

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
March 30, 2022

Members Present

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

Authority Staff in Attendance: Benjamin Jones, President and Chief Executive Officer (via video)
Marie Baptiste, Deputy Treasurer (via phone)
Brett Beecham, Associate General Counsel (via video)
Gwen Dawson, Vice President, Real Property (via video)
Claudia Filomena, Director of Capital Projects (via phone)
Pamela Frederick, Chief Financial Officer/Treasurer (via video)
James Gallagher, Special Counsel (via phone)
Abigail Goldenberg, General Counsel (via video)
Craig Hudon, Vice President of Parks Programming (via phone)
Karl Koenig, Controller (via phone)
Kevin McCabe, Chief Resilience Officer (via phone)
Franco Morizio, Asst. Vice President, Construction & Site Mgmt. (via phone)
Eric Munson, Chief Operating Officer (via video)
Lauren Murtha, Paralegal/Assistant Corporate Secretary (via video)
Jahmeliah Nathan, Vice President of Administration (via video)
Robert Nesmith, Chief Contracting Officer (via phone)
Nicholas Sbordone, Vice President of Communications and Public Affairs (via video)
Alexis Torres, Chief of Staff (via phone)
Ryan Torres, Vice President of Parks Operations (via video)

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 2:07 pm. All participants attended the meeting via videoconference or via telephone.

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Mr. Petracca then made a motion to enter Executive Session, which was seconded by Mr. Bevilacqua, to discuss negotiations related to the lease of real property, the publicity of which could substantially affect the value of the relevant properties. The Members entered Executive Session at 2:07 p.m.

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The Members exited Executive Session at 2:23 p.m. and resumed the meeting at 2:24 p.m. Ms. McVay Hughes joined the meeting after Executive Session.

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The first item on the agenda was a request for approval of the minutes of the February 23, 2022 meeting. Upon a motion made by Mr. Bevilacqua and seconded by Mr. Kendall, the following resolution was unanimously adopted:

APPROVAL OF MINUTES OF THE FEBRUARY 23, 2022 MEETING

BE IT RESOLVED, that the minutes of the meeting of the Members of the Hugh L. Carey Battery Park City Authority held on February 23, 2022, are hereby approved.

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Next, there were two comments submitted by the public that were read by Mr. Sbordone.

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Ms. Frederick then provided the Members an update from the Investment Committee, which met for its quarterly meeting at which the quarterly investment report was presented by the financial advisors, PFM Asset Management and Ramirez Asset Management. They provided a market overview that included a review of the anticipated Fed rate hikes, the potential impact of Russia’s invasion of Ukraine, along with a discussion on inflation and the curve inversion. Ms. Frederick also noted that greater than 80% of the \$570 million in BPCA’s investment portfolio is invested short and highly rated. PFM who handles the long-term portfolios was moving to a defensive bias, and so our portfolio remains very short. The other point to note was the consolidation of the Authority and Conservancy’s OPEB (i.e., other post-employment benefit) accounts which are now a combined \$42 million.

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The next item on the agenda was the M/WBE Utilization Report presented by Ms. Nathan.

Mr. Nathan reported that for the month of February 2022, 28.9% of the Authority's total qualifying expenditures of approximately \$1.6 million was paid to M/WBEs. Of this total amount, 11.63% was paid to MBEs (4.8% to MBE primes, and 6.82% to MBE subcontractors) and 16.46% was paid to WBEs (2.39% to WBE prime contractors, and 14.08% to WBE subcontractors).

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The next item on the agenda was an update on the Authority’s resiliency projects by Mr. Jones.

Mr. Jones reminded the Members that the Resiliency project at the ballfields was completed in December and with the arrival of Spring the final push to restore the sidewalk along West Street and planting of trees was underway, which would officially restore the remainder of the site.

Mr. Jones reported that the environmental review process for the South Battery Park City resiliency project is continuing and that the various agency comments would be received soon. The first of the related RFPs was posted in February with the next one currently being finalized. The Pier A final design was completed. Community engagement continues, most recently on March 22nd at CB1's Environmental Protection Committee meeting at which the BPCA team provided an update on the project. A Public Design Commission hearing is anticipated in April.

Mr. Jones then conveyed receiving approval from the Comptroller's office for the Authority's latest capital request. He reminded the Members we were required to get approval from both the Comptroller and the Mayor's office for our capital request, and this approval comes on the heels of the approval received earlier this year from OMB. He stated it was no small feat given the complexity of the projects, the resources being invested, and the fact that we have navigated this during a change in Comptroller, Mayor, and Governor. This was a true team effort, and he recognized the contributions of Gwen Dawson, Pamela Frederick, and Eric Munson in particular.

Then, on the sustainability front, as Earth Day approaches, the Authority was set to release its Climate Action Plan, which charts a course for becoming a carbon neutral neighborhood by 2050. Mr. Jones mentioned he would be sending out communications to the public about the wide range of Earth Day activities.

