

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

Meeting of the Members
One World Financial Center, 24th Floor
New York, NY 10281
June 21, 2011

Members Present

William C. Thompson, Jr., Chairman
Frank J. Branchini, Member
David B. Cornstein, Member
Robert J. Mueller, Member

Authority Staff in Attendance: Gayle M. Horwitz, President and Chief Executive Officer
Daniel Baldwin, Senior Development Counsel
Lauren Brugess, Administrative Assistant
Megan Churnetski, Assistant General Counsel and Assistant
Corporate Secretary
Gwen Dawson, Director, Strategic Planning
Sydney Druckman, Director, Special Projects
Anne Fenton, Senior Research Analyst
Kevin Finnegan, Senior Project Manager, Construction
Allyson Ford, Special Counsel
Stephanie Gelb, Vice President, Planning & Design
Antigona Gjini, Special Assistant to the President
Robert Holden, Vice President, Human Resources
Carl D. Jaffee, Senior Development Counsel and Corporate
Secretary
Wilson Kimball, Senior Vice President, Operations
Karl Koenig, Controller
Lisa Miller, Vice President, Internal Audit and Compliance
Stan Molinski, Director, Information Technology
Leticia Remauro, Vice President, Community Relations, Diversity
and Press
Robert M. Serpico, Senior Vice President, Finance and
Treasurer/Chief Financial Officer

Others in Attendance: Tessa Huxley, Battery Park City Parks Conservancy
Betty Chin, Battery Park City Parks Conservancy
Vincent McGowan, Battery Park City Parks Conservancy
Matthew Fenton, The Battery Park City Broadsheet
Julie Shapiro, Downtown Express
Terese Loeb Kreuzer, Downtown Express
Mark Ruppel, Marks Paneth & Shron
Carl Glassman, Tribeca Tribune

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 10:05 a.m.

* * *

The first item on the agenda was the approval of the minutes of the May 10, 2011 meeting.

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

APPROVAL OF MINUTES OF THE MAY 10, 2011 MEETING

BET IT RESOLVED, that the minutes of the meeting of the Members of the Hugh L. Carey Battery Park City Authority held on May 10, 2011 are hereby approved.

* * *

The next item on the agenda, presented by Ms. Horwitz, was the President's Report.

In her report, Ms. Horwitz stated that the Authority has signed a contract with the firm selected to provide an internal audit function. Withum Smith + Brown commenced work on June 15th with a mandatory meeting with senior staff and will be meeting with each senior staff member and Member individually as they prepare their risk assessment. Ms. Horwitz informed the Members that they each should be expecting a phone call from the firm to schedule a meeting them.

Next, she reported that the Authority issued an Request for Proposals for an Ice Rink Operator on June 10th. On June 24th, a bidder's conference will be held and proposals are due to the Authority on July 1st.

Next, Ms. Horwitz reported that since the last Members' meeting, Brookfield Properties unveiled plans for a \$250 million retail redevelopment of the World Financial Center. The broad scope changes expand the retail offerings and will include a European-style marketplace and waterfront dining, she noted. She also stated that a dramatic glass pavilion on West Street will link the World Financial Center to Lower Manhattan's new transit hubs.

"We are pleased to be moving forward with a plan that incorporates the existing Winter Garden staircase and repositions the World Financial Center for decades to come," she stated. Construction is set to begin in October 2011 and will conclude sometime in 2013, she noted.

Further, she reported that this spring, Brookfield successfully negotiated leases with corporations such as Oppenheimer Funds and Commerz Bank. "So I want to just say today publicly that I applaud Brookfield for making a significant investment in the redevelopment of this iconic space while respecting the concerns of our residents," she declared. "This collaboration between the Battery Park City Authority, the community and our partners at Brookfield Properties will create a first class destination spot for dining, shopping, and working in Battery Park City."

Ms. Horwitz then reported that the City of New York has recently implemented a smoking ban in city parks and as the Authority currently follows all City parks rules and regulations. Authority staff has directed PEP officers that the smoking ban should be enforced in Battery Park City and the park signs will be amended accordingly.

Finally, she stated, "the Authority was awarded the distinguished Business and Community Development Award by the Caribbean American Chamber of Commerce at their annual luncheon last Friday and I accepted on behalf of the Authority."

Mr. Thompson stated that it was good news that Brookfield Properties had decided not to remove the Winter Garden staircase as this had become a contentious issue.

* * *

The next item on the agenda, introduced by Ms. Horwitz, was a request to authorize the Authority to enter into a contract with FJC Security Services ("FJC") for unarmed, uniformed guard service for a period of one year, with two additional one-year renewal options, for an annual not-to-exceed amount of \$467,730.64.

