

HUGH L. CAREY BATTERY PARK CITY AUTHORITY

MEETING OF THE MEMBERS

One World Financial Center – 24th Floor

New York, NY 10281

September 10, 2009

Members Present

James F. Gill, Chairman

Charles J. Urstadt, Vice Chairman

David B. Cornstein, Member

Frank J. Branchini, Member (via telephone)

Robert J. Mueller, Member

Evelyn K. Rollins, Member

Authority Staff in Attendance: James E. Cavanaugh, President and Chief Executive Officer

Alexandra Altman, Executive Vice President and General Counsel

Gwen Anderson, Vice President, Strategic Planning

Daniel Baldwin, Senior Development Counsel

Lauren Brugess, Administrative Assistant

Megan Churnetski, Assistant General Counsel and Assistant Corporate Secretary

Sidney Druckman, Director, Special Projects

Stephanie Gelb, Vice President, Planning & Design

Antigona Hajdaraj, Special Assistant to the President

Robert Holden, Vice President, Human Resources & Administration

Carl D. Jaffee, Senior Development Counsel and Corporate Secretary

Susan Kaplan, Director of Sustainability

Karl Koenig, Controller

Lisa Miller, Vice President, Internal Audit and Compliance

Stan Molinski, Director, Information Technology

Leticia Remauro, Vice President, Community Relations, Affirmative Action and Press

Robert M. Serpico, Senior Vice President, Finance and Treasurer/Chief Financial Officer

Others in Attendance:

Tessa Huxley, Executive Director, Battery Park City Parks Conservancy

Vincent McGowan, Assistant Executive Director, Battery Park City Parks Conservancy

Kristina Eng, Managing Director, A.C. Advisory, Inc.

Timothy E. Sheehan, Senior Vice President, CBRE

Kristen Johanson, Managing Director, Citicorp

Rainer Perkons, Director, Citicorp
Regina Fleszak, Director of Investor Relations, The City of New York, Comptroller's Office
Andrew Teras, The City of New York, Comptroller's Office
Lara Tarbox, Budget Analyst, The City of New York, Office of Management and Budget
Julie Shapiro, Downtown Express
Brian Krapf, George Arzt Communications, Inc.
Roger Bagley, Partner, Hawkins Delafield & Woods LLP
William Cobbs, Chairman, Public Resource Advisory Group
Wei-Li Pai, Senior Managing Director, Public Resource Advisory Group
Mark Price, Vice President, Siebert, Brandford, Shank & Co., LLC
Suzanne Shank, President and Chief Executive Officer, Siebert, Brandford, Shank & Co., LLC
Jonathan White, Senior Vice President, Siebert, Brandford, Shank & Co., LLC

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 2:10 p.m.

The first item on the agenda was approval of the minutes of the July 21, 2009 meeting.

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

APPROVAL OF MINUTES OF THE JULY 21, 2009 MEETING

BE IT RESOLVED, that the minutes of the meeting of the Members of the Hugh L. Carey Battery Park City Authority held on July 21, 2009 are hereby approved.

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The next item on the agenda, introduced by Mr. Cavanaugh and presented by Mr. Serpico, was a request to authorize a three-year contract with PFM Asset Management, LLC (PFM) for an amount not to exceed \$330,000 per year for investment advisory services.

Mr. Cavanaugh noted that PFM is the Authority's current investment advisor. He explained that the Authority customarily rebids contracts for services such as this every three years. Accordingly, a Request for Proposal (RFP) process for investment advisory services was conducted. In June, 2009 advertisements were placed in the New York State Contract Reporter and the Bond Buyer. A total of 21 firms requested a copy of the RFP, he noted, and 3 firms submitted bids.

PFM proposed the same fee as under its existing contract and was the second lowest proposer, Mr. Serpico continued. Another firm, OmniCap Group, LLC had the lowest fee, but management believes that the firm did not have a full understanding of the assignment, they does not have a formalized credit committee, nor does it have the diversity and depth of PFM. Further, he stated, OmniCap does not manage public funds for other authorities or city/state agencies.

Therefore, Mr. Serpico concluded, Management recommends retaining the services of PFM for another three years. He also noted that PFM has done an outstanding job for the Authority in terms of enhancing its investment yields.