Lastly, on the Northwest Battery Park City resiliency front, proposals from Progressive Design-Build firms were expected in April. Gwen Dawson would be discussing the short-listed vendors later in the meeting. Also, some geotechnical and environmental investigative work was happening and wrapping up as part of this effort.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to enter into proposal work product agreements with the shortlisted proposers on the North/West Resiliency Project Progressive Design-Build services RFP.

Ms. Dawson explained that the Authority received authorization in April 2020 to conduct its capital projects by means of a design-build delivery method. It was then decided in late 2020 to proceed with combining what were previously separate projects, the North Resiliency Project and the West Resiliency Project into a single Progressive Design-Build ("PDB") project. The PDB approach allows for significant flexibility through the design process before we agree to a guaranteed maximum price with the design-build team. In furtherance of that, and given that this is our first PDB, an advisory team that collectively has a great deal of experience with design-build projects was assembled. The team was led by AECOM and our outside counsel, Hawkins

Delafield, both of whom have a lot of insight and experience with design-build projects. Both have been providing us with guidance on the procurement of a design-build firm for this project.

Ms. Dawson reminded the Members that an RFQ was issued in 2021, and four shortlisted teams were identified as eligible to respond to the RFP that was issued in April. This RFP required each proposing team to identify an end-to-end alignment supported by design drawings, analyses, and construction sequencing plans, all of which goes significantly beyond anything that we have historically expected of our proposers for any of our projects. This strategy was employed to generate a diversity of design concepts that could be utilized to inform our final design and expedite our EIS process.

She explained that the Authority's advisory team recommended that, in recognition of the level of work required and in keeping with industry practices, any team not awarded the contract should receive a payment to partially reimburse it for the costs of developing its proposal. In addition to incentivizing the proposers, the Authority would ultimately become the owner and beneficiary of the designs and would use them to formulate a final design for the project, which would also be used to support our EIS alternative analysis.

She then asked the Board to approve the request to enter into work product agreements with the four shortlisted proposing teams which would detail the conditions under which the payment would be made, including a requirement that the proposer's submit a compliant bid. The total potential liability on the part of the Authority would be \$1.1 million, the payment of which is not precluded by the Authority's procurement guidelines and is consistent with industry standards.

In response to a question posed by Mr. Capoccia, Ms. Dawson confirmed that the Work Product Agreements would require a transfer of all work product contained in the proposals to BPCA as a condition to payment.

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

AUTHORIZATION FOR THE EXECUTION OF PROPOSAL WORK PRODUCT AGREEMENTS WITH THE SHORTLISTED PROPOSERS ON THE NORTH/WEST BPC RESILIENCY PROJECT PROGRESSIVE DESIGN-BUILD SERVICES REQUEST FOR PROPOSALS

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 Proposal Work Product Agreements with the four (4) proposers shortlisted pursuant to the Request for Qualifications for Progressive Design-Build Services for the North/West BPC Resiliency Project providing for payment in the amount of \$275,000 per proposer for a total of \$1,100,000, subject to an individual proposer's submission of a responsive proposal pursuant to the Request for Proposals for Progressive Design-Build Services for the North/West BPC Resiliency Project; 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 Proposal Work Product Agreements on behalf of the Authority, subject to such changes as the officer or officers executing the Proposal Work Product Agreements 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 Proposal Work Product Agreements; 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 contract with Brickens Construction, Inc. for the New York City Police Memorial Expansion Project: General Contractor Services.

Ms. Dawson explained that the police memorial expansion project contemplated the addition of new granite panels to accommodate the names of police officers who have died in the line of duty. This was necessary because the existing granite panels in the memorial were filled. Completion of the project was expected last August; however Brickens did not complete the project citing difficulty obtaining the specified granite panels that are only available from one quarry in Quebec, Canada. Though some of the granite has been delivered, it remained unclear whether it was compliant with the specification.

Brickens was attempting to resolve the sourcing issues, and the expectation was that the project should be completed by July 31, 2022 since the other project elements have largely been completed.

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

AUTHORIZATION TO AMEND THE CONTRACT WITH BRICKENS CONSTRUCTION, INC. (“BRICKENS”) FOR THE NEW YORK CITY POLICE MEMORIAL EXPANSION PROJECT – GENERAL CONTRACTOR 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 Authority’s contract with Brickens from December 15, 2021 through July 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 Mr. Munson, was an authorization to enter into an agreement with Germaine Alexander Clark, LLC dba Government Content for the Art Video Production Services Agreement.

Mr. Munson began by noting that our Community Partnerships and Public Art team, namely Abby Ehrlich and Iphigenia Seong, have been hard at work not just coordinating the maintenance and stewardship of the Authority's public art collection, but also showcasing it to the broader public. One approach taken was to create *BPCA Presents Public Art on Video*, a series of brief but enlightening documentary films on some of the art works in our parks and the artists who created them. The films, which were created with the help of videographer Nick Buffon, featured both archival and current day footage of the art, as well as interviews with the living artists. The first few videos created could be found on our YouTube page as well as on www.BPCA.NY.gov. Building on the success of that first tranche of videos, the team conducted an M/WBE and SDVOB discretionary procurement to create videos for the remainder of the art collection. After review of the proposals received and conducting interviews with finalist candidates Germaine Alexander Clark, LLC d/b/a Government Content, a NYS certified service-disabled veteran owned business, was determined to provide the best value to the Authority. The team was particularly impressed by Government Content's approach, the quality of their past productions, and their talents in capturing the process and story behind their documentary subjects from primary sources.

