

Hugh L. Carey Battery Park City Authority
Meeting of the Members
200 Liberty Street, 24th floor
New York, New York 10281
December 14, 2022
2:15 p.m.

AGENDA

- I. CALL TO ORDER
- II. APPROVAL OF THE OCTOBER 26, 2022 MINUTES
- III. PUBLIC COMMENT
- IV. INVESTMENT COMMITTEE MEETING REPORT
- V. M/WBE REPORT
- VI. RESILIENCY UPDATE
- VII. CORPORATE ACTION
 - A. Authorization to Permit Members who Experience an Extraordinary Circumstance to Attend Meetings by Videoconference Under Certain Conditions and to Adopt Procedures Governing Member Videoconferencing Pursuant to NY Public Officers Law §103-a (Member Videoconferencing)
 - B. Notice and Discussion of an Amendment to BPCA Bylaws Article III, Section 7 (Member Videoconferencing)
 - C. Adoption of a Resolution Authorizing Adoption of the Series 2023 Notes Resolution and Adoption of the Series 2023 Notes Resolution (Revolving Loan Facility)
 - D. Authorization to Enter into an Amendment with JP Morgan Chase (Banking and Cash Management Services)
 - E. Authorization to Enter into a New Agreement with ABM Janitorial Services, Inc. (200 Liberty Janitorial Services)
 - F. Authorization to Enter into a New Agreement with Diva Communications, Inc. (Webcasting and Video Production Services)
 - G. Authorization to Extend the Contract Term with M&N Engineering, P.C. (Phase 7 Pile Remediation Assessment, Design and Engineering Services)
 - H. Authorization to Extend the Contract Term with Wiss, Janney, Elstner Associates, Inc. (212 North End Avenue Leak Investigation Project)
- VIII. MOTION TO CONDUCT EXECUTIVE SESSION TO DISCUSS PROPOSED, PENDING OR CURRENT LITIGATION
- IX. MOTION TO ADJOURN

The Hugh L. Carey Battery Park City Authority is a New York State public benefit corporation whose mission is to plan, create, coordinate and sustain a balanced community of commercial, residential, retail, parks and open space within its designated 92-acre site on the lower west side of Manhattan.

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

RESOLUTION

To

Authorize Members who Experience an Extraordinary Circumstance to Attend Meetings by Videoconference Under Certain Conditions and to Adopt Procedures Governing Member Videoconferencing Pursuant to NY Public Officers Law §103-a

December 14, 2022

WHEREAS, by passing Chapter 56 of the Laws of 2022 (“Chapter 56”), the New York State Legislature amended Section 103 of the Open Meetings Law; and

WHEREAS, Chapter 56 adds Section 103-a of the Open Meetings Law, permitting the Hugh L. Carey Battery Park City Authority (“BPCA”) to authorize its members to attend meetings by videoconferencing under extraordinary circumstances; and

WHEREAS, Section 103-a(2)(a) requires BPCA to adopt a resolution following a public hearing authorizing the limited use of videoconferencing under such circumstances; and

WHEREAS, Section 103-a(2) allows for hybrid meetings by requiring “that a minimum number of members are present to fulfill the public body’s quorum requirement in the same physical location or locations where the public can attend”; and

WHEREAS, Section 103-a(2)(c) requires that members be physically present at any such meeting “unless such member is unable to be physically present at any such meeting location due to extraordinary circumstances . . . including disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the member’s physical attendance at such meeting”; and

WHEREAS, in accordance with Section 103-a(2)(d), any members attending by videoconference must, except during executive session, be “heard, seen and identified, while the meeting is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon”; and

WHEREAS, Section 103-a(2)(g) requires that any meeting where a member attends by videoconference be recorded, posted to BPCA’s webpage within five business days, and transcribed upon request; and

WHEREAS, Section 103-a(2)(h) requires that members of the public be permitted to attend and participate, if authorized, by videoconference in any meeting when a member attends by videoconference.

