

**MEETING OF THE
HUDSON RIVER PARK TRUST
BOARD OF DIRECTORS
Pier 57, Discovery Tank Classroom
25 11th Avenue
New York, NY**

March 26, 2024 at 4:30 pm

DRAFT MINUTES

Directors Present:

Patrick Foster, Chair
Leslie Wright
Jeffrey LeFrancois
Susan Donoghue
Christine Berthet
Purnima Kapur
Idehen (I.D.) Aruede
Pamela Frederick
Michael Kuh

Appearances:

Hudson River Park Trust
Noreen Doyle, President and CEO
Robert Atterbury, EVP of Park Relationships and Programs
Robert Rodriguez, EVP of Park Management
Christine Fazio, General Counsel
Kevin Quinn, SVP of Design and Construction

Also present:

Daniel Miller, Advisory Council

Before the meeting commences, President Doyle introduced the Board's newest Director – Jeffrey LeFrancois - who was recently appointed by Governor Hochul. Mr. LeFrancois is the Meatpacking District Management Association's Executive Director and he also chaired Manhattan Community Board 4 from 2021 to 2023. He has long been very involved in community discussions related to Hudson River Park, including as a recent member of the Pier 76 Task Force and as a former Chair of the Advisory Council representing Community Board 4. He and his dog Scarlet are frequent users of Hudson River Park and are devoted participants in the Trust's community composting program. President Doyle invited the Board members to join her in welcoming Mr. LeFrancois as the Trust's newest Director, and she also thanked Tom Pegues for his years of service on the Trust's Board of Directors as well.

With a quorum being present, Chair Foster called to order the March 26, 2024 meeting of the Hudson River Park Trust Board of Directors.

The Chair began by explaining that the meeting was being recorded and would be posted on the Trust's website, and a stenographer would provide a transcript.

He stated that the Directors had received the Agenda materials in advance of the meeting and were free to ask questions or comment at any time on the action items submitted for approval but that questions or comments from the audience would not be entertained at the meeting. He further noted that the Board memos and resolutions on today's agenda had been posted on the Trust website in the link entitled Board Meetings, Bylaws and Other Materials under Board Agendas and Minutes and thus are available to the public.

The Chair then stated that there are six items on the Consent Agenda: 1) Approval of Minutes and Ratification of the Actions Taken at the January 25, 2024 Meeting of the Hudson River Park Trust Board of Directors; 2) Authorization to Contract with Toilets To Go LLC for Portable and Temporary Restroom Service; 3) Authorization to Amend Contract with Virsig, LLC for Parkwide Access Control Upgrades; 4) Authorization to Extend Contract Term with O&S Associates, Inc. for Structural Inspection of Pier 40 Parking Garage; 5) Ratification of Extension of Contract Terms for On-Call Legal Services' Contracts; and 6) Ratification and Approval of the Charters, Chairs, and Members of the Audit, Finance & Investment, and Governance Committees and Ratification of the Members of the Design Committee.

The Chair then called for a motion to approve all of the items on the Consent Agenda. The following six Resolutions were unanimously approved by the Directors.

HUDSON RIVER PARK TRUST - Approval of Minutes and Ratification of the Actions Taken at the January 25, 2024 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 January 25, 2024 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 the Hudson River Park Trust.

HUDSON RIVER PARK TRUST – Authorization to Contract with Toilets To Go LLC for Portable/Temporary Restroom Service

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on March 26, 2024, 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 Toilets To Go LLC for Portable/Temporary Restroom Service for \$140,000 for a contractual term of three-years and six-months; and be it further

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

HUDSON RIVER PARK TRUST – Authorization to Amend Contract with Virsig, LLC for Parkwide Access Control Upgrades

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on March 26, 2024, 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 amend the contract with Virsig, LLC by an additional \$307,666 for a Total Board Authorization Amount of up to \$1,024,000 and to extend the contract term by an additional one year, to March 31, 2025; and be it further

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

HUDSON RIVER PARK TRUST - Authorization to Extend the Term of Contract with O&S Associates, Inc. for the Structural Inspection of Pier 40 Parking Garage

RESOLVED, based upon the materials presented to the Board of Directors at its meeting of March 26, 2024, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board hereby ratifies the contract with O&S Associates, Inc. for the Structural Inspection of Pier 40 Parking Garage and authorizes the Hudson River Park Trust to extend the contract term by an additional one year, through April 20, 2025; and be it further

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

HUDSON RIVER PARK TRUST – Ratification of Extension of Contract Terms for On-Call Legal Services

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on March 26, 2024, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board hereby ratifies the Hudson River Park Trust’s extension of contract terms through March 31, 2025 for on-call legal services for the law firms that were approved by the Board of Directors at the Board’s May 2019 meeting; and be it further

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

HUDSON RIVER PARK TRUST- Ratification of Hudson River Park Trust Board of Directors’ Audit, Finance & Investment, and Governance Committees’ Charters and Ratification and Approval of the Chairs and Members of the Audit, Finance & Investment, and Governance Committees, and Ratification of the Members of the Design Committee

RESOLVED, based on the materials presented to the Board of Directors at its meeting on March 26, 2024, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Directors hereby ratify the Audit Committee Charter dated January 2022, appoint Idehen (I.D.) Aruede as the Audit Committee Chair and ratify and approve the membership of the Audit Committee to include Directors Idehen (I.D.) Aruede, Meera Joshi, Patrick Foster (as designee for the New York State Department of Environmental Conservation Commissioner), Jeffrey Kaplan,

Michael Kuh and Jeffrey LeFrancois; and be it further

RESOLVED, the Directors hereby ratify the Finance & Investment Committee Charter dated January 2022, ratify the appointment of Jeffrey Kaplan as the Chair of the Finance & Investment Committee, and ratify and approve the membership of the Finance & Investment Committee to include Directors Jeffrey Kaplan, Meera Joshi, Patrick Foster (as designee for the New York State Department of Environmental Conservation Commissioner), Michael Kuh, Purnima Kapur, Idehen (I.D.) Aruede, and Christine Berthet; and be it further