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

**AUTHORIZATION OF CONTRACT FOR INVESTMENT ADVISORY SERVICES
WITH PFM ASSET MANAGEMENT, LLC**

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or his designee(s) be, and each of them hereby is, authorized and empowered to execute a contract with PFM Asset Management LLC (the "Contract") to provide investment advisory services for a three year period for an annual amount not to exceed \$330,000 subject to CPI adjustments, plus reimbursable expenses; and be it further

RESOLVED, that the President of the Authority or 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 conclusively evidenced by the execution and delivery of the Contract; and be it further

RESOLVED, that the President of the Authority or 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.

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The next item on the agenda, introduced by Mr. Cavanaugh, was the adoption of various authorizations pertaining to a proposed bond issue.

Mr. Cavanaugh explained that Management is seeking authorization to issue \$100 million in new bonds at this time. The last time this Authority issued debt was in 2003, he noted. The Authority currently has \$1.02 billion in debt outstanding, including both fixed rate and

variable rate instruments, he said. The funds that Management is seeking now are needed to continue projects that have been previously approved by the Members as well as by the Mayor and the City Comptroller. He noted that the Members have received a memorandum which outlines 19 projects or categories of projects for which the funds will be used and Mr. Cavanaugh then highlighted some of these projects, including a community center on Sites 23 and 24 and repair of concrete seawall pilings.

Mr. Cavanaugh then explained that the bonds which the Members are being requested to authorize are Build America Bonds (“BABS”), which are taxable bonds issued pursuant to the American Recovery and Investment Act of 2009. Under this Act, he said, the Authority would receive from the Federal government a direct subsidy in the amount of 35% of the interest payable on the bonds. Issuance of these bonds, on a fixed rate, uninsured basis, would provide the Authority a more cost effective means of financing than the issuance of tax exempt municipal bonds, although the resolutions the members were being asked to approve would permit the issuance of tax exempt bonds as well.

Mr. Cavanaugh also noted that the Authority has approximately \$632 million outstanding in variable rate debt, which the Authority anticipates it will refinance in the next few months. Management is not recommending a refinancing of the variable rate debt at this time because the Authority is currently paying extremely low interest rates on this debt.

Mr. Cornstein cautioned against delays in securing the necessary approval for this financing by the New York State Public Authorities Control Board, and Mr. Serpico and Mr. Cavanaugh noted that because the bond proceeds are to be used to fund infrastructure projects and infrastructure, and because the Authority has been in contact with the Deputy Secretary for Authorities, who is the PACB’s liaison in the Governor’s Office and who has approved the Authority’s bond issuance, it is not expected that the PACB will delay the bond issuance.

Next, Mr. Serpico introduced the Authority’s investment team.

Mr. Price presented a summary of the recommended financing plan, Ms. Johanson gave a presentation on BABs and Mr. Sheehan presented an overview of CB Richard Ellis’s real estate report, the final version of which will be contained in the Official Statement to be issued in connection with the sale of the bonds.

Upon a motion made by Mr. Cornstein and seconded by Ms. Rollins, the following resolutions were unanimously adopted:

**Resolution Authorizing Adoption of the Series 2009A Bonds 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 Bonds (as defined in the General Bond Resolution) of the Authority; and

WHEREAS, the Authority and The City of New York have entered into (i) a 2003 Agreement and Consent Pursuant to Settlement Agreement, dated as of September 9, 2003 (the “2003 Agreement and Consent”), and (ii) a 2007 Infrastructure Agreement and Consent Pursuant to Settlement Agreement, dated as of January 9, 2007 (the “2007 Agreement and Consent”); and

WHEREAS, the Authority proposes to adopt the Series 2009A Bonds Resolution (the “Series 2009A Bonds Resolution”) and to issue thereunder its Revenue Bonds, Series 2009A (the “Series 2009A Bonds”), for the purposes of (i) funding a portion of the Five Year Capital Program approved in the 2003 Agreement and Consent and amended in the 2007 Agreement and Consent; (ii) funding debt service reserves and operating reserves; and (iii) paying costs of issuance of the Series 2009A Bonds;

