HUGH L. CAREY BATTERY PARK CITY AUTHORITY
Meeting of the Members
200 Liberty Street, 24th Floor
New York, NY 10281
June 26, 2024

Members Present
Donald Capoccia, Chair
Louis Bevilacqua, Member (remote)
Martha Gallo, Member
Catherine McVay Hughes, Member
Anthony Kendall, Member
Lester Petracca, Member
Angela Sung Pinsky, Member
Clinton Plummer, Member

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| Authority Staff in Attendance: | Raju Mann, President & CEO<br>Sharmila Baichu, Chief Human Resources Officer<br>Marie Baptiste, Deputy Treasurer<br>Daniel C. Carmalt, Esq., Chief Construction Counsel<br>Gwen Dawson, Senior Vice President, Real Property<br>Claudia Filomena, Senior Director of Capital Projects and Resiliency<br>Pamela Frederick, Chief Financial Officer/Treasurer<br>James Gallagher, Special Counsel, Capital Projects<br>Abigail Goldenberg, General Counsel<br>Megan Hood, Deputy General Counsel, Real Estate<br>Angela Howard, AVP of Construction & Site Management<br>Craig Hudon, Vice President of Parks Programming<br>Karl Koenig, Controller<br>Lauren Murtha, Paralegal/Assistant Corporate Secretary<br>Kimberlae Saul, AVP Planning & Design<br>Nicholas Sbordone, Vice President of Communications and Public Affairs<br>Alexis Torres Cid, Chief of Staff<br>Ryan Torres, Vice President of Parks Operations<br>Yves Veve, Senior Director of Infrastructure<br>Jennifer Yam, Director of Diversity Contracting |
| Others in Attendance: | Paul Hennessey, A.J. Gallagher<br>Various Members of the Public |

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 2:05 pm.

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Mr. Capoccia started by taking a moment to honor Lou Bevilacqua who was retiring from the Board after serving over seven years. Lou, in addition to a distinguished career at Cadwalader where he led their work in mergers and acquisitions, corporate governance, corporate finance and securities law, has been an invaluable advisor to the Authority on a range of legal and governance matters. I want to say personally, Lou, you have been a generous and exceptional support to me, and to especially our General Counsel, on all matters legal and otherwise. But I think more importantly, you're one of the few people I've ever worked with that understands impartiality and has common sense. Kind of two rare qualities these days. I appreciate them very much. I'm so pleased to have been able to work with you. I hope going forward I'm able to afford to retain you. I don't know if that's going to be possible, but we'll see. But Lou, thank you very much.

Mr. Bevilacqua expressed his appreciation, stating that "Battery Park City is clearly the best mixed community in all of New York. The residential areas are spectacular, the commercial areas, everything about it is [indiscernible], you've got the best park systems in the city, you've got some of the best schools, the best infrastructure, and you're about to undertake a multibillion-dollar initiative to protect it for the next several centuries. I have represented major corporations all over the United States and all over the world. I have never worked with a group that comes to their meetings better prepared than this Board where the staff has prepared not only the agenda, but the whole presentation. They've due diligence, every element of whatever we're going to have to deal with, and the efforts that are put in by this Board and by this staff are second to none. It has truly been an honor and a privilege for me to work with this group, and I look forward to coming back and visiting and seeing all the great things that continue to happen down in Battery Park City. I want to thank Governor Hugh Carey for his vision truly was inspirational what he thought to do. I want to thank everybody since then that's served on this Board for what they've been able to accomplish. And I'll say it and probably a little impolitely, it has been the work of this Board without political interference or influence that have made it great. Thank you very much again."

Mr. Capoccia then introduced new Board members Angela Pinsky and Clint Plummer. Ms. Pinsky is the head of Government Affairs and Public Policy for Google's New York Operations overseeing all government partnerships and legislative issues in the state. Prior to assuming her current position, Ms. Pinsky served as Executive Director for ABNY, the Association for a Better New York, Senior Vice President for Management, Services, and Government Affairs at the Real Estate Board of New York, as Deputy Chief of Staff for New York City's Deputy Mayor for Economic Development and Rebuilding under the Bloomberg administration. She is a skillful professional, and an urban genius and we are really happy to have you, Angela.

Next, he introduced Clint Plummer. Mr. Plummer is the Chief Executive Officer at Rise Light & Power where he oversees the company's operations and leads the development of its new projects and strategic partnerships. Mr. Plummer previously served as Head of Market Strategies and New Products for Orsted U.S. Offshore Wind, a leading offshore wind developer, and is a resident of Battery Park City. Mr. Capoccia welcomed them both noting we look forward to working with them.

