



MINUTES OF THE REGULAR MEETING
OF THE EXECUTIVE COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
September 27, 2019

A regular meeting of the Executive Committee of the Board of Directors of New York City Economic Development Corporation ("NYCEDC") was held, pursuant to notice by an Assistant Secretary, on Friday, September 27, 2019, at NYCEDC's offices at One Liberty Plaza, in Conference Center A/B, New York, New York.

The following members of the Executive Committee were present:

William Candelaria
Wilton Cedeno (by conference telephone)
Jon Cohen (as alternate for Vicki Been)
James McSpiritt
James Patchett
Michael Schlein
Betty Woo

Other Directors of NYCEDC, members of NYCEDC staff and a member of the public also were present.

The meeting was chaired by Michael Schlein, Chairperson of NYCEDC, and called to order at 9:50 a.m. Meredith Jones, General Counsel, Executive Vice President and Secretary of NYCEDC, served as secretary of the duly constituted meeting, at which a quorum was present.

1. Approval of the Minutes of the August 13, 2019 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the August 13, 2019 regular meeting of the Executive Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Contracts and Other Matters

The following contracts, authorizations, expenditures and matters were then presented to the Executive Committee for approval. (Attached hereto as Attachment 1 is a definition sheet that contains the definitions of certain frequently used terms that may be contained in the Exhibits attached hereto.)

(a) Financial District and Seaport Climate Resilience Master Plan

Elijah Hutchinson, a Vice President of NYCEDC, presented a proposed contract with Arcadis of New York, Inc. ("Arcadis") to provide services related to the undertaking of a master plan to develop conceptual design of a shoreline extension and a preliminary design of an appropriate first phase adaptation project (as part of the shoreline extension project) to protect against the projected impacts of climate change in the Financial District and South Street Seaport in Manhattan, on substantially the terms set forth in Exhibit A hereto.

In answer to a question from Mr. McSpiritt, Mr. Hutchinson indicated that multiple firms responded to the publicly advertised request for qualifications for the proposed contract, and that from those respondents 5 were selected for a request for proposals ("RFP"). In answer to a second question from Mr. McSpiritt, Mr. Hutchinson stated that Arcadis was a Dutch-based firm with over 100 years of experience in this field, and that NYCEDC had worked with Arcadis on other projects.

At this time, Mr. Patchett noted that the sources of funds for this contract were City Tax Levy and/or NYCEDC programmatic budget funds, as this project may involve a mix of both. In answer to a question from Mr. Schlein, Mr. Hutchinson explained that NYCEDC had a role in a very large, multi-agency approach to resiliency in which the City of New York (the "City"), the State and the federal government all were involved. Mr. Hutchinson then discussed the many layers of that multi-agency approach. He discussed the various coastal resiliency studies and projects that NYCEDC was involved with throughout the City. He noted that there would be a lot of work to be done to combat and adapt to climate change. Mr. Patchett then discussed the comprehensive strategy and various resiliency projects being implemented for Lower Manhattan.

A motion was made to authorize the matter set forth for authorization in the Proposed Resolution section of Exhibit A hereto. Such motion was seconded and unanimously approved.

(b) Manhattan Greenway Harlem River

David Smucker, a Project Director of NYCEDC, presented a proposal for (i) a contract and possibly one or more amendments thereto with Hunter Roberts Construction Group, L.L.C. ("Hunter Roberts") for construction management ("CM") services, including pre-construction, construction and post-construction services, (ii) a force account agreement with the New York City Transit Authority ("NYCTA") to provide subway tunnel inspection and monitoring services during project construction, (iii) a force account agreement with the Triborough Bridge and Tunnel Authority to provide bridge inspection and monitoring services during project construction, and (iv) any agreements necessary to obtain funds ("Funding Source Agreements") or amendments to Funding Source Agreements, all to provide for the construction of the Manhattan Greenway Harlem River project, on substantially the terms set forth in Exhibit B hereto.

A motion was made to authorize the matters set forth for authorization in the Proposed Resolution section of Exhibit B hereto. Such motion was seconded and unanimously approved.

(c) Water Street Corridor Streetscape Improvements

Steven Nelson, a Senior Project Manager of NYCEDC, presented a proposal for (i) an agreement for construction services with the lowest responsible bidder to a publicly advertised invitation for bids ("IFB"), (ii) a force account agreement with NYCTA to provide inspection services during project construction, and (iii) any needed Funding Source Agreements, including agreements with utilities to pay for project utility work, all to provide for the construction of streetscape and plaza improvements for the Water Street Corridor Streetscape Improvements Project, on substantially the terms set forth in Exhibit C hereto.

In answer to a question from Mr. McSpirtt, Mr. Nelson stated that the winning contractor was not known yet but that the contract would be awarded to the lowest responsible bidder. Ms. Jones explained that because this involved an IFB, NYCEDC had limited discretion and the lowest responsible bidding contractor would be awarded the contract. In answer to a request from Mr. McSpirtt, Mr. Patchett confirmed that NYCEDC would notify the Executive Committee of the list of bidders and the selected contractor as soon as that information became available.

A motion was made to authorize the matters set forth for authorization in the Proposed Resolution section of Exhibit C hereto. Such motion was seconded and unanimously approved.

Other Contracts and Matters

The following contracts, authorizations, expenditures and matters were then presented to the Executive Committee for authorization after a brief summary of those matters by James Katz, an Executive Vice President of NYCEDC.

(a) On-Call Urban Planning and Design Services

(i) A proposed contract with each of Claire Weisz Architects LLP, Interboro Partners LLC, Skidmore, Owings & Merrill LLP, One Architecture and Urbanism Inc. d/b/a One Urbanism, and FXCollaborative Architects LLP to provide on-call urban planning and design services, including market analysis and public outreach services, in connection with various projects in the City of New York, and (ii) any Funding Source Agreements necessary to obtain funds for any work under such contracts, on substantially the terms set forth in Exhibit D hereto.

(b) WE NYC Loan Loss Reserve Fund

(i) A proposed memorandum of understanding ("MOU") or agreement between NYCEDC and New York City Business Assistance Corporation ("NYBAC") pursuant to which NYCEDC will provide NYBAC with funds for a loan loss reserve (the "Reserve Fund"), (ii) any ancillary agreements reasonably necessary to facilitate the disbursement of NYCEDC's funds to NYBAC for the Reserve Fund, and (iii) any needed Funding Source Agreements, all for the WE NYC Loan Loss Reserve Fund program, which was created to assist small firms, and particularly women-owned firms, to secure sources of working capital, on substantially the terms set forth in Exhibit E hereto.

(c) Public Retail Markets Branding and Marketing

A proposed amendment to NYCEDC's contract with The Watsons, LLC for public retail markets branding and marketing activities, to provide for services to augment NYCEDC resources for the launch of a city-wide public retail markets branding and marketing campaign, on substantially the terms set forth in Exhibit F hereto.

