Minutes of the Meeting of the Board of Trustees
Thursday, December 6, 2018, at 3:00 p.m.
205 East 42nd Street, Room 0725
New York, New York 10017

Trustees Present:
Hon. Philip Berry, Acting Chairman
Hon. Brian Obergfell
Hon. Victor Pichardo

Jeffrey Beal, Team Leader, Division of Budget Higher Education Unit*
Edward Moore, Section Head, Division of Budget Higher Education Unit*

In Attendance:
Judith Bergtraum, Executive Director, CUCF
Robert Lemieux, Executive Director, Department of Design, Construction & Management, CUNY
John Antonelli, Deputy Executive Director, CUCF
Lisa Bova-Hiatt, General Counsel, City University Construction Fund
Gwen Perlman, Director, Capital Budget, CUNY
Meghan Moore-Wilk, Director, Space Planning
Gustavo Ordóñez, Chief of Staff, FPCM
Daniel Rothbaum, Controller, CUCF
Nancy Nichols, Special Assistant to the Fund

* Designee for Robert F. Mujica, Jr., Executive Director of NYS Division of the Budget in Albany, attending via videoconference.

At 3:00 p.m., Acting Chairman Berry called the meeting to order, noting there was a quorum and thanking the attendees for their participation.

Action Items

1. Approval of the Minutes of the October 17, 2018 Meeting of the Fund (No. 2277).

Acting Chairman Berry asked if there were any comments or amendments to the minutes. There being none, Mr. Berry entertained a motion that this item be approved. On motion duly made and seconded, the minutes were approved.
2. Resolution of the City University Construction Fund Authorizing NYPA Projects Up to $10 Million (No. 2278).

Acting Chairman Berry read the resolution and called upon Executive Director Bergtraum for an explanation. Ms. Bergtraum stated that the first three resolutions were concerned with agreements with the New York Power Authority, NYPA. This first resolution covers the master agreement with NYPA. The CUCF does a small amount of our own construction; DASNY performs about 80%, and we rely on NYPA to do the energy projects. CUNY has relied upon NYPA since 1995 for energy projects. Before 2014 NYPA did not have the authority to directly enter into an agreement with CUNY, so CUNY relied on NYPA’s agreement with the City.

In 2014 that changed – the Public Authorities Law was amended to allow NYPA to contract directly with public entities, including CUNY. In the summer of 2017 CUNY entered into a master agreement with NYPA to develop energy related projects previously called CICs (Customer Installation Commitments) and now called CPCs (Customer Project Commitments). Projects covered by this agreement include energy efficient projects, clean energy, and sustainable buildings. The resolution concerns the over-arching agreement signed in 2017. It was not brought to this Board, or the CUNY Board. Going forward, projects over ten million dollars will be brought before the CUCF board for approval. This is the same threshold used for DASNY projects.

Ms. Bergtraum stated that the next two resolutions concern the CPCs, that fall under this master agreement.

Acting Chairman Berry asked if there were any further questions or comments. There being none, Acting Chairman Berry called for a motion to approve the resolution. On motion made and duly seconded, the resolution was approved.

3. Amended Resolution of the City University Construction Fund Authorizing Upgrades for the HVAC System Within the North Academic Center at City College of New York (No. 2279).

Acting Chairman Berry read the resolution, and called upon Executive Director Bergtraum to report on the item.

Ms. Bergtraum explained that this agreement came to the Board in June of 2018, as a $20 million project. After work began, the scope increased. An increase in the scope means the cost increases. The NAC building isn’t the oldest building at City College, but it is the largest classroom building, and is probably the building in need of the most construction help. Ms. Bergtraum called upon Executive Director Robert Lemieux for an explanation.