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

1. The President of the Authority is hereby authorized and directed to complete and modify the provisions of the Series 2009A Bonds Resolution by determining (a) the principal amount of the Series 2009A Bonds, which principal amount shall not exceed ONE HUNDRED MILLION DOLLARS (\$100,000,000); (b) the dated date or dates of the Series 2009A Bonds; (c) the interest rate or rates (or the method for determining same from time to time) with respect to the Series 2009A Bonds, provided that such interest rate or rates shall not exceed fifteen percent (15%) per annum; (d) the maturity and redemption date or dates, if any, for the Series 2009A Bonds; (e) the debt service and redemption provisions and schedules for the Series 2009A Bonds; (f) the interest payment dates for the Series 2009A Bonds; (g) the amounts and due dates of the sinking fund payments, if any, for any of the Series 2009A Bonds of like maturity; (h) whether the Series 2009A Bonds are to be issued in subseries; (i) whether the Series 2009A Bonds are to be issued as Senior Bonds or Subordinated Bonds under the General Bond Resolution; (j) whether the interest on any Series 2009A Bonds is intended to be excluded from gross income for purposes of federal income taxation (“Tax-Exempt Bonds”); and (k) whether any Series 2009A Bonds are intended to be treated as “build america bonds” within the meaning of Section 54AA(d) of the Code and as “qualified bonds” within the meaning of Sections 54AA(g) and 6431 of the Code (“Build America Bonds”). Said President is hereby further authorized and directed to determine, modify and complete any other provisions of the Series 2009A Bonds 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 2009A Bonds 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 2009A Bonds Resolution, and the documents and instruments authorized herein and that shall not materially alter the terms of the Series 2009A Bonds Resolution.

2. The Authority hereby adopts the Series 2009A Bonds Resolution, substantially in the form thereof presented to this meeting. Delivery of a certified copy of the Series 2009A Bonds Resolution, completed in accordance with the provisions of Section 1 hereof, to the Trustee (as defined in the General Bond Resolution) shall constitute conclusive evidence of the Authority's acceptance of the terms thereof.

3. The Authority hereby appoints Siebert, Brandford Shank & Co., LLC and Citigroup as the co-senior managing Underwriters for the Series 2009A Bonds and approves the appointment of such other underwriters for the Series 2009A Bonds (collectively, the "Series 2009A Underwriters") as may hereafter be selected by the President.

4. The Authority hereby approves the Bond Purchase Agreement with respect to the Series 2009A Bonds, substantially in the form approved by the Authority for similar prior bond financings (the "Series 2009A Bond Purchase Agreement"). The President of the Authority is hereby further authorized and directed to complete and modify the provisions of the Series 2009A Bond Purchase Agreement by determining (a) the purchase price to be paid the Authority for the Series 2009A Bonds, which shall not be less than ninety-five percent (95%) of the aggregate principal amount thereof (plus accrued interest, if any); (b) the Underwriters' discount in an amount not to exceed two percent (2%) of the initial principal amount of the Series 2009A Bonds; (c) the date or dates of the Series 2009A Bond Purchase Agreement; (d) the terms of any investment agreements or arrangements pertaining to amounts held under the General Bond Resolution or the Series 2009A Bonds Resolution; (e) the rating or ratings required from the rating service or services in connection with the Series 2009A Bonds; and (f) the date of issuance and delivery of the Series 2009A Bonds. Said President is hereby further authorized to determine, modify and complete any other provisions of the Series 2009A Bond Purchase 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 Series 2009A Bond Purchase 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 Series 2009A Bonds Resolution and the documents and instruments authorized herein and not contrary to the terms of the General Bond Resolution and the Series 2009A Bonds Resolution, as completed in accordance with the provisions of this resolution. Upon completion of the provisions of the Series 2009A Bond Purchase Agreement, an Authorized Officer (as defined in the General Bond Resolution) is hereby authorized to execute the Series 2009A Bond Purchase 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 the Series 2009A Underwriters.