NOW THEREFORE, BE IT

RESOLVED, that BPCA, for itself and its committees, authorizes its members who experience an extraordinary circumstance, as described above and further defined by written procedures to be adopted herewith, to attend meetings by videoconference: (i) as long as a quorum of the members attend in-person at one or more locations open to the public; (ii) as long as the member can be seen, heard, and identified while the open portion of the meeting is being conducted; and (iii) as otherwise permitted under Chapter 56 of the Laws of 2022; and

BE IT, FURTHER

RESOLVED, that BPCA hereby adopts the attached Procedures Governing Member Videoconferencing Pursuant to Public Officers Law §103-a further governing the use of videoconferencing by BPCA's members, effective December 14, 2022, in compliance with Chapter 56 of the Laws of 2022.

Procedures for Member Videoconferencing Pursuant to Public Officers Law § 103-a

In compliance with NY Public Officers Law (POL) § 103-a(2)(a), BPCA, following a public hearing, authorized, for itself and its committees, by resolution on December 14, 2022, the use of videoconferencing as described in POL § 103-a.

The following procedures are hereby established to satisfy the requirement of POL § 103-a(2)(b) that any public body which in its discretion wishes to permit its Members to participate in meetings by videoconferencing from private locations – under extraordinary circumstances – must establish written procedures governing Member and public attendance.

1. Members shall be physically present at any meeting of BPCA unless such Member is unable to be physically present at one of the designated public meeting locations due to extraordinary circumstances.
2. For purposes of these procedures, the term “extraordinary circumstances” includes disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the Member’s physical attendance at such meeting.
3. If a Member is unable to be physically present at one of the designated public meeting locations and wishes to participate by videoconferencing from a private location due to extraordinary circumstances, the Member must notify the Secretary no later than four business days prior to the scheduled meeting in order for proper notice to the public to be given. If extraordinary circumstances present themselves on an emergent basis within four days of a meeting, BPCA shall update its notice as soon as practicable to include that information. If it is not practicable for BPCA to update its notice, BPCA may reschedule its meeting.
4. If there is a quorum of Members participating at a physical location(s) open to the public, BPCA may properly convene a meeting. A Member who is participating from a remote location that is not open to in-person physical attendance by the public shall not count toward a quorum but may participate and vote if there is a quorum of Members at a physical location(s) open to the public.
5. Except in the case of executive sessions conducted pursuant to POL § 105, BPCA shall ensure that its Members can be heard, seen, and identified while the meeting is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon. This shall include the use of first and last name placards physically placed in front of the Members or, for Members participating by videoconferencing from private locations due to extraordinary circumstances, such Members must ensure that their full first and last name appears on their videoconferencing screen.
6. The minutes of the meetings involving videoconferencing based on extraordinary circumstances pursuant to POL § 103-a shall include which, if any, Members participated by videoconferencing from a private location due to such extraordinary circumstances.

7. The public notice for the meeting shall inform the public: (i) that extraordinary circumstances videoconferencing will (or may) be used, (ii) where the public can view and/or participate in such meeting, (iii) where required documents and records will be posted or available, and (iv) the physical location(s) for the meeting where the public can attend.
8. BPCA shall provide that each open portion of any meeting conducted using extraordinary circumstances videoconferencing shall be recorded and such recordings posted or linked on BPCA's website within five business days following the meeting, and shall remain so available for a minimum of five years thereafter. Such recordings shall be transcribed upon request.
9. If Members of BPCA are authorized to participate by videoconferencing from a private location due to extraordinary circumstances, BPCA shall provide the opportunity for members of the public to view such meeting by video, and to participate in proceedings by videoconference in real time where public comment or participation is authorized. BPCA shall ensure that where extraordinary circumstances videoconferencing is used, it authorizes the same public participation or testimony as in person participation or testimony.
10. Open meetings of BPCA conducted using extraordinary circumstances videoconferencing pursuant to the provisions of POL § 103-a shall be broadcast pursuant to the requirements of POL § 103(f) and shall utilize technology to permit access by Members of the public with disabilities consistent with the 1990 Americans with Disabilities Act (ADA), as amended, and corresponding guidelines. For the purposes of this guideline, "disability" shall have the meaning defined in Executive Law § 292.
11. The in-person participation requirements of POL § 103-a(2)(c) shall not apply during a state disaster emergency declared by the governor pursuant to NY Executive Law § 28 or a local state of emergency proclaimed by the chief executive of a county, city, village or town pursuant to § 24 of the NY Executive Law if the Members determine that the circumstances necessitating the emergency declaration would affect or impair the ability of BPCA to hold an in-person meeting.
12. These procedures shall be conspicuously posted on BPCA's website.