Mr. Lemieux reported that construction began on the NAC building in the early 1970s, but was stopped in 1975 during the New York City fiscal crisis. Work resumed around 1978, and it was opened around 1982. Most of the building systems are outdated. The largest building on campus at 885,000 square feet, it also houses the power plant for the campus. Its elevators and escalators need work. This resolution concerns the
HVAC system that heats and cools the building. The project with NYPA was originally a project to replace valves, but upon an examination of the HVAC systems and the controls, the scope of the project grew. That is why the amended resolution is necessary, to cover the additional work that must be performed.

Trustee Pichardo asked if the additional $10 million would cover all the additional work. Mr. Lemieux replied that it should cover all the additional HVAC upgrades needed in the building. This is part of the ongoing efforts to bring these buildings up to a state of good repair, after a lack of continued infrastructure investment.

Acting Chairman Berry asked if there were any further questions or comments. There being none, he called for a motion to approve. On motion made and duly seconded, the resolution was approved.

4. Resolution of the City University Construction Fund Authorizing a Contract for the Campus Wide Utility Phase 5 Upgrade, at Bronx Community College (No. 2280).

Chairman Berry read the resolution and called upon Executive Director Bergtraum for her explanation.

Ms. Bergtraum reported that this project is a big success story for the City and State. She asked Executive Director Lemieux to talk about the progress made at this campus.

Mr. Lemieux gave a presentation showing the advances made at Bronx Community College. BCC and City College were two campuses built around the end of the 19th century, City College by the City of New York, and Bronx CC by NYU. After 1960, NYU made virtually no further investments in the campus.

When CUNY purchased the Bronx CC campus in 1975, it created an energy plant to provide steam heat to all but about 6 buildings, which had independent heating systems. Twelve years ago at the start of the heating season, over-stressed underground pipes exploded, creating huge sinkholes throughout the campus. That situation has been corrected -- there are no sinkholes, and no auxiliary generators. In the summer, there is no central air conditioning system. Some buildings have chillers, but most have window air conditioners, over 600 of them. Mr. Lemieux explained the progress of the project, from installation of piping to the new Library to the present, a timespan of January 2011 to August 2012 – trenching, and putting in the pipes.

Acting Chairman Berry asked about increases in enrollment at BCC. Mr. Lemieux stated that it has increased, necessitating the College to expand into rooms that had been leased out to the NY City public high school in the area. Not all of the buildings are suitable for college occupancy – one was a dormitory that has been converted into office space, for instance.
Mr. Berry stressed the importance of keeping city and state officials aware of the efforts going on at the campuses so that they will support the efforts in the future to improve the campuses. Executive Director Bergtraum replied that they are in the process of creating a presentation video that will be available shortly that shows the projects completed during 2018.

Mr. Berry asked the Board if there were questions about the resolution. There being none, he entertained a motion that the item be approved. On motion duly made and seconded, the resolution was approved.

5. Resolution of the City University Construction Fund Approving the Revised Annual Certificate for Fiscal Year 2020 (No. 2281).

Chairman Berry read the resolution and called upon Executive Director Bergtraum for her explanation.

Ms. Bergtraum called upon John Antonelli, Deputy Executive Director of the Fund, for an explanation of the item.

Mr. Antonelli explained the original resolution was brought to the Board at the October 17, 2018 meeting, as is required annually by New York State Education Law. One item in the certification has to do with the amounts due the Dormitory Authority. DASNY tells CUNY what is owed for the reporting period, which extends two years, in terms of debt service. On November 1, 2018, DASNY informed CUCF they refunded some of the bonds which were initially purchased prior to 2003, in particular in 2008, resulting in a $15 million reduction in the reporting period. This will continue through the next reporting period in the next two years, so this reduction will be seen going forward. It is a technical adjustment to the certification.

Mr. Berry then asked the Board if there were questions about the resolution. There being none, he entertained a motion that the item be approved. On motion duly made and seconded, the resolution was approved.