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The first item on the agenda was a request for approval of the minutes of the May 2, 2024 meeting.

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

**APPROVAL OF MINUTES OF THE MAY 2, 2024 MEETING**

BE IT RESOLVED, that the minutes of the meeting of the Members of the Hugh L. Carey Battery Park City Authority held on May 2, 2024, are hereby approved.

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Next, there was one comment submitted by the public that was presented during the period of public comment.

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Ms. Frederick then provided the Members with an update from the Investment Committee which met prior to this meeting. Attending were Chair Lester Petracca and Members Martha Gallo and Catherine McVay Hughes. Ms. Frederick highlighted that the portfolio had increased from $980 million in the first quarter to just over $1 billion as of the close of April and remains very high quality, with about 96% of it in U.S. Treasuries, and highly liquid, with greater than 90% in less than one year duration. Ms. Frederick also reported that the committee reviewed the investment strategy of our OPEB fund, one of our longer-term funds, and indicated that our investment strategy would continue its one to ten year benchmark but would shift from an underweight in duration to more of a neutral stance over the next three to six months depending on the rate environment. Lastly, the committee reviewed the variable rate bond strategy where we believe that there will be a benefit of shifting from remarketing on a weekly basis to remarketing daily, and Ms. Frederick will report back to the investment committee when that occurs and what the impact has been on the portfolio.

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Next item on the agenda was the President's report.

Mr. Mann first welcomed Angela and Clint and expressed being excited to work with them both. He then updated the Members on some important items, making particular notes on the South Resiliency project and on our MWBE work, both to be further discussed during the meeting. He then thanked the team for the work over the last few months in particular. Summer is really a busy time with all of our programming work, and thanked Craig and Maril as always for pulling off another really successful mid-summer Swedish festival last week which attracted several thousand people to BPC. He then acknowledged Ryan and her team in Parks Operations for its work in increasingly hot weather. We're also expecting larger crowds next week with the fireworks. So again, I want to thank Ryan and Allied in advance for managing that so smoothly. In the spirit of thanking the team, he mentioned that the Parks Department would be holding a celebration for Gladys Perlman. Gladys has been at the Authority for over 30 years, is one of the most well-known faces of the Authority, managing the Park House in Rockefeller Park, so we're excited to celebrate her and rename the Park House in her honor.

Mr. Mann then mentioned another good meeting on the Northwest Resiliency project took place last week. He thanked the Board members who were able to make it there. Again, just continuing our outreach, helping people understand the project, gather feedback. I think what's important right now on that project is that we're starting to share updates on construction schedule and starting to talk to people about how this project will actually happen in the community.

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Next, Kimberlae Saul, the AVP for Planning and Design, gave an update on the Northwest Resiliency Project. She noted that comments on the 60% design were being collected from public agencies. We, along with Turner, have been developing preliminary construction duration and staging plans. We had a workshop with OMB, New York City OMB for value engineering May 9th - 17th, and we responded to their comments today. We presented preliminary construction duration and staging plans at the June 6th CB-1 Battery Park City Committee meeting. Hudson River Park Advisory Council meeting was on June 11th where we also presented updates to the design for Tribeca, Route 9A, and the Esplanade portions of the project. There was a public meeting on June 20th at Stuyvesant High School where we presented 60% design updates and again the preliminary construction duration and staging plan. We continue to meet and coordinate with DOT and other agencies, as well as individual buildings and other stakeholders. The DEIS release is scheduled for August with a planned hearing in mid-September.

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Next, Angela Howard, AVP for Construction, presented an update on the South Resiliency Project. Ms. Howard stated that the South Battery Park Resiliency Project was designed to create flood protection from the Museum of Jewish Heritage to the Northern border of the historic Battery. The project has already obtained waterfront edge design guideline (WEDG) certification, and the pavilion building itself will apply for International Living Future Institute (ILFI) certification upon completion.

She discussed the major areas of the project from First Place, where the Museum of Jewish Heritage is, across to the Battery Bikeway and into the Battery. The design of the project looks to accommodate the 2050 100-year floodplain. Ms. Howard presented images of the project to show the changes in Wagner Park and Pavilion area, and described how this project is being done in conjunction with a series of other lower Manhattan resiliency projects that will ultimately create flood protection from North Moore Street all the way to the East side through the East Side Coastal Resiliency.

