Jones noted that the Authority recently celebrated Climate Week. He also noted that the Authority is current working with the New York City Department of Transportation to get an irrevocable consent related the ballfields project. He reminded the Board of the recent presentation on design-build authority as it relates to the North and West Reilisency Projects and said that at the Board's recommendation, the Authority issued a "request for expressions of interest" to firms that use a progressive design-build approach. The Authority received a robust response from the industry with over 30 responses and is reviewing those responses to provide a more detailed update. He said the South Battery Park City Resiliency Project is moving past the 75% design stage and then introduced Heather Morgan from AECOM to provide background for the first action item, a request to amend the contract with AECOM USA, Inc. based on additional design needs for the South Battery Resiliency Project related to interior drainage and other aspects that require an amendment to the scope of work and the basis for the determination to proceed with an environmental impact statement ("EIS").

Ms. Morgan thanked the Board for inviting her to present and then summarized the requested changes: contract amendments and work authorization amounts to cover interior drainage design work for \$2.9 million, an environmental approach shift from an environmental assessment (EA) to an EIS for \$600,000, community engagement work for \$264,000 and geothermal field design work for \$114,000.

She explained the importance of interior drainage design, noting that any work must be done to handle two aspects of a storm event: coastal surge and storm water rain falling out of the sky. She provided the Board with graphics to describe how robust levels of drainage would be achieved and explained that an amendment was required now that the AECOM and BPCA had done a preliminary interior drainage analysis to understand how much the existing system could hold and what would be required to supplement it.

She moved on to explain changes in environmental compliance. Initially, the project design had proceeded using an EA, which is an assessment based on the known impacts that the project would apply to the area. However, given the changes in design for the project, like the interior drainage, the project would be required to shift into a higher level of analysis via an EIS. She said an EIS requires additional coordination with sister agencies and review and public comment periods, which would extent the environmental review timeline ten to eleven months. She also noted that construction work cannot

proceed until EIS is complete. As a result, approval was also being sought to extend the contract with AECOM to 2024.

Next, she explained the changes to community engagement that would allow the project to comply with the requirement of the EIS and allow the Authority to continue being transparent with its project partners, sister agencies, and community. Finally, she noted that the project design would be changing to incorporate additional sustainability measures, which include achieving International Living Future Institute (ILFI) Zero Carbon certification utilizing geothermal energy.

Following the presentation, the Members asked questions. Ms. McVay Hughes thanked the Authority's sustainability team under Gwen Dawson as well as Heather and her team at AECOM. She also stressed the importance of continued community engagement. Mr. Bevilacqua asked for the length of a typical review period from EIS submission to response. Christine Tierman, AECOM's project lead on environmental engineering, said the review period would be a total of 14 months, based on AECOM's schedule, which takes into account all requirements for public review and notice. In response to a request from Ms. McVay Hughes, Ms. Morgan assured Members and the community that AECOM would be phasing the construction plan so there would be as little impact as possible to public spaces.

Directly following the AECOM presentation, Ms. Dawson, formally presented the next item on the agenda - an authorization to amend the contract with AECOM for the South Battery Park City Resiliency Project. Specifically, she then explained the corporate action being proposed was an amendment to the AECOM contract to add \$3,920,764.50 to cover the additional EIS services, the interior drainage design, the future community engagement services, and the geothermal system design. This would increase the contract from a current value of \$9,189,171.80 to \$13,109,936.36. The request would also extend the contract term from August 21, 2021 to March 31, 2024.

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

**AUTHORIZATION TO AMEND THE AGREEMENT WITH AECOM TO PROVIDE DESIGN & ENGINEERING SERVICES FOR THE SOUTH BATTERY PARK CITY RESILIENCY PROJECT**

BE IT RESOLVED that in accordance with the materials presented to this meeting, the President and Chief Executive Officer of the Hugh L. Carey Battery Park City Authority (the "President") or her/his designee(s) be, and each of them hereby is, authorized and empowered to amend the Agreement for an additional amount of \$3,920,764.50 for a new not-to-exceed total of \$13,109,936.30 and to extend the term of the Contract through March 31, 2024, 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 Hugh L. Carey Battery Park City Authority, subject to such changes as the officer or officers shall, with the advice of counsel, approve as necessary and appropriate and in the best interests of the Authority, such approval to be conclusively evidenced 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 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 extend the term of the contract with United States Merchants Protective Co. Inc. (“U.S. Merchants”) for alarm monitoring and equipment maintenance. She explained that the Authority had entered into a contract with U.S. Merchants on July 3, 2019 for monitoring and maintenance services for various alarm systems in facilities within Battery Park City but that the Board was being asked to extend that contract for an additional year in anticipation of a new procurement to bring on a new firm for a multi-year monitoring and maintenance. The request was to extend the U.S. Merchant's contract from July 3, 2020 through July 2, 2021.

