

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
October 27, 2021

Members Present

Martha Gallo, Chair
Louis Bevilacqua, Member
Anthony Kendall, Member
Catherine McVay Hughes, Member
Lester Petracca, Member

Authority Staff in Attendance: Benjamin Jones, President and Chief Executive Officer
Sharmila Baichu, Vice President of Human Resources
Gwen Dawson, Vice President, Real Property
Pamela Frederick, Chief Financial Officer/Treasurer
Abigail Goldenberg, General Counsel
Craig Hudon, Vice President of Parks Programming
Susie Kim, Deputy General Counsel
Karl Koenig, Controller
Kevin McCabe, Chief Resilience Officer
Franco Morizio, Assistant Vice President of Construction and Site Management
Lauren Murtha, Paralegal/Assistant Corporate Secretary
Jahmeliah Nathan, Vice President of Administration
Nicholas Sbordone, Vice President of Communications and Public Affairs
Alexis Torres, Chief of Staff
Ryan Torres, Vice President of Parks Operations

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 2:02 pm. All participants attended the meeting via videoconference or via telephone.

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The first item on the agenda was the approval of the minutes of the August 25, 2021 meeting. Upon a motion made by Mr. Petracca and seconded by Mr. Bevilacqua, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE AUGUST 25, 2021 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 25, 2021 are hereby approved.

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Next, there were no presentations during the period of public comment.

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Ms. Frederick then provided the Members with an update from the Audit Committee, which met for its quarterly meeting on September 30, 2021. She mentioned that the Audit Committee met and was

chaired by Board member Anthony Kendall, and attended by Martha Gallo and Lester Petracca. The Committee reviewed the annual pre-audit presentation as presented by Warren Ruppel, the lead partner with Marks Paneth, the Authority's independent auditor. Next, the Committee voted unanimously to accept and approve the financial statement review report for the six months ended April 30, 2021 and to file the statements with the required government entities, the bond trustee, and to allow posting of the statement on PARIS and the Authority's website. Another part of the Committee's discussion was the completion of the terms of the 2010 Settlement Agreement noting the excess funds will now accumulate in the joint purpose fund account awaiting the next agreement between the State, the City, and the Authority and it was suggested the Authority should participate in those negotiations. The Chairman mentioned that the members should also spend more time at Battery Park City Authority which Ms. Frederick welcomed them to do. Lastly, Eric Munson reviewed with the members the Whistleblower Policy, and Susie Kim highlighted certain ethics policies and requirements prescribed by New York State's Joint Commission on Public Ethics.

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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 September 2021, 32.02% of the Authority's total qualifying expenditures of \$2.1 million was paid to MWBEs. Of this amount, 13.89% was paid to MBEs, 5% to MBEs as prime contractors, and 10.85% to MBE subcontractors. And of the total qualifying expenditures 16.13% was paid to WBEs, 2.16% as prime contractors, and 13.97% to WBE subcontractors.

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

Mr. Jones reported that work continues advancing with resiliency efforts most notably at the Ballfields, where he reported nearing completion on the resiliency system with the walls, and expected that to be finished in the next couple of weeks in November.

On the South Battery Park City Resiliency Project, the main work is going through the EIS public scoping process. A public meeting was held on October 13th, and work continues with a variety of agencies, with AECOM nearing completion on the 100% design drawings for the project.

For the North and West Resiliency Project, the project is continuing with the program requirements development that will inform the RFP for the progressive design-builder. An RFQ was released in September, and the Authority is looking forward to getting the submissions in order to formulate a short list of respondents for the RFP process that will begin at the end of the year. Also, the project team will be giving "Walkshop" tours where members of the general public who are interested in learning more about the project to view key areas of the resiliency system, can walk along the project site with the project team.

And then finally, on the Sustainability front, he noted the Authority completed with Buro Happold the sustainability building inventory pursuant to which we canvassed the buildings in Battery Park City to learn about their energy performance. This study will inform our efforts to align them with technical resources and financial resources and also feed the development of our climate action plan. Mr. Jones offered individual briefings to the Members. He then mentioned the Authority's Zero Waste efforts continue to get attention and we were nominated by the National Recycling Coalition for their leadership award. The winner would be announced November 1st.