In answer to a question from Mr. McSpiritt, Mr. Katz explained that this amendment was for an expansion of the project scope, to provide for rolling out a campaign in support of the City's public markets.

(d) East River Waterfront in Lower Manhattan

A proposal to amend the source of funds for payments under the amendment to NYCEDC's CM contract (a "CM Contract") with Hunter Roberts for the Esplanade and Piers Project on the East River waterfront in Lower Manhattan for services approved by NYCEDC's Executive Committee on August 13, 2019, on substantially the terms set forth in Exhibit G hereto.

(e) NYC Media Lab

(i) A proposed amendment to the contract between NYCEDC and the Tandon School of Engineering of New York University in connection with Phase 2 of the NYC Media Lab program (the "Tandon Contract"), a project funded by the Mayor's Office of Media and Entertainment to foster greater collaboration among various sectors of the media industry in New York City, to provide additional funds for the NYC Media Lab program and to amend the Tandon Contract's scope of services, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit H hereto.

(f) NYCEDC Incubator Initiative: Made in NY Media Center

(i) A proposed amendment to the existing agreement with The Independent Feature Project, Inc. for the management of the existing Made in NY Media Center (the "Media Center"), a media and technology incubator that provides affordable workspace for media and entertainment projects, entrepreneurs and companies, including start-ups

and freelancers; provides educational and networking programming to Media Center users and the broader community; and facilitates collaboration across media and entertainment industry segments, to provide additional funds for the Media Center project to facilitate additional project scope, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit I hereto.

(g) Citywide Rehabilitation/Improvements

(i) One or more proposed amendments to NYCEDC's CM Contract with The McKissack Group, Inc. d/b/a McKissack & McKissack, (ii) one or more proposed amendments to NYCEDC's 2017 facilities management/construction management contract (a "FM/CM Contract") with Hunter Roberts, (iii) one or more proposed amendments to NYCEDC's CM Contract with Gilbane Building Company, and (iv) any needed Funding Source Agreements, all to provide for work related to waterfront and other facilities at various locations in the City, on substantially the terms set forth in Exhibit J hereto.

(h) Citywide Plumbing Services

A proposed amendment to a contract with Economy Plumbing & Heating Co., Inc. for citywide plumbing services at various sites managed by NYCEDC, to provide for additional project funds and services, on substantially the terms set forth in Exhibit K hereto.

(i) Waterfront Maintenance

A proposed contract with each of Reicon Group, LLC and Sound Marine Construction & Salvage, Inc. to provide waterfront maintenance services at various sites managed by NYCEDC, on substantially the terms set forth in Exhibit L hereto.

(j) CCTV Maintenance for NYCEDC Properties

A proposed contract with Demand Electric Inc. ("Demand") for maintenance and installation services for CCTV equipment, data transmission antennas and data storage equipment at various sites managed by NYCEDC, including NYC Ferry sites, on substantially the terms set forth in Exhibit M hereto.

In answer to a question from Mr. McSpiritt concerning responses to NYCEDC's RFP for the CCTV maintenance work, Joseph Palazzola, an Assistant Vice President of NYCEDC, explained that NYCEDC required equipment and software compatible with certain New York City Police Department systems, and that Demand was licensed to work on this software.

(k) On-Call Citywide Rubbish Removal Services

A proposed amendment to NYCEDC's contract with Filco Carting Corp. for citywide rubbish removal services and provision of dumpsters (the "Rubbish Removal

Project”), to extend the term to enable services to continue while a new Rubbish Removal Project contract is being procured and to provide additional funds for Rubbish Removal Project services, on substantially the terms set forth in Exhibit N hereto.

(l) Elevator Maintenance, Repair and Emergency Services at the Brooklyn Army Terminal and Various Sites

(i) A proposed amendment to an existing contract with Schindler Elevator Corporation (“Schindler”) for elevator maintenance, repair and emergency services for the Brooklyn Army Terminal, Bush Terminal and various other sites managed by NYCEDC (the “Elevator Services”), to provide additional funding and to extend the end of the term from August 31, 2019 through approximately the end of 2019, and (ii) a proposed new contract with each of one or more of Schindler, Slade Industries Inc., and Thyssenkrupp Elevator Corporation to provide for Elevator Services commencing in approximately early 2020, on substantially the terms set forth in Exhibit O hereto.

(m) Academy Express, L.L.C. Service Contract: Amendment

(i) A proposed amendment to the contract (the “Academy Contract”) with Academy Express, L.L.C. for the provision of express bus service between the South Shore of Staten Island and Midtown Manhattan during peak weekday morning and evening hours, to provide additional funding for the purchase of updated MetroCard-compatible fare reader machines, (ii) any needed Funding Source Agreements for this project, and (iii) any other needed agreements, amendments to agreements (including an MOU with the New York City Department of Transportation) or arrangements with one or more City or State agencies or affiliates thereof related to their assisting in the administration of the Academy Contract, on substantially the terms set forth in Exhibit P hereto.

Approval of Section 3 Contracts and Matters

A motion was made to authorize the matters set forth for authorization in the Proposed Resolution sections of Exhibits D – P hereto. Such motion was seconded and unanimously approved.

4. Approvals

With respect to the items set forth in Sections 2(a) – (c) and 3(a) – (m) above, it was understood that authorization and approval of such matters included authorization for the President and other empowered officers to execute the necessary legal instruments, and for the President and other empowered officers to take such further actions as are or were necessary, desirable or required, to implement such matters on substantially the terms described above.

5. Adjournment

There being no further business to come before the meeting, pursuant to a motion made, seconded and unanimously approved the Executive Committee meeting was adjourned at 10:21 a.m.

Mark Silverman
Assistant Secretary

Dated: November 7, 2019
New York, New York

DEFINITIONS

Apple	Apple Industrial Development Corp.
Armand	Armand Corporation d/b/a Armand of New York
BAT	Brooklyn Army Terminal
Bovis	Bovis Lend Lease LMB, Inc.
CDBG	Federal Community Development Block Grant
CDBG-DR Funds	Federal Community Development Block Grant-Disaster Recovery Program funds
CEQR	City Environmental Quality Review process
City DEP	New York City Department of Environmental Protection
City DOT	New York City Department of Transportation
City Parks	New York City Department of Parks and Recreation
City Planning	New York City Department of City Planning or City Planning Commission
CM	A construction manager
CM Contract	A construction management contract
DCAS	New York City Department of Citywide Administrative Services
EIS	Environmental Impact Statement
ESDC	New York State Urban Development Corporation d/b/a Empire State Development Corporation
FEMA	Federal Emergency Management Agency
FM	A facilities manager
FM/CM Contract	A facilities management/construction management contract
Funding Source Agreement	Any agreement necessary to obtain funds for the Project, including IDA Agreements
Gilbane.....	Gilbane Building Company
HDC	New York City Housing Development Corporation
HPD	New York City Department of Housing Preservation and Development
Hunter Roberts	Hunter Roberts Construction Group, L.L.C.
IDA	New York City Industrial Development Agency
IDA Agreement	Agreement with IDA pursuant to which IDA retains NYCEDC to accomplish all or part of the Project and reimburses NYCEDC for the costs of the work
LiRo	LiRo Program and Construction Management, PE P.C.
LMDC	Lower Manhattan Development Corporation
McKissack	The McKissack Group, Inc. d/b/a McKissack & McKissack
MOU	A memorandum of understanding
NYCEDC	New York City Economic Development Corporation, survivor of a

November 1, 2012 merger of a local development corporation (the "LDC") named New York Economic Development Corporation with and into New York City Economic Growth Corporation. References to NYCEDC prior to such merger are references to the LDC.

