



**MEETING OF THE
BOARD OF DIRECTORS
September 18, 2019 at 4:00 pm
Spector Hall, 22 Reade Street
New York, New York 10007**

MINUTES

Directors Present:

Vicki Been, Acting Chair
Jon Halpern
Leslie Wright
William Castro
Jeffrey Kaplan
Pamela Frederick
Douglas Durst
Patrick Foster

Appearances:

For the Hudson River Park Trust:

Madelyn Wils, CEO and President
Daniel Kurtz, CFO and Executive Vice President, Finance & Real Estate
Noreen Doyle, Executive Vice President
Christine Fazio, General Counsel

Also present:

Connie Fishman, Hudson River Park Friends
Robert Townley, Advisory Council Chair

The Press

The Public

Acting Chair, Director Vicki Been called the meeting to order at 4:00 p.m. Director Been noted that all the members of the Board of Directors (the “Directors” or the “Board”) of the Hudson River Park Trust (the “Trust”) had received the Board meeting materials in advance and may ask questions or give comments in reference to the items on the agenda. Director Been informed the audience that questions or comments from the audience would not be entertained.

Director Been also noted, since the Board had not yet reached a quorum, the meeting would begin with presentations from both the Hudson River Park Trust Advisory Council and Hudson River Park Friends.

President Wils directed attention to Bob Townley, Chair of the Hudson River Park Trust Advisory Council to give an update. Mr. Townley thanked President Wils and began his presentation by handing out the attendance sheets from the last two Advisory Council meetings. Mr. Townley then explained the process of how the Advisory Council chair rotates terms and is then repeated every three years. Next, Mr. Townley described how the Advisory Council had concentrated its work on quality of life issues for the past six months. The Advisory Council members met with Park Enforcement Patrol (PEP) and Debra Kustka Vice President of Operations of the Hudson River Park Trust to discuss electronic bicycle issues within the Park and throughout the city. Mr. Townley informed the Board that the Advisory Council will be accepting three new members at the Council’s next meeting and that he would continue to work on governance and safety issues. Mr. Townley concluded his updates and thanked the Board of Directors, the Acting Chair, Director Been and President Wils.

Director Been thanked Mr. Townley and directed attention to Connie Fishman, President of Hudson River Park Friends to give an update.

Ms. Fishman began updating the Board on Friends’ preparation toward the October 17th gala and it being held at a new location. Ms. Fishman explained the volunteer season was winding down and that Friends had about 1,500 volunteers this past year. Neighborhood gardeners also contribute to the planting, but work independently. Ms. Fishman also informed the Board that Friends had been recruiting volunteers for fall events that would be done in partnership with the

Trust, such as Submerge Marine Science Festival and the Pumpkin Smash event that takes place in early November after Halloween.

Ms. Fishman also noted Friends had been preparing for the year-end Friendship drive, the largest annual membership and small donor campaign that will begin in early December and continue to the end of December. In addition, Friends would be putting together marketing material for the Pier 26 play area capital campaign called “Give Where You Live” targeting donations for the capital campaign in Tribeca with a group of families that live across the street from the future playground site. Next, Ms. Fishman gave an update on advocacy, explaining Friends would be shifting some of its focus away from Greenwich Village and towards the Hell’s Kitchen neighborhood. Ms. Fishman stated an event called “Friends-Raiser” would take place to help inform the neighbors in the community about the Hudson River Park and some of the issues that the northern side of the Park faces. Ms. Fishman concluded her report and thanked the Board, Acting Chair Director Been and President Wils.

Director Been confirmed there was a quorum so the meeting could commence with review and approval of the agenda items. With a quorum being present, Director Been formally called the meeting to order. Director Been stated there were a few items on the consent agenda for approval: the Minutes of the July 24, 2019 meeting of the Board of Directors; and the Amendment to the Governance Committee charter and appointment of Committee members. Director Been asked if there were any questions or comments.