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

**AUTHORIZATION TO EXECUTE A TIME AMENDMENT WITH U.S. MERCHANTS PROTECTIVE CO., INC. (“U.S. MERCHANTS”) FOR THE ALARM MONITORING AND ALARM EQUIPMENT MAINTENANCE 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 an amendment to extend the term of the Contract with U.S. Merchants through July 2, 2021; 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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The next item on the agenda, presented by Ms. Goldenberg, was approval of an increase to the Fiscal Year 2020 spending authority for Pre-Qualified Legal Panel (“Panel”) expenses. Ms. Goldenberg explained that this was a request to alter the authority the Board had provided in March 2019 for the use of a Panel of approximately 34 legal service providers in seven different practice areas. That approval also included using the Panel consistent with the amount in the legal team’s operating budget for external law firm use as approved each fiscal year. In FY20 there was an approved operating budget line item for \$1,000,000.00 toward external counsel. She explained that the Authority had not anticipated using the Panel for work that arose in the context of capital projects in addition to general legal matters. The request, therefore, was to modify the prior approval given by the Board in 2019 to allow use of the Panel

not only for the operation budget line, but also for an additional \$550,000.00 for attorney expenses associated with capital projects. She noted that the Panel would also be used to further the Authority's asset management work, and she was therefore requesting additional authority to tie the use of the Panel to additional pre-budgeted funds in the amount of \$260,000.00. She also made a request for an additional \$250,000.00 worth of authority for general legal services to mitigate against any legal risks for the Authority. Finally, she asked to adopt this approach for future fiscal years so that the Panel could be used toward both for the operating budget approved line item, as well as what would be included in the capital budget as a footnote projecting legal expenses associated with capital projects.

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

**APPROVAL OF INCREASE OF FISCAL YEAR 2020 PRE-QUALIFIED LEGAL PANEL SPENDING AUTHORITY AND APPROVAL OF FUTURE AUTHORITY**

RESOLVED, the Fiscal Year 2020 annual spending authority for the previously-approved Pre-Qualified Legal Panel is hereby increased from \$1,000,000 to \$2,060,000; and be it further,

RESOLVED, for future fiscal years, the annual spending authority for the previously-approved Pre-Qualified Legal Panel shall be the amount approved by the Board for external law firms in the Authority's Operating Budget *plus* the amount included as a footnote for legal services in the Authority's Capital budget; 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 any documents, file said budgeted and related information with all parties as required pursuant to all outstanding bond resolutions, agreements and requirements of law 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 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 amend the agreement with BondLink, Inc. ("BondLink") to provide the Authority's investment relations website. She explained that BondLink has run the Authority's investor relation site, which was launched prior to the 2019 bond issuance. She provided some background on the site: there have been approximately 1,200 new users; approximately 3,900 pages have been viewed; and 92 users registered. The most active months were just prior to the July 2019 bond offering. She said that the Authority continues to add updated materials to site, including the sustainability plans and financial statements. She then requested (1) the Board approve extending the contract for three years to encompass the possibility of two additional bond offerings and (2) a \$60,000.00 increase to cover those offering costs, as well as to cover a \$100.00 monthly fee to BondLink for a total contract value of up to \$110,000.00.

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

**AUTHORIZATION TO AMEND THE AGREEMENT WITH BONDLINK TO PROVIDE INVESTOR RELATIONS WEBSITE**

BE IT RESOLVED that in accordance with the materials presented to this meeting, the President and Chief Executive Officer of the Hugh L. Carey Battery Park City Authority (the "President") or her/his designee(s) be, and each of them hereby is, authorized and empowered to amend the Agreement for an additional amount of \$60,000.00 for a new not-to-exceed total of \$110,000.00 and for a new term of three (3) years, 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 Hugh L. Carey Battery Park City Authority, subject to such changes as the officer or officers shall, with the advice of counsel, approve as necessary and appropriate and in the best interests of the Authority, such approval to be conclusively evidenced 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 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 Mr. Munson, was an authorization to increase the not-to-exceed contract value of the agreement with Crowe LLP ("Crowe") for internal audit and consulting services.

Mr. Munson noted that in 2017 the Board had approved a contract with Crowe Horwath, now Crowe, to provide internal audit and consulting services for a term of three years, with two one-year options to renew. The request being presented to the Board was an increase to the not-to-exceed approval amount for the contract to fund the renewal options previously approved, bringing the total not-to-exceed amount to \$1.6 million. He explained that Crowe has been instrumental in identifying ways to mitigate risks and improve business operations at the Authority. Specifically, they have engaged more than a dozen areas of Authority business based on their initial risk assessment, have responded to emerging areas, are auditing rent payments by ground lease tenants, evaluating IT help desk support function and a potential migration of Authority technology systems, supporting the rollout of capital project and construction software, and auditing the sub-metering charges for electricity by Gateway Plaza Management.

Mr. Munson stated that Crowe has also conducted a review and provided support to the Authority's asset management operations by identifying and mapping the various functions and identifying system requirements. The additional \$700,000.00 that was requested, includes two years at the originally planned firm rate and an additional cushion to provide for work displaced by the asset management assessment and support efforts to date, bringing the total Board approved not-to-exceed contract value to \$1.6 million.

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

**AUTHORIZATION TO INCREASE APPROVED NOT-TO-EXCEED VALUE OF CONTRACT WITH CROWE, LLP**

BE IT RESOLVED, that the approved not-to-exceed contract value of the Agreement dated November 20, 2017 between the Authority and Crowe LLP is hereby increased from the not-to-exceed amount of \$900,000.00 to the not-to-exceed amount of \$1,600,000.00; and be it further

RESOLVED, that the President & Chief Executive Officer of the Authority, or her/his designees be, and each of them hereby is, authorized and empowered to execute all 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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There being no further business, upon a motion made by Mr. Petracca and seconded by Ms. Gallo, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 3:55 pm.

Respectfully submitted,

Lauren Murtha  
Assistant Corporate Secretary