RESOLVED, the Directors hereby ratify the Governance Committee Charter dated January 2022, appoint Michael Pastor as the Chair of the Governance Committee, and ratify and approve the membership of the Governance Committee to include Directors Michael Pastor, Patrick Foster (as designee for the New York State Department of Environmental Conservation Commissioner), Meera Joshi, Michael Kuh, Jeffrey LeFrancois, and Susan Donoghue; and be it further

RESOLVED, the Directors hereby ratify and approve the membership of the Design Committee to include Directors Patrick Foster (as designee for the New York State Department of Environmental Conservation Commissioner), Leslie Wright (as designee for the Office of Parks, Recreation and Historic Preservation Commissioner), Pamela Frederick, Rose Harvey, Susan Donoghue, Christine Berthet, and Jeffrey LeFrancois; and be it further

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

Chair Foster then proceeded with the corporate actions, introducing the first item: Approval of the Fiscal Year 2025 Budget.

President Doyle began by stating that in January, the Trust's Audit and Finance Committees met to review the Preliminary Budget for Fiscal Year 2025, after which time the Preliminary Proposed Budget was posted in physical locations throughout the Park and on the Trust's website as required by the Authorities Budget Office. Last week, the Finance Committee met again to review and discuss the Proposed Budget for Fiscal year 2025, and that document has also been shared with all Directors. She acknowledged that preparing the annual budget is obviously a big effort – one that every department at the Trust participates in. She further noted that the effort is led by Mr. Sikander Zuberi, the Trust's Vice President of Finance, obviously with oversight from Ms. Kim Quinones, the Trust's CFO. As is the Trust's practice, Ms. Quinones will

present the Proposed Budget, after which President Doyle will ask Director Aruede to provide any context or comments based on the Finance Committee's discussion.

Ms. Quinones commenced by unveiling the Proposed FY 25 budget alongside the projected financial results for the current fiscal year, FY24, set to end on March 31st. Having distributed the comprehensive budget package to the Directors, she utilized a slideshow to dissect Exhibit 1 into digestible sections, inviting questions and discussions throughout.

Ms. Quinones began with an overview of the budget, including the fiscal landscape and the need to prepare a budget that allows for economic uncertainties. She addressed the recent openings of park areas at Gansevoort and Pier 97, including the construction of new restrooms, and concession/maintenance buildings. Despite these additions, she stated that operating expenses for FY 25 were budgeted to remain below operating revenues. Notably, the growth rate of Operating Revenue, estimated at 9%, outpaced that of Operating Expenses, calculated at 8%.

In assessing FY 24's performance, Ms. Quinones explained that despite a budgeted total revenue of \$37.3 million, projections indicated a year-end figure of \$59.3 million. This disparity, she explained, was primarily attributed to two extraordinary payments, both constituting one-time, non-recurring revenues. One such payment, amounting to \$8.532 million, stemmed from the Chelsea Piers sale/leaseback transaction, paid to the Trust in December 2023. The other payment, totaling \$8.67 million, was associated with the permanent underground easement for the Hudson Tunnel portion of the Gateway Project, payable to the Trust in this fiscal year, and scheduled to be received this Friday. Ms. Quinones emphasized that while these extraordinary payments bolstered the projected year-end revenue of \$59.3 million, it was imperative to note that the projected revenue excluding these payments stood at \$42.1 million, a figure slightly surpassing FY 23 Actual. She stated that the revenue total for the Proposed FY 25 budget amounted to \$40.7 million, surpassing the FY budget of \$37 million.

Ms. Quinones then went into more detail on the Budget by first focusing on the Operating Expense aspect of the Budget. She disclosed that the Trust anticipated a favorable outcome, expecting to come in \$5.6 million under budgeted operating expenses in FY 24. However, despite this, a moderate increase was still projected for FY 25. Explaining the reasons behind the lower expenses in the current fiscal year, she explained that initial budgeting accounted for the openings of Gansevoort Peninsula, Pier 97, and their associated amenities, including public restrooms, maintenance buildings, and concessions. However, these openings occurred later than anticipated,

resulting in decreased expenditure. Moreover, challenges in filling new and vacated positions across various areas led to lower personnel expenses.

She projected a Net Operating Income of \$31.7 million for FY 24, or \$14.5 million excluding the extraordinary one-time payments. Delving into the effect of Capital Maintenance spending, Ms. Quinones noted a budgeted deficit of \$8.8 million for FY 25, similar to that budgeted in FY 24 but not realized due to undertakings of projects. She explained that the Trust expects to transition from new construction to capital maintenance, emphasizing that the volume of capital maintenance projects undertaken annually, offset by available fund reimbursements, determined the operating revenues and accumulated surplus allocated to projects and any resulting operating deficit.

Ms. Quinones continued with a comprehensive overview of revenue projections. Even before factoring in the extraordinary payments of \$17.2 million, she emphasized that revenues from lease and occupancy permits were projected to surpass the budget by \$4.1 million. This surge, she elucidated, was attributable to various factors, including stronger-than-anticipated economic conditions, leading to higher percentage rents, particularly from Circle Line and Chelsea Piers. Additionally, the continuation and extension of Classic Car Club at their current location at full rates contributed to the increase, alongside continued high usage of the heliport.

