



MINUTES OF A SPECIAL MEETING
OF THE LEGAL AFFAIRS COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
September 18, 2019

A special meeting of the Legal Affairs Committee (the "Committee") of the Board of Directors of New York City Economic Development Corporation ("NYCEDC") was held, pursuant to notice by an Assistant Secretary, on Wednesday, September 18, 2019.

The following members of the Committee were present by conference telephone:

Matthew Hiltzik
Patrick J. O'Sullivan, Jr.
Betty Woo

Members of NYCEDC staff also were present.

The meeting was chaired by Ms. Woo and called to order at 3:11 p.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 December 5, 2018 Legal Affairs Committee Special Meeting

There being no questions or comments with respect to the minutes of the December 5, 2018 special Committee meeting, a motion was made to approve such minutes, as submitted. Such motion was seconded and unanimously approved.

2. Kaplan Kirsch & Rockwell LLP Legal Retainer

Ms. Jones presented a proposed agreement with Kaplan Kirsch & Rockwell LLP ("Kaplan") for the provision of legal services to NYCEDC regarding aviation matters, on substantially the terms set forth in Exhibit A hereto.

Ms. Jones stated that services under NYCEDC's Maritime Contract (the "Maritime Contract") with The City of New York (the "City") included coordinating with other governmental agencies, including the Federal Aviation Administration, and making recommendations on aviation matters. She noted that, in addition to administering agreements related to two publicly owned heliports, NYCEDC has also in the past been involved in lease renewals for the City's airports and an issue regarding federal taxation

of jet fuel that could have potentially impacted the City's airports and revenues.

Ms. Jones explained that in the past NYCEDC had retained a lawyer who was knowledgeable about aviation matters, and that having such expert advice proved extremely valuable. She stated that NYCEDC had worked with Kaplan for many years on maritime and railroad matters, and that NYCEDC learned during its recent search for aviation-related counsel that Peter Kirsch, a partner at Kaplan, had a lot of expertise in that area. Ms. Jones stated that NYCEDC decided that it made sense to retain Kaplan for these additional services and to extend the reasonable rates it was already paying to Kaplan for maritime and railroad matters to a retainer agreement with Kaplan for aviation matters. In answer to a question from Ms. Woo, Ms. Jones explained that this proposed agreement was only for aviation-related matters, and that NYCEDC's existing agreement with Kaplan for maritime and railroad matters, which also included another firm, was a separate contract that had been in place for a long time.

It was moved that the Committee authorize NYCEDC to enter into a legal retainer agreement with Kaplan for aviation matters, substantially as described in Exhibit A hereto. The motion was seconded and unanimously approved.

3. Adjournment

There being no further business to come before the meeting, pursuant to a motion made, seconded and unanimously approved, the meeting of the Committee was adjourned at 3:21 p.m.



Assistant Secretary

Dated: October 23, 2019
New York, New York

Exhibit A

**KAPLAN KIRSCH & ROCKWEL LLP LEGAL RETAINER
Legal Affairs Committee Meeting
September 18, 2019**

Project: Legal representation of NYCEDC regarding aviation matters

Contractor: Kaplan Kirsch & Rockwell LLP ("Kaplan")

Agreement to be Approved: An agreement with Kaplan for Project services (the "Retainer Agreement")

Procurement Method: Micro purchase

Amount to be Approved: Up to \$20,000

Source of Funds to NYCEDC: NYCEDC's programmatic budget

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

Scope: NYCEDC's Maritime Contract with the City provides that NYCEDC shall coordinate with other governmental entities, including the FAA, on aviation matters and make recommendations on aviation matters. Pursuant to the Maritime Contract, NYCEDC manages the City's heliports. From time to time these activities make it necessary for NYCEDC to call on aviation legal counsel to formulate its advice. Peter Kirsch of Kaplan is knowledgeable about aviation matters and is well positioned to advise NYCEDC staff. NYCEDC has long relied on other members of Kaplan for advice on maritime and railroad matters and has found their services extremely helpful.

Kaplan will charge the following rates per hour, which are equal to those NYCEDC is currently paying Kaplan for advice on maritime and railroad matters: \$386.95 for partners, \$337.70 for associates, and \$75 for paralegals. The rates for partners and associates will be subject to a 5% increase each July 11. Kaplan will also be reimbursed for certain expenses. It should be noted that the City's Law Department, pursuant to its role under NYCEDC's Maritime Contract with the City, has approved the rates and retention of Kaplan for this matter.

Staff: Meredith Jones, General Counsel