5. The Preliminary Official Statement of the Authority with

respect to the Series 2009A Bonds (substantially in the form presented to this meeting, with such changes, omissions, insertions and revisions as an Authorized Officer shall deem advisable and not contrary to the terms of the General Bond Resolution, the Series 2009A Bonds Resolution and the Series 2009A Bond Purchase Agreement) is hereby authorized. The distribution of such Preliminary Official Statement (the "Series 2009A Preliminary Official Statement") to prospective purchasers and the use thereof by the Series 2009A Underwriters in connection with the offering of the Series 2009A Bonds are hereby authorized.

6. An Authorized Officer is hereby authorized to execute and permit the distribution of a final Official Statement dated the date of the execution of the Series 2009A Bond Purchase Agreement or such other date as such Authorized Officer shall determine, in substantially the form of the Series 2009A Preliminary Official Statement presented to this meeting, which is hereby approved with such changes, omissions, insertions and revisions as such Authorized Officer shall deem advisable and not contrary to the terms of the General Bond Resolution, the 2009A Bonds Resolutions and the Series 2009A Bond Purchase Agreement and to execute and deliver such Official Statement (the "Series 2009A Official Statement") to the Series 2009A Underwriters in the name and on behalf of the Authority. Execution and delivery of the Series 2009A Official Statement shall constitute conclusive evidence of the Authority's approval of all changes in the form thereof.

7. An Authorized Officer is hereby authorized to execute and deliver, in the name and on behalf of the Authority, all other documents required to be executed and delivered in connection with the issuance of the Series 2009A Bonds (including, but not limited to, any investment agreements or arrangements pertaining to amounts held under the General Resolution, any interest rate exchange or swap agreements (consistent with guidelines heretofore adopted by the Members) and any auction agent, market agent, 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 Resolution, the Series 2009A Bonds Resolution, and the Series 2009A Bond Purchase Agreement. Execution and delivery of said documents shall constitute conclusive evidence of the Authority's due authorization and approval of said documents.

8. An Authorized Officer is hereby authorized to issue certifications as to its reasonable expectations regarding the amount and use of the proceeds of the Series 2009A Bonds to evidence compliance with Section 148 of the Internal Revenue Code of 1986, as amended, and any Treasury regulations relating thereto.

9. An Authorized Officer is hereby authorized to execute and deliver, in the name and on behalf of the Authority, Letters of Representations

to The Depository Trust Company, 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 Resolution, the Series 2009A Bonds Resolution, and the Series 2009A Bond Purchase Agreement. Execution and delivery of each of said Letters of Representations shall constitute conclusive evidence of the Authority's due authorization and approval of said Letter of Representations.

10. An Authorized Officer is hereby authorized, at any time after the receipt of all necessary consents, proceedings and approvals, to have the Series 2009A Bonds prepared and to execute and authorize the delivery of the Series 2009A Bonds to the Series 2009A Underwriters upon receipt of the purchase price thereof plus accrued interest, if any, 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 Series 2009A Bonds by the Authority to the Series 2009A Underwriters. Execution and delivery of said documents shall constitute conclusive evidence of the Authority's due authorization and approval of said documents.

11. The Authority hereby authorizes the payment of fees for Hawkins Delafield & Wood LLP, CB Richard Ellis, Inc., Public Resources Advisory Group, A. C. Advisors and other counsels and advisors, from proceeds of the Series 2009A Bonds and other funds of the Authority, and the execution of any agreements necessary for this purpose.

12. This resolution shall take effect immediately.

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

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01 *Series 2009A Resolution*. 1. This Series 2009A Bonds Resolution authorizing up to \$115,000,000 Series 2009A Bonds 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 a Series of Bonds 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 2009A Resolution as such terms are given in said Section 103.

2. In addition, as used in this Series 2009A 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 September 10, 2009, entitled “Resolution Authorizing Adoption of the Series 2009A Bonds Resolution and Certain Other Matters in Connection Therewith.”

“*Series 2009A Bonds*” means the Bonds of the Series so designated and authorized by this Series 2009A Bonds Resolution.

“*Series 2009A Build America Bonds*” means the Bonds of the Series so designated, and authorized by this Series 2009A Bonds Resolution, that the Authority has elected to treat as “Build America Bonds” within the meaning of Section 54AA(d) of the Code and that are “qualified bonds” within the meaning of Sections 54AA(g) and 6431 of the Code.