Furthermore, Ms. Quinones highlighted that parking revenues in FY 24 met budget expectations and were expected to be an even larger contributor in FY 25. The Trust aimed to capitalize on this momentum by budgeting \$12.9 million in parking revenues for FY 25, reflecting a 20% increase attributed to sustained strong occupancy rates of approximately 95%. Other sources of self-generated income, including event and field fees, also played a role in bolstering revenue projections. Ms. Quinones proceeded to outline additional sources of income, which encompassed sponsorships, interest income, Contributions, and Grants. She noted that despite these sources, the total income was slightly lower than the FY 24 budget, amounting to \$4.5 million budgeted in FY 25. Ms. Quinones attributed this decrease to the anticipated decline in interest income as the park's restricted funds were expected to be expended. However, Hudson River Park Friends is increasing its budgeted contribution to \$1.5 million for the year. Ms. Quinones concluded that the total revenue for FY 25 was budgeted at \$40.7 million, signifying a 9% overall increase from the previous year's budget.

Transitioning to the next slide, Ms. Quinones delved into the expense side of the equation, with a primary focus on personnel costs, which comprised about 40% of the expense budget. She elaborated that the direct cost of salaries associated with personnel positions was budgeted at \$10.7 million, representing an 8% increase over FY 24. This increase, she clarified, primarily stemmed from budgeted salary raises essential for hiring qualified individuals. She further explained that the cost of salaries is offset by grant income supporting the education and research activities of the River Project, and the cost of fringe benefits, a cost not controlled by the Trust, is increasing 12% this coming year, for an overall 9% increase in the cost of personnel.

Ms. Quinones delved into the details of Other Than Personal Services Expenses (OTPS) during her presentation. She disclosed that the total OTPS expenses were budgeted at \$20.9 million in FY 25, indicating a 7.2% increase from FY 24. The Trust is projecting a \$3.3 million reduction below the current fiscal year budget in OTPS. She attributed this decrease to several factors not expected to repeat in FY 25. These factors included delayed openings of Gansevoort Peninsula and Pier 97, resulting in decreased costs for maintenance, janitorial, and security services. Additionally, she mentioned that utility costs were projected to be lower due to delayed openings of new buildings, such as public restrooms charged for both water and wastewater rates.

Furthermore, Ms. Quinones highlighted a 14% increase in Parking management expenses to \$2.2 million in FY 25, driven by the need for additional services to accommodate high customer volume at the garage. She also noted that certain contract parking arrangements necessitated improvements, such as fencing, leading to increased costs, albeit not affecting the bottom line as these costs were reimbursed by the requesting parties. Another contributor to the increase in OTPS was the category labeled as "OTPS Other," a catch-all category detailed in the budget document. This category, which encompassed a wide range of service and goods expenditures supporting park operations and administration, surged by 13% to \$8.9 million in the current budget. It included expenses for general consulting services, events contracts for Public Programs, as well as items such as real estate and engineering consultants, often budgeted due to anticipated events but not expended until required, and often reimbursed by third parties.

In summary, Ms. Quinones noted that the Total Operating Expenses (OPEX), comprising Personnel and OTPS, were budgeted to increase by 8% to \$35.9 million, although less than the expected increase in revenues. At the bottom of the table, she pointed out that Net Operating Income (NOI) was budgeted at \$4.8 million in FY 25, compared to \$4.1 million in FY 24.

However, she cautioned that the FY 24 projected amount was skewed by the one-time extraordinary payments.

Then, Ms. Quinones addressed the impact of Capital Maintenance (Cap M) and Capital Expenditures (Cap X) on the surplus. She reiterated that Cap M involves major maintenance and repairs on existing facilities, while Cap X pertains to investments in equipment. Both are paid from operating revenues, to the extent outside funds or Trust air rights funds are not available. Ms. Quinones emphasized that the upcoming fiscal year marks a shift in emphasis from New Capital projects to Capital Maintenance Projects. Consequently, the Trust is expecting to execute more budgeted Cap M projects than in previous years. She pointed out that approximately 55% of the budgeted projects were completed in the projected FY 24 column.

After accounting for net Cap M and Cap X, budgeted at \$13.7 million in FY 25, which are capital investments not reimbursed, an FY 25 budgeted Operating Deficit of \$8.8 million is projected, similar to that budgeted in FY 24. Ms. Quinones assured the Directors that the Trust would continue to seek additional outside sources of funding for Capital Maintenance projects to mitigate the projected deficit. She also noted that variances in the timing of projects, such as seasonal delays or changes in needs, could impact the deficit. Further details regarding the Capital Program would be reviewed at the conclusion of the presentation.

Ms. Quinones proceeded to introduce the next two slides. The first chart, derived from the functional budget information in Exhibit 2, depicted the year-over-year budget changes by functional area, with blue representing FY 25 and red representing FY 24. As previously highlighted: Expenses related to Education and Park Programs are experiencing growth, albeit partially offset by grant revenues. The second set of bars illustrates the necessity for increased spending on grounds, facilities, and capital plant due to the development of new park areas. Security, sanitation/janitorial, and utilities are projected to remain relatively stable, with security costs anticipated to be slightly lower this year due to the Trust accruing the cost of retroactive payments under the new PEP contract in FY 24. Insurance costs are expected to decrease slightly as new construction within the park is completed. Parking operations expenses are set to increase slightly to accommodate the higher volume. Meanwhile, administration, support, and overhead expenses, encompassing legal costs, financial/payment functions, procurement, and compliance costs, are on the rise in line with the expansion of park areas and activities.

Ms. Quinones transitioned to the next slide, which illustrated the relative distribution of expenses across all Park departments. Capital Maintenance (depicted in light green at the upper left) accounts for 24% of total expenses, representing the highest spending category if all anticipated projects are undertaken, underscoring the impact of Net Cap M on the bottom line. Grounds, Facilities, and Capital Plant (highlighted in red) constitute the next biggest expense category at 19%, reflecting the ongoing efforts to maintain a clean and inviting park environment. Administrative Support & Overhead, comprising legal, compliance, real estate administration, and accounting/fiscal services supporting the park, comprises 15% of the expense budget.