NYCHA	New York City Housing Authority
NYCLDC	New York City Land Development Corporation
Noble Strategy	Noble Strategy NY Inc.
OMB	New York City Office of Management and Budget
Port Authority	The Port Authority of New York and New Jersey
RFP	Request for Proposals
Sanitation	New York City Department of Sanitation
SBS	New York City Department of Small Business Services
SEMO	New York State Emergency Management Office
SEQR	State Environmental Quality Review process
Skanska	Skanska USA Building Inc.
State DEC	New York State Department of Environmental Conservation
State DOS	New York State Department of State
State DOT	New York State Department of Transportation
State Parks	New York State Office of Parks, Recreation and Historic Preservation
Tishman	Tishman Construction Corporation of New York
Turner	Turner Construction Company
ULURP	Uniform Land Use Review Procedure

Exhibit A

**FINANCIAL DISTRICT AND SEAPORT CLIMATE RESILIENCE MASTER PLAN
Executive Committee Meeting
September 27, 2019**

Project: Undertake a master plan (the "Master Plan") to develop conceptual design of a shoreline extension and a preliminary design of an appropriate first phase adaptation project (as part of the shoreline extension project) to protect against the projected impacts of climate change in the Financial District and South Street Seaport in Manhattan

Contractor: Arcadis of New York, Inc. (the "Consultant")

Agreement to be Approved: A contract (the "Master Plan Contract") with the Consultant to provide Project services

Procurement Method: RFP to qualified respondents, as were selected from a publicly advertised RFQ

Amount to be Approved: Up to \$8,000,000

Source of Funds to NYCEDC: City tax-levy funds and/or NYCEDC programmatic budget funds

Scope:

- The Consultant will undertake a Master Plan, which will include undertaking engineering services and developing a conceptual design of the shoreline extension, including upland components and tie-ins, and a more detailed first phase preliminary project design.
- The Consultant will analyze transportation, maritime and drainage infrastructure, as well as strategies for placemaking, urban design and programming, and integrate recommendations into the design of the shoreline extension.
- Services will also include drainage modeling under multiple storm scenarios, as well as analysis of environmental impacts to inform design and permitting considerations.
- The Master Plan will include thorough financial analysis to inform decision-making throughout the planning process, as well as developing a pathway to implementation, including strategies for permitting, financing, and governance.
- Engagement will be included throughout the Master Plan, with services including preparing and carrying out an outreach plan, including innovative engagement techniques to reach a wide and diverse population of stakeholders.
- Additional services include background analysis and site investigations, as well as analysis of in-water impacts, including habitats and ecology, water rebound, navigational concerns, and scour.

Certain tasks will be undertaken by subcontractors of the Consultant.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Master Plan Contract substantially as described herein

NYCEDC Project Code: 7809

Staff: Cecilia Kushner, Executive Vice President, PDT
Elijah Hutchinson, Vice President, Development
Jocelyn Dupre, Assistant Vice President, Development
Andrea Zhu, Project Manager, Development
Astrid Andre, Senior Counsel, Legal

Exhibit B

MANHATTAN GREENWAY HARLEM RIVER Executive Committee Meeting September 27, 2019

Project: The construction of the Manhattan Greenway Harlem River project

Contractors:

- Hunter Roberts
- New York City Transit Authority ("NYCTA")
- Triborough Bridge and Tunnel Authority ("TBTA")

Agreements to be Approved:

- A contract and possibly one or more amendments thereto with Hunter Roberts for CM services for the Project, including pre-construction, construction and post-construction services (together, the "Hunter Roberts Contract")
- A force account agreement with the NYCTA (the "NYCTA Agreement") to provide subway tunnel inspection and monitoring services during construction of the Project
- A force account with the TBTA (the "TBTA Agreement") to provide bridge inspection and monitoring services during construction of the Project
- Any needed Funding Source Agreements or amendments to Funding Source Agreements

Procurement Methods:

- The Hunter Roberts Contract was procured through a publicly advertised RFP, using the competitive sealed proposals procurement method
- The NYCTA Agreement will be sole sourced
- The TBTA Agreement will be sole sourced

Amounts to be Approved:

- Up to \$206,658,000 for the Hunter Roberts Contract, plus any funds authorized but not used for the NYCTA Agreement, the TBTA Agreement and the previously authorized engineering, design and construction administration contract for the Project with Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, D.P.C. (the "Langan Contract")
- Up to \$500,000 for the NYCTA Agreement
- Up to \$500,000 for the TBTA Agreement

Source of Funds to NYCEDC: City Capital Budget funds

Scope: The Project consists of multiple components, including bulkhead repairs along the Harlem River approximately from East 125th Street to West 145th Street, and approximately from West 155th Street to Swindlers Cove. The various bulkhead types in this stretch of the Harlem River exhibit varying degrees of deterioration and disrepair that will be addressed in order to provide a safe and accessible greenway.

The Project also includes a new approximately 7-acre waterfront park approximately from East 125th Street to East 132nd Street, along the Harlem River. The waterfront park programming includes bike and pedestrian pathways, plantings, seating, lighting, new utilities, and a bulkhead railing.

In November 2018, the Executive Committee authorized NYCEDC entering into the Langan Contract for design services for the Project. At this time, NYCEDC proposes to enter into the Hunter Roberts Contract for CM services and to complete pre-construction, construction, and post-construction services for the Project.

The Project is being constructed in close proximity to various subway tunnels and bridges that cross Harlem River, and NYCEDC also proposes to enter into the NYCTA Agreement and the TBTA Agreement to provide subway tunnel and bridge monitoring and inspection services during construction activities.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Hunter Roberts Contract, the NYCTA Agreement, the TBTA Agreement, and any needed Funding Source Agreements or amendments to Funding Source Agreements, substantially as described herein.

This Manhattan Greenway Harlem River project was last presented to Executive Committee on November 8, 2018.