**Acting Chairman’s Report**

The Chair called on Executive Director Bergtraum for clarification about the location of trustees during CUCF Board of Trustees meetings. Ms. Bergtraum stated that if Trustee Pichardo is not available to attend meetings in the CUNY New York City office, he could plan to attend via videoconference in Albany, alongside Mr. Beal and Mr. Moore, the Designees for Robert F. Mujica, Jr., Executive Director of NYS Division of the Budget. Trustee Pichardo agreed this would be helpful, especially during budget season. Executive Director Bergtraum thanked the Division of the Budget in Albany, and Mr. Beal and Mr. Moore, for making this possible.
Acting Chairman Berry said that the next CUCF Board meeting is scheduled for Thursday, February 28, 2019 at 9:30 a.m.

Subsequent meeting dates for 2019 are as follows:

Thursday, April 25, 9:30 a.m.
Thursday, May 23, 9:30 a.m.
Thursday, June 27, 9:30 a.m., preceded by the regularly-scheduled Governance Committee meeting at 9:00 a.m.

He then called on Executive Director Bergtraum for her report.

Executive Director’s Report

Ms. Bergtraum covered two items – the presentation she mentioned earlier, and the review of the Bylaws.

Ms. Bergtraum reported that the Construction Fund now has its own General Counsel, Lisa Bova-Hiatt; previously, Counsel was shared with CUNY. Ms. Bova-Hiatt’s first action was to review the Bylaws, which had not been changed since 1996. She then called upon Ms. Bova-Hiatt for her report.

Ms. Bova-Hiatt thanked the Executive Director, saying that at the June 2018 meeting, she had indicated one of her first actions would be to review the Bylaws. The Bylaws had old meeting dates and schedules, no reference to statutes, number of Board members or Trustees, provisions that were repetitive and not necessarily chronological, and did not reference all the relevant sections of the Education Law. Ms. Bova-Hiatt stated that she had contacted Michael Walsh, the Chair of the Governance Committee, to suggest that prior to February 28th’s CUCF Board meeting a Governance Committee meeting should be scheduled.

She directed everyone’s attention to Tab A in the Agenda package, that contained the current Bylaws. The proposed new Bylaws are attached as Tab B. She said she would let the Trustees know what sections each item referenced, and asked if the Trustees had suggestions prior to that February 28, 2019 Governance Committee meeting, they could call her to discuss them.

Ms. Bova-Hiatt proceeded to review the new Bylaws, showing the changes made, and how they reference the Education Law.

Acting Chairman Berry asked about the mention of the Chair and Vice Chair’s appointment – in the past those positions had to be approved by the Senate Finance Committee, Senate Education Committee and the overall Senate. Has this changed, or is it silent. Ms. Bova-Hiatt said it was silent, and all she did was reference the provision of the Education Law. If the statute changes, then so will the CUCF Bylaws. Mr. Berry stated that the Vice Chair position has not been filled during his time in office; he served
as Vice Chair prior to becoming Acting Chair. Trustee Obergfell was appointed as Vice Chair, according to Executive Director Bergtraum.

Ms. Bova-Hiatt explained that she tracked the CUNY Board of Trustee Bylaws as closely as possible in revising the CUCF ones. The position of Secretary of the Board is held by the Executive Director. The General Counsel is a member of the CUCF Board.

From the standpoint of obtaining a quorum, however, only the Trustees and Chairperson are counted, as before. The Executive Director/Secretary of the Board and General Counsel are non-voting members. Ms. Bova-Hiatt explained that many of the changes she made were to comply with the provisions of the Open Meetings Law, and to mirror the CUNY Board Bylaws.

Ms. Bova-Hiatt again welcomed questions from anyone who wished to call her to discuss and/or clarify provisions in the document. At the next meeting of the Governance Committee on February 28, 2019 at 9:00 a.m., these Bylaws will be reviewed, and voted on.

Executive Director Bergtraum asked a question about the delegation and estimated expenses of $10,000 or more. Mr. Antonelli said that $10,000 was the amount quoted in the statute. Ms. Bergtraum also asked if there were other items changed from the original that were unusual. Ms. Bova-Hiatt replied she didn’t think so, that the new version protects the Fund in that items refer back to the relevant statutes, enumerating things that are already being done, like going into Executive Session, the Minutes, provisions for regular and Special Meetings, the Governance and Audit Committees, which are now required by statute.