BATTERY PARK CITY AUTHORITY

Resolution Authorizing Adoption of the
Series 2023 Notes Resolution
and Certain Other Matters in Connection Therewith

Adopted December 14, 2022

Resolution Authorizing Adoption of
the Series 2023 Notes Resolution
and Certain Other Matters in Connection Therewith

WHEREAS, the Battery Park City Authority (the “Authority”) adopted its 2003 General Bond Resolution (the “General Bond Resolution”) on September 9, 2003 for the purpose, among others, of securing certain Notes (as defined in the General Bond Resolution) of the Authority; and

WHEREAS, pursuant to the General Bond Resolution, the Authority proposes to adopt the Series 2023 Notes Resolution (the “Series 2023 Notes Resolution”) and to issue thereunder its Junior Revenue Notes, Series 2023A (the “Series 2023A Notes”), and its Junior Revenue Notes, Series 2023B (the “Series 2023B Notes”), for the purposes of (i) interim funding of the Authority’s capital requirements related to its environmental resiliency project and other capital projects in anticipation of long-term bond financing; and (ii) to pay costs of issuance, including credit enhancement fees and expenses, if any;

NOW THEREFORE, BE IT RESOLVED by the Members of the Authority as follows:

1. The President and Chief Executive Officer of the Authority is hereby authorized and directed to complete and modify the provisions of the Series 2023 Notes Resolution by determining (a) the principal amount of the Series 2023A Notes, and the principal amount of the Series 2023B Notes, which aggregate principal amount shall not exceed ONE HUNDRED MILLION DOLLARS (\$100,000,000); (b) the dated date or dates of the Series 2023A Notes and the Series 2023B Notes (collectively, the “2023 Notes”); (c) the interest rate or rates (or the method for determining same from time to time) with respect to the 2023 Notes, provided that the stated interest rate or rates of the 2023 Notes shall not exceed fifteen percent (15%) per annum; (d) the maturity and redemption date or dates, if any, for the 2023 Notes; (e) the debt service and redemption provisions and schedules for the 2023 Notes; (f) the interest payment dates for the 2023 Notes; (g) the amounts and due dates of the sinking fund payments, if any, for any of the 2023 Notes of like maturity; (h) whether the 2023 Notes are to be issued in subseries; (i) that the 2023 Notes are to be issued as Junior Notes under the General Bond Resolution; and (j) whether any 2023 Notes are intended to be Tax-Exempt Notes. Said President and Chief Executive Officer is hereby further authorized and directed to determine, modify and complete any other provisions of the Series 2023 Notes Resolution to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other changes, omissions, insertions and revisions to the Series 2023 Notes Resolution as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the Series

2023 Notes Resolution, and the documents and instruments authorized herein and that shall not materially alter the terms of the Series 2023 Notes Resolution.

2. The series designations set forth in this resolution shall be interchangeable, provided that the aggregate principal amount of the 2023 Notes outstanding at any time and the Series 2023B Notes outstanding at any time (collectively, the “2023 Notes”) shall not exceed ONE HUNDRED MILLION DOLLARS (\$100,000,000).

3. The Authority hereby adopts the Series 2023 Notes Resolution substantially in the form thereof presented to this meeting. Delivery of a certified copy of the 2023 Series Resolution, completed in accordance with the provisions of Sections 1 and 2 hereof, to the Trustee (as defined in the General Bond Resolution) shall constitute conclusive evidence of the Authority’s acceptance of the terms thereof.