There being no questions or comments, upon a properly called motion, the following two resolutions on the Consent Agenda passed unanimously.

HUDSON RIVER PARK TRUST - Approval of Minutes of and Ratification of the Actions Taken at the July 24, 2019 Meeting of the Hudson River Park Trust Board of Directors

RESOLVED, that the Minutes of the Meeting of the Hudson River Park Trust Board of Directors held on July 24, 2019 are hereby approved by the Board of Directors, and all actions taken by the Directors present at such meeting, as set forth in the Minutes, are hereby in all respects, approved and ratified as actions of the Hudson River Park Trust, and a copy of such approved Minutes are hereby ordered filed with the records of Hudson River Park Trust.

HUDSON RIVER PARK TRUST – Authorization to Amend Governance Committee Charter, Appoint Director Durst to the Governance Committee, and Reconfirm the Committee Members

RESOLVED, based on the materials presented to the Board of Directors at its meeting on September 18, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Directors hereby authorize an amendment to the Governance Committee Charter to provide that no less than five Directors shall serve on the Governance Committee; and be it further

RESOLVED, Director Douglas Durst is hereby appointed as a member of the Governance Committee and Directors Taylor, Goldberg, Halpern, Kuh and Been are hereby reconfirmed as members of the Governance Committee; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the foregoing resolution.

Director Been then proceeded with the corporate action items on the agenda, introducing the next item of business, which was Board authorization to enter into contract with Abel Bainnson Butz, LLP for Chelsea Waterside Park Phase 2 design.

President Wils began explaining Chelsea Waterside Park was originally designed and built by the New York State Department of Transportation as part of the Route 9A project and opened to the public in 2000. The ballfields, dog run, playground and other components of the Park receive heavy use, and as a result, the Trust has undertaken several capital reconstruction projects within the park area, including most recently, the new playground, which was completed in August of 2018. President Wils stated the Trust intends to proceed with the next phase of improvements to Chelsea Waterside Park, which will include the design and construction of a new comfort station, expansion to the dog run and a picnic area. All of the improvements were requested and are supported by Community Board 4.

President Wils continued informing the Board that the Trust received 10 proposals in response to its Request for Proposals for Chelsea Waterside Park Phase 2 design services. Upon completion of proposal review and interviews, the selection committee determined that Abel Bainnson Butz (ABB) was the best qualified consultant to provide the design services. ABB has

completed previous work for the Trust, including the landscape design for the Greenwich Village park section. ABB proposed a favorable fee of \$868,132 for the design services. ABB has committed to meeting the M/WBE goal of 30% and SDVOB goal of 6%. Funding for this project is made available by the sale of air rights to Block 675.

President Wils then requested Board authorization to enter into a contract with Abel Bainnson Butz, LLP for Chelsea Waterside Park Phase 2 Design Services for an amount of up to \$868,132, plus a 10% contingency, for a Total Board Authorization of up to \$954,946.

Director Been thanked President Wils and asked the Board if there were any questions or comments. There being none, upon a properly called motion, the following resolution passed unanimously.

HUDSON RIVER PARK TRUST - Authorization for the Hudson River Park Trust to Contract with Abel Bainnson Butz, LLP for Chelsea Waterside Park Phase 2 Design Services in an amount of up to \$868,132, plus 10% contingency, for a Total Board Authorization Amount of up to \$954,946.

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on September 18, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board hereby authorizes the Hudson River Park Trust to contract with Abel Bainnson Butz, LLP for the Chelsea Waterside Park Phase 2 Design Services for a two-year term in an amount of up to \$868,132, plus a 10% contingency, for a Total Board Authorization Amount of up to \$954,946; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the forgoing resolution.

Director Been continued with the next corporate action item on the agenda, which was Board authorization to enter into a contract with Community Electric Inc. for on-call electrical services and Pier 40 sports field perimeter lighting replacement.

