

HUGH L. CAREY BATTERY PARK CITY AUTHORITY  
Meeting of the Members  
200 Liberty Street, 24<sup>th</sup> Floor  
New York, NY 10281  
January 27, 2021

Members Present

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

Authority Staff in Attendance: Benjamin Jones, President and Chief Executive Officer (via video)  
Sharmila Baichu, Vice President of Human Resources (via video)  
Marie Baptiste, Deputy Treasurer (via phone)  
Anthony Buquicchio, Senior Project Manager (via phone)  
Gwen Dawson, Vice President, Real Property (via video)  
Jennifer Dudgeon, Director of Design (via phone)  
Pamela Frederick, Chief Financial Officer/Treasurer (via video)  
Abigail Goldenberg, General Counsel (via video)  
Craig Hudon, Vice President of Parks Programming (via phone)  
Susie Kim, Deputy General Counsel (via video)  
Karl Koenig, Controller (via video)  
Kevin McCabe, Chief Resilience Officer (via phone)  
Eric Munson, Chief Operating Officer (via video)  
Jahmeliah Nathan, Vice President of Administration (via video)  
Robert Nesmith, Chief Contracting Officer (via phone)  
Bruno Pomponio, Vice President of Parks Operations (via phone)  
Jason Rachnowitz, Director of Financial Reporting (via phone)  
Nicholas Sbordone, Vice President of Communications and Public Affairs (via video)  
Mimi Taft, Manager, Special Projects (via phone)  
Alexis Torres, Chief of Staff (via video)

Others in Attendance: Steve Faber, PFM Asset Management (via video)  
Warren Ruppel, PFM Asset Management (via video)

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 2:06 pm.

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The first item on the agenda was the approval of the minutes of the December 16, 2020 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 DECEMBER 16, 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 December 16, 2020 are hereby approved.

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Next, there were no presentations during the period of public comment. Mr. Sbordone then briefly updated the Members on some community matters. The first matter was to commemorate the life and contributions of Mr. Anthony Notaro, a long-time Battery Park City resident, leader, and friend who unfortunately passed away on December 30<sup>th</sup>. He continued by mentioning that Mr. Notaro would be remembered for his wisdom, his kindness, and consensus to building approach in the world where such traits are increasingly rare. Mr. Notaro for many years helped plan the annual Battery Park City block party. He chaired Manhattan’s Community Board 1’s BPC committee, and then served as Chairman of the Community Board from 2016 to 2020. He was tough, but fair, and he never lost his sense of humor or sight of the big picture, and he loved his community dearly, and it left better for his many efforts. Our thoughts remain with his family and his countless colleagues and friends.

Next, Mr. Sbordone described a number of additional pre-written form emails BPCA has received from a group of individuals identifying themselves as concerned homeowners of Battery Park City. In sum, he explained these emails express concern about affordability of home ownership in Battery Park City as it relates to pilot ground rent payments, condo maintenance, and facility fees. As of course as part of the Authority’s strategic plan, work continues toward addressing housing concerns generally, both in terms of dwindling affordability and uncertainty due to rent reset provisions that have long been a fixture of Battery Park City ground leases.

Finally, he mentioned that early on the morning of January 8<sup>th</sup> a Confederate flag was found tied to the doors of the Museum of Jewish Heritage here in Battery Park City. The incident remains under investigation by local and state law enforcement officials. On January 14<sup>th</sup> we were honored to join a community-wide vigil condemning this cowardly act. The statement we issued regarding this incident reads as follows: The Battery Park City Authority stands in solidarity with our partners at the Museum of Jewish Heritage, a Living Memorial to the Holocaust, in condemning this heinous act of vandalism. We remain in regular contact with the museum management and will continue to offer any and all assistance as requested. Hatred will find no quarter in Battery Park City not now, not ever.

The Chairman added that it was International Holocaust Remembrance Day and mentioned that he was reminded of something the Chief Rabi of Berlin said during World War II, that the biggest enemy in those days was not hatred it was indifference, that people were just indifferent to human suffering. He said he was so proud of the Board and this group of people at Battery Park City that acted so appropriately to help fund the anti-Semitism programs at the museum and that Battery Park City is really a beacon for equality and human rights.

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Ms. Frederick then provided the Members with an update from the Investment Committee, which had met for its quarterly meeting prior that afternoon. She stated that the Investment Committee had met with all members present. The Authority's investment advisors, PFM Asset Management represented by Steve Faber and Bob Cheddar, provided a review of the Investment Report and Guidelines for the fiscal year ended October 31, 2020. Mr. Faber also provided a summary of the investment performance for the fiscal year. The Committee then voted unanimously to recommend to the Board approval of the Investment Report and Guidelines for the fiscal year ended October 31, 2020, and to recommend the filing of the Investment Report and Guidelines with the required government entities, as well as posting them on PARIS and the Authority's website.

