



MINUTES OF THE REGULAR MEETING
OF THE EXECUTIVE COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
December 18, 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 Wednesday, December 18, 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 (by conference telephone)
Wilton Cedeno
William Floyd (by conference telephone)
Pedram Mahdavi (as alternate for Vicki Been)
James McSpirtt
James Patchett
Michael Schlein (by conference telephone)
Timothy Wilkins
Betty Woo (by conference telephone)

Members of NYCEDC staff also were present.

The meeting was called to order at 9:05 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 November 7, 2019 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the November 7, 2019 regular meeting of the Executive Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

Mr. Wilkins joined the meeting at this time.

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) Metropolitan Hospital

Adebayo Oyeniyi, a Project Director of NYCEDC, presented a proposal for (i) a construction management ("CM") contract (a "CM Contract") with Gilbane Building Company for CM and related services (the "Metropolitan CM Contract") for flood mitigation work with regard to the Metropolitan Hospital campus, (ii) any agreements necessary to obtain funds ("Funding Source Agreements") for project work under the Metropolitan CM Contract, and (iii) the use of Federal Emergency Management Agency ("FEMA") 428 funds instead of Federal Community Development Block Grant-Disaster Recovery Program funds for the previously authorized design, construction administration and related services contract (the "Design Contract") for the project with Stantec Consulting Services Inc., and any needed amendment to the Design Contract and any needed Funding Source Agreement resulting therefrom, all on substantially the terms set forth in Exhibit A hereto.

In answer to a question from Mr. Ceden, Mr. Oyeniyi stated that the heights of the flood prevention walls varied, mostly ranging from 4 to 7 feet, depending on location. Angelyn Chandler, a Vice President of NYCEDC, added that the wall would be taller on First Avenue, with a height of approximately 12 feet there. In answer to a second question from Mr. Ceden, Ms. Chandler stated that deployable gates would be operated by the hospital.

At this time, Mr. Patchett explained that the City had considered redevelopment of the Metropolitan Hospital campus, but that the new leadership of the hospital ultimately decided to proceed with the existing campus. In answer to a question from Mr. Mahdavi, Mr. Oyeniyi stated that FEMA was the source of \$93 million of this project's funding.

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

At this time, Mr. Patchett stated that NYCEDC's involvement in Citywide resiliency efforts would be a good topic for a presentation at a future meeting of the Board of Directors.

(b) Bush Terminal Film/TV Soundstage North

Angelica Zhang, a Senior Project Manager of NYCEDC, presented a proposal for (i) one or more amendments to NYCEDC's contract with SO-IL Office Ltd. to provide amended design and related services, (ii) one or more amendments to NYCEDC's 2017 facilities management/construction management contract (an "FM/CM Contract") with Hunter Roberts Construction Group, L.L.C. to provide for CM and related services, and (iii) any needed Funding Source Agreements, related to the full demolition of Unit D and design and construction of new film/television soundstage and support space at the Unit

D site at the Made in New York ("MiNY") campus at Bush Terminal, on substantially the terms set forth in Exhibit B hereto.

In answer to a question from Mr. McSpiritt, Mr. Patchett explained that an NYS Level 2 ("Level 2") soundstage was what was needed for modern soundstages. In answer to a second question from Mr. McSpiritt, Mr. Patchett stated that this project was being funded by City Capital Budget funds, and that NYCEDC programmatic budget funds may be used to front the City Capital Budget funds before they become available in order to more expeditiously move the project forward. In answer to a third question from Mr. McSpiritt, Jhaelen Hernandez-Eli, a Senior Vice President of NYCEDC, stated that in terms of height and size the project's soundstages were market-competitive and market-relevant. In answer to another question from Mr. McSpiritt, Julie Stein, a Senior Vice President of NYCEDC, stated that there would be parking spots at the adjacent site dedicated to the soundstages.

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) Futureworks NYC

Connor Corcoran, a Project Manager of NYCEDC, presented a proposed consultant contract with SecondMuse, LLC for the development and operation of support services for hardware entrepreneurs through (1) a "virtual incubator program" supporting the growth of advanced manufacturing startups through workshops, summits, and access to mentors (the "Futureworks Incubator") and (2) a network of advanced manufacturing spaces ("Futureworks Shops") offering increased affordable access, on substantially the terms set forth in Exhibit C hereto.

In answer to a question from Mr. Cedeno, Lindsay Clinton, an Executive Vice President of NYCEDC, explained that NYCEDC was exploring what linkages could be made between its Cyber NYC program, its forthcoming artificial intelligence program and Futureworks NYC. She further stated that connections that were currently happening between programs were more between NYCEDC's tenanting strategy at BAT and the companies that came out of Futureworks NYC, as some Futureworks NYC companies had taken up residence at BAT.