4. Each of the following officers of the Authority is hereby appointed an Authorized Officer, within the meaning of the General Bond Resolution, until and including December 31, 2023: Martha J. Gallo, as Vice Chair; Benjamin Jones, as President and Chief Executive Officer; Pamela Frederick, as Chief Financial Officer; and Abigail Goldenberg, as General Counsel.

5. The Authority hereby approves the Revolving Credit Agreement with respect to the 2023 Notes (which are unrated Variable-Rate Notes that are not being underwritten for resale to the public), substantially in the form presented to this meeting (the “Revolving Credit Agreement”). The President and Chief Executive Officer is hereby further authorized to determine, modify and complete any other provisions of the Revolving Credit Agreement to the extent necessary to give effect to the findings and determinations made by the Members of the Authority at this meeting, and to make such other changes, omissions, insertions and revisions to the Revolving Credit Agreement as shall be necessary or proper for carrying out, giving effect to and consummating the financings and transactions contemplated by this resolution, the General Bond Resolution, the 2023 Series Resolution and the documents and instruments authorized herein and not contrary to the terms of the General Bond Resolution and the 2023 Series Resolution, as completed in accordance with the provisions of this resolution. Upon completion of the provisions of the Revolving Credit Agreement, an Authorized Officer is hereby authorized to execute the Revolving Credit Agreement in the name and on behalf of the Authority, such execution to constitute conclusive evidence of the Authority’s approval of all changes in the form thereof, and to deliver the same to TD Bank, N.A (“TD Bank”).

6. An Authorized Officer is hereby authorized to execute and deliver, in the name and on behalf of the Authority, all documents required to be executed and delivered in connection with the issuance of the 2023 Notes (including, but not limited to, any investment agreements or arrangements pertaining to amounts held under the 2023 Series Resolution, any modifications to existing interest rate exchange or swap agreements or terminations thereof (consistent, in each instance, with guidelines heretofore adopted by the Members), any escrow fund agreements, any interest rate cap, and any broker-dealer or other agency or service-provider agreements or credit enhancement or liquidity provider agreements) with such provisions as such Authorized Officer, after consultation with the General Counsel of the Authority, shall deem

advisable and not contrary to the terms of the General Bond Resolution and the 2023 Series Resolution. Execution and delivery of said documents shall constitute conclusive evidence of the Authority's due authorization and approval of said documents.

7. An Authorized Officer is hereby authorized to issue certifications as to its reasonable expectations regarding the amount and use of the proceeds of the 2023 Notes to evidence compliance with the Internal Revenue Code of 1986, as amended, and any Treasury regulations relating thereto.

8. An Authorized Officer is hereby authorized, at any time after the receipt of all necessary consents, proceedings and approvals, to execute and authorize the delivery of the Senior 2023 Notes to TD Bank, and to do and perform all acts and things and execute and deliver any and all documents in the name of the Authority necessary, useful or convenient to the issuance and sale of the 2023 Notes by the Authority to TD Bank. Execution and delivery of said documents shall constitute conclusive evidence of the Authority's due authorization and approval of said documents.

9. The Authority hereby authorizes the payment of fees for Hawkins Delafield & Wood LLP, Acacia Financial Group, Inc., and other counsels, professionals and advisors, from proceeds of the 2023 Notes and other funds of the Authority, and the execution of any agreements necessary for this purpose.

10. All actions to date of Members, officers, and employees of the Authority in furtherance of the issuance of the Series 2023 Notes are hereby ratified and approved.

11. This resolution shall take effect immediately.

TD Bank, N.A. Revolving Credit Facility

BATTERY PARK CITY AUTHORITY

SERIES 2023 NOTES RESOLUTION

Adopted December 14, 2022

Be it Resolved by the Members of Battery Park City Authority as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01 *Series 2023 Resolution*. 1. This Series 2023 Notes Resolution authorizing up to \$100,000,000 outstanding Series 2023 Notes (defined below) is supplemental to, and constitutes a Series Resolution within the meaning of and is adopted in accordance with Article X of, the resolution adopted by the Authority on September 9, 2003, entitled “2003 GENERAL BOND RESOLUTION” and referred to herein as the “General Resolution.”