NYCEDC Project Code: 7394

Staff: David Smucker, Project Director, Capital Program
Angelyn Chandler, Vice President, Capital Program
Len Greco, Senior Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit C

WATER STREET CORRIDOR STREETSCAPE IMPROVEMENTS Executive Committee Meeting September 27, 2019

Project: Construction of streetscape and plaza improvements for the Water Street Corridor Streetscape Improvements Project, located on Water Street from Whitehall Street to Fulton Street, Whitehall Street from Pearl Street to Water Street, Moore Street from Water Street to Pearl Street, a pedestrian plaza on Coenties Slip from Water Street to Pearl Street, and a pedestrian plaza from Whitehall Street to Broad Street

Contractors:

- The lowest responsible bidder to the invitation for bids for the below described Construction Contract (the "Construction Contractor")
- New York City Transit Authority ("NYCTA")

Agreements to be Approved:

- An agreement with the Construction Contractor for construction services for the Project (the "Construction Contract")
- A force account agreement with the NYCTA (the "NYCTA Agreement") to provide inspection services during construction of the Project
- Any needed Funding Source Agreements, including agreements with utilities to pay for Project utility work

Procurement Method: Publicly advertised invitation for bids

Amounts to be Approved:

- Up to \$20,000,000 for the Construction Contract
- Up to \$500,000 for NYCTA Agreement

Source of Funds to NYCEDC: City Capital Budget funds, CDBG funds made available by LMDC, FEMA funds and FHWA ER funds, and utilities to pay for certain Project utility work

Scope: The Project improvements will include primarily the installation of new curb alignments, pedestrian sidewalks, two new plazas, street lighting, and site furnishings, and are intended to improve pedestrian and vehicular safety and create a public space that aims to stimulate private investment. Project design and resident engineering services are being performed under separate contracts. Related utility relocations necessary to implement the Project will be included within the scope of work.

NYCEDC will also be entering into a contract with NYCTA to provide subway tunnel inspection services because the Project is being constructed in the vicinity of NYCTA tunnels under Water Street.

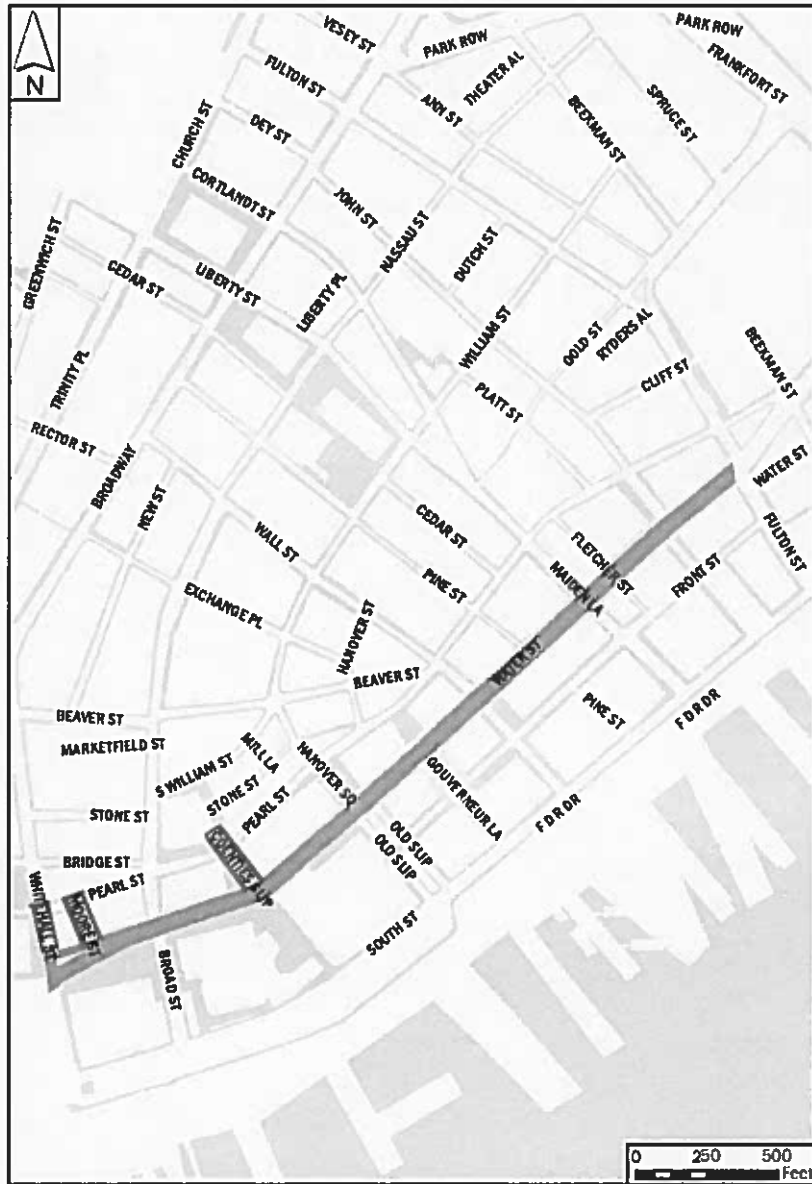
Proposed Resolution: To authorize the President and any empowered officer to enter into the Construction Contract, the Force Account Agreement, and any needed Funding Source Agreements, substantially described herein

The Water Street Corridor Streetscape Improvements project was last presented to the Executive Committee on September 28, 2018.

NYCEDC Project Code: 4848

Staff: Steven Nelson, Senior Project Manager, Capital Program
Kathryn Prybylski, P.E., Vice President, Capital Program
Len Greco, Senior Vice President, Capital Program
Raymond Klein, Counsel, Legal

WATER STREET CORRIDOR STREETScape IMPROVEMENTS



NYCEDC MGIS 10/28/13

Exhibit D

**ON-CALL URBAN PLANNING AND DESIGN SERVICES
Executive Committee Meeting
September 27, 2019**

Project: Provision of on-call urban planning and design services, including market analysis and public outreach services, in connection with various projects in the City (the "Services")

Contractors (collectively, the "Consultants"):

- Claire Weisz Architects LLP
- Interboro Partners LLC
- Skidmore, Owings & Merrill LLP
- One Architecture and Urbanism Inc. d/b/a One Urbanism
- FXCollaborative Architects LLP

Agreements to be Approved:

- A contract with each of the Consultants to provide the Services (collectively, the "Contracts")
- Any Funding Source Agreements necessary to obtain funds for any work under the Contracts

Procurement Method: A publicly advertised RFP

Amount to be Approved: Up to \$14,000,000 in the aggregate for all five contracts

Source of Funds to NYCEDC: The source of funds will vary based on the particular task. Sources may include, without limitation, City Capital Budget and Tax Levy funds, NYCEDC programmatic budget funds and other sources when available.

Scope: NYCEDC will assign project services to the Consultants on a task by task or project assignment basis. It is anticipated that each assignment will have its own distinct funding sources.