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 GERMAINE ALEXANDER CLARK, LLC DBA GOVERNMENT CONTENT

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 Germaine Alexander Clark, LLC dba Government Content to provide Art Video

Production Services for a term of two (2) years for a not-to-exceed total amount of \$38,390.00, 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 item on the agenda, presented by Ms. Nathan, was an authorization to enter into an amendment with Corporate Computer Solutions for Disaster Recovery Services.

Ms. Nathan stated that in 2021 the Authority entered into a one-year agreement with Corporate Computer Solutions for disaster recovery and support services. Corporate Computer Solutions was the authorized reseller of Quorum, the tool that the Authority uses to back up its technology environment. Once the Authority migrates its technology environment to the cloud, backup services will be included in our cloud licenses and we will no longer need to purchase Quorum separately. The cloud migration project exceeded a year and the existing agreement with Corporate Computer Solutions needs to be amended to extend the contract term by one year and to add an additional \$15,403.00 for a new total contract value of \$31,960.51. This pricing provided by Corporate Computer Solutions for the proposed one-year extension extends the rates of the current agreement which were determined to be fair and reasonable at the time of the original discretionary procurement.

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

AUTHORIZATION TO AMEND AGREEMENT WITH CORPORATE COMPUTER SOLUTIONS

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 Corporate Computer Solutions for Disaster Recovery and Support Services to extend the contract term by one (1) year from April 9, 2022 to April 8, 2023 and to increase the contract value from \$15,403.45 to \$31,960.51, 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 Nicholson & Galloway, Inc. for the Ballfield Terrace Leak Remediation & Waterproofing Project.

Ms. Dawson explained that the contract with Nicholson & Galloway, for the ballfield terrace waterproofing contractor, required an extension. The waterproofing project is focused on the terrace between two towers owned by Milstein Properties, and there was a great deal of coordination between the Authority and Milstein to ensure that this work was done in accordance with each parties' expectations and agreements. After the base contract waterproofing work was almost completed, a condition on the western edge of the project site was determined to be another potential source of water infiltration into the vault area beneath the sidewalk. Engineers for Milstein and the Authority agreed this condition needed to be corrected and required an additional period of time to perform the work. The contract with Nicholson & Galloway expired on January 31, 2022 and now requires an extension through June 30, 2022. Ms. Dawson noted that there would be another amendment that would add a yet-to-be-determined amount of necessary funds to the contract, but anticipated that it would not exceed the threshold for which Board approval is required.

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

AUTHORIZATION TO AMEND THE CONTRACT WITH NICHOLSON & GALLOWAY, INC. ("NICHOLSON & GALLOWAY") FOR THE BALLFIELD TERRACE WATERPROOFING PROJECT – GENERAL CONTRACTOR 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 Authority's contract with Nicholson & Galloway from January 31, 2022 through June 30, 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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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 3:01 p.m.

Respectfully submitted,



Lauren Murtha

Assistant Corporate Secretary

Public Comment
March 30, 2022

1. **Maryann Peronti - BPC Homeowners Coalition**: The people of Battery Park City want you, the BPCA, to see and hear them. Remove your dollar sign glasses and see that they are working families, working singles, students, and retirees. Most importantly, they are neighbors who care about each other and the future of the BPC community. Because most of you don't reside in Battery Park City, you don't seem to care about the people of Battery Park City. Rather, you see them as an endless resource for the payment of your bond debt, for the payments you make to the City, for payment of Pilot, civic facilities and ground rent. They represent no more to you than your own built-in ATM machine. You talk to them remotely via a paid spokesperson, and mailed letters, and in newspaper articles. The people of Battery Park City are weary of your detached and almost oblivious governance.

In October, 2021, the Battery Park City Homeowners Coalition, a body charged by the 18 condominiums in Battery Park City to renegotiate their ground leases, gave you a proposal which would accomplish your goal for collection of increased funds each year in ground rent while building affordability into the future for the people of Battery Park City. The fact that you have spent 5 months ruminating on ways for BPCA "to share in the increased core value of the land," and on a consultant's double-speak creation of "rent equivalents," and professing a desire for affordability for only "the most needy" demonstrates that your priorities are skewed toward escalating the cost of living in Battery Park City. By enforcing the payment of increased ground rents that are quickly becoming unsustainable, you are ignoring the people of Battery Park City who need you to prioritize community stability and affordability for all of the people of Battery Park City. As a united community on this issue, we will make it clear to the Governor and our political leaders at the ballot box that the people of Battery Park City deserve better.
Board Member, BPC Homeowners Coalition

2. **The next comment was offered by an attendee of the "Cooperstown Camp" event in Rockefeller Park this past weekend.**

Thank you for hosting! It was my son & daughter's first time playing baseball ever and they had so much fun, because the coaches were amazing! Cannot wait for your summer program.