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Ms. Frederick then provided the Members with an update from the Audit Committee, which had met two days prior on January 25<sup>th</sup>. She mentioned the Audit Committee met with all members present. The Committee reviewed the annual audit presentation provided by Marks Paneth, the Authority's independent auditor, which included the financial statements as presented by Warren Ruppel, the Authority's lead audit partner representing Marks Paneth. The Committee voted unanimously to recommend to the Board to accept and approve the audited financial statements for the fiscal year ended October 31, 2020, and to recommend filing of the financial statements with the required government entities and the bond trustee, and to post the financial statements on PARIS and the Authority's website. The Committee had one other item of business where they voted to approve and recommend to the Board for Marks Paneth to serve as the Authority's independent public accountant for a three-year contract term, including two one-year term extensions. This was reduced from a request for a five-year term given the limited number of responses and the lack of diverse responses. Although the RFP had been sent to over 40 diverse firms, it was also recommended that we have additional outreach to encourage other firms to submit proposals.

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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 November 2020, 38.66 percent, or approximately \$562,000.00 of the Authority's total qualifying expenditure of approximately \$1.5 million was paid to MWBEs. Of this total, 8.32 percent was paid to MBEs, and less than 1 percent to MBEs as prime contractors and 7.98 percent to MBE subcontractors. Of the total qualifying expenditures, 30.34 percent was paid to WBEs, 29.38 percent to WBE prime contractors, and less than 1 percent to WBE subcontractors.

For the month of December 2020, 39.44 percent or approximately \$583,000.00 of the total qualifying spend of approximately \$1.5 million was paid to MWBEs. Of this amount, 14.45 percent was paid to MBEs, 8.97 percent as prime contractors and 5.48 percent to MBE subcontractors. And of that total qualifying expenditure 24.99 percent was paid to WBEs, 19.8 percent to WBE primes, and 5.1 percent to WBE subcontractors.

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

Mr. Jones stated his excitement to report some significant progress with regards to the Ballfields Resiliency Program stating revocable consent was obtained from City DOT. He gave credit to the team, particularly Gwen and Nick, for navigating a labyrinth to get through that. Earlier in the month Community Board 1 Transportation Committee approved the consent and last night the full Community Board passed the resolution unanimously in support of revocable consent. He anticipated starting the first resiliency project in earnest this spring and finishing this year. The general contractor contract is being finalized in parallel to this process.

Work on the South Battery Park City Resiliency Project continues with a focus on the EIS chapters which are coming in for a review on a rolling basis. Work continues with AECOM towards 95% design this spring for the major components of the project. A lot of work is being finalized with regards to the interior drainage requirements being developed by City DEP. An Environmental Committee update will be provided in February for the Community Board on this project. And then finally, on the North and West Resiliency Project, we are pursuing a design build, progressive design build framework. The procurement is being completed for the consulting engineer which will develop the program requirements for this project. We expect to have the selection for the Board's consideration at the February meeting.

Mr. Jones added that repair work was necessary for the significant damage experienced to the northern quay in South Cove from Tropical Storm Isiah and reiterated the importance of all this work and why it needs to be done as urgently as possible. Finally, he noted we are starting to lay out a path based on our sustainability plan to track progress across all of the plans and implementation goals and would keep the Members posted in the coming months.

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The next item on the agenda, presented by Ms. Frederick, was the approval of the Investment Report and Guidelines for Fiscal Year Ended October 31, 2020. There was no further discussion on this item.

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

**APPROVAL OF THE INVESTMENT REPORT & GUIDELINES FOR THE FISCAL YEAR ENDED OCTOBER 31, 2020**

BE IT RESOLVED, that the Investment Report & Guidelines of the Hugh L. Carey Battery Park City Authority (the "Authority") for the fiscal year ended October 31, 2020 in the form presented to this meeting, be, and hereby is approved; and be it further

RESOLVED, that the Treasurer of the Authority be, and hereby is, directed to file said Investment Report (including the Guidelines) with the: (1) NYS Division of the Budget; (2) NYS Department of Audit and Control; (3) NYS Comptroller; the Chairman and ranking Minority Members of the (4) New York State Senate Finance Committee; and (5) New York State Assembly Ways and Means Committee, as required by Section 2925 of the Public Authorities Law, Public Authorities Accountability Act of 2005 and the New York State Comptroller's Regulation 2 NYCRR (Part 203); and be it further

RESOLVED, that the Assistant Corporate Secretary of the Authority be, and hereby is, directed to file said Investment Report (including the Guidelines) with the minutes of this meeting; and be it further

RESOLVED, that Investment Report & Guidelines be posted on the Authority's website and the NY State Public Authorities Reporting System (PARIS); and be it further

RESOLVED, that any and all actions taken by any officer of the Authority in connection with the negotiation or preparation of such policies and procedures are hereby ratified, confirmed and approved.