Ms. Howard described that the project is broken into three packages, each of which was procured separately and awarded to different contractors. Package 2 is the construction of the floodwall barrier system at Wagner Park and the Museum of Jewish Heritage. Package 3 is the construction of a new Pavilion building. Package 4 is the construction of floodwalls at Pier A and the Battery. Currently our project schedule is showing a completion date of approximately mid-2025. Packages 2 and 3, the Wagner Park and the Pavilion, are approximately 50% completed, and the Battery is further behind, because it was started later and a few more obstructions were discovered, but right now we're holding mid-2025 until we have more information about package 4.

She then displayed some images of some of the construction progress that was currently happening. The installation of the micropiles at the Museum of Jewish Heritage were completed. The micropiles will support the flood wall for which we will be pouring concrete in the next month. The form work started for the flood walls and the pile caps, etc., at the museum and the installation of the relieving platform was being installed.

Mr. Capoccia stated that, Angela, and Gwen, they and their team have done an incredible job keeping the job largely on schedule, which it is, scheduled to open next summer, and the budget contained.

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The next item on the agenda was the M/WBE Presentation given by Ms. Nathan and Ms. Yam, Director of Diversity Contracting.

Ms. Nathan briefly updated the members on the utilization of minority and women-owned business enterprises, and service-disabled veteran owned businesses on BPCA's resiliency projects. As a reminder, New York State law establishes 30% goals for MWBE utilization, and 6% goals for STVOB utilization on eligible state contracts. Expenditures that are not subject to MWBE and STVOB goals, also known as exemptions and exclusions, include rent, utilities, taxes, emergency procurements, lack of subcontracting opportunities, among others. And these are identified prior to the execution of contracts in consultation with ESD and/or OGS as appropriate.

She further explained that when a contractor has goals, but will not meet those goals, vendors must submit documented good-faith efforts and a written request for a waiver. BPCA evaluates that request, approves it, and submits it to ESD for final review and approval. And good-faith efforts are the actions that all contractors must demonstrate in writing, documented to certify that they've performed their due diligence to solicit MWBE and STVOB participation on their contracts. There are some penalties, in the most egregious cases liquidated damages may be imposed after intensive review of good-faith efforts and a clear documentation of willful noncompliance of the diversity goals. And depending on delays, and noncompliance with payment reporting, payments can be withheld.

Ms. Yam then provided a detailed and data heavy slide presentation. She dove into the goals set for the resiliency projects noting that there were 36% overall diversity goals set across all of the resiliency projects, with 15% to minority owned firms, 15% to women owned firms, and 6% to veteran owned firms. Those were set at the time very aggressively in line with the State's overall 36% goal targets. As the work started, we realized that it might not be reflective of the reality of how specialized a lot of this work is, but that being said, we were pushing for every single dollar of utilization as possible. Ms. Yam gave further detail on the list of all the contractors on the South Battery portfolio: AECOM, LiRo, Posillico Bove, EW Howell, Battery Park Constructors, and Americon. She then moved to the Northwest portfolio, the two firms on that project, Turner -- EE Cruz JV, and AECOM.

Ms. Nathan concluded that the focus would be on a few areas going forward based on the data that was presented. We plan to work with the vendors that are not quite meeting their MBE goals, specifically, or their WBE utilization. We will have the vendors update their utilization plans to demonstrate remediation of that shortfall. Our diversity team is focused on the timely payments and reporting in B2G, which will help us understand the actual utilization. And we would be working with primes to ensure detailed documentation of all the good-faith efforts to support any waivers and requests that we will be submitting to the State for approval.

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The next item on the agenda, presented by Mr. Mann, was approval of the June Consent Agenda items.

Mr. Mann presented five items for the consensus agenda, and reminded the Members that these are items brought for their approval simply because they exceed one year in duration but contract values are under $500,000. The first was a sixteen-month time extension to our contract with Dewberry for Owner's Representative for South Resiliency. The second is a request to enter into a twenty-four (24) month contract with Waterfront Alliance in the not-to-exceed amount of $36,000 for Waterfront Edge Design Guidelines Verification Services for the N/WBPCR Project. The third was a two-year extension with JP Morgan Chase for the Banking Services contract. We are also requesting an amendment with Wasserman for our EEO Investigation Services to add $10,000.00 in additional funds and to extend the term of the Agreement through June 15, 2025. And lastly a no cost time extension for six months for the current On-Call Engineering/Architecture Panel. He then asked for approval for the three resolutions as presented in your Board materials.