Moving to the next slide, Ms. Quinones directed attention to the capital program tables included at the end of the budget package. She provided an overview: Approximately \$42 million was expended on new construction in FY 24, primarily focused on Gansevoort Peninsula and Pier 97. FY 25 is characterized by finalizing loose ends on both projects and transitioning to design and planning for 29th to 44th St. and the Estuarium. A total of \$7.27 MM is budgeted for new capital spending in FY 25.

For the capital maintenance program for FY 25 (derived from Exhibit 7 in the full budget document), key points included: A total of \$24.8 MM is allocated for FY 25, with over 40% earmarked for Pier 40, primarily for sprinkler (fire suppression system) repairs and some garage repairs. HUD funds have been secured for pedestrian safety improvements at Pier 40. Marine repairs constitute the next largest category at \$5.5 MM, covering repairs to the bulkhead and piers, alongside marine inspections throughout the park.

Concluding her presentation, Ms. Quinones highlighted potential risks to the budget, including the impact of general economic factors on lease revenues, parking garage receipts, and capital project costs. She emphasized the potential for unexpected projects to alter priorities in the Capital Maintenance Program and reiterated the ongoing challenge of attracting and retaining talented staff.

Upon approval of the FY 25 Budget, Ms. Quinones explained that the full package would be accessible on the Trust website, accompanied by a letter signed by President Doyle certifying the reasonableness of underlying assumptions, which would be posted throughout the Park and filed with the Office of State Comptroller in compliance with State Finance Law. ID Aruede summarized the review of the Finance Committee that also agreed with the assumptions and conservativeness of the Budget.

Accordingly, the President requested Board's approval of the Trust's April 1, 2024 to March 31, 2025 fiscal year operating budget as presented at the Board meeting on March 26, 2024.

Chair Foster asked if there were any questions or comments. After the Trust Staff answered Directors' questions, upon a properly called motion, the following resolution passed unanimously.

HUDSON RIVER PARK TRUST - Approval of the Hudson River Park Trust April 1, 2024 – March 31, 2025 Fiscal Year Operating Budget

RESOLVED, based upon the materials presented to the Board of Directors of the Hudson River Park Trust at its meeting on March 26, 2024, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board hereby approves the April 1, 2024 – March 31, 2025 fiscal year Operating Budget; and be it further

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

Chair Foster moved onto the second item before the Board: Authorization to Contract with Andrew Velez Construction, Inc., Sweet Group of New York, LLC, and Greenway USA, LLC, for On-Call General Construction.

President Doyle began by stating that the Trust has a continuing need for on-call general construction firms to address small- and medium-scale projects that may arise throughout the park. In accordance with the Trust's Procurement Guidelines, an RFP for On-Call General Construction Services for the next three years was published in the New York State Contract Reporter and on the Trust's website on November 30, 2023 and the Trust received seven proposals on the submission deadline of January 11, 2024.

She explained that a selection committee comprised of the Trust's staff reviewed the submissions and evaluated each according to the identified selection criteria in the RFP and then interviewed the top three ranked respondents. Upon completion of this process, the selection committee determined that Andrew Velez Construction, Sweet Group of New York, and Greenway USA each offered well qualified teams and proposed favorable hourly rates for the desired on-call services. The Trust thus recommends entering into three separate on-call contracts

for the General Construction Services, each for a three-year term, and for an aggregate maximum value of \$3 million for all contracts combined. Projects would be assigned to each contractor at the discretion of the Trust.

She added that Velez is a NYS-Certified MWBE firm and Greenway is a NYS-Certified SDVOB firm. All three contractors have extensive experience providing similar services for government agencies and large institutional clients, such as the New York City Department of Design and Construction, the New York City School Construction Authority, Battery Park City Authority, and Columbia University.

Accordingly, the President requested Board authorization to enter into contracts with Velez, Sweet, and Greenway for On-Call General Construction Services for an aggregate Total Board Authorization Amount of up to \$3,000,000 over a three-year period. Funding for the contracts will be identified through the capital maintenance portion of the Trust's annual operating budget as approved by the Board of Directors each year.

Chair Foster asked 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 to Contract with (1) Andrew Velez Construction Inc. d/b/a Velez Organization; (2) Sweet Group of New York, LLC; and (3) Greenway USA, LLC for On-Call General Construction Services for an Aggregate Board Authorization Amount of up to \$3,000,000

RESOLVED, based upon the materials presented to the Board of Directors at its meeting of March 26, 2024, 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 three separate contracts each for a three-year term with: (1) Andrew Velez Construction Inc. d/b/a Velez Organization; (2) Sweet Group of New York LLC; and (3) Greenway USA, LLC for On-Call General Construction Services for an Aggregate Total Board Authorization Amount of up to \$3,000,000 over the three year period; and be it further

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

Chair Foster moved onto the third item before the Board: Authorization to Amend the Contract with Gilbane Building Company for Pier 97 and Gansevoort Peninsula Construction Management Services.

President Doyle began by reminding the Directors that at its November 20, 2019 meeting, the Board authorized the Trust to enter into a three-year contract with Gilbane Building Company for Pier 97 and Gansevoort Peninsula construction management services. The Board authorized amendments to the contract at the December 2022 and June 2023 meetings.

She explained that the Gansevoort Peninsula is substantially complete except for small punch list items, and the full Pier 97 site is expected to open to the public this spring subsequent to the partial opening that occurred in December. However, completion of the Pier 97 building is behind schedule due primarily to delays caused by need to redesign part of the foundation system following the unexpected encounter of extensive subsurface obstructions encountered during the foundation work. As a result, an additional \$400,000 is needed to cover Gilbane's construction management services for the extended building construction period.

Accordingly, the President requested Board authorization to amend the contract with Gilbane Building Company for Pier 97 and Gansevoort Peninsula Construction Management Services by adding an additional \$400,000 for a Total Board Authorization Amount of up to \$9,166,112 and extending the contract term by nine months, though December 30, 2024. Funding for this amendment is available from funds provided by New York State and the Trust's previous sales of certain development rights.