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The next item on the agenda, presented by Ms. Nathan, was the approval of the proposed 2021 Procurement Guidelines. There was no further discussion on this item.

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

**APPROVAL OF PROCUREMENT GUIDELINES AND PROCUREMENT REPORT**

BE IT RESOLVED, that the 2021 Procurement Guidelines and the Procurement Report for the fiscal year ended October 31, 2020, in the form presented at this meeting, be, and hereby are approved; and be it further

RESOLVED, that the Chief Financial Officer of the Authority be, and hereby is, directed to file said Procurement Guidelines and Procurement Report, subject to such changes as the officer or officers filing the Procurement Guidelines or Procurement Report shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, with the New York State Division of the Budget and copies thereof with the New York State Department of Audit and Control, the Chairman and ranking Minority Member of the New York State Senate Finance Committee and the Chairman and ranking Minority Member of the New York State Assembly Ways and Means Committee, as required by Section 2879 of the Public Authorities Law; and be it further

RESOLVED, that any and all actions taken by any officer of the Authority in connection with the preparation of such policies and procedures is hereby ratified, confirmed and approved; and be it further

RESOLVED, that the Assistant Corporate Secretary of the Authority be, and hereby is, directed to file the Authority's Procurement Guidelines and Procurement Report with the Minutes of this meeting.

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The next item on the agenda, presented by Ms. Frederick, was the acceptance of the Audited Financial Statements for FY20 and authorization to file on PARIS. There was no further discussion on this item.

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

**RESOLUTION OF THE MEMBERS REGARDING THE AUTHORITY'S AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED OCTOBER 31, 2020**

BE IT RESOLVED, that the Members hereby accept the Audited Financial Statements for the Fiscal Year ended October 31, 2020 and be it further

RESOLVED, that the Members authorize the filing of the Audited Financial Statements, substantially in the form presented at this meeting, with the required governmental entities and with the trustees under the Authority's bond resolutions, and the posting of a copy of the Audited Financial Statements on the Public Authorities Report Information System ("PARIS") and on the Authority's website.

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The next item on the agenda, presented by Ms. Frederick, was the approval of Prompt Payment Report for Fiscal Year Ended October 31, 2020 and 2021 Prompt Payment Policy. There was no further discussion on this item.

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

**APPROVAL OF THE PROMPT PAYMENT REPORT AND PROMPT PAYMENT POLICY FOR THE FISCAL YEAR ENDED OCTOBER 31, 2020**

BE IT RESOLVED, that the Prompt Payment Report of the Authority for the fiscal year ended October 31, 2020 and the Prompt Payment Policy in the form presented to this meeting, be, and hereby are approved; and be it further

RESOLVED, that the Treasurer of the Authority be, and hereby is, directed to file said Prompt Payment Report and Prompt Payment Policy with the (1) New York State Division of the Budget; (2) New York State Department of Audit and Control; the Chairman and ranking Minority Members of the (3) New York State Senate Finance Committee; and (4) New York State Assembly Ways and Means Committee, as required by Section 2880 of the Public Authorities Law; and be it further

RESOLVED, that the Assistant Corporate Secretary of the Authority be, and hereby is, directed to file the Prompt Payment Report and Prompt Payment Policy with the minutes of this meeting; and be it further

RESOLVED, that Prompt Payment Report and Prompt Payment Policy be posted to the Authority's website and the NY State Public Authorities Reporting System; and be it further

RESOLVED, that any and all actions taken by any officer of the Authority in connection with the preparation of such policies and procedures is hereby ratified, confirmed and approved.

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The next item on the agenda, presented by Ms. Frederick, was an authorization to extend the term of agreement with JPMorgan Chase Bank for Banking and Cash Management Services. There was no further discussion on this item.

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

**AUTHORIZATION TO AMEND THE AGREEMENT WITH JP MORGAN CHASE TO PROVIDE BANKING SERVICES**

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 with JP Morgan Chase to extend the contract term by ten (10) months from the expiration date of February 15, 2021 to December 15, 2021, 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. Frederick, was an authorization to enter into an agreement with Marks Paneth LLP to provide Public Accounting – Audit Services. There was no further discussion on this item.

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

**AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH MARKS PANETH LLP TO PROVIDE PUBLIC ACCOUNTING – AUDIT SERVICES**

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 enter into an agreement with Marks Paneth LLP to provide Public Accounting – Audit Services for a term of three (3) years, with the Authority having the option for two (2) one (1) year renewals, and for a not-to-exceed contract amount of \$622,150.00, 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 corporate action, presented by Ms. Dawson, was an authorization to enter into an agreement with Brickens Construction for the NYC Police Memorial General Contractor services.