Upon a motion made by Ms. Gallo and seconded by Ms. McVay Hughes, the following resolutions were unanimously adopted:

**<u>AUTHORIZATION TO EXECUTE AN AMENDMENT WITH DEWBERRY ENGINEERS, INC. ("DEWBERRY") FOR OWNER'S REPRESESENTATIVE SERVICES FOR BATTERY PARK CITY ("BPC") RESILIENCY PROJECTS</u>**

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 Dewberry for the BPC Resiliency Projects – Owner's Representative Services by approximately sixteen (16) months, from June 6, 2024 through September 30, 2025; 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 amendment 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 amendment; 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.

**AUTHORIZATION TO EXECUTE A CONTRACT WITH WATERFRONT ALLIANCE, INC. FOR THE WATERFRONT EDGE DESIGN GUIDELINES VERIFICATION 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 enter into a twenty-four (24) month contract with Waterfront Alliance, Inc., in the not-to-exceed amount of $36,000 to provide all required WEDG review/verification services for the North/West Battery Park City 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 contract on behalf of the Authority, subject to such changes as the officer or officers executing the contract shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusive evidence by the execution and delivery of the Contract; and be it further,

RESOLVED, that the President or his/her designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and to take all such other and further actions as may be necessary, desirable or appropriate, in connection with the transactions contemplated in the foregoing resolutions, and any such execution of documents and any other and further actions heretofore taken are hereby ratified, and any actions hereafter taken are confirmed and approved.

**AUTHORIZATION TO AMEND AN AGREEMENT WITH JP MORGAN CHASE BANK, N.A. TO PROVIDE BANKING SERVICES**

BE IT RESOLVED that in accordance with the materials presented to this meeting, the President and Chief Executive Officer of the Hugh L. Carey Battery Park City Authority (the "President") or her/his designee(s) be, and each of them hereby is, authorized and empowered to amend Contract #15-2272 with JP Morgan Chase Bank, N.A. to extend the contract term by two (2) years from June 12, 2024 to June 12, 2026, 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 amendment 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 amendment; 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.

**AUTHORIZATION TO AMEND AGREEMENT WITH WASSERMAN LAW LLP FOR EQUAL EMPLOYMENT OPPORTUNITY INVESTIGATION SERVICES**

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President & CEO (the "President") of the Authority, or her/his designees be, and each of them hereby is, authorized and empowered to amend agreement #23-3214 (the "Agreement") with Wasserman Law LLP to extend the term by one (1) year to June 15, 2025 and to add an additional $10,000.00 in funds for a new not to exceed contract value of $50,000.00, 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 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 her/his designees be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and take all such other and further actions as may be necessary, desirable or appropriate in connection with the transaction contemplated in the foregoing resolution, and any such execution of documents and any other and further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

**AUTHORIZATION TO EXTEND APPROVAL PERIOD OF CURRENT PRE-QUALIFIED PANEL OF ON-CALL ENGINEERING/ARCHITECTURAL FIRMS**

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 extend the Authority's approval of the following panel of pre-qualified construction management firms (the "Current E/A Panel") by six months, from August 24, 2024 through February 24, 2025, during which time the Authority may continue to assign work to the Current E/A Panel on an as-needed/as-requested basis in accordance with the requirements of the Pre-Qualified Vendor Policy:

- Arora & Associates, P.C.;
- Cashin Associates, P.C.;
- Ensign Engineering, P.C.;
- Goldman Copeland Associates & Engineers, P.C.;
- H2M Architects + Engineers, D.P.C.;
- M.G. McLaren Engineering & Land Surveying, P.C.;
- Ronnette Riley Architect, LLC;
- Stantec Consulting Services, Inc.;
- Superstructures Engineering + Architecture, PLLC;
- Tetra Tech Engineers, Architects, and Landscape Architects, P.C.;
- Urban Engineers of New York, D.P.C.; and,
- Watts Architecture + Engineering, D.P.C.

RESOLVED, that the President or his/her designee(s), and each of them hereby is, authorized and empowered to execute and deliver contracts on behalf of the Authority, subject to such changes as the officer or officers executing the contracts shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority; 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. Mann, was an authorization to accept the 2024-25 Insurance Program and Authorization to Pay the Related Insurance Premiums.