President Wils stated that the perimeter lighting at the Pier 40 sports field needed replacement in order to provide sufficient lighting for patrons using the fields. President Wils stated the Trust intended to remove the existing fluorescent lighting system and replace it with a new, energy-efficient LED lighting system, which will help reduce the cost of electric bills.

President Wils detailed that the Trust is also in need of an on-call electrician to perform park-wide on-call electrical services, such as regular and emergency electrical repairs and maintenance.

President Wils further explained that, pursuant to the Trust Procurement Guidelines, the Trust staff members evaluated seven submissions received in response to the Request for Proposals for on-call electrical services and Pier 40 sports field perimeter lighting replacement pursuant to the evaluation criteria set forth in the RFP. The Trust's selection committee determined that Community Electric, Inc. was the best qualified consultant to provide the electrical services. Community Electric proposed a lump sum of \$158,000 for the Pier 40 sports field perimeter LED lighting work and hourly rates for its on-call services that Trust staff determined were reasonable and presented the best value to the Trust.

President Wils explained that there are limited subcontracting opportunities for this contract, so the Trust requested a waiver of the MWBE 30% goal from the Governor's office. The Trust issued a waiver of the SDVOB 6% goal prior to releasing the RFP. Funding for the contract is available through the Trust's capital maintenance and operating budget.

President Wils then requested Board authorization to enter into a contract with Community Electric Inc. for on-call electrical services and Pier 40 sports field perimeter lighting replacement for an amount of up to \$300,000, plus a 15% contingency, for a Total Board Authorization Amount of up to \$345,000 for a three year term.

Director Been thanked President Wils and asked the Board if there were any questions or comments. Director Wright asked if the Trust would be installing tower lights and how tall the lights would be. Trust staff explained that the lights would illuminate the walkway around the base of the field, but not the field itself. Director Halpern asked if the lights would be under an overhang, and the Trust staff replied yes.

Director Been asked if there any other questions or comments. There being none, upon a properly called motion, the following resolution passed unanimously.

HUDSON RIVER PARK TRUST - Authorization for the Hudson River Park Trust to Contract with Community Electric Inc. for On-Call Electrical Services and Pier 40 Sports Field Perimeter Lighting Replacement in an amount of up to \$300,000, plus a 15% contingency, for a Total Board Authorization Amount of up to \$345,000 for a Three Year Term.

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on September 18, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board hereby authorizes the Hudson River Park Trust to contract with Community Electric Inc. for On-Call Electrical Services and Pier 40 Sports Field Perimeter Lighting Replacement in an amount of up to \$300,000, plus a 15% contingency, for a Total Board Authorization Amount of up to \$345,000 for a three-year term; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the forgoing resolution.

Director Been introduced the next corporate action item on the agenda, which was Board authorization to enter into contract(s) for on-call general contracting services.

President Wils explained that the Trust has identified a need to engage one or more on-call contractors who could address various repair and maintenance work that may come up from time to time at Hudson River Park. Trust staff became aware that Battery Park City Authority currently had selected five on-call contractors for such general contracting services pursuant to an RFP process that the Authority undertook late last year. The Contractors include: (1) Deborah Bradley, (2) Paul J. Scariano, (3) D'Onofrio General Contractors, (4) Stalco Construction, and (5) Greenway USA, LLC.

President Wils stated the Trust staff now wishes to enter into Piggyback contracts, consistent with the Trust's Procurement Guidelines, with one or more of the Contractor(s) to provide on-call general contracting services as needed. The General Construction Contracts would be for an amount to be determined by the Trust based on available work in the Park and would be for a 33-month term consistent with the term for the contracts between Battery Park City and the individual General Contractor. Funding will be available from the Trust's annual operating budget as approved by the Board of Directors each year.

President Wils then requested Board authorization to enter into one or more contracts with one or more of the contractors selected by Battery Park City Authority for on-call general contracting services for a term not to exceed 33 months and a total amount of up to \$900,000, plus a 10% contingency, for a total Board authorization of up to \$990,000.