The work that will be performed under the Consultant Contracts may include various types of Services, including, without limitation: (1) urban design, including existing conditions analysis, neighborhood character analysis, creation of base maps, and zoning analysis; (2) site planning, including site configurations and specifications of land uses and program, massing/bulk analysis, public realm strategy, architectural test fits, and design guideline development; (3) planning graphics, including graphic design, layout and printing services, as well as strategy and branding on a neighborhood wide scale; (4) renderings and visualization, including digital images, watercolor, pencil sketching, and physical models; (5) sustainable design and resiliency; (6) infrastructure analysis; (7) market and financial feasibility analysis; (8) public facilitation and engagement; (9) general urban planning services, including but not limited to gathering data, and the synthesis of materials into end-product comprehensive planning studies; and (10) cost estimating.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Contracts and any necessary Funding Source Agreements, substantially as described herein

The On-Call Planning and Design Services Project was last presented to the Executive Committee on June 28, 2017.

NYCEDC Project Code: 2184

Staff: Sreoshy Banerjea, Assistant Vice President, Development
Marcela DeLorenzo, Senior Project Support Analyst, PDT
Caroline Nguyen, Counsel, Legal

Exhibit E

WE NYC LOAN LOSS RESERVE FUND Executive Committee Meeting September 27, 2019

Project: NYCEDC will provide funds to New York City Business Assistance Corporation ("NYBAC") for a loan loss reserve (the "Reserve Fund") for the WE NYC Loan Loss Reserve Fund (the "Program"). The Program was created to assist small firms (and particularly women-owned firms) to secure sources of working capital. It will enable a lender providing lines of credit (each a "Loan") (or the purchasers of its Loans) to withdraw from the Reserve Fund in the event of the default of a Loan. The Reserve Fund will allow the lender to extend its lending standards to include small businesses that would otherwise not be eligible for its current lending products. It is anticipated that Foundation Group LLC (the "Lender") will be the lender under the Program and that it will agree to provide Program Loans that it may not otherwise approve in the normal course of business, and to make Program Loans at interest rates lower than the rate the Lender would typically charge for borrowers with similar credit profiles. Foundation Loan Trust, a wholly owned subsidiary of Lender, may purchase the Loans from the Lender.

Contractor: NYBAC

Agreements to be Approved:

- A MOU or agreement (whichever, the "Agreement") between NYCEDC and NYBAC pursuant to which NYCEDC will provide NYBAC with funds for the Reserve Fund
- Any ancillary agreements reasonably necessary to facilitate the disbursement of NYCEDC's funds to NYBAC for the Reserve Fund (the "Ancillary Agreements")
- Any needed Funding Source Agreements

Procurement Method: Sole source

Amounts to be Approved: Up to \$560,000 will be made available by NYCEDC to NYBAC as needed to partially fund the Reserve Fund.

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: Small firms (and particularly women-owned firms) have trouble securing sources of working capital. Access is further hindered by their inability to provide collateral and guarantees. The reduced access to financial tools limits both their growth prospects and profitability. NYBAC will be contracting with the Lender to make Loans to qualifying small businesses, helping the small business community and promoting economic growth in New York City. NYBAC has raised \$440,000 in private funding (the "WE NYC Funds"), and NYCEDC will contribute \$560,000, for a total of \$1,000,000 to be provided to the Reserve Fund. NYCEDC will not provide funds for the Reserve Fund until NYBAC has provided \$220,000 of WE NYC Funds

to the Reserve Fund. The Reserve Fund funds will offset any losses on Loans made by the Lender to qualifying small businesses.

To the extent that funds NYCEDC provides are not withdrawn from the Reserve Fund, NYCEDC will receive the funds back. Subject to negotiation, it is possible that funds provided by NYCEDC for the Reserve Fund may be used for losses prior to WE NYC Funds in the Reserve Fund.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Agreement, any needed Ancillary Agreements, and any needed Funding Source Agreements, substantially as described herein

NYCEDC Project Code: 8004

Staff: Eric Clement, Managing Director, Strategic Investments Group
Jasper Wilson, Assistant Vice President, Strategic Investments Group
Xiao Ling Zhu, Supervising Analyst, Finance
Jay Lopez, Counsel, Legal

Exhibit F

**PUBLIC RETAIL MARKETS BRANDING AND MARKETING
Executive Committee Meeting
September 27, 2019**

Project: Services of a marketing firm to augment NYCEDC resources for the launch of a city-wide public retail markets branding and marketing campaign

Contractor: The Watsons, LLC ("Watsons")

Agreement to be Approved: An amendment (the "Amendment") to NYCEDC's contract (the "Contract") with Watsons for public retail markets branding and marketing activities, to provide for Project services

Procurement Method: Sole source amendment to the Contract previously procured through a publicly advertised RFP

Amount to be Approved: Up to \$450,000 in additional funds to be paid to Watsons, increasing the total amount to be paid to up to \$656,300

Source of Funds: NYCEDC programmatic budget funds

Scope: Support NYCEDC's in-house team in executing a media plan for the launch of a city-wide public retail markets branding and marketing campaign, which includes the new Essex Market in the Lower East Side, La Marqueta in East Harlem, Moore Street Market in East Williamsburg, additional existing public retail markets, and any new assets that may be added to the portfolio. In consultation with NYCEDC, Watsons will be responsible for an expanded scope beyond NYCEDC's normal marketing and branding activities, including, without limitation, media buys, digital assets, events/programming, print, video production, photoshoots, video shoots, and public relations assistance.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Amendment substantially as described herein

The Contract for the Project services was last presented to the Executive Committee on February 6, 2018.

NYCEDC Project Code: 6883

Staff: David Hughes, Vice President, Asset Management Revenue
Winthrop Hoyt, Senior Vice President, Asset Management Revenue
Matthew Kwatinetz, Executive Vice President, Asset Management Revenue
Caroline Nguyen, Counsel, Legal

Exhibit G

**EAST RIVER WATERFRONT IN LOWER MANHATTAN
Executive Committee Meeting
September 27, 2019**

Project: Construction management and related services, including primarily construction and post-construction services, for the construction of portions of the Esplanade and Piers Project (the "E&P Project") on the East River waterfront in Lower Manhattan

Contractor: Hunter Roberts

Matter to be Approved: Amending the source of funds for payments under the amendment to NYCEDC's CM Contract (the "Hunter Roberts Amendment") with Hunter Roberts for the E&P Project for services approved by the Executive Committee on August 13, 2019

Amount to be Approved: The authorized amount of the Amendment will remain up to \$775,000 but the sources of funds will be changed from exclusively CDBG funds made available to NYCEDC by LMDC.

Sources of Funds:

- CDBG funds made available to NYCEDC by LMDC,
- Federal Highway Administration funds made available to NYCEDC pursuant to agreements between or among NYCEDC, City DOT and/or State DOT, and/or
- City Capital Budget funds

Scope: The E&P Project is being performed in stages and has been subdivided into various sub-projects.