Ms. Horwitz reminded the Members that patrol operations are currently handled by two groups: New York City PEP Officers and FJC, which provides services to Pier A and Stuyvesant High School Community Center. Because FJC's contract was set to expire, the Authority placed an advertisement in the New York State Contract Reporter for unarmed security guard services, she explained. An evaluation Committee was formed consisting of representatives from Executive Operations, Finance, Diversity and Site Management. FJC had the highest overall score, it has had experience at similar high risk, high profile locations throughout New York, and, she continued, the firm showed a strong commitment to the M/WBE Program exceeding the 30% goal that had been set in the RFP by subcontracting a total of 40% of its contract to Johnson Security, an M/WBE firm.

Mr. Branchini noted that materials submitted to the members should include the prices for each of the proposers.

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

AUTHORIZATION TO AMEND CONTRACT WITH FJC SECURITY SERVICES FOR GUARD SERVICES

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or her designee(s) be, and each of them hereby is, authorized and empowered to execute an amendment to the contract with the FJC Security Services to provide unarmed, uniformed guard services (the "Amendment"), extending the term thereof for a one year period, and including a further one year renewal option, for an annual amount not to exceed \$467,730.64; and be it further

RESOLVED, that the President of the Authority or her designee(s) be, 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 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 of the Authority or 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 further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

* * *

Next, pursuant to a motion by Mr. Mueller and seconded by Mr. Branchini, the Members voted unanimously to conduct an executive session pursuant to Section 105.1(d) of the Public Officers Law for the purpose of discussing matters regarding proposed, pending or current litigation. No actions were taken by formal vote at the executive session. The meeting thereupon resumed at 11:00 a.m.

* * *

The next three items on the agenda, presented by Ms. Horwitz, all related to Pier A and were presented together. They included requests to authorize the execution, on behalf of the Authority, of (a) an amendment to the existing LiRo Pier A construction management contract to increase the contract value from \$770,713 to \$1,210,006 and to extend the contract term to June 30, 2012; (b) an amendment to the existing Ove Arup contract to increase the contract value from \$58,000 to \$177,000 and to expand the work scope to include engineering peer review with respect to certain engineering matters; and (c) emergency design services through the conclusion of the project by Design Constructs in the amount of \$117,400 to cover architectural peer review and tenant coordination services.

Upon inquiry by Mr. Thompson, Ms. Horwitz confirmed that the Authority is still within its budget for Pier A construction work.

Upon a motion made by Mr. Mueller and seconded by Mr. Branchini, the following three resolutions were unanimously adopted:

**AUTHORIZATION TO AMEND THE LIRO GROUP CONSTRUCTION
MANAGEMENT CONTRACT**

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or her designee(s) be, and each of them hereby is, authorized and empowered to execute an amendment to the existing contract with The LiRo Group to provide construction management services for Pier A (the "Amendment"), increasing the contract value from \$770,713.00 to \$1,210,006.00, in accordance with LiRo's June 7, 2011 proposal, and to extend the contract term to June 30, 2012; and be it further

RESOLVED, that the President of the Authority or her designee(s) be, 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 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 of the Authority or 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 further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

AUTHORIZATION TO EXECUTE A CONTRACT WITH DESIGN CONSTRUCTS

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or her designee(s) be, and each of them hereby is, authorized and empowered to execute a contract with Design Constructs in the amount of \$117,400.00 to provide an architectural peer review and tenant coordination services through the conclusion of the project; and be it further

RESOLVED, that the President of the Authority or her designee(s) be, 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 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 of the Authority or 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 further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

AUTHORIZATION TO AMEND THE OVE ARUP & PARTNERS, P.C. PEER REVIEW CONTRACT

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or her designee(s) be, and each of them hereby is, authorized and empowered to execute an amendment to the existing contract with Ove Arup & Partners, P.C. for a Pier A Peer Review (the "Amendment"), increasing the contract value from \$58,000.00 to \$177,000.00, and to expand the scope of work to include engineering peer review and emergency design services through the conclusion of the project; and be it further

RESOLVED, that the President of the Authority or her designee(s) be, 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

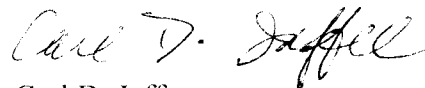
of counsel, approve as necessary and appropriate and in the best interests of the Authority, such approval to be conclusively evidenced by the execution and delivery of the Amendment; and be it further

RESOLVED, that the President of the Authority or 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 further actions heretofore taken are hereby ratified and any actions hereafter taken are confirmed and approved.

* * *

There being no further business, the meeting thereupon adjourned at 11:05 p.m.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Carl D. Jaffee".

Carl D. Jaffee
Corporate Secretary