Director Been thanked President Wils and asked the Board if there were any questions or comments. Director Kaplan asked who was doing the work currently and President Wils replied no one was doing the work currently. Director Kaplan asked what happens when something breaks since there was not a specific contract for repairs. President Wils explained that if the Trust staff cannot fix it, then the issue is evaluated to determine whether or not the repair needs to be completed as an emergency procurement or if there is an open contract that can be used to remedy the issue or whether a request for proposals to do the repair work must be issued.

Director Been thanked President Wils and asked the Board if there were any other questions or comments. There being none, upon a properly called motion, the following resolution passed unanimously.

HUDSON RIVER PARK TRUST - Authorization for the Hudson River Park Trust to Enter into One or More Contract(s) with One or More of the Contractor(s) Selected by Battery Park City Authority for On-Call General Contracting Services for a term not to exceed 33 months and in an amount of up to \$900,000 in the Aggregate, plus 10% contingency, for a Total Board Authorization Amount of up to \$990,000.

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on September 18, 2019, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board hereby authorizes the Hudson River Park Trust to enter into one or more Contract(s) with one or more of the Contractor(s) selected by Battery Park City Authority for On-Call General Contracting Services, through a piggyback procurement consistent with the Trust's Procurement Guidelines, for a term not to exceed of 33 months and in an amount of \$900,000 in the aggregate, plus a 10% contingency, for a Total Board Authorization Amount of up to \$990,000; and be it further

RESOLVED, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the forgoing resolution.

Director Been stated the Board items for approval had been completed. Director Been asked President Wils to present the President's Report. President Wils thanked Director Been and began presenting the President's Report.

President Wils began by announcing the 2019 Summer of Fun was extremely successful the past summer with record numbers at all events. The Blues Barbeque Festival, which was held on August 24 on a day with perfect weather was at capacity with over 7,000 persons in

attendance. Sunset Salsa was also a season favorite drawing 2,000 to 3,000 dancers per session. The kids programs have increased in popularity with more than 300 regularly attending performances in Tribeca every week. The next large events include the Submerge Marine Science Festival to be held on Saturday, September 28, where it's expected to render thousands of people from all over the city to participate in hands on citizen science and the annual Pumpkin Smash scheduled for November 2. All pumpkins smashed are composted at Pier 40. Both events are family favorites and draw participants who are supportive of the Park's sustainability initiatives.

President Wils also announced the Pier 54 esplanade was open to the public. The esplanade walkway, seating and plantings were completed on August 28. Another tour of Pier 55 was arranged for Board members on September 26. President Wils noted the tour was full and she would be happy to arrange another time in October if anyone was interested.

President Wils then stated Governor Cuomo announced an initiative to restore marine and freshwater habitats statewide, including the goal of creating approximately four acres of enhanced habitat for 5 to 10 million oysters in the Hudson River Park Estuarine Sanctuary. The initiative was in addition to the 15 oyster research stations and 12 oyster wraps already sited within Hudson River Park, making it the largest site of oyster re-deployment in New York City.

President Wils discussed the not-for-profit Red, Save Lives Campaign which is a global art program bringing top street artists together to create visually engaging public murals to drive engagement and awareness around the AIDS fight ahead of the Global Fund Replenishment Conference, which was hosted by President Macron in Paris. Supported by the Gates Foundation, Merck and ONE, the campaign would produce 20 murals in major cities around the world from September 18th to October 23rd. Scott Powers, who is a local artist and has had museum shows including at the Brooklyn Museum, will paint the mural on the south side of the Pier 40 building, which shows his appreciation to LGBT nightlife landmarks in the area of Pier 40. The art work commenced and would stay up until the façade is painted as part of the pier 40 restoration work. The work will take place next spring.