Chair Foster asked if there were any questions or comments. There being none, upon a properly called motion, the following resolutions passed unanimously.

HUDSON RIVER PARK TRUST - Authorization to Amend the Contract with Gilbane Building Company for Pier 97 and Gansevoort Peninsula Construction Management Services

RESOLVED, based upon the materials presented to the Board of Directors at its meeting of March 26, 2024, 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 amend the contract with Gilbane Building Company for Pier 97 and Gansevoort Peninsula Construction Management Services by adding an additional \$400,000 for a Total Board Authorization Amount of up to \$9,166,112 and extending the contract term by nine months, though December 30, 2024; and be it further

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

Chair Foster moved onto the fourth item before the Board: Authorization to Amend Contracts with Interphase Electric Corporation, JRCruz Corporation, and E-J Electric Installation Company related to Gansevoort Peninsula Construction.

President Doyle began by stating that for this agenda item, the Directors have received three separate Board memos, but she would address the three memos together as they each relate to Gansevoort Peninsula construction. She noted that the Trust opened the Gansevoort Peninsula for the public's use and enjoyment in early October 2023 even though construction was still under way at the Gansevoort Park building and for certain other elements of the site that were still under construction including the dog run and adult fitness area. Since then, the Trust's contractors have completed the northern portion of the peninsula and are now very close to opening the Gansevoort Peninsula building. However, the Trust needs to amend three of the construction contracts originally approved at the September 2021 Board meeting.

She explained that, first, the scope of work for the contract with Interphase Electric Corporation for electrical construction services for the Gansevoort Peninsula park building did not include the Keyscan hardware used throughout the Park to secure and control access to the building. Additionally, while the building's lighting hardware and fixtures were installed as specified, the Trust's staff and the design team agree that adjustments are needed to achieve the desired design intent with respect to spotlighting the underside of the building canopy.

She furthered that the Trust's contract with JRCruz Corporation for Gansevoort Peninsula General Construction Phase II work generally consisted of construction of the adult fitness area, dog run, Bloomfield Street entrance, shared-use road, and esplanades. Due to circumstances beyond the control of JRCruz, including extended periods of intense inclement weather and other contractor and supplier delays, JRCruz was prevented from finishing the northern end of the park, including the critical Bloomfield Street shared use road required by FDNY Marine Company 1 in time for the park opening. Therefore, the Trust directed JRCruz to provide a safe, temporary asphalt surface for essential pedestrian circulation and emergency vehicles access during and subsequent to the opening, while work continued on the finished park surface which was

substantially complete by December 2023. In addition, construction of the Gansevoort Peninsula required substantial additional inspections and monitoring to comply with various NYC Department of Environmental Protection requirements, and the Trust tasked JRCruz with serving as the certified contractor and inspector for this purpose.

Lastly, she explained that the contract term for E-J Electric for Gansevoort Peninsula Phase II Electrical Services needs to be lengthened to complete some additional punch list work this Spring. E-J Electric contract was generally for electrical services in the portion of the site encompassing the adult fitness area, dog run, Bloomfield Street entrance, shared-use road, and esplanades.

Accordingly, the President sought Board authorization to amend the contract with Interphase Electric for Gansevoort Peninsula Building Electrical Construction for an additional \$115,000 for a Total Board Authorized Amount of up to \$999,762 and to amend the contract with JRCruz Corporation for Gansevoort Peninsula General Construction by an additional \$100,000 for a Total Board Authorization of up to \$13,995,750 and extend the contract term by nine months. Funding for both of these amendments is available from capital budget funds for Gansevoort allocated by the City of New York. Finally, she also requested Board authorization to ratify and approve an extension of the contract term with E-J Electric Installation Company for Gansevoort Peninsula Electrical Construction Phase II by an additional eight months.

Chair Foster asked if there were any questions or comments. A Director asked questions about the total budget and timeline of the projects.

There being no further questions, upon a properly called motion, the following resolutions passed unanimously.

HUDSON RIVER PARK TRUST – Authorization to Amend the Contract with Interphase Electric for Gansevoort Peninsula Building Electrical Construction

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on March 26, 2024, 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 amend the contract with Interphase Electric Corporation for the Gansevoort Peninsula Building Electrical Construction Work for an additional \$115,000 for a Total Board Authorized Amount of up to \$999,762; and be it further

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

HUDSON RIVER PARK TRUST – Authorization to Amend the Contract with JRCruz Corporation for Gansevoort Peninsula General Construction Phase II

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on March 26, 2024, 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 amend the contract with JRCruz Corporation for the Gansevoort Peninsula General Construction Phase II by adding \$100,000 for a Total Board Authorized Amount of up to \$13,995,750 and extending the contract term by an additional nine months, through September 30, 2024; and be it further

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

HUDSON RIVER PARK TRUST – Ratification and Approval of Extension of Contract Term with E-J Electric Installation Company for Gansevoort Peninsula Electrical Construction Phase II

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on March 26, 2024, a copy of which is ordered filed with the records of the Hudson River Park Trust, the Board hereby ratifies and approves the Hudson River Park Trust’s extending the contract term with E-J Electric Installation Company for the Gansevoort Peninsula Electrical Construction Phase II by an additional eight months, through August 28, 2024; and be it further

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

Chair Foster moved onto the fifth item before the Board: Authorization to Amend the Contract with Verde Electric Corporation for Pier 97 Electrical Construction.

President Doyle began by reminding the Directors that at its July 2021 meeting, the Board authorized the Trust to enter into a contract with Verde Electric Corporation for Pier 97 electrical

construction services, which work included installation of lighting, power distribution and other electrical components to build out the new public pier.

She explained that the design intent for Pier 97 is for electrical service to extend first from the nearest Con Edison manhole to the Pier 97 Building, after which power would be distributed throughout the pier, and to nearby portions of the esplanade and the Clinton Cove area of Hudson River Park. At the time the Trust released the separate competitive procurements for the Pier 97 site electrical construction work and for the adjacent park building electrical work, the specific route for the electrical conduit was not defined and was thus not included in either contract's scope of work.