The E&P Project work currently contemplated to be undertaken pursuant to the Hunter Roberts Amendment primarily consists of:

- Work to complete Esplanade Package 4 Reconstruction, which is located between the East River and South Street under the FDR Drive from Catherine Slip to Pike Slip. The main improvements to be constructed under this sub-project are pavement resurfacing using pavers similar to those found on the rest of the E&P Project, railings, and furniture installation with custom elements.
- Repair of a sinkhole impacting the completion of Esplanade Package 4 Reconstruction.

Proposed Resolution: To authorize NYCEDC to apply any of the three above indicated sources of funds for the Hunter Roberts Amendment, substantially as described herein

The East River Waterfront in Lower Manhattan Project was last presented to the Executive Committee on August 13, 2019.

NYCEDC Project Code: 1706

Staff: Kathryn Prybylski, Vice President, Capital Program
Brian Larsen, Senior Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit H

NYC MEDIA LAB Executive Committee Meeting September 27, 2019

Project: Hosting, developing and managing additional services for the NYC Media Lab program, a project funded by the Mayor's Office of Media and Entertainment ("MOME") to foster greater collaboration among various sectors of the media industry in New York City, including universities, corporations and other media industry stakeholders, with an overarching goal of identifying and/or developing research projects with commercial potential

Contractor: Tandon School of Engineering of New York University ("NYU Tandon")

Agreements to be Approved:

- An amendment (the "Amendment") to the contract between NYCEDC and NYU Tandon in connection with Phase 2 of the NYC Media Lab program (the "Contract") to provide additional funds for the NYC Media Lab program and to amend the Contract's scope of services
- Any needed Funding Source Agreements

Procurement Method: Sole source amendment for additional Phase 2 work for the NYC Media Lab program. NYCEDC originally selected the Polytechnic Institute of New York University, now NYU Tandon, to administer Phase 2 of the NYC Media Lab program after a publicly advertised procurement process. Since there were only two respondents for this procurement, the procurement is considered a sole source.

Amount to be Approved: Up to an additional \$300,000, making the total authorized amount for the Contract up to \$3,660,000

Source of Funds to NYCEDC: Tax Levy funds made available by MOME

Scope: NYCEDC and NYU Tandon intend to continue to build on the success of the NYC Media Lab program, furthering its original mission to build a program of engagements between institutions of higher education and the digital media and communications industry to encourage innovation, talent development and ultimately job growth and wealth creation in New York City.

In 2009, NYCEDC funded a study to survey the media landscape in NYC - NYC.Media.2020 - to identify challenges and opportunities facing New York's media sector and NYC Media Lab was one program that came out of the process.

The Amendment will provide additional funding to NYC Media Lab to conduct a similar study culminating in a report that (i) explores how advances in human-computer interaction will change the way that people engage with information, commerce, entertainment, and one another and (ii) addresses concerns about diversity in media

and tech and the role media and technology play in defining the public sphere and advancing people's understanding of the world. The new report will identify emerging trends and opportunities for New York City in a global context during the next decade.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Amendment and any needed Funding Source Agreements substantially as described herein

The NYC Media Lab project was last presented to the Executive Committee on September 28, 2018.

NYCEDC Project Code: 3738

Staff: Karen Bhatia, Senior Vice President, Initiatives
Janita Sawh, Senior Project Manager, Initiatives
Lauren Brady, Senior Counsel

Exhibit I

NYCEDC INCUBATOR INITIATIVE: MADE IN NY MEDIA CENTER Executive Committee Meeting September 27, 2019

Project: Manage the existing Made in NY Media Center (the "Media Center"), a media and technology incubator of approximately 20,000 square feet located at 30 John Street in Brooklyn, that provides affordable workspace for media and entertainment projects, entrepreneurs and companies, including start-ups and freelancers; provides educational and networking programming to Media Center users and the broader community; and facilitates collaboration across media and entertainment industry segments. The facilities also include a café, media exhibition and gallery space, a production grade theater and classrooms.

Contractor: The Independent Feature Project, Inc. ("IFP")

Agreements to be Approved:

- An amendment (the "Amendment") to the existing agreement with IFP (the "Agreement") for the Project to provide additional funds for the Project to facilitate additional Project scope
- Any needed Funding Source Agreements

Procurement Method: Sole source

Amount to be Approved: Up to \$825,000

Source of Funds to NYCEDC: Tax Levy funds provided by the Mayor's Office of Media and Entertainment ("MOME")

Scope: The funding provided under the Amendment will be used principally to implement an updated version of the standing incubator services plan, to continue successful programs, and to create the initial phase of new programs; all programming is intended to encourage innovative content creation, industry innovation and sector diversity. The programs to be funded primarily include:

- a) **Media and Tech Programming.** IFP will produce a series of year-round programs, including panel events, professional development programs, and an accelerator program, that serves a diverse community, including women, people of color, and other historically under-served persons.
- b) **Podcasting:** IFP will continue the Podcast Training Certificate Program. The Program will explore every aspect of podcast making, from development to production and post-production through to distribution and monetization. The Program will focus on serialized content, both narrative and non-narrative, with a concentration on journalism. IFP will host and enable in its theater space live-recording events specifically for podcast production. IFP will also support the burgeoning podcasting community and marketplace through its podcast studio

and offering public symposiums, workshops and integration of podcasting into IFP's ClassWork series of professional development courses.

- c) **MOME Programming:** Ongoing programming design and venue support to further promote MOME initiatives around film financing, podcast creation, reaching and recruiting diverse voices in media and entertainment, Made in NY Industry and career panels.
- d) **"Made in NY" Honors at the 2019 IFP Gotham Awards:** As part of MOME's efforts to recognize the contributions of key stakeholders to New York City's media and entertainment industry, MOME will have the opportunity to present a Made in NY Award to one honoree, selected by MOME in consultation with IFP, onstage at the IFP Gotham Awards ceremony.
- e) **Freelancer's Hub:** IFP shall engage the Freelancers Union to manage and operate the Freelancers Hub in Brooklyn, which shall provide services and programming for independent workers, and provide satellite programs in the Boroughs of Queens, Staten Island, the Bronx, and Manhattan, among other activities

Proposed Resolution: To authorize the President and any empowered officer to enter into the Amendment and any needed Funding Source Agreements substantially as described herein

The Made in NY Media Center project was last presented to the Executive Committee on August 8, 2018.

NYCEDC Project Code: 3662

Staff: Karen Bhatia, Senior Vice President, Initiatives
Janita Sawh, Senior Project Manager, Initiatives
Lauren Brady, Senior Counsel, Legal

Exhibit J

**CITYWIDE REHABILITATION/IMPROVEMENTS
Executive Committee Meeting
September 27, 2019**

Project: Work related to waterfront and other facilities at various locations in the City

Contractors:

- McKissack
- Hunter Roberts
- Gilbane

Agreements to be Approved for Project Work:

- One or more amendments (the "McKissack Amendments") to NYCEDC's CM Contract with McKissack (the "McKissack Contract") to provide for Project Services
- One or more amendments (the "2017 Hunter Roberts Amendments") to NYCEDC's 2017 FM/CM Contract with Hunter Roberts to provide for Project services
- One or more amendments (the "Gilbane Amendments") to NYCEDC's CM Contract with Gilbane (the "Gilbane Contract") to provide for Project services

Procurement Method: Sole source amendments to contracts with the Contractors that were competitively procured. Each Contractor is acting as a CM and procuring subcontractors for the Project work assigned to it in a manner permitted under its contract, with the primary procurement method anticipated to be a method similar to the CM method of procurement in NYCEDC's contracts with the City. With NYCEDC's approval, subcontractors retained by the Contractors may, in turn, subcontract certain work.