Mr. Mann first mentioned that we maintain a portfolio of insurance for a range of risks and exposure. These policies are placed annually and are currently due to expire at the end of June. In order to place coverage for the upcoming year, we work with brokerage services, which are provided by the State through the office of General Services. Through that program we've selected A.J. Gallagher as our broker of record for everything except for fine arts coverage. A.J. Gallagher is responsible for marketing our policies, identifying carriers that can meet the best policy terms and premiums for us. They have asked 44 different carriers for general liability and umbrella policies and 39 carriers for the property policies to consider writing coverage for us. In general, the proposals for this year were down from last year which reflects a softening in the market. Back in 2023 when we did this renewal cycle, he noted, the premiums increased by about 14%, and at this time a premium increase was about 4.47% in aggregate per insurance policy. These are significant numbers though, so that leads to an increase in our insurance premiums by about $278,000 to an all in just over $6.5 million for insurance coverage. Paul Hennessey from A.J. Gallagher who leads the work of marketing our policies was present to answer questions.

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

**AUTHORIZATION TO ACCEPT THE 2024-25 INSURANCE PROGRAM, AUTHORIZATION TO PAY THE RELATED INSURANCE PREMIUMS**

BE IT RESOLVED, that the Members hereby authorize the President and Chief Executive Officer (the "President") of the Authority or her/his designee(s) be, and each of them hereby is, authorized and empowered to accept the 2024-25 Insurance Program and to authorize the payment of the insurance premiums in the total amount not to exceed $6,521,538 subject to such changes as the officer or officers, with the advice of counsel, shall approve as necessary and appropriate and in the best interest of the Authority; 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. Torres, was an authorization to enter into a contract with Cooling Guard Mechanical for the HVACR Maintenance.

Ms. Torres explained that the Parks Operations division was seeking approval to enter into an agreement with Cooling Guard Mechanical to provide maintenance and repair services for heating ventilation, air conditioning and refrigerant management on the mechanical equipment for a term of five years for a not to exceed $856,245. She noted that the Authority oversees many facilities that have these HVAC components, and we need help to maintain those. To procure these services back in March, an RFP was posted with three proposals submitted. The evaluation committee consisting of two staff members was formed. Proposals were reviewed, scored accordingly, and the evaluation committee determined that Cooling Guard provided the best value for BPCA as it provided the lowest cost and the highest technical score. They work with the New York City Department of Environmental Protection, Department of Information Technology and Telecommunications, CUNY and other local public sector clients, and so we are requesting the authorization to go into agreement with Cooling Guard for a five-year contract for a not to exceed $856,245.

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

**AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH COOLING GUARD MECHANICAL CORP FOR HEATING, VENTILATION, AIR CONDITIONING AND REFRIGERATION MECHANICAL EQUIPMENT MAINTENANCE AND REPAIR**

**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 Cooling Guard Mechanical Corp. for a term of five (5) years in the not-to-exceed amount of $856,245.00, 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. Frederick, was a request for approval of Pre-Qualified Panel to Provide Financial Reporting Consultant Services.

Ms. Frederick stated that this was an approval for a prequalified panel of financial reporting consultants. The focus of this procurement was to have firms on hand that can assist us across a range of reporting and operational matters. In particular the focus will be on reengineering and creating more automation in our reporting process ultimately leading to increased efficiency, and greater reliability I think in reporting results taking some of the manual operations as much as possible. We're looking for a five-year term which includes a three-year initial term with the option to extend for up to two years, and the sizing will be based on the annual budgeted amount. The two firms are Stellar and MFR that we're seeking to approve as on-call consultants for this financial reporting.

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

**AUTHORIZATION TO ESTABLISH A PRE-QUALIFED PANEL OF FIRMS TO PROVIDE FINANCIAL CONSULTING REPORTING 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 establish the following panel of pre-qualified financial consultancy firms for a period three (3) years with an option to extend for two (2) additional single year periods during which time the Authority may contract with and assign work to the panel members on an as-needed basis in accordance with the requirements of the Pre-Qualified Vendor Policy with such work not to exceed the annual, aggregate cap equal to the approved budgeted amount for financial consultant services:

| Firm |
| --- |
| Stellar Services, Inc. |
| MFR Consulting |

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 contracts 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 contracts; 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 a request for approval of Panel for the On-Call CM services.