She further explained that because Verde is currently working within the geographic area of the now-defined route for the electric conduit installation from the Con Edison manhole to the Pier 97 Building, the construction manager and the Trust believe that it is most efficient for Verde to perform the additional scope while the building contractor continues to perform other electric work within the building interior. Verde is approved by Con Edison to perform the service connections and will also be solely responsible for providing a warranty for all of the lighting fixtures throughout the site, excluding the building.

Accordingly, the President sought Board authorization to amend the contract with Verde Electric Corporation for Pier 97 Electrical Construction by an additional \$300,000 for a Total Board Authorized Amount of up to \$2,506,705. Funding for this amendment will be provided from capital budget funds allocated to the Trust by New York State.

Chair Foster asked if there were any questions or comments. There being none, upon a properly called motion, the following resolutions passed unanimously.

HUDSON RIVER PARK TRUST – Authorization to Amend the Contract with Verde Electric Corporation for the Pier 97 Electrical Construction

RESOLVED, based upon the materials presented to the Board of Directors at its meeting on March 26, 2024, 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 amend the contract with Verde Electric Corporation for the Pier 97 Electrical Construction by \$300,000 for a Total Board Authorized Amount of up to \$2,506,705; and be it further

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

Chair Foster then asked President Doyle to present the President's Report.

President Doyle commenced her report by noting that that New Yorkers flock to their parks each year the moment temperatures start climbing in March, and Hudson River Park is no exception. Even though most people were wearing their parkas last week, the glorious early days of spring brought crowds to the Park's new Science Playground, to the Gansevoort Peninsula, and to every pathway in the Park. At the Science Playground, the Trust has begun looking at options for stroller parking and other ways to improve circulation when the playground is often crowded. Fortunately, the Trust was able to reopen the area of Pier 25 where the swings are located after making some improvements there this winter, so children and their parents can use that area as well. The Trust expects to complete the improvements in the water play area of Pier 25 in time for water sprinkler season in May too. Meanwhile, Alpine Construction will return to the Science Playground this spring to complete plantings and to activate the playground's fog plume feature too.

She continued that it has also been fun to watch people use the Gansevoort Peninsula all winter long. Even on cold days, the Adirondack chairs with their views to *Day's End* and the Lower Manhattan skyline have been well used. Now that the weather is warming, children are playing in the sand, dogs happily playing in the new dog run, and sports teams utilizing the fields. The Trust believes that it is very close to obtaining a temporary certificate of occupancy from the NYC Department of Buildings for the park building, and once that is in hand, the Trust will be opening the restrooms for the public. Otherwise, various contractors will be returning to the site to complete punch list items and to put finishing touches on a few areas. For example, JR Cruz will be returning in April to complete the permanent dog run striping.

She reported that the areas now open at Pier 97 have also been widely used on some of the recent warm days, and she enjoyed getting the Trust's first fan mail from a couple who live on West 57th Street who had wandered onto the pier one weekend in early March. Aside from sharing that they are looking forward to enjoying many sunsets from the Pier 97 lounge chairs, one of these

guests also noted that his great grandparents immigrated from Sweden, and that they had likely taken some of their first American steps on the original Pier 97. They have already signed up through Friends to be volunteer gardeners at this new public pier.

She then provided an update that the Trust and its contractors continue to advance completion of the balance of the pier, including the Belvedere, Overlook, and Playground in late spring. Work on the new restroom/park maintenance building is progressing with the roofing, windows, and wall insulation recently completed. Trade contractors continue to install electric, plumbing, and HVAC inside the building. Later this week, the Trust expects that the contractor will begin installing the distinctive louvered façade system. She furthered that the Trust will be planning a proper celebration for the formal opening and will work with the offices of Governor Hochul and Mayor Adams in hopes that they will be able to attend.

She reminded the Directors that from the last Board meeting, the Trust selected Marvel Architects to lead landscape and esplanade design for the upland area between 29th and 44th Streets. The contract is now in effect and the Trust's Design & Construction staff held an initial kickoff meeting with Marvel. The Trust intends to begin community and stakeholder outreach and engagement later this year and she will keep the Board informed of expected dates.

With regard to the Estuarium, EHDD, Sage & Coombe, and other members of the team have continued to advance design of the building, landscape, exhibits, water intake and mechanical systems into the schematic design phase. A major part of their and the Trust's staff effort is with respect to eventual building and exhibit operations by both the Trust's River Project and Facilities staff. With such a tight site, and with significant fundraising for this project still to be achieved, the Trust collectively needs to ensure that interior spaces are designed for flexibility and adaptability over time, and of course with an eye towards not wasting any space. The designers are also studying exterior materials and fenestration decisions within the floodplain, while further developing the interior layout and overall building appearance, and the Trust expects it will be scheduling updates for the Board's design committee and community later this spring.

She mentioned that as previously reported, after about 20 years of service and heavy use, it became clear in 2023 that the Pier 45 wood decking needed substantial replacement. Construction was divided into two phases so that as much of the pier could remain open as feasible, and she was happy to report that work is going well and should be complete by May 2024.

Lastly, she noted that, as heard from Ms. Quinones during the budget presentation, after several years of focusing on completing new park areas at Gansevoort, Pier 97, the Science Playground and the new restroom and reimagining of the Chelsea Waterside Park area, the Trust expects capital maintenance to again become the dominant areas of Trust expenditures in Fiscal Years 2025 and 2026. Assuming regulatory approvals are secured, the Trust expects to invest in marine infrastructure for typical but costly repairs at various park piers and bulkhead locations. At Pier 40, sprinkler and garage repairs will be costly, and most of the development rights proceeds reserved for Pier 40 have now been depleted. The loading dock roof is in poor condition, and it will be another costly, complicated project to remove and potentially replace. Roofs at the Park's various boathouses are now approximately 20 years old, and just like any home roof, will also need to be replaced.