Amounts to be Approved:

- Up to \$700,000 for the McKissack Amendments
- Up to \$300,000 for the 2017 Hunter Roberts Amendments
- Up to \$3,007,500 for the Gilbane Amendments

Source of Funds to NYCEDC: City Capital Budget funds and NYCEDC programmatic budget funds

Scope: NYCEDC proposes that the Contractors undertake substantially the Project work listed in Attachment A.

Proposed Resolution: To authorize the President and any empowered officer to enter into the McKissack Amendments, the 2017 Hunter Roberts Amendments, the Gilbane Amendments, and any needed Funding Source Agreements, substantially as described herein

Staff: Jhaelen Hernandez-Eli, Senior Vice President, Asset Management
Sophia Abel, Senior Project Manager, Asset Management
Isabel Miesner, Senior Project Manager, Asset Management
Gaudy Santos, Senior Project Manager, Asset Management
David Smucker, Project Director, Capital Program
Michael Barone, Senior Counsel, Legal

Attachment A

Contract	Work Site	Borough	Project Work	Estimated Maximum Cost	Project Code
McKissack	Hunts Point	Bronx	Rehabilitation of a train rail by Building D at Hunts Point Produce Market	\$200,000 (City Capital)	7924
McKissack	600 Food Center Drive	Bronx	600 Food Center Drive office and parking lot improvements	\$500,000 (Programmatic)	8110
			Total McKissack Amendments	\$700,000	
2017 Hunter Roberts	Staten Island Ferry Terminal	Staten Island	Work needed to obtain final Certificate of Occupancy for the Staten Island Ferry Terminal	\$300,000 (Programmatic)	1149
			Total 2017 Hunter Roberts Amendments	\$300,000	
Gilbane	Bricktown Retail Center	Staten Island	Phase 2 work related to the construction of a New York Public Library branch at Charleston	\$3,007,500 (City Capital)	7131
			Total Gilbane Amendments	\$3,007,500	

Exhibit K

**CITYWIDE PLUMBING SERVICES
Executive Committee Meeting
September 27, 2019**

Project: Citywide plumbing services at various sites managed by NYCEDC

Contractor: Economy Plumbing & Heating Co., Inc. ("Economy")

Agreement to be Approved: An amendment (the "Economy Amendment") to add funds and services to the contract with Economy (the "Economy Contract") for the Project

Procurement Method: Sole source amendment to a contract that was competitively procured

Amount to be Approved: Up to an additional \$3,000,000, making the total authorized amount for the Economy Contract up to \$6,000,000

Sources of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: Provide on-call plumbing maintenance, repair and emergency services at various sites managed by NYCEDC, including without limitation:

- Provide quarterly inspections for Brooklyn Navy Yard Pier C
- Monthly grease trap cleaning at Brooklyn Wholesale Meat Market and New Fulton Fish Market
- Gas monitoring at St. George Ball Park
- Backflow certification (new license)
- Emergency fire sprinkler work
- Emergency boiler work
- Waterjetting at Brooklyn Wholesale Meat Market, New Fulton Fish Market, La Marqueta, and Moore Street Market
- Provide continuing on-call plumbing services for NYCEDC related properties as needed

Proposed Resolution: To authorize the President and any empowered officer to enter into the Economy Amendment substantially as described herein

The Economy Contract was last presented to the Executive Committee on March 23, 2016.

NYCEDC Project Code: 6259

Staff: Eric Bassig, Project Manager, Administrative Services
Mayra Ortiz-Ranko, Vice President, Asset Management
Emily DeVito, Vice President, Asset Management
Joseph Palazzola, Assistant Vice President, Asset Management
Stephen Markovic, Senior Project Manager, Asset Management
Michael Barone, Senior Counsel, Legal

Exhibit L

**WATERFRONT MAINTENANCE
Executive Committee Meeting
September 27, 2019**

Project: Waterfront maintenance services at various sites managed by NYCEDC

Contractors:

- Reicon Group, LLC ("Reicon")
- Sound Marine Construction & Salvage, Inc. ("Sound Marine")

Agreements to be Approved: A contract with each of Reicon and Sound Marine (together, the "Contracts") to provide Project services

Procurement Method: Publicly advertised RFP, using the competitive sealed proposals method

Amount to be Approved: Up to \$15,000,000 in the aggregate for both Contracts

Sources of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: Waterfront maintenance services at various sites managed by NYCEDC, including, without limitation:

- Inspection of maritime assets.
- Environmental remediation
- Emergency repairs
- Storm preparation and response
- Dry docking services
- Heavy machinery repair
- Custom fabrication
- Barge ballasting
- Repair and servicing of maritime assets including NYC Ferry

Proposed Resolution: To authorize the President and any empowered officer to enter into the Contracts substantially as described herein

NYCEDC Project Code: 7882

Staff: Eric Bassig, Project Manager, Administrative Services
Mayra Ortiz-Ranko, Vice President, Asset Management
Emily DeVito, Vice President, Asset Management
Joseph Palazzola, Assistant Vice President, Asset Management
Stephen Markovic, Senior Project Manager, Asset Management
Michael Barone, Senior Counsel, Legal

Exhibit M

**CCTV MAINTENANCE FOR NYCEDC PROPERTIES
Executive Committee Meeting
September 27, 2019**

Project: Maintenance and installation services for CCTV equipment, data transmission antennas and data storage equipment at various sites managed by NYCEDC, including NYC Ferry sites

Contractor: Demand Electric Inc. ("Demand")

Agreement to be Approved: A contract with Demand for Project services (the "Demand Contract")

Procurement Method: Since there was a public RFP for this contract that received only one response, under NYCEDC's annual contracts with the City the Demand Contract will be considered to be a sole source contract.

Amount to be Approved: Up to \$5,000,000

Sources of Funds to NYCEDC: NYCEDC programmatic budget funds

Proposed Resolution: To authorize the President and any empowered officer to enter into the Demand Contract substantially as described herein

Scope: Provide hardware and software maintenance for, and install, CCTV equipment (including cameras), data transmission antennas and data storage equipment, at various sites managed by NYCEDC, including NYC Ferry sites.