Ms. McVay-Hughes wanted to acknowledge the 9-year anniversary of Super Storm Sandy, which was October 29th. She noted the importance that we were moving forward with resiliency and also wanted to acknowledge that the Building Inventory Summary report contains a wealth of information that can be used to further our sustainability efforts.

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The next item on the agenda, presented by Mr. Jones, was the approval of the budget for FY22.

Mr. Jones began by thanking the staff and their efforts in helping to put the budget together particularly Pam and the Finance Team. He first presented some highlights of the many initiatives the team had taken on with a big focus on resiliency but also sustainability and public art, and improving our internal operations. Then, he provided a summary of the budget materials provided at the meeting: revenues for FY21 were approximately \$340.1 million; the operating budget of about \$40.5 million was expected to be a little below this year, largely attributable to the hiring freeze, which saved some money although not by choice on the payroll line; \$71.6 million was paid in debt service in FY21, and the state cost recovery fee was about \$8.9 million. The total FY22 expenditures are estimated to be about \$125.1 million. The operating expenses component at \$40.4 million is expected to be about flat with FY21 and about \$73.8 million has been allocated to meet debt service requirements for FY22. The capital budget contained \$69 million worth of capital projects. About 57% of that total is going towards our resiliency projects, with some other infrastructure work that was included.

Upon a motion made by Ms. Mc Vay Hughes and seconded by Mr. Kendall, the following resolutions were unanimously adopted:

APPROVAL OF AUTHORITY BUDGETS FOR FISCAL YEAR ENDING OCTOBER 31, 2022

BE IT RESOLVED, that each of the capital and operating budgets of the Authority for the fiscal year ending October 31, 2022, 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 President and Chief Executive 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 Ms. Dawson, was the authorization to amend the contract with Thornton Tomasetti for physical site security consulting services.

Ms. Dawson explained that this was a request to amend the existing contract with Thornton Tomasetti (“Thornton”) who provides physical site security consulting services. The contract was entered into in October of 2019, and the scope focused on the preparation of a physical site security assessment by Thornton. As that work was nearing completion, two additional components of site security related consulting and design needs were identified by the Authority. Therefore the request was to add those additional components to the scope of Thornton’s contract since they are uniquely positioned to perform these services.

The first, she explained, related to some design support services that were required as a result of the design of the South Battery Park City Resiliency project by AECOM. As that project proceeded with

design, and as the security assessment proceeded, there were overlapping areas that each of those projects touched. The South BPC resiliency project design also required some additional security components to be incorporated into that design. Much of that design work relied upon the work and the recommendations from Thornton's security assessment and as such, it made sense to look to Thornton to provide those design support services for that project. That portion of the additional scope of services amounts to \$137,961.45, which largely was for coordination with AECOM, a review of their drawings, and some additional security analysis that was required.

A second area of additional services that were needed, Ms. Dawson further explained, included design of some interim movable barriers that could be utilized for other locations that had been identified in the security assessment as having some elevated risks associated with them. We chose to proceed with design of moveable barriers as opposed to permanent barriers in light of the fact that there are other capital projects that are anticipated, and we wanted to make sure that there was not any overlap or conflicts that were created in connection with those projects. Thornton was asked to create a couple of design options for barriers that would respond to these risks that have been identified, but allows flexibility to move them in the future and perhaps utilize them in other areas within Battery Park City. The fees associated with that design work was \$125,219.60 making the total for those two additional elements of scope \$263,181.05. Additionally, an extension of the contract term is required in order to be able to complete all of these additional tasks.

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

AUTHORIZATION TO AMEND THE AGREEMENT WITH THORNTON TOMASETTI, INC. TO PROVIDE SOUTH BATTEY PARK CITY RESILIENCY PROJECT DESIGN SUPPORT SERVICES AND MOVABLE SECURITY BARRIER DESIGN 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 to add the Additional Services as referenced in the attached memorandum to the Agreement's Scope of Work, to increase the value of the Agreement by an additional amount of \$263,181.05, from the not-to-exceed amount of \$276,126.54 to the not-to-exceed amount of \$539,307.59, and to extend the duration of the Agreement from October 4, 2020 to August 31, 2022; 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 Agreement 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 Agreement; 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 authorization to amend the contract with AKRF, Inc. for the historic cultural resources preservation consulting services for the South BPC Resiliency project.