“*Series 2009A Cash Subsidy Payments*” means the cash payments, if any, received by the Authority from the United States Treasury with respect to the Series 2009A Build America Bonds under Section 6431 of the Code.

“*Series 2009A Costs of Issuance Subaccount*” means the Series 2009A Costs of Issuance Subaccount created and established within the Costs of Issuance Account of the Bond Proceeds Fund pursuant to Section 4.02 of this Series 2009A Resolution.

“*Series 2009A Project Costs Subaccount*” means the Series 2009A Project Costs Subaccount created and established within the Project Costs Account of the Bond Proceeds Fund pursuant to Section 4.02 of this Series 2009A Resolution.

“*Series 2009A Resolution*” means this Series 2009A Resolution authorizing the Series 2009A Bonds.

“*Series 2009A Tax-Exempt Bonds*” means the Bonds of the Series so designated, and authorized by this Series 2009A Bonds Resolution, the interest on which is intended by the Authority to be excluded from gross income for purposes of federal income taxation.

“*Tax Certificate*” means the Federal Tax Certificate(s) executed by an Authorized Officer of the Authority in connection with the issuance of the Series 2009A Bonds.

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 2009A Resolution, refer to the Series 2009A Resolution.

Section 1.03 *Authority for the Series 2009A Resolution*. This Series 2009A Resolution is adopted pursuant to the provisions of the Act and the General Resolution.

ARTICLE II

AUTHORIZATION, TERMS AND ISSUANCE OF SERIES 2009A BONDS

Section 2.01 *Authorization of Series 2009A Bonds, Principal Amount, Designation and Series*. A Series of Bonds entitled to the benefit, protection and security of the General Resolution is hereby authorized to be issued in the aggregate principal amount not to exceed \$100,000,000. Such Series of Bonds shall be designated as and shall be distinguished from the Bonds of all Series by the title “Senior Revenue Bonds, Series 2009A” pursuant to and subject to the terms, conditions and limitations established in the General Resolution and this Series 2009A Resolution.

Section 2.02 *Purposes*. The purposes for which the Series 2009A Bonds are being issued are (i) to fund the 2003 Capital Program of the Authority; (ii) to fund debt service reserves and (iii) to pay the Costs of Issuance of the Series 2009A Bonds.

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 2009A Bonds, subject to the limitations contained herein and in the General Resolution and the Act, the power with respect to the Series 2009A Bonds to determine and carry out the following:

(a) Whether the Series 2009A Bonds shall be Senior Bonds or Junior Bonds;

(b) The Series Reserve Requirement for the Series 2009A Bonds;

(c) Except in the case of Capital Appreciation Bonds and Deferred Income Bonds, the interest rate or rates of the Series 2009A Bonds, including the interest rate or rates of Deferred Income Bonds from and after the Interest Commencement Date, the date from which interest on the Series 2009A Bonds shall accrue, the manner for determining such interest rate or rates, and the first interest payment date therefor; provided, however, that the interest rate on the Series 2009A Bonds shall not exceed fifteen percent (15%) per annum;

(d) The Series 2009A Bonds that are Series 2009A Tax-Exempt Bonds, if any.

(e) The Series 2009A Bonds that are Series 2009A Build America Bonds, if any.

(f) The Series 2009A Bonds that are Capital Appreciation Bonds, if any, the Valuation Dates for such Bonds and the Accreted Value on each such Valuation Date;

(g) The Series 2009A Bonds that are Deferred Income Bonds, if any, the Valuation Dates for such Bonds, the Appreciated Value on each such Valuation Date and the Interest Commencement Date for such Bonds;

(h) The Series 2009A Bonds that are Variable Rate Interest Bonds, if any, the maximum interest rate, if any, or the method of calculating such maximum interest rate for such Bonds, and the provisions, if any, as to the calculation or change of variable interest rates;

(i) The Series 2009A Bonds 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;

(j) The denomination or denominations of and the manner of numbering and lettering the Series 2009A Bonds;

(k) The Series 2009A Bonds that are Book Entry Bonds, if any, and the Depository therefor;

(l) 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 2009A Bonds;

(m) Provisions for the sale or exchange of the Series 2009A Bonds and for the delivery thereof;

(n) The form of the Series 2009A Bonds and the form of the Trustee's certificate of authentication thereon;

