

HUGH L. CAREY BATTERY PARK CITY AUTHORITY
GOVERNANCE COMMITTEE MEETING
One World Financial Center – 24th Floor
New York, NY 10281
March 26, 2013

Members Present

Carl Mattone, Chair
Donald A. Capoccia, Jr., Member
Fernando Mateo, Member
Dennis Mehiel, Ex-Officio Member

Board Members in Attendance: Frank J. Branchini, Member

Authority Staff in Attendance: Demetrios A. Boutris, President and Chief Operating Officer
Megan Churnetski, Associate General Counsel and Assistant Corporate Secretary
Anne Fenton, Deputy Chief Operating Officer
Karl Koenig, Controller
Kevin McCabe, Assistant to the President
Brenda McIntyre, Senior Vice President of Human Resources
Matthew Monahan, Senior Vice President, Public Information
Robert M. Serpico, Senior Vice President, Finance and Treasurer/Chief Financial Officer
Seema Singh, Senior Counsel
Kirk Swanson, Chief Administrative Officer, Internal Control Officer and Chief Contracting Officer
Phyllis Taylor, Executive Vice President/General Counsel, Corporate Secretary

Others in Attendance: Matthew Fenton, Battery Park City Broadsheet
Therese Loeb Kreuzer, Downtown Express
Roger Bagley, Hawkins, Delafield & Wood

The meeting, called on public notice in accordance with the New York State Open Meetings Law, convened at 9:37 a.m.

The agenda items included discussion of proposed revisions to the Authority and Conservancy Bylaws, Committee Charters and Board Member Responsibilities.

Ms. Taylor explained that the Authority's Bylaws had not been updated since 2010. They required revision in order to comply with laws.

Further, she stated, there are currently four Battery Park City Authority Committees including Audit and Finance, Governance, Compensation and Investment. She explained that Management has formalized the Committees' functions in the revised Charters.

Next, she explained that the Board Member Responsibilities were revised to reflect legal requirements regarding conflicts of interest, fiduciary and ethics training, a synopsis of applicable Public Authorities Law provisions, and provisions regarding attendance, Committees and collegiality.

She proposed that the Members take the next few weeks to review the revised documents, provide comments to the Chair and then discuss their comments at the next meeting.

Ms. Taylor noted that policies not typically included in bylaws, including the Code of Conduct, were removed from the bylaws and will now be standalone policies of the Authority/Conservancy in a separate policy manual. She explained that the Conservancy's Bylaws will also now provide for an annual meeting on November 1st, to correspond with the beginning of the fiscal year.

The revised Bylaws were designed so that a single Committee can act on behalf of both entities, the Authority and the Conservancy, she said.


Last, she noted that the materials provided to the Members are drafts and should not be disseminated.

Mr. Mattone asked that the Members provide him with comments over the next few weeks.

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There being no further business, upon a motion by Mr. Mattone, seconded by Mr. Branchini, the meeting thereupon adjourned at 9:50 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'M. Churnetski', with a horizontal line extending to the right.

Megan Churnetski
Assistant Corporate Secretary