She expounded that a more mature park will need more TLC to keep it in good condition. The Trust is fortunate that it has funding in place from New York State and City, and from prior development rights sales to complete the new park area between West 29th and West 46th Streets, but this is as good a time as any to say for the record that the Trust will likely need to rely on itself for generating most capital maintenance funding as has been the case throughout its history. Of course, the Trust will continue seeking grants and donations and to avail itself of other opportunities as feasible.

President Doyle continued that historically, spring is the River Project's most popular season for school field trips, and this year, the Trust has increased the number of available time slots to accommodate increasing demand. In particular, the Pier 57 Discovery Tank has provided the River Project team with its first year-round programming space and so far, these programs have been very popular, with 77% of the groups coming from Title 1 Schools. The classroom's high-tech elements help the Trust's educators expand beyond traditional classroom curricula to create an exciting experience for students visiting the Park.

She then shared an unsolicited note from one of the teachers from a Title 1 public school in Queens who was visiting the Discovery Tank with her students for the first time earlier this month to attend a Pollution Solutions class:

“I just need to tell you that our trip today was AWESOME! In all my years, this was so beautifully executed!

Top notch staff! Perfectly run, good room management. The activities appropriately paced. It aligned with so much content we have done this year and recently!

I will be sharing our experience with administrators!

I just wanted to share our excitement!

The kids only issue was they wished it was longer and we could see more!

I did share with them, the availability for families to go on Saturdays, that excited them!”

President Doyle expressed hope that this gives the Directors a small taste of why the Trust is so proud of its environmental educational programming and the thoughtful and creative approaches the Trust’s educators take to introducing students, adults and families to the Trust’s Estuarine Sanctuary and why the environment should matter to everyone.

She continued that the Trust’s annual SUBMERGE Marine Science Festival is now scheduled for May 17 and 18. While SUBMERGE was previously held during the fall season, following feedback from local teachers, the Trust has decided to move this festival to May to make the event more accessible to NYC students. This season, the Trust is going to debut a new program on Gansevoort Peninsula called Salt Marsh Science. This program will teach field science skills to students who will have the opportunity to build a model of a salt marsh, conduct analysis of tide pools and explore this inspiring green space.

The River Project team has also been offering public-facing programs in the Discovery Tank this winter including the popular Painting Nature, Ask a Scientist and Guided Gallery events. During gallery open hours, the Trust’s educators highlight rotating educational exhibits to teach about fascinating aspects of the Hudson River ecosystem. March’s theme focused on oysters. She noted that that in recent years, the Trust has installed over 35 million juvenile oysters into Park waters on habitat enhancement structures like reef balls and oyster gabions in Tribeca and at Gansevoort. President Doyle further reported that Congressman Nadler has allocated \$963,000 for additional habitat enhancement and research in the current NOAA funding bill that recently passed Congress, and River Project staff have already begun thinking about potential additional enhancements with members of the Sanctuary Technical Advisory Committee. This new federal funding is in addition to the \$750,000 appropriated by Senators Schumer & Gillibrand, along with

Congressman Nadler, for habitat enhancement monitoring last year. With the funding, the River Project expects to increase its monitoring program of the existing habitat enhancements this year.

The Trust's Public Programs Department has been very busy planning for the 2024 Programming Season. The Trust will be bringing back many of its beloved series like Sunset on the Hudson, Healthy on the Hudson, and Sunset Salsa. Blues BBQ is planned for a mid-August date and will feature an amazing line up of Blues artists from across the country. The Trust is also bringing new and exciting programming to Pier 97 and 14th Street Park and has a plan in the works for an unusual fun family event at Pier 76 on Labor Day Weekend. The Trust will be announcing its line-up in April and will share the calendar with the directors. Unfortunately, the Trust was notified that the annual Food and Wine Festival that it has hosted at Pier 76 for several years running will be moving to Brooklyn this year, but the phones continue to ring with ideas and requests for other events and as usual, the Trust will consider each such event proposal carefully.

President Doyle reported that "Sail4th 250" (otherwise known as Op Sail) has been formed to celebrate the 250th birthday of the United States. As a major component of a nationwide endeavor, Sail4th 250 will host tall ships and vessels from around the world in the New York Harbor over the weekend of July 4, 2026, which is also when the finals for the World Cup will be in the region. The organizers of the event expect to host many ships at pier locations throughout the Park. Much has changed in the Park since Op Sail was last here in 2000 and the majority of the Park consisted of select concrete piers, no security infrastructure and very few trees or lawns. The organizers have been proactive about meeting with the Trust to learn about pier conditions, site constraints, tenants and operations, and the Trust will continue working with them and a host of agencies and other partners as planning for this national celebration advances. She underscored that Hudson River Park is a huge presence in New York City, but it is also a very challenging site for hosting crowds from the Park's annual Pride weekend celebrations. The Trust's slender piers bordered on one side by the Hudson River and the other by an active highway require extensive planning in consideration of crowd safety, and each pier essentially requires its own site plan. She envisioned that it is going to be a busy two years.

President Doyle announced that with the completed renovation of Chelsea Waterside and the opening of Gansevoort Peninsula, the Trust's biggest organized ball sport season ever kicked off on March 11. Each season, the Trust (and no doubt its colleagues at City and State Parks) receive requests for field permits that vastly outstrip available time and space. With its brand new

facilities, the Trust is proud to say that this Spring season it has permitted 55 groups across seven fields for over 6,500 hours of practice and play time. Summer season applications will open on March 18 and will be due no later than April 22.