In answer to a question from Mr. Wilkins, Mr. Corcoran stated that the Futureworks Shops network was represented across all five boroughs of the City. Ms. Clinton added that making this a "virtual incubator program" and having the shops and incubator programs tied together enabled entrepreneurs across all five boroughs to have access to the incubator without being tied to one specific space.

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

3. 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) New DockNYC Operating Agreement

A proposed agreement (the "Operating Agreement") with Billybey Marina Services, LLC for the management, maintenance and operation of multiple berth sites administered or serviced by NYCEDC for an initial period of five years, with two, five-year extension periods, with the fees modified from those approved by the Executive Committee for the Operating Agreement on November 7, 2019, on substantially the terms set forth in Exhibit D hereto.

(b) NYC Ferry Infrastructure and Force Account

(i) One or more proposed amendments to NYCEDC's CM Contract (the "Skanska Contract") with Skanska USA Building Inc. ("Skanska") for the NYC Ferry project, for the provision of additional CM and related services for existing NYC Ferry landings – this work is to expand NYC Ferry work authorized for an amendment to the Skanska Contract at the November 7, 2019 Executive Committee meeting, which consisted only of the removal of a temporary path at the East 90th Street NYC Ferry landing to include ADA accessibility work at such landing and work at Pier 11 Slips A and C that are used by NYC Ferry and others, (ii) a proposed force account agreement with the New York City Transit Authority to provide for subway tunnel inspection, vibration monitoring and related services during work pertaining to dredging near Piers 9 and 11 on the East River in lower Manhattan, and (iii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit E hereto.

(c) Citywide Rehabilitation/Improvements

(i) One or more proposed amendments to NYCEDC's CM Contract with Armand Corporation d/b/a Armand of New York, (ii) one or more proposed amendments to NYCEDC's 2017 FM/CM Contract with Skanska, (iii) one or more proposed amendments to NYCEDC's CM Contract with The McKissack Group, Inc. d/b/a McKissack & McKissack, and (iv) any needed Funding Source Agreements, all to provide for work related to waterfront and other facilities at various locations in New York City and obtaining a barge anticipated to be located primarily at Brooklyn Army Terminal Pier 4, on substantially the terms set forth in Exhibit F hereto.

In answer to a question from Mr. McSpiritt, Mr. Patchett stated that this was not the first barge acquisition for NYCEDC, as it had separately procured barges many times in the past. Seth Myers, an Executive Vice President of NYCEDC, then noted that the barge being procured was a DockNYC barge, and that it would help provide access to the waterfront and community programming.

(d) Marine Highway Market Assessment

(i) A proposed contract with R.K. Johns & Associates, Inc. ("R.K. Johns") to provide for a study to identify new cargo shipping opportunities between New York City maritime terminals and ports along the Northeast Atlantic coast (which network of ports, including those in the City, are collectively referred to as the Marine Highway), to reduce the volume of cargo carried by truck in the City, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit G hereto.

In answer to a question from Mr. McSpirtt, the Committee was informed that R.K. Johns was a familiar name in the maritime industry and that there had been nine responses to the procurement for this project.

(e) Moore Street Retail Market – Humboldt Plaza Concession Agreement

A proposed concession agreement from the New York City Department of Transportation to NYCEDC in order to provide for NYCEDC's operation, management and programming of Humboldt Plaza, which is an approximately 10,500 square foot public plaza adjacent to the Moore Street Retail Market in the East Williamsburg neighborhood of Brooklyn, on substantially the terms set forth in Exhibit H hereto.

Mr. Patchett noted that a particular area of attention for NYCEDC over the next 6-to-12 months would be to focus on strategy for the public markets, given the potential and opportunities that these assets held.

(f) Saw Mill Creek Wetland Mitigation Bank Post-Construction Monitoring and Maintenance

(i) A proposed consultant contract with Louis Berger & Assoc., P.C. for services related to post-construction monitoring and maintenance activities with regard to restored property in connection with the Saw Mill Creek Pilot Wetland Mitigation Bank, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit I hereto.

(g) On-Call Maritime Engineering Consultant Services

(i) One or more proposed amendments to NYCEDC's maritime engineering contract with BTMI Engineering, PC f/k/a Ocean and Coastal Consultants Engineering, P.C. for maritime engineering consultant services at various sites, to provide for additional project services, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit J hereto.

(h) Funding and Subgrant Agreements

(i) Proposed funding agreements with (1) Evergreen, Inc.: Your North Brooklyn Business Exchange, (2) Jewish Board of Family and Children's Services, Inc., and (3)

The Young Men's and Young Women's Hebrew Association, or affiliates, (ii) a proposed amendment to a subgrant agreement with the Wildlife Conservation Society and (iii) any agreements necessary to obtain funds for said agreements and amendment, on substantially the terms set forth in Exhibit K hereto.