Ms. Dawson explained for the benefit of the new members, the Design and Construction Department historically maintained a series of on-call or prequalified panels from which we can choose to address quickly and efficiently small to medium sized projects and unexpected in emergency types of needs. The current panel of prequalified construction management firms was approved by the Board on June 25, 2019, and has a current expiration date of October 24, 2024. The way this works is that the Board approves the members of the panel, and then at the beginning of each fiscal year, along with the budget, approves the amount that can be spent in paying these particular members of the prequalified panel. In the interim, the Authority then enters into contracts with the members of the prequalified panel for performance of the needed services. We have conducted a new procurement for prequalified construction management firms, and on May 15th we received 13 responsive proposals which were evaluated by the evaluation committee for qualifications and reasonableness of the rates that they charge, and as a result of that evaluation has recommended that we identify 10 of those as members of our new on-call construction management panel. So we're requesting authorization for the designation of a new on-call CM panel for a period of three years with the option of two one-year extensions for the following firms: AECOM USA, EnTech Engineering, PC, Epic Management of New York, Hudson Meridian Construction Group, JMT of New York, KS Engineers, Laland Baptiste, LLC, LiRo Program and

Construction Management, M&J Engineering, and Urban Engineers of New York. She noted that that 4 of the 10 firms are either WBEs, MBEs, or both.

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

**APPROVAL OF PRE-QUALIFIED CONSTRUCTION MANAGERS PANEL**

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 approve the following list of pre-qualified construction managers ("CMs") for a period of three (3) years, with the sole option on the part of the Authority to authorize up to two (2) one-year extensions, during which time the Authority will enter into on-call construction management contracts (the "Contracts") with, and assign work to, the following Pre-Qualified CMs on an as-needed basis, in accordance with the requirements of the Authority's Pre-Qualified Vendor Policy:

- AECOM USA, Inc.;
- EnTech Engineering, P.C.;
- EPIC Management of New York, L.L.C.;
- Hudson Meridian Construction Group, L.L.C.;
- JMT of New York, Inc.;
- KS Engineers, P.C.;
- LaLand Baptiste, LLC;
- LiRo Program and Construction Management, PE P.C.;
- M & J Engineering, P.C.; and,
- Urban Engineers of New York, D.P.C.

RESOLVED, that the President or his/her designee(s), and each of them hereby is, authorized and empowered to execute and deliver the Contracts on behalf of the Authority, subject to such changes as the officer or officers executing the Contracts 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 Contracts; 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 enter into an amendment with AECOM for the South BPC Resiliency Project.

Ms. Dawson began by reminding the members that on August 22, 2018, the Authority entered into a contract with AECOM for the design services associated with the South Battery Park City resiliency project. The current value of that contract is $20,353,477. Since the time of the last contract amendment additional design services have been required of AECOM over and above those that are currently included in the contract scope of work. Those were described briefly by Angela in her presentation. Most of those additions are related to unforeseen field conditions that have required a design response in order to address. There are certain regulatory requirements that have come into play. Some were DEP requirements that have come into effect since the time of the contract, and also some program changes that we have specifically asked the AECOM team to respond to. She then asked the Board to authorize to amend AECOM's contract for the South project in the amount of $494,141.62, which would result in an increase of the current contract value of $20,353,477.42 to a new total value of $20,847,619.04.

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

**AUTHORIZATION TO AMEND THE AGREEMENT WITH AECOM USA, INC. (THE "AECOM CONTRACT") TO PROVIDE ADDITIONAL DESIGN & ENGINEERING SERVICES FOR THE SOUTH BATTERY PARK CITY RESILIENCY PROJECT**

BE IT RESOLVED, that in accordance with the materials submitted at this Board meeting, the President and Chief Executive Officer (the "President") of the Battery Park City Authority (the "Authority") or his/her designee(s) be, and each of them hereby is, authorized and empowered to amend the AECOM Contract to add the additional services as presented at this meeting, and to increase the value of said Contract by the not-to-exceed amount of $494,141.62, resulting in a new not-to-exceed total of $20,847,619.04 (the "Amendment"); and, be it further,

RESOLVED, that the President or his/her designee(s), and each of them hereby is, authorized and empowered to execute and deliver the Amendment on behalf of the Authority, subject to such changes as the officer or officers executing the Amendment shall, with the advice of counsel, approve as necessary and appropriate and in the best interest of the Authority, such approval to be conclusive evidence by the execution and delivery of the Amendment; and be it further,

RESOLVED, that the President or his/her designee(s) be, and each of them hereby is, authorized and empowered to execute all such other and further documents, and to take all such other and further actions as may be necessary, desirable or appropriate, in connection with the transactions contemplated in the foregoing resolutions, and any such execution of documents and any other and further actions heretofore taken are hereby ratified, and any actions hereafter taken are confirmed and approved.