President Doyle expressed gratitude to the Trust's Operations, Facilities and Horticulture staff because the Park is looking truly amazing. The Daffodils are in full bloom everywhere and white hyacinths and other woodland bulbs are also poking their heads above ground. Facilities will begin reenergizing water systems to the drinking fountains parkwide beginning in April and all display fountains and splash features will be turned on by Memorial Day weekend. She highlighted that the Trust's contractors are actively working to repair broken pavers throughout the Park's esplanade. NYSDOT's contractor will also begin repairs on pavers located adjacent to the Route 9A bikeway starting in April. The Trust's Public Safety Department and the local NYPD precincts also plan to conduct joint bike safety education and enforcement operations at strategic locations along the bikeway in April.

With regard to real estate and planning, President offered an update following the last Board meeting. The Trust is continuing to negotiate the concession agreement with New York Water Tours Inc. as the conditionally selected operator in response to our Pier 40 Marine Uses RFP. The parties are very close to completing the final terms and the Trust hopes to have a final agreement signed by early April. New York Water Tours also presented at the Community Board 2's Waterfront and Parks Committee on February 7 and they provided a very good overview of their planned operations at Pier 40.

President Doyle then reported that the Trust also continues to review proposals in response to its Non-Alcoholic Beverage Vending Concession and Branding/Sponsorship Opportunity RFP in which the Trust received three proposals on the RFP due date of January 24, 2024. Through this RFP, the Trust expects to continue to host about 30 serviced vending machines with beverages and some snacks available to Park patrons in certain locations as a revenue-generating concession. The Trust is continuing to review in more detail the proposals and expects to have a new concession in effect in April. She assured the Board of an update on the final selection and concession agreement at the next meeting.

President Doyle informed the Board that the Trust's staff attended meetings of Manhattan Community Board 4 in January and February to discuss Pier 76 as a continuation of the conversation begun through the Pier 76 Task Force in 2023. In March, CB4 adopted a resolution

indicating support for some potential amendments to the Hudson River Park Act to give the Trust more flexibility to identify an appropriate use that can generate needed income in support of the Park while also advancing the Trust's collective public open space goals for the pier. CB4's letter expressed willingness to open the Act for commercial office as long as the height is no taller than the Javits Center, hotel, motels and floating restaurants, commercial waterborne transportation – aka "Blue Highway" uses, and light manufacturing for green technologies. She emphasized that CB4's support for such amendments must be viewed within the context of the Trust's commitments to continue working proactively with community stakeholders to ensure that whatever the eventual revenue-generating uses on a portion of Pier 76 may be, they do not come at the expense of the high quality public open space that is also important for that large pier.

President Doyle updated the Board that the Trust has been in touch with Assembly Member Tony Simone and Senator Brad Hoylman to discuss next steps and anything they may need from the Trust as they consider whether to introduce legislation for Pier 76 in this legislative session. The Trust has promised to attend the April meeting of the Advisory Council to present and answer questions about Pier 76 and materials previously provided to the Advisory Council and broader community as well. She expressed her appreciation at the work of the Task Force and Community Board as the Trust continues to plan for this pier and the trust that the community has placed in the Trust by being willing to engage in these conversations. She underscored that the Trust cannot take such trust lightly, and that the Trust must continue to engage with the Advisory Council, community boards and other stakeholders on this and other issues as the Trust continues to steward and plan for the park, beyond Pier 76 as well. President Doyle reassured the Directors that she will keep the Directors informed if the Trust learns that new legislation is indeed proposed for this June legislative session.

President Doyle then reported that the Trust met with Battery Park City Authority and members of their design and engineering teams on March 20 to discuss the Authority's design plans for the portions of their resiliency project that will impact Hudson River Park's southern border. Since planning began, the extent of construction in Sanctuary waters and along the bikeway has been very significantly reduced, and the Trust appreciates BPCA's efforts to address Trust concerns. The resiliency project is nevertheless very complicated, including with respect to the need for new subsurface infrastructure regulated by DEP that will require multi-year closures and detours in the southernmost section of Hudson River Park. Both BPCA and the Trust agree that

there are opportunities for improved physical connections to and from the Parks as well. She also reported that the Trust's Design & Construction team is currently reviewing a number of drawings received from BPCA and the Trust also continues to discuss agency jurisdictional issues related to the southernmost portion of Hudson River Park. She outlined two potential options from the Trust's perspective: the options are either an amendment to the Hudson River Park Act that changes the Park's southern boundary or potentially the granting of a permanent easement by New York State. She assured the Board of ongoing updates as planning progresses. Finally, President Doyle mentioned that the Trust is very close to finalizing the collective bargaining agreement with the International Union of Operating Engineers Local 30, a matter slated for discussion in Executive Session.

Before concluding her report, President Doyle took a moment to recognize the contribution of Daniel Miller of the Trust's Advisory Council. She noted the remarkable culmination of Mr. Miller's two-year term as Chair of the Advisory Council, which comes to an end at the close of March. She stated that this is Mr. Miller's third tour of duty in this capacity and expressed gratitude for the countless hours of volunteer time Mr. Miller has devoted to Hudson River Park. She highlighted that the very organized report the Trust receives from him each month only comes AFTER committee meetings, full Advisory Council meetings, and no doubt a great many individual emails and phone calls from Advisory Council member organizations and guests all year long. In conclusion, President Doyle extended heartfelt thanks to Mr. Miller for doing this all with humor, grace, and partnership.

The Chair introduced Daniel Miller to provide the Advisory Council report. He outlined key updates, including the addition of two members to the council, changes in leadership, and discussions surrounding the topic of swimming in the Hudson.

The Chair then announced that Connie Fishman was not in attendance, consequently indicating that there would be no Hudson River Park Friends' Report.

The Chair thanked all the presenters and then asked the Directors if there was any further business for the public portion of the meeting. There being none, Chair Foster called for a motion to adjourn the public portion of the meeting and to move into Executive Session to address personnel matters. The public portion of the meeting adjourned at 5:56 PM. The Executive Session ended at 6:40 PM. No action occurred during the Executive Session.