2. It is hereby found and determined that it is necessary and required that the Authority authorize and issue at this time two Series of Bonds (as defined in the General Resolution) to be designated as herein provided to provide monies to carry out one or more purposes of the Authority.

Section 1.02 *Definitions*. 1. All terms that are defined in Section 103 of the General Resolution shall have the same meanings, respectively, in this Series 2023 Resolution as such terms are given in said Section 103, as amended through the date of adoption hereof.

2. In addition, as used in this Series 2023 Resolution, unless the context shall otherwise require, the following terms shall have the following respective meanings:

“*Authorizing Resolution*” means the resolution adopted by the Authority on December 14, 2022, entitled “Resolution Authorizing Adoption of the Series 2023 Notes Resolution and Certain Other Matters in Connection Therewith.”

“*Series 2023 Notes*” means, collectively, the Series 2023A Notes and the Series 2023B Notes.

“*Series 2023 Resolution*” means this Series 2023 Resolution authorizing the Series 2023 Notes.

“*Series 2023 Notes Costs of Issuance Subaccount*” means the Series 2023 Notes Costs of Issuance Subaccount created and established within the Costs of Issuance Account of the Bond Proceeds Fund pursuant to or in accordance with Section 4.02 of this Series 2023 Resolution.

“*Series 2023 Resolution*” means this Series 2023 Resolution authorizing the Series 2023A Notes. “*Series 2023A Project Costs Subaccount*” means the Series 2023A Project Costs Subaccount created and established within the Project Costs Account of the Bond Proceeds Fund pursuant to or in accordance with Section 4.02 of this Series 2023 Resolution.

“*Series 2023A Notes*” means the Notes of the Series so designated and authorized by this Series 2023 Resolution.

“*Series 2023B Notes*” means the Notes of the Series so designated and authorized by this Series 2023 Resolution.

“*Tax Certificate*” means the Federal Tax Certificate executed by an Authorized Officer of the Authority in connection with the issuance of the Series 2023 Tax-Exempt Notes, as defined in subsection 5.01(1) hereof.

3. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include firms, associations and corporations, including public bodies, as well as natural persons.

4. The terms “hereby,” “hereof,” “hereto,” “herein,” “hereunder,” and any similar terms, as used in this Series 2023 Resolution, refer to the Series 2023 Resolution.

Section 1.03 *Authority for the Series 2023 Resolution.* This Series 2023 Resolution is adopted pursuant to the provisions of the Act and the General Resolution.

ARTICLE II

AUTHORIZATION, TERMS AND ISSUANCE OF SERIES 2023 NOTES

Section 2.01 *Authorization of Series 2023 Notes, Principal Amount, Designation and Series.* 1. A Series of Notes entitled to the benefit, protection and security of the General Resolution is hereby authorized to be issued, under the authority of Section 1977-a(1)(a) of the Public Authorities Law, in the aggregate principal amount outstanding at any time not to exceed \$100,000,000. Such Series of Notes shall be designated as and shall be distinguished from the Notes of all Series by the title “Junior Revenue Notes, Series 2023A” pursuant to and subject to the terms, conditions and limitations established in the General Resolution and this Series 2023 Resolution. The Series 2023A Notes shall be, and are, Junior Bonds within the meaning ascribed thereto in the General Resolution.

2. A Series of Notes entitled to the benefit, protection and security of the General Resolution is hereby authorized to be issued, under the authority of Section 1977-a(1)(f) of the Public Authorities Law, in the aggregate principal amount outstanding at any time not to exceed \$100,000,000. Such Series of Notes shall be designated as and shall be distinguished from the Notes of all Series by the title “Junior Revenue Notes, Series 2023B” pursuant to and subject to the terms, conditions and limitations established in the General Resolution and this Series 2023 Resolution. The Series 2023B Notes shall be, and are, Junior Bonds within the meaning ascribed thereto in the General Resolution.