Ms. Dawson began by explaining that in September of 2020, the Authority entered into a contract with AKRF, Inc. to provide consulting services related to historic preservation and cultural resources consulting services. These services were needed in light of certain capital projects that were ongoing and the potential impacts that those projects can have on existing historic and cultural resources, and the need to address those through environmental review and consultations with entities such as New York State’s Historic Preservation Office and/or the Landmarks Preservation Commission. The Authority entered into a 12-month contract with AKRF in the amount of \$24,000.00 which expired in September and it was determined those services were still required on an ongoing basis through 2022. A determination will be made at that time as to whether a new contract is required. The request was for extension of fifteen and a half months from September 13, 2021 through December 31, 2022, and there was no increase to the contract value.

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

AUTHORIZATION TO EXECUTE AN AMENDMENT WITH AKRF, INC. (“AKRF”) FOR HISTORIC PRESERVATION AND CULTURAL RESOURCES CONSULTING SERVICES

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 AKRF through December 31, 2022; 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. Dawson, was the approval for an increase in Fiscal Year 2022 spending authority for on-call general contractors, construction managers and engineers.

Ms. Dawson began by explaining this was usually brought to the Board on an annual basis at or around the time of the budget approval for approval of spending caps on the on-call contracts. Under the policy for pre-qualified vendors, the amounts of the annual expenditures must be approved by the Board, and that can be either in the form of a specific annual budget allocation for the services or alternatively a fixed dollar amount that would be approved by the Board. She continued to explain that because our on-call contracts, consisting of on-call general contractors, on-call engineers, and on-call

construction managers, relate to specific projects and are billed against those specific projects there does not exist a standalone budget item for our on-call contracts. Ms. Dawson then proposed that the Board approve a maximum dollar amount for each category of on-call contracts consistent with last year's spending authority of \$3.1 million for on-call general contractors' expenditures, \$1.2 million for on-call engineering expenditures, and \$1.1 million for on-call construction manager expenditures. She expressed this should be adequate to cover the on-call needs for fiscal year 2022.

Mr. Petracca wanted clarity on whether those numbers were what was budgeted for or what was spent to date. He then asked what was spent to date on each one of those on-call categories. Ms. Dawson responded those numbers were what will be expended.

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

APPROVAL OF FISCAL YEAR 2022 ON-CALL SPENDING AUTHORITY

BE IT RESOLVED, the Fiscal Year 2022 annual spending maximums for the following On-Call Expenditures, are hereby established:

On-Call General Contractor Expenditures: \$3,100,000;
On-Call Engineering Expenditures: \$1,200,000; and,
On-Call Construction Management Expenditures: \$1,100,000; 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 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. Nathan, was the approval to enter into an agreement with Iron Mountain for off-site records storage.

Ms. Nathan began by stating that Iron Mountain has provided the Authority with document and digital data storage services for over 15 years. However, in an effort to reduce costs, the Authority's goal over the next few years is to fully remove its physical inventory from Iron Mountain and the Authority plans to do so through four methods: (1) scanning certain inventory so that electronic rather than physical copies of records may be maintained through a contract for scanning services that is currently in progress; (2) moving inventory that have extended retention schedules and inventory of historical importance to the New York State Department of Education Archives for permanent storage at a significantly reduced cost after careful review;(3) scaling up the ongoing shredding project of all the Authority's physical records that are no longer required to maintain under New York State Retention Guidelines; and (4) shifting our computer data storage from a taped-based storage to a cloud-based solution.

Ms. Nathan explained as these steps were being pursued, ongoing storage of our documents are still required. Rather than incur the more than \$40,000.00 cost to relocate our records to a new vendor, the Authority is requesting authorization to enter into a new three-year agreement with Iron Mountain to

bridge the gap through the transition to a more digital cost-effective approach to records management. Doing so is provided for under the 2021 procurement guidelines as a single source procurement. Under the proposed new contract, Iron Mountain agreed to waive the permanent withdrawal fee for document storage, which is a little over \$10.00 per carton. This is going to result in additional new savings for the Authority as we plan to remove the inventory per the above-mentioned plan over the next three years. As such, the requested approval was to enter into an agreement with Iron Mountain to provide off-site document and data backup tape storage for a three-year term in a not to exceed amount of \$200,000.00.