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The next item on the agenda, presented by Ms. Dawson, was an authorization to enter into an amendment with Posillico/Bove JV for the South BPC Resiliency Project.

Ms. Dawson began by explaining that the Authority entered into a contract on January 26, 2023 with Posillico Bove for the construction of a portion of the South Battery Park City resiliency project. Specifically, that section includes Wagner Park and the area adjacent to the Museum of Jewish Heritage. The current value of the contract is $77,653,200, which includes $6 million as a work order allowance. The work order allowance was included as an aide in administering the contract to allow for the timely processing of contract change orders through the Authority's rigorous internal review, and approval process without the need for Board approval at every $500,000 interval. The work order allowance for this contract, and those included in the other two project contracts, have been taken as reductions from the contingency allocations in the project's budget. After subtraction of the current work order allowances for all three project contracts, the contingency balance is currently at $37,268,478.

The Design and Construction Department is proposing and requesting the Board's approval for an increase of $10 million to the work order allowance in the Posillico Bove contract, which will result in the concomitant increase in the overall contract value. The proposed $10 million work order allowance increase is required as a result of a single field change, field change number one, comprising some significant changes to certain components of the design of Wagner Park. During the procurement of this particular contract, the Authority agreed in response to strong community interest to modify the Wagner Park portion of the project design to increase the overall area of the park devoted to lawn space. Because this concept was agreed to during the procurement process for the contract, the pricing of the lawn reconfiguration at the time of the contract award was based upon limited preliminary design documents and unit costs. Final pricing was to be deferred and handled by means of a contract change order, if needed, once final design documents were available several months later. At the time of the Posillico contract's commencement, neither design team nor the construction manager, nor the Authority staff, expected the cost impact of the lawn reconfiguration to be material. As the design documents for the lawn reconfiguration progressed, it became clear that a number of additional design elements would need to be modified as a result of the lawn reconfiguration. Moreover, certain additional design changes were required for the Wagner Park area as a result of some material post-contract stormwater management changes that were instituted by New York City DEP. The resulting field change one, which covered both the lawn refiguration and the DEP regulatory changes, was issued in April of 2023, and required many months of coordination and clarification to thoroughly and accurately identify the areas of change and to quantify the related cost impacts. The scope changes associated with field change one have now been largely defined and agreed to between the Authority, LiRo, our construction manager, and Posillico Bove, however, final negotiation of the cost of the field change has not been completed. The total value of the field change number one cost components are currently proposed by Posillico Bove is $11.7 million. Through final negotiations, the Authority would seek to identify any components of the proposed cost that are appropriate for further reduction. The current balance of the work order allowance for the Posillico Bove contract is $4,049,049; however, some portion of that balance will need to be retained to cover identified potential change order claims other than the one associated with field change one.

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

**AUTHORIZATION TO AMEND THE AGREEMENT WITH POSILLICO/BOVE JOINT VENTURE ("PBJV") FOR THE SOUTH BATTERY PARK CITY RESILIENCY**

**<u>PROJECT: WAGNER PARK / MUSEUM OF JEWISH HERITAGE SITE WORK CONSTRUCTION (THE "PROJECT")</u>**

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 amend the PBJV Contract to increase its Work Order Allowance value by $10,000,000, from $6,000,000 to $16,000,000, resulting in a Contract value increase from $77,653,200 to $87,653,200; 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 an authorization to enter into an amendment with AECOM for the Northwest BPC Resiliency Project.

Ms. Dawson then shifted towards the Northwest project with another AECOM matter. She explained that after receiving design build authority from the State Legislature, the Authority decided to pursue the second of its major coastal resiliency projects, the Northwest project through a progressive design build platform. In furtherance of this decision, the Authority entered into a contract in June of 2021 with AECOM as the Authority's consulting engineer for the project. The role consists of assisting with the creation of the overall definition, and technical requirements of the project, assisting with the procurement of the progressive design build contractor, managing the environmental review, in this case an EIS, and the oversight and program management for the project, and managing major permitting processes for the project, managing a portion of the community engagement associated with the project, especially in the first phase, the design portion of the project, providing ongoing support regarding schedule, budget, and contract administration and construction phase management and oversight of the progressive design build contractor along with final testing procedures. In other words, it was a pretty expansive scope of work.