3. The aggregate principal amount of the 2023 Notes outstanding at any time shall not exceed \$100,000,000.

Section 2.02 *Purposes.* The purposes for which the Series 2023 Notes are being issued are (i) financing Project Costs and (ii) paying the Costs of Issuance of the Series 2023 Notes.

Section 2.03 *Delegation of Authority*. 1. There is hereby delegated to the President or any other Authorized Officer of the Authority, as the case may be, in addition to the powers conferred thereon by the Authorizing Resolution in relation to the Series 2023 Notes, subject to the limitations contained herein and in the General Resolution and the Act, the power with respect to the Series 2023 Notes to determine and carry out the following:

(a) The Series Reserve Requirements for the Series 2023A Notes and for the Series 2023B Notes;

(b) Except in the case of Capital Appreciation Notes and Deferred Income Notes, the interest rate or rates of the Series 2023 Notes, including the interest rate or rates of Deferred Income Notes from and after the Interest Commencement Date, the date from which interest on the Series 2023 Notes shall accrue, the manner for determining such interest rate or rates, and the first interest payment date therefor; provided, however, that the stated interest rate on the Series 2023 Notes shall not exceed fifteen percent (15%) per annum;

(c) The Series 2023 Notes that are Capital Appreciation Bonds, if any, the Valuation Dates for such Series 2023 Notes and the Accreted Value on each such Valuation Date;

(d) The Series 2023 Notes that are Deferred Income Bonds, if any, the Valuation Dates for such Series 2023 Notes, the Appreciated Value on each such Valuation Date and the Interest Commencement Date for such Series 2023 Notes;

(e) The Series 2023 Notes that are Variable Interest Rate Bonds, if any, the maximum interest rate, if any, or the method of calculating such maximum interest rate for such Notes, and the provisions, if any, as to the calculation or change of variable interest rates;

(f) The Series 2023A Notes that are Option Bonds, if any, the provisions regarding tender for purchase or redemption thereof and payment of the purchase or Redemption Price thereof and the appointment of a remarketing agent with respect thereto;

(g) The denomination or denominations of and the manner of numbering and lettering the Series 2023 Notes;

(h) The Series 2023 Notes that are Book Entry Bonds, if any, and the Depository therefor;

(i) The Redemption Price or Redemption Prices, if any, and, subject to Article IV of the General Resolution, the redemption terms, if any, for the Series 2023 Notes;

(j) Provisions for the sale or exchange of the Series 2023 Notes and for the delivery thereof;

(k) The forms of the Series 2023 Notes and the forms of the Trustee's certificate of authentication thereon;

(l) Provisions with respect to funds and accounts and subaccounts therein, if applicable, and the Collateral and application thereof, as provided in Article VI of the General Resolution;

(m) Directions for the application of the proceeds of the Series 2023 Notes;

(n) Procurement of insurance, if any, for the payment of the principal of and interest on all or a portion of the Series 2023 Notes and the terms and conditions for such insurance;

(o) Provisions relating to (i) any Credit Facility, Qualified Swap or other similar financial arrangement entered into in connection with the issuance of the Series 2023A Notes and (ii) the obligations payable thereunder; provided, however, the documentation for such Qualified Swap shall accord with the guidelines heretofore adopted by the Authority for interest exchange agreements;

(p) Whether the Series 2023 Notes shall be issued in Subseries, the number of Subseries and the principal amount and designations of each Subseries;

(q) Determination of which series of bonds heretofore issued by the Authority and which maturities of such series and which portion of such maturities shall be refunded from proceeds of the Series 2023 Notes and other available moneys; and

(r) Any other provisions deemed advisable by an Authorized Officer of the Authority, not in conflict with the provisions hereof, of the Authorizing Resolution or of the General Resolution.