President Wils asked if there were any questions. There being none she continued with her report stating in coordination with Community Board 2, the Trust organized a very successful community meeting on July 24th to unveil the Gansevoort Peninsula conceptual design. Approximately 80 members of the public, including representatives from the sports,

boating, and habitat constituencies, were in attendance and were shown a concept design with different sized fields. The designs were enthusiastically received by both Community Board 2 and the general public. The Trust determined to move forward with the larger ball field and the design was shown again at the Community Board 2 Parks and Waterfront Committee meeting on September 10th, where it was again enthusiastically received. As well as these two larger public meetings, the Trust recently held smaller working meetings with Habitat and Boating representatives to help further refine the southern edge design.

The proposed design included a salt marsh with viewing nooks on the northern edge, a 316 feet x 220 feet sports field, a lawn and pine grove area, an upland beach with rip rap edge and kayak landing on the southern edge, a riverfront promenade on the western edge which will celebrate the old 13th avenue, and a park operations building/comfort station and small concession on the northeast side of the Peninsula. The design team is currently tweaking the schematic design, particularly the southern edge in response to the boating meeting and the Trust expects to complete design by late spring/early summer 2020.

President Wils explained that pursuant to the Trust's Revenue Guidelines, the Trust is in the process of preparing RFPs for a number of existing concessions with terms that will expire this fall, including the Pier 62 Carousel, Pier 84 Bicycle Rental at the West 44th Street Building, Pier 25 Marina, and Pier 25 food and recreation concession (often referred to as mini-golf and volleyball). Staff expects to post these RFPs on the Trust website and in the New York State Contract Reporter over the next month.

President Wils continued that, on September 10, the Trust posted a Request for Expressions of Interest for Long Term Historic Vessel Docking on its website and in the New York State Contract Reporter. Responses are due November 14, 2019. The Trust will be seeking interest in long term historic vessel docking and programming at two berths on the north side of Pier 25, one berth on the north side of Pier 26 and one berth, depending on water depth, in a location to be determined at Pier 97. The Pier 25 berths will be available spring 2020; the Pier 26 berth would be available in spring 2021, and the Pier 97 berth should be available in 2022. Based on the responses received, the Trust may choose to negotiate and enter into a concession agreement with one or more respondents, issue a subsequent request for proposals, or cancel the RFEI.

As discussed at the last meeting, the Trust issued an RFP for a Pier 40 Seismic Engineering Study. The Trust received seven proposals on the submission due date of September 6, 2019. Trust staff was reviewing the proposals and undertaking additional due diligence to see if the scope needs further clarifying. Upon further review, the Trust may determine to amend the scope. President Wils stated that she will keep the Directors informed of the status of this review.

President Wils updated the Board on the estuarium. The Trust was gathering and reviewing past information on aquaria and planned on releasing an RFP for an aquaria designer.

President Wils stated based on recommendations in the past from several board members, and consistent with practices of other public authorities, most Board approvals for construction and service contracts will be for a term that is longer than one year to avoid repeatedly going back to the Board to amend contracts to extend their terms. Public Authorities Law section 2879(3) requires an annual review by the Board of service contracts with a term in excess of one year. Going forward, the Trust intends to provide the Directors each year in September a list of all active contracts. The Trust provided the list of currently active contracts in the Board packet and Directors were given the opportunity to discuss or go over any questions or concerns they might have had. Recently, Trust staff implemented new internal contract close out procedures to facilitate contract close out when the work is complete and final payment has been made, so a number of the contracts listed on the table in the Board packet would be closed out soon.

Lastly, President Wils concluded the President's report by reminding the Directors, included in their Board packet were the PEP statistics, a list of all contracts between \$100,000 and \$200,000, and the financials for the first five months of fiscal year FY19-20. Total operating revenues of \$15,579,677 and operating expenses of \$12,468,292 are right on target with budget estimates.

Director Been thanked President Wils and asked if there was any other business to discuss. There was no response. There being no other business, Director Been called for a motion to adjourn and the meeting was adjourned at 4:46 p.m.