Ms. Bergtraum mentioned that these changes all make the Fund more compliant with the Open Meetings Law. Ms. Bova-Hiatt reminded everyone the Governance Committee is scheduled to meet at 9:00 a.m. on February 28, 2019 to discuss the Bylaws. Before that meeting, she said she and Trustee Walsh would speak, and if anyone has questions, they should speak with her. Then the Governance Committee will review, and approve the Bylaws and the Board will adopt them. She stated she would send an electronic copy of the new version, along with the redlined version so that the Trustees could see the exact changes.

Acting Chairman Berry thanked Ms. Bova-Hiatt for her hard work on this item. Executive Director Bergtraum said that the ribbon cutting for the Leonard and Claire Tow Performing Arts Center at Brooklyn College was held, and the ribbon cutting for the new building at New York City Tech will be held at the end of January or beginning of February. This latter project is for a $400 million facility that has unbelievable impact and shows how the University’s public money is used.

Ms. Bergtraum then called upon Meghan Moore-Wilk to give a report on completed projects in 2018. The first two projects were covered at the CUCF Board meeting on October 17, so this will cover the remaining ones. Ms. Moore-Wilk proceeded to give a presentation showing images of the projects completed in the past calendar year, and
explaining their impact, including the Brooklyn PAC; NYCCT’s New Academic Building. In addition, she showed images of the smaller projects that make a big difference: Hostos Community College’s renovation of the 4th floor of 500 Grand Concourse and the Savoy Manor Green Roof; BMCC’s Roof Replacement and Photovoltaic Installation; LaGuardia CC’s Goldman Sachs Small Business Education Center, a CUNY 2020 project (an economic development program started by the Governor); CCNY’s NAC Active Learning Center; College of Staten Island’s Central Plant Building 1-M’s Oil Tank Replacement; Bronx CC’s Havemeyer Roof Replacement; Kingsborough CC’s Cooling Tower Replacement; CCNY’s Harris Hall Interiors for the School of Medicine; Brooklyn College’s Lecture Hall Upgrades to Whitehead Hall, and to Ingersol Hall’s Lecture Halls and Biology Department Labs; the Pool Rehabilitations at Bronx Community College and BMCC; Lehman’s Utility Plant Upgrade; Brooklyn College’s CUNY Boat; Phase 1-A in the 17 Lexington Building, and the PAC Accessibility and Terrazo Project, and the North Campus Energy Project’s Cooling Towers at Baruch; Medgar Evers College’s Chiller Plant interconnections to AB1 and Bedford Avenue Buildings (a $17 million Energy Performance Contract), College of Staten Island’s Pool Dehumidification and Water Filtration and Phase 1 of the Site Hardscape Reconstruction; Campus-wide Security System Upgrades at Medgar Evers; Queens College’s TV Studio Reconstruction in King Hall, the Chiller Replacement in Colden Hall and Queens Hall, and ADA Bathroom Upgrade Phase 1; and the 2M Building at the College of Staten Island.

Acting Chairman Berry thanked Ms. Moore-Wilk for the presentation. Moved by Acting Chairman Berry and seconded by Trustee Obergfell, the meeting adjourned to go into Executive Session at 4:05 p.m.

**CONVENING OF EXECUTIVE SESSION:**

Acting Chair Philip Berry called for an Executive Session pursuant to Section 105, Article 7, of the Public Officers Law. The Trustees met in Executive Session from 4:05 p.m. to 4:15 p.m.

The Trustees reconvened in Public Session. Acting Chair Philip Berry reported that the Executive Session was for the purpose of reviewing a legal item. No actions were taken, as the review was for information purposes only. The Acting Chair then moved to adjourn the meeting. The motion was seconded by Trustee Pichardo. Acting Chair wished everyone a happy and enjoyable holiday season and the meeting was immediately adjourned at 4:18 p.m.