2. The President and Chief Executive Officer or such other Authorized Officer shall execute one or more Series Certificates evidencing determinations or other actions taken pursuant to the authority herein, in the Authorizing Resolution or in the General Resolution and any such Series Certificate shall be conclusive evidence of the action or determination of the President or such other Authorized Officer as to the matters stated therein.

ARTICLE III

EXECUTION AND AUTHENTICATION OF THE SERIES 2023 NOTES

Section 3.01 *Execution and Authentication of Series 2023 Notes.*

1. Pursuant to the provisions of Section 303 of the General Resolution, the Chairman or other member or the President of the Authority is hereby authorized and directed to execute by his manual or facsimile signature the Series 2023 Notes in the name of the Authority and the corporate seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise

reproduced thereon. The Secretary or an Assistant Secretary of the Authority is hereby authorized and directed to attest by his manual or facsimile signature the execution of the Series 2023 Notes.

2. The Trustee is hereby authorized to authenticate by manual signature the Series 2023 Notes, and deliver the same to or upon the order of the Authority, in such amounts and at such times as the Trustee shall be directed in writing by an Authorized Officer.

ARTICLE IV

APPLICATION OF PROCEEDS

Section 4.01 *Application of Proceeds and Deposit of Moneys.* The Trustee shall apply the proceeds of the sale of the Series 2023 Notes in accordance with the written directions of any Authorized Officer given pursuant to clause (m) of subsection (1) of Section 2.03.

Section 4.02 *Additional Subaccounts.* There is created and established within the Costs of Issuance Account of the Bond Proceeds Fund a “Series 2023 Notes Costs of Issuance Subaccount.” There are created and established within the Project Costs Account of the Bond Proceeds Fund a “Series 2023A Notes (Tax-Exempt) Project Costs Subaccount,” a “Series 2023B Notes (Tax-Exempt) Project Costs Subaccount,” and a “Series 2023B Notes (Taxable) Project Costs Subaccount.”

ARTICLE V

SPECIAL COVENANTS

Section 5.01 *Tax Exemption; Rebates.* 1. The interest on the Series 2023A Notes, and the interest on the subseries of Series 2023B Bonds designated in the related Series Certificate as Tax-Exempt Bonds (collectively, the “Series 2023 Tax-Exempt Notes”) is intended to be excluded from gross income for purposes of federal income taxation. In order to maintain such exclusion, the Authority shall comply with the provisions of the Code applicable to the Series 2023 Tax-Exempt Notes, including without limitation, the provisions of the Code relating to the computation of the yield on investments of the “gross proceeds” of the Series 2023 Tax-Exempt Notes, as such term is defined in the Code, reporting of the earnings on such gross proceeds, rebates of earnings on such gross proceeds to the Department of the Treasury of the United States of America, and use, ownership and management of the facilities financed by such gross proceeds. In furtherance of the foregoing, the Authority shall comply with the provisions of the Tax Certificate executed by the Authority in connection with the Series 2023 Tax-Exempt Notes.

2. The Authority shall not take any action or fail to take any action that would cause the Series 2023 Tax-Exempt Notes to be “arbitrage bonds” within the meaning of Section 148(a) of the Code; nor shall any part of the proceeds of the Series 2023 Tax-Exempt Notes or any other funds of the Authority be used directly or indirectly to acquire any securities or obligations the acquisition of which would cause any Series 2023 Tax-Exempt Notes to be an “arbitrage bond” within the meaning of Section 148(a) of the Code.

3. The Authority shall make any and all payments required to be made to the United States Department of the Treasury in connection with the Series 2023 Tax-Exempt Notes pursuant

to Section 148(f) of the Code from amounts on deposit in the Arbitrage Rebate Fund and available therefor.

Section 5.02 *Survival of Covenant.* The obligation of the Authority to comply with the provisions of Section 5.01 hereof with respect to the rebate to the Department of the Treasury of the United States of America relating to the Series 2023 Tax-Exempt Notes shall remain in full force and effect so long as the Authority shall be required by the Code to rebate such earnings on the gross proceeds of the Series 2023 Tax-Exempt Notes notwithstanding that the Series 2023 Tax-Exempt Notes are no longer Outstanding.