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

AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH IRON MOUNTAIN FOR OFF-SITE DOCUMENT AND DATA BACKUP TAPE STORAGE 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 Iron Mountain to provide off-site document and data backup tape storage services for a term of three (3) years in the not-to-exceed amount of \$200,000.00, 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 agreement 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 amend the contract with PFM Financial Advisors, LLC for financial advisory services and independent registered municipal advisor.

Ms. Frederick began by stating that PFM Financial Advisors had been the Authority's independent financial advisors since October 2017. Their term expired October 1, 2021 and approval is being sought to extend the term of the contract to February 2022 to have continuity of services, and to allow additional time for the Authority to issue an RFP. The Authority is seeking to complete this RFP for financial advisory services this fall, and that firm will then be used to assist the Authority in structuring and issuing its next offering of bonds and to provide ongoing financial advisory services. There are funds remaining on the existing PFM contract, which would be sufficient to meet the servicing requirements prior to the completion of the RFP.

Upon a motion made by Mr. Bevilacqua and seconded by Ms. Mc Vay Hughes, the following resolutions were unanimously adopted:

AUTHORIZATION TO AMEND THE AGREEMENT WITH PFM FINANCIAL ADVISORS, LLC.

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 PFM Financial Advisors, LLC to extend the contract term to February 1, 2022, 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. Nathan, was the authorization to amend contracts with Verizon Business Network Services, Inc. for managed security and local area network services.

Ms. Nathan began by stating the Authority utilizes Verizon to provide network services and manage security services at all six of our network locations throughout the neighborhood. One contract with the firm supports our systems at 75 Battery Place, the Ballfields, 6 River Terrace, the Park House, and 200 Rector Place, and another contract supports our offices at 200 Liberty Street. These agreements were entered into in September of 2020 and October 2020 respectively, each for a term of one year. At the time, the expectation was that in 2021 BPCA would consolidate these contracts through a single unified procurement for management of all BPCA networks. However, in 2021, BPCA's staff and consultants and internal auditors at Crowe identified opportunities to reduce capital and expense costs, improve cyber security, and improve operational efficiencies by shifting BPCA's managed security services to the cloud as part of a larger cloud migration project. As a result, MIS staff anticipated that rather than entering into a new unified agreement with Verizon for both managed network services and managed security services that the managed security services will be included as components of the Authority's cloud licenses, and the required network services would be procured through a separate measure.

Ms., Nathan further explained that rather than conducting new procurements for network services, and managed security services for this intervening period, the recommendation was to extend both of these contracts with Verizon for an additional year in order to ensure continuity to the orderly development of this function. Doing so is consistent with the 2021 procurement guidelines, changing providers at this time only to change them again upon the migration to the cloud would cause significant operational disruption and consume staff time planned and needed for the cloud migration itself. As such, we are seeking approval to amend both agreements with Verizon to extend the terms for one additional year, and add an additional \$69,000.00 to the not-to-exceed contract value of the agreement supporting the satellite offices and approximately \$22,000.00 to the not-to-exceed contract value of the agreement supporting our 200 Liberty offices. The pricing provided by Verizon for the proposed one-

year extension mirrors the rates of the current agreements, which were determined to be fair and reasonable at the time of the original procurements

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

AUTHORIZATION TO AMEND THE AGREEMENTS WITH VERIZON FOR MANAGED SECURITY AND LOCAL AREA NETWORK 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 Agreement #20-2924 with Verizon Business Network Systems, Inc. to extend the term for one (1) year, and to add the not-to-exceed amount of \$69,105.96 to the contract, for a new not-to-exceed contract amount of \$327,303.32; and to amend Agreement #20-2936 with Verizon Business Network Systems, Inc. to extend the term for one (1) year and to allow for additional funds in the amount of \$21,757.76 for a new not-to-exceed contract amount of \$43,515.76, 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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Mr. Bevilacqua made a motion to enter Executive Session, which was seconded by Ms. Mc Vay Hughes, to discuss the lease of real property, the publicity of which could substantially affect the value of thereof, and matters leading to the employment, promotion, demotion, discipline, suspension, or removal of a particular person. The Members entered Executive Session at 2:50 p.m.

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There being no further business, upon a motion made by Mr. Petracca and seconded by Mr. Bevilacqua, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 4:04 p.m.

Respectfully submitted,


Lauren Murtha

Assistant Corporate Secretary