(o) 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;

(p) Directions for the application of the proceeds of the Series 2009A Bonds;

(q) Procurement of insurance for the payment of the principal of and interest on all or a portion of the Series 2009A Bonds and the terms and conditions for such insurance;

(r) Provisions relating to (i) any Credit Facility, Qualified Swap or other similar financial arrangement entered into in connection with the issuance of the Series 2009A Bonds and (ii) the obligations payable thereunder; provided, however, the documentation for such Qualified Swap shall accord with the guidelines adopted by the Authority for interest exchange agreements at its meeting convened on July 22, 2003;

(s) Whether the Series 2009A Bonds shall be issued in Subseries, the number of Subseries and the principal amount and designations of each Subseries; and

(t) 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 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.

3. All Series 2009A Bonds of like maturity and tenor issued pursuant to this Series 2009A Resolution shall be identical in all respects, except as to interest rates, denominations, numbers and letters.

ARTICLE III

EXECUTION AND AUTHENTICATION OF THE SERIES 2009A BONDS

Section 3.01 *Execution and Authentication of Series 2009A Bonds.*

1. Pursuant to the provisions of Section 303 of the General Resolution, the Chairman or other member or the President and Chief Executive Officer of the Authority is hereby authorized and directed to execute by his manual or facsimile signature the Series 2009A Bonds 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 2009A Bonds.

2. The Trustee is hereby authorized to authenticate by manual signature the Series 2009A Bonds, 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.* On the date of delivery of the Series 2009A Bonds, the Trustee shall apply the proceeds of the sale of the Series 2009A Bonds in accordance with the written directions of any Authorized Officer given pursuant to clause (p) of subsection (1) of Section 2.03.

Section 4.02 *Additional Subaccounts.* There is hereby created and established within the Costs of Issuance Account of the Bond Proceeds Fund a "Series 2009A Costs of Issuance Subaccount" for the Series 2009A Build America Bonds and for the Series 2009A Tax-Exempt Bonds. There is hereby created and established within the Project Costs Account of the Bond Proceeds Fund a "Series 2009A Project Costs Subaccount" for the Series 2009A Build America Bonds and for the Series 2009A Tax-Exempt Bonds.

ARTICLE V

SPECIAL COVENANTS

Section 5.01 *Tax Exemption; Rebates.* 1. The interest on the Series 2009A Tax-Exempt Bonds 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 2009A Tax-Exempt Bonds, including without limitation, the provisions of the Code relating to the computation of the yield on investments of the “gross proceeds” of the Series 2009A Tax-Exempt Bonds, 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 2009A Tax-Exempt Bonds.

2. The Authority shall not take any action or fail to take any action that would cause the Series 2009A Tax-Exempt Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code; nor shall any part of the proceeds of the Series 2009A Tax-Exempt Bonds 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 2009A Tax-Exempt Bond 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 2009A Tax-Exempt Bonds 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 2009A Tax-Exempt Bonds 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 2009A Tax-Exempt Bonds notwithstanding that the Series 2009A Tax-Exempt Bonds are no longer Outstanding.

Section 5.03 *Build America Bond Qualification.* In accordance with Section 54AA(d)(1)(C) of the Code, the Authority hereby irrevocably elects to treat the Series 2009A Build America Bonds as “Build America Bonds” to which Section 54AA of the Code shall apply. In accordance with Section 54AA(g)(2)(B) of the Code, the Authority hereby irrevocably elects to treat the Series 2009A Build America Bonds as “qualified bonds” to which Sections 54AA(g) and 6431 of the Code shall apply. The Authority shall do all things necessary to ensure that the Series 2009A Build America Bonds

qualify as “Build America Bonds” under Section 54AA and “qualified bonds” under Sections 54AA(g) and 6431 of the Code. 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 2009A Build America Bonds.