ARTICLE VI

MISCELLANEOUS

Section 6.01 *No Benefit of Reserve Fund.* The Series 2023 Notes shall not be secured by the Reserve Fund or any amounts from time to time on deposit therein. Any provision of the Resolution to the contrary notwithstanding (including, without limitation, Sections 604(1)(b), 604(4)(b) and 606(2) of the General Resolution), under no circumstances shall amounts on deposit in the Reserve Fund be withdrawn therefrom for the purpose of paying, directly or indirectly, the principal or Redemption Price of, or interest on, any of the Series 2023 Notes.

Section 6.02 *Authority to Deliver this Series Resolution.* An Authorized Officer of the Authority is hereby authorized and directed to deliver this Series Resolution with such changes, insertions and omissions as may be approved by such Authorized Officer, such delivery being conclusive evidence of such approval; and provided, however, such changes, insertions and omissions shall not conflict with the provisions of the General Resolution and shall be necessary to effectuate the intent of this Series Resolution.

Section 6.03 *Effectiveness.* The Series 2023 Resolution shall become effective immediately upon its adoption.

Approved, December 14, 2022:

Benjamin Jones,
President and Chief Executive Officer

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**AUTHORIZATION TO AMEND CONTRACT WITH JP MORGAN CHASE BANK, N.A.
FOR BANKING AND CASH MANAGEMENT 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 or his/her designee(s) be, and each of them hereby is, authorized and empowered to amend Contract with JP Morgan Chase Bank, N.A. to extend the expiration date by six (6) months to June 12, 2023 and to add an additional \$6,000.00 in funds for a new not-to-exceed total of \$60,200.00, and be it further

RESOLVED, that the President or his/her designee(s), and each of them hereby is, authorized and empowered to execute and deliver the Agreements on behalf of the Authority, subject to such changes as the officer or officers executing the 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 Agreement; 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.

**APPROVAL FOR AN AGREEMENT WITH ABM JANITORIAL SERVICES, INC. FOR
200 LIBERTY STREET OFFICE JANITORIAL 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 or his/her designee(s) be, and each of them hereby is, authorized and empowered to enter into a three (3) year agreement with ABM Janitorial Services, Inc. to provide janitorial services for the 200 Liberty Street Office Space Janitorial Services for a not-to-exceed total amount of \$303,604.92, 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 Agreements on behalf of the Authority, subject to such changes as the officer or officers executing the 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 Agreement; 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.

APPROVAL TO ENTER INTO AN AGREEMENT WITH DIVA COMMUNICATIONS, INC. FOR WEBCASTING & VIDEO PRODUCTION 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 or his/her designee(s) be, and each of them hereby is, authorized and empowered to enter into an agreement with Diva Communications, Inc. to provide webcasting and video production services for a term of three years and a not-to-exceed contract value of \$120,000.00, and be it further

RESOLVED, that the President or his/her designee(s), and each of them hereby is, authorized and empowered to execute and deliver the Agreements on behalf of the Authority, subject to such changes as the officer or officers executing the 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 Agreement; 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.

**AUTHORIZATION TO EXECUTE AN AMENDMENT WITH M&N ENGINEERING,
P.C. (“M&N ENGINEERING”) FOR PHASE 7 PILE REMEDIATION PROJECT –
ASSESSMENT, DESIGN, AND ENGINEERING 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 M&N Engineering through November 1, 2023; 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.

AUTHORIZATION TO AMEND CONTRACT WITH WISS, JANNEY, ELSTNER ASSOCIATES, INC. (“WJE”) FOR THE 212 NORTH END AVENUE LEAK INVESTIGATION PROJECT

BE IT RESOLVED, that the President and Chief Executive Officer of the Authority (the “President”) or her/his designee(s) be, and each of them hereby is, authorized and empowered to amend the contract (the “Contract”) with WJE for the 212 North End Avenue Leak Investigation Project, extending the term through April 30, 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 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 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 and further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.