At the time the consulting engineer contract was entered into back in '21, the expected durations and technical components of the project were based upon the best information that were available at the time because we had not gone through a real identification of the technical requirements of the project or the design, and so at that time it was anticipated that the procurement and design phase of the project would be completed within two years of the overall five-year term of the consulting engineer contract term. Since that time, as a result of the many factors that we have previously discussed with the Board and with the public, and the project has become much more complex, and the time associated with the procurement of the progressive design builder and the project's design has significantly increased.

As a result, she continued, the Design and Construction Department is proposing an increase to its current contract value in the amount of $6,386,511. The current value of the contract is $23,369,223. The overall $6,386,511 amount of the proposed increase is broken down into the following components: a billing rate escalation allowance of $1,481,448.07 to address billing rate increases allowable under the contract through its expiration. Secondly, there is extended duration services in the amount of $3,420,891 to cover services required for standard and ongoing oversight and management functions required for an additional 23 months of extended services not contemplated by the original contract. The extended duration is attributable to a longer than expected procurement for the progress design build contractor, the addition of unanticipated project elements and updates for EIS, permitting and community engagement timelines, and a significant increase in the degree of design complexity and areas requiring changes to the original alignment assumptions. Finally, there are additional or supplemental services in the amount of $1,494,497. These services include such things as a material increase in the community and public engagement services, two value engineering workshops, additional design reviews, and additional cost estimates required. As a result, the Design and Construction Department requests authorization from the Board for an increase to the AECOM contract value for the Northwest project in the amount of $3,386,511 which would result in a new not to exceed value for the contract of $29,755,734. She then emphasized the role that Claudia Filomena has played, and our counsel, Jim Gallagher, in reviewing and negotiating this increase with AECOM.

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

**APPROVAL TO AMEND AGREEMENT WITH AECOM USA INC. FOR CONSULTING ENGINEER SERVICES FOR THE NORTH/WEST BATTERY PARK CITY RESILIENCY PROJECT**

BE IT RESOLVED, that in accordance with the materials submitted at this Board meeting, the President & Chief Executive Officer ("CEO") of the Battery Park City Authority or his/her designee(s) be, and each of them hereby is, authorized and empowered to amend that certain agreement with AECOM USA Inc. for Consulting Engineer Services for the North/West Battery Park City Resiliency Project: (a) authorize the creation of a contract Escalation Allowance; (b) provide for an increase with the Contract Schedule Extension; and (c) provide for an increase associated with the performance of certain additional and supplemental services, resulting in a total increase in the Contract not-to-exceed amount from its current value of $23,369,223.00 by $6,532,197.00, totaling a new not-to-exceed amount of $29,901,420.00; and be it further

RESOLVED, that the CEO 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 CEO 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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Ms. Gallo made a motion to enter Executive Session, which was seconded by Mr. Petracca, 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 3:55 p.m.

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The Members exited Executive Session at 4:57 p.m.

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There being no further business, upon a motion made by Ms. McVay Hughes and seconded by Ms. Gallo, the Members unanimously voted to adjourn the meeting. The meeting thereupon adjourned at 4:58 p.m.

Respectfully submitted,

L Murtha

Lauren Murtha
Assistant Corporate Secretary

**Public Comment**
**June 26, 2024**

**Pat Smith**: Thank you, Nick. Good afternoon. On behalf of more than 5,000 homeowners of this community, the Battery Park City Homeowner's Coalition offers its warmest congratulations and most heartfelt best wishes to our new BPCA Board members, Angela Pinsky, good to see you again, and Clint Plummer. Governor Kathy Hochul chose wisely in selecting such dedicated public servants to serve the people of this community and the city and state of New York. You are a breath of fresh air, and a hope for the future as we address important issues in this community. We must restore the former Ritz Carlton hotel site and Pier A, two large properties sitting vacant, paying no ground rent, or New York City taxes. We must correct the unfair distribution of ground rents for homeowners pay at a rate more than twice as high as billionaire landlords of rental and commercial buildings. Where, for example, Gateway Plaza with 1,700 units pays $300,000 per year in ground rents. While Battery Point with 150 units pays almost $900,000. Where Brookfield Place's ground rent per square foot for commercial space is less than half of what homeowners pay for residential space. We must negotiate fair and reasonable ground rents to allow residents to remain in their homes. We very sincerely look forward to working with you on these critical steps. Welcome and good luck. Thank you.