Section 5.04 *Pledge of Series 2009A Cash Subsidy Payments.* The Series 2009A Cash Subsidy Payments shall be deposited in the Pledged Revenue Fund and are hereby pledged for the payment of the principal and Redemption Price of and interest on the Bonds, Senior Reimbursement Obligations, Junior Reimbursement Obligations, Senior Swap Payments, Junior Swap Payments and Subordinated Payments, subject only to the provisions of the Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Resolution. This pledge shall be valid and binding from and after the date of adoption of this Series 2009A Resolution, and the Series 2009A Cash Subsidy Payments shall immediately be subject to the lien of such pledge without any physical delivery thereof or further act, and the lien of such pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the Authority, irrespective of whether such parties have notice thereof.

ARTICLE VI

MISCELLANEOUS

Section 6.01 *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 6.02 *Effectiveness.* The Series 2009A Resolution shall become effective immediately upon its adoption.

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The next item on the agenda was a request to authorize an extension of the lease of space by the Authority at the Regatta Condominium. Upon Mr. Urstadt’s request, consideration of this item was and postponed until the following Members’ meeting.

Ms. Kaplan then requested authorization of an amendment to the contract with Certified Site Safety, Inc. to perform additional safety inspection of the Goldman Sachs headquarters construction, increasing the amount payable thereunder by \$93,875.00.

Following a construction incident on Site 26 in 2008, Ms. Kaplan explained, the New York City Department of Buildings (DOB) required that Goldman Sachs provide an independent

Site Safety Manager, to be approved by DOB at the owner's cost. In order for the safety manager to be independent, she said, it was determined that the contract for the work should be issued by the Authority.

DOB requires that safety inspections occur until the building is fully enclosed, Ms. Kaplan continued. Although full enclosure was expected to occur by the end of December, 2008, delays have extended this schedule and to date two contract amendments have been issued to ensure continuing inspection. As the contract for inspection work expired as of June 30, 2009, she said, it would be prudent to extend the term of contract through the end of October, so that the work will remain continuous.

Certified Site Safety has submitted a cost proposal of \$93,875 for the additional time, consistent with the most recent invoices and number of hours of inspection required, she noted. The cost of this work will continue to be borne by Goldman Sachs via reimbursement to the Authority.

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

**AUTHORIZATION TO EXECUTE AMENDMENT TO CONTRACT WITH
CERTIFIED SITE SAFETY, INC. TO PROVIDE SAFETY INSPECTION SERVICES
FOR THE CONSTRUCTION OF THE GOLDMAN SACHS HEADQUARTERS**

BE IT RESOLVED, that in accordance with the materials presented to this meeting, the President of the Authority or his designee(s) be, and each of them hereby is, authorized and empowered to execute an amendment (the "Amendment") to the contract with Certified Site Safety, Inc., for safety inspection services, increasing the amount payable thereunder by the amount of \$93,875.00; and be it further

RESOLVED, that the President of the Authority or his 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, and approve as necessary and appropriate and in the best interest 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 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.

* * *

The next item on the agenda, also presented by Ms. Kaplan, was a request to authorize a contract with Paul J. Scariano, Inc., to install a central art element at the West Thames Street cul-de-sac for the lump sum amount of \$383,838.

In 2005, Ms. Kaplan explained, the Authority reconstructed the West Thames Street cul de sac and the sidewalks around the Authority's facilities located on West Thames Street. Part of this project included the installation of a central art element in the middle of the cul-de-sac which has now been approved by the New York City Art Commission.

Ms. Kaplan then stated that the installation work was advertised in the New York State Contract Reporter and the Minority Commerce and Employment Weekly. Additionally, she added, names were solicited from the Affirmative Action Department. A total of ten firms requested and picked up proposal packets. Three of these firms were M/WBE firms.

A pre-proposal meeting was held and proposals were received from six firms. Three of these firms are M/WBE firms. Pre-award meetings were held with staff, BPCA's Construction Manager and the three lowest proposers. After these meetings, it was determined that Paul J. Scariano, Inc. was not only the lowest bidder, but had a clear understanding of the scope of work, met the qualifications required in the RFP and presented a clear comprehension of the project specifics.

In response to inquiry by Ms. Rollins, Ms. Gelb explained that the quoted cost includes both fabrication and installation. Mr. Cavanaugh explained that the plan here is to preserve the integrity of the cul-de-sac while permitting the security vehicles to park there as well. Mr. Cornstein commented that this is a difficult economy in which to spend this much money on this type of project.