Ms. Dawson began by stating that about a year ago a contract was approved for the police memorial expansion General Contractor contract with Galloway in the amount of about \$3,276,000.00. Because of COVID and because of the delays experienced in construction, the project was not completed last year in time for the fall 2020 ceremony and work would continue until finished in 2021. She then explained that in an effort to try to improve upon the price achieved through the last procurement, the project was re-bid in November of 2020 and a more robust response was received. As a result, the recommendation to the Board is a contract with Brickens Construction Company. They have a great team, and their price for this project is \$1,951,765.00 which represents a savings of over \$1 million from the amount of the last procurement. Brickens committed to a completed project by September. So it will be completed by the 20<sup>th</sup> Anniversary of 9-11 and the ceremony in October.

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

**AUTHORIZATION TO EXECUTE A CONTRACT WITH BRICKENS CONSTRUCTION, INC. FOR THE NEW YORK CITY POLICE MEMORIAL EXPANSION GENERAL CONTRACTOR 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 enter into a twelve (12) month contract with Brickens Construction, Inc. in the lump-sum amount of \$1,951,765.00 to perform general contractor services for the New York City Police Memorial Expansion Project (the “Contract”); 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 extend the term of agreement with Page Sutherland for NYC Police Memorial Design Services. There was no further discussion on this item.

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

**AUTHORIZATION TO EXECUTE A TIME AMENDMENT WITH PAGE SOUTHERLAND PAGE ARCHITECTS, P.C. (“ PAGE” ) FOR THE NEW YORK CITY POLICE MEMORIAL EXPANSION DESIGN 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 an amendment to extend the term of the Contract with Page through December 20, 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 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 extend the term of agreement with SCF Arquitectos LLC for Hurricane Maria Memorial Design services.

The Chairman mentioned at a recent Governor's Cabinet meeting he was asked by the Governor when the Hurricane Maria Memorial would be complete. The Chairman responded by March which Ms. Dawson confirmed was correct.

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

**AUTHORIZATION TO EXECUTE AN AMENDMENT TO EXTEND THE TERM OF THE SCF ARQUITECTOS, LLC CONTRACT FOR THE HURRICANE MARIA MEMORIAL DESIGN**

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 its contract with SCF Arquitectos, LLC from February 20, 2021 through September 30, 2021 (the “Amendment”); 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. Nathan, was an authorization to amend the agreement with Spruce Technology, Inc. for Microsoft SharePoint Services.

Ms. Nathan explained that since 2016 the Authority has contracted with Spruce to provide support and configuration services for our Microsoft SharePoint system, which is a web-based document management system that we use for our internal internet and to facilitate our procurement process workflow. The use of SharePoint has been an invaluable tool for the Authority staff, particularly during the COVID-19 pandemic, which has required us to rely on digital platforms to share information and collaborate on projects. In 2016, the Board approved an initial three-year contract for \$130,000.00, and before COVID-19 the agreement was amended for an additional one-year extension with no increase in dollar value. In addition to their ongoing support of our internet service, Spruce has of late been focused on digitizing our procurement approval process, and through that configuration has enabled us to transition much of our process online. The COVID-19 pandemic has delayed its completion however, and so we expect a final push will enable us to wrap up in the next few months. So we're recommending that we complete the ongoing procurement-related configuration of SharePoint with the existing vendor for efficiency sake. She noted an RFP was being worked on for all future SharePoint maintenance support and development services. This approval was for a second amendment to their contract for a term of five months and to add an additional \$120,000.00 to the contract value.

Ms. McVay Hughes asked why the Authority did not have their own tech person in-house. Ms. Nathan responded we do have our own tech person in-house but Spruce assists in parts of the project that we are incapable of doing. She explained we give Spruce the information needed in terms of our procurement process, the steps, and some backend configuration work, and Spruce has the expertise to actually complete that work for us.

The Chairman then suggested a memo be provided exploring other options the Authority may have including best practices, what other agencies like the Port Authority are doing, whether these roles can be filled in-house, along with a cost benefit analysis. He said before finalizing a new procurement and bringing a new contract to the Board some questions should be answered.

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

**AUTHORIZATION TO AMEND THE AGREEMENT WITH SPRUCE TECHNOLOGIES, INC. TO PROVIDE MICROSOFT SHAREPOINT SERVICES**

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 with Spruce Technologies, Inc. to extend the contract term by five (5) months and add an additional \$120,000.00 to its not-to-exceed contract total for a new not-to-exceed contract total of \$950,000.00, 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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There being no further business, upon a motion made by Ms. Petracca and seconded by Ms. McVay Hughes, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 2:45 p.m.

Respectfully submitted,

Lauren Murtha  
Assistant Corporate Secretary