NYCEDC Project Code: 7881

Staff: Eric Bassig, Project Manager, Administrative Services
Mayra Ortiz-Ranko, Vice President, Asset Management
Emily DeVito, Vice President, Asset Management
Joseph Palazzola, Assistant Vice President, Asset Management
Stephen Markovic, Senior Project Manager, Asset Management
Michael Barone, Senior Counsel, Legal

Exhibit N

**ON-CALL CITYWIDE RUBBISH REMOVAL SERVICES
Executive Committee Meeting
September 27, 2019**

Project: Rubbish removal services and provision of dumpsters citywide at various sites managed by NYCEDC and designated by NYCEDC for such services

Contractor: Filco Carting Corp. ("Filco")

Agreement to be Approved: An amendment (the "Filco Amendment") to NYCEDC's citywide rubbish removal services contract with Filco (the "Filco Contract") to extend the term to enable services to continue while a new Project contract is being procured and to provide additional funds for Project services

Procurement Method: Sole source amendment to the Filco Contract which was procured through a publicly advertised RFP to which there was one response

Amount to be Approved: Up to \$100,000, bringing the total authorized amount of the Filco Contract to up to \$1,100,000

Sources of Funds to NYCEDC: NYCEDC programmatic budget funds

Proposed Resolution: To authorize the President and any empowered officer to enter into the Filco Amendment, substantially as described herein

Scope: Provide dumpsters and monthly rubbish removal services at Whitehall Ferry Terminal, La Marqueta and New Fulton Fish Market. In addition, Filco shall provide dumpsters and rubbish removal services on an as needed basis for various other sites citywide, including, but not limited to BAT, as designated by NYCEDC.

This Citywide Rubbish Removal Services project was last presented to the Executive Committee on September 30, 2016.

NYCEDC Project Code: 6222

Staff: Eric Bassig, Project Manager, Administrative Services
Mayra Ortiz-Ranko, Vice President, Asset Management
Joseph Palazzola, Assistant Vice President, Asset Management
Stephen Markovic, Senior Project Manager, Asset Management
Raymond Klein, Counsel, Legal

Exhibit O

ELEVATOR MAINTENANCE, REPAIR AND EMERGENCY SERVICES AT THE BROOKLYN ARMY TERMINAL AND VARIOUS SITES

Executive Committee Meeting

September 27, 2019

Project: Elevator maintenance, repair and emergency services for BAT, Bush Terminal and various other sites managed by NYCEDC (the "Elevator Services")

Contractors: Schindler Elevator Corporation ("Schindler") and possibly Slade Industries Inc. ("Slade") and Thyssenkrupp Elevator Corporation ("Thyssenkrupp")

Agreements to be Approved:

- An amendment (the "Schindler Amendment") to an existing contract with Schindler for Elevator Services (the "Old Schindler Contract") to provide additional funding and to extend the end of the term from August 31, 2019 through approximately the end of 2019
- A new contract with each of one or more of Schindler, Slade and Thyssenkrupp to provide for Elevator Services (together the "Other Contracts") commencing in approximately early 2020

Procurement Method:

- Schindler Amendment – sole source amendment to a contract that was procured through a publicly advertised RFP
- Other Contracts - Publicly advertised RFP

Amount to be Approved:

- Up to \$587,696.64 for the Schindler Amendment
- Up to \$4,351,000 in the aggregate for the Other Contracts

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: BAT and Bush Terminal are City-owned properties leased and managed by NYCEDC. NYCEDC requires a contractor to provide the Elevator Services at BAT, Bush Terminal and other various sites managed by NYCEDC. The Elevator Services include visual inspections, general preventative maintenance, and part replacements. Schindler under the Schindler Amendment and the contractors with which NYCEDC enters into the Other Contracts will be required to take all necessary measures to ensure that the elevators are in working order and up to date on all City required filings and maintain a daily log of services performed. Schindler and the contractors under the Other Contracts will provide the materials and perform the tasks necessary to adequately furnish all labor, supervision, schedules, tools, equipment, supplies and permits for the Elevator Services.

NYCEDC issued an RFP for new contracts for Elevator Services and as a result

proposes to enter into the Other Contracts with one or more of the respondents to the RFP (Schindler, Slade, and Thyssenkrupp) to commence performing the Elevator Services thereunder approximately early in 2020. The Other Contracts would be in place of the new Schindler contract for Elevator Services approved by the Executive Committee on August 13, 2019.

Proposed Resolution: To authorize the President and any empowered officer entering into the Schindler Amendment and the Other Contracts substantially as described herein

This Project was last presented to the Executive Committee on August 13, 2019.

NYCEDC Project Code: 7459

Staff: Judith Zevack, Assistant Vice President, Brooklyn Army Terminal
Dave Aneiro, Vice President, Brooklyn Army Terminal
Raymond Klein, Counsel, Legal

Exhibit P

**ACADEMY EXPRESS, L.L.C. SERVICE CONTRACT: AMENDMENT
Executive Committee Meeting
September 27, 2019**

Project: Provision of express bus service between the South Shore of Staten Island and Midtown Manhattan during peak weekday morning and evening hours (the "SI Bus Services")

Contractor: Academy Express, L.L.C. ("Academy")

Agreements to be Approved:

- An amendment (the "Amendment") to the contract for SI Bus Services (the "Contract") with Academy to provide additional funding for the purchase of updated MetroCard-compatible fare reader machines
- Any needed Funding Source Agreements
- Any other needed agreements, amendments to agreements (including an MOU with City DOT) or arrangements with one or more City or State agencies or affiliates thereof related to their assisting in administration of the Contract (the "Administration Agreements")

Procurement Method: Sole source amendment. The Contract's prior operator filed for bankruptcy in late 2013 and the bankruptcy court held an auction for the Contract. Academy was the sole bidder and made its bid contingent on receiving a three-year extension of the Contract (which was set to expire in September 2014). On December 16, 2013, the bankruptcy court declared Academy the successful bidder. Academy assumed the Contract and commenced operation of the bus services on January 1, 2014. The Contract has been amended annually since September 8, 2017 on a sole source basis in order to prevent any interruption in service. Most recently, the Executive Committee authorized a one year extension at its August 13, 2019 meeting.

Amounts to be Approved: Up to \$100,000 in additional funds

Scope: NYCEDC proposes to amend the Contract to include additional funding for Academy to cover the costs of purchasing new fare reader equipment. City DOT and Academy determined that the current technology it uses is beyond its useful life and fails to provide accurate ridership and fare collection data, which is essential for the operation of the services. The equipment will be purchased by Academy through a vendor approved by City DOT and MTA.

Source of Funds: Funds made available by the City

Proposed Resolution: To authorize the President and any empowered officer to enter into the Amendment, any needed Administration Agreements and any needed Funding Source Agreements

The Contract for the SI Bus Services was last presented to the Executive Committee on August 13, 2019.

NYCEDC Project Code: 1379

Staff: Adam Lomasney, Assistant Vice President, Ports & Transportation
Andrew Genn, Senior Vice President, Ports & Transportation
Caroline Nguyen, Counsel, Legal