Mr. Cavanaugh stated that one of the notable features of Battery Park City is the public artwork in a number of places. He noted that Management is seeking to reduce expenditures in a number of areas but this work will endure beyond the current economic situation and Management has determined to recommend continuation of the project as originally planned.

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

**AUTHORIZATION OF CONTRACT WITH PAUL J. SCARIANO, INC. FOR
WEST THAMES STREET CENTRAL ART ELEMENT WORK**

BE IT RESOLVED, that in accordance with the materials submitted at this meeting, the President of the Authority or his designee(s) be, each of them hereby is, authorized and empowered to execute a contract (the "Contract") with Paul J. Scariano, Inc. in the amount of \$383,838 to install the Central Art Element project at West Thames Street; and be it further

RESOLVED, that the President of the Authority or 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 of the Authority or 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.

* * *

The final item on the agenda, presented by Ms. Kaplan, was a request to authorize a contract with Paul J. Scariano, Inc. to perform the Vesey Street Realignment & Reconstruction work for the amount of \$2,136,000. Ms. Kaplan explained that the Authority is required, according to its ground lease with Goldman Sachs, to reconstruct a portion of Vesey Street adjacent to Site 26 by December, 2009.

The project was advertised in the New York State Contract Reporter and the Minority Commerce & Employment Weekly, she continued. In addition, names of contractors were solicited from the Affirmative Action Department. A total of eighteen firms requested and picked up RFP packets, five of which were M/WBE firms, she noted.

A pre-proposal meeting was held and proposals were received from seven firms, one of which is an M/WBE, Ms. Kaplan stated. Pre-award meetings were held with staff, the Authority's consultants, Tectonic Engineering and Mathews Nielsen Landscape Architects, and the three lowest, most responsive proposers. During the interview with MFM Contracting Corp., the lowest proposer, it was learned that all of the projects listed on the firm's Statement of Qualifications were performed by another company, she explained. Further, MFM Contracting Corp. had not had contracted with the State of New York, the City of New York, the federal government or any public agencies or authorities in the past five years. Finally, she continued, a review by Authority staff i of the company's financial records indicated that its total income between December 1, 2007 and November 30, 2008 was \$100.

Ms. Kaplan also stated that Perfetto Enterprises Company, Inc., the second-lowest proposer, was deemed non-responsive because firm representatives stated that it had not submitted a proposal that reflected night and weekend working hours, as all proposers had been directed to do. In addition, they could not commit to beginning construction activity by September 8th, the start date established by the Authority and indicated in the RFP.

Paul J. Scariano, Inc., the third lowest bidder, met all of the requirements of the project and demonstrated a clear understanding of the work, Ms. Kaplan said. Furthermore, the firm proposed an alternate phasing of work that allowed for ease of construction and an earlier overall completion date, resulting in a credit to the Authority of \$54,000 from the original proposal amount.

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

AUTHORIZATION OF CONTRACT WITH PAUL J. SCARIANO, INC. FOR VESEY STREET REALIGNMENT AND RECONSTRUCTION WORK

BE IT RESOLVED, that the President of the Authority or his designee(s) be, each of them hereby is, authorized and empowered to enter into a contract (the "Contract") with Paul J. Scariano, Inc. for the Vesey Street Realignment & Reconstruction project in the amount of \$2,136,000; and be it further

RESOLVED, that the President of the Authority or 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 of the Authority or 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

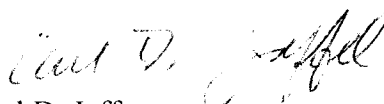
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Next, Mr. Mueller requested that the Members receive a budget that is broken down by department with detailed line items prior to the next Members meeting to ensure that the Members are fully informed on the budget that they are asked to approve. Mr. Cavanaugh stated that the Members will receive the requested budget at least a week before the October meeting.

Ms. Rollins then asked whether the budget will include a cost estimate for the parks Conservancy's health care program. Mr. Serpico stated that the Conservancy's health care program is currently in transition and will not be a part of the budget presented at the next meeting. Management is currently looking into including Conservancy employees in the New York State health care plan, he added.

There being no further business, the meeting thereupon adjourned at 3:40 p.m.

Respectfully submitted,


Carl D. Jaffee
Corporate Secretary