(i) Tax Credit Counsel

(i) A proposed legal retainer agreement with each of Nixon Peabody LLP, Holland & Knight LLP, and Drohan Lee LLP for the provision of on-call legal services in connection with certain tax credit matters, expected to consist principally of new markets tax credit and historic tax credit matters, and (ii) any needed Funding Source Agreements for such work, on substantially the terms set forth in Exhibit L hereto.

Approval of Section 3 Contracts and Matters

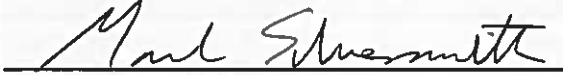
A motion was made to authorize the matters set forth for authorization in the Proposed Resolution sections of Exhibits D – L hereto. Such motion was seconded and unanimously approved.

4. Approvals

With respect to the items set forth in Sections 2(a) – (c) and 3(a) – (i) 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 9:43 a.m.


Assistant Secretary

Dated: February 5, 2020
New York, New York

Attachment 1

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

METROPOLITAN HOSPITAL Executive Committee Meeting December 18, 2019

Project: CM and related services for flood mitigation work with regard to the Metropolitan Hospital campus, and related design services

A: Approval of a CM

Contractor: Gilbane

Agreements to be Approved:

- A CM Contract with Gilbane (the "Metropolitan CM Contract") for Project CM and related services
- Any needed Funding Source Agreements

Procurement Method: Gilbane was procured through a publicly advertised RFP, using the competitive sealed proposals method of procurement. Gilbane will procure subcontractors for Project work in a manner permitted under the Metropolitan CM 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. Subcontractors retained by Gilbane may subcontract certain work.

Amount to be Approved: Up to \$85,000,000 for the Metropolitan CM Contract

Source of Funds to NYCEDC: FEMA 428 Funds

Scope: The Metropolitan Hospital project primarily involves a perimeter flood mitigation system with improved stormwater and drainage systems that will protect the campus against flooding. This includes a permanent flood wall with vehicular and pedestrian gates, associated mitigation pumps, plumbing, drainage systems, loading dock protection, basement wall hardening, sanitary and storm water management, relocation of the NYC and NYS Emergency Management Chempak Room and sealing of tunnels and manholes to protect critical infrastructure. Gilbane will act as CM for this Project. It and its subcontractors will undertake CM and related services, including pre-construction, construction and post-construction services.

B: Approval of Change of Funds for Design

Matter to be Approved: Change from CDBG-DR funds to FEMA 428 funds, the source of funds for the previously authorized design, construction administration and related services contract (the "Design Contract") for the Project with Stantec Consulting Services Inc.

C: Combined Resolution

Proposed Resolution: To authorize the President and any empowered officer to enter into the Metropolitan CM Contract and any needed Funding Source Agreements related thereto substantially as described herein, and the use of FEMA 428 funds instead of CDBG-DR funds for the Design Contract and any needed amendment to the Design Contract and any needed Funding Source Agreement resulting therefrom

The Metropolitan Hospital project was last presented to the Executive Committee on December 20, 2016.

NYCEDC Project Code: 6307

Staff: Adebayo Oyeniyi, Project Director, Capital Program
Angelyn Chandler, Vice President, Capital Program
Elizabeth Arnaiz, Senior Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit B

BUSH TERMINAL FILM/TV SOUNDSTAGE NORTH Executive Committee Meeting December 18, 2019

Project: Construction, design and related services related to the full demolition of Unit D and design and construction of a new film/television soundstage and support space at the Unit D site at the Made in New York campus at Bush Terminal

Contractors:

- SO-IL Office Ltd. ("SO-IL")
- Hunter Roberts

Agreements to be Approved for Project Work:

- One or more amendments ("the SO-IL Amendment") to NYCEDC's contract with SO-IL (the "SO-IL Contract") to provide amended design and related services for the Project.
- One or more amendments (the "Hunter Roberts Amendments") to NYCEDC's 2017 FM/CM Contract with Hunter Roberts (the "Hunter Roberts Contract") to provide for CM and related services for the Project
- Any needed Funding Source Amendments

Procurement Method:

- SO-IL: Sole source amendments to the SO-IL Contract which was chosen using the CM method of procurement in NYCEDC's contracts with the City.
- Hunter Roberts: Sole source amendments to a contract which was competitively procured. Hunter Roberts 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. Subcontractors retained by Hunter Roberts may, in turn, subcontract certain work.

Amounts to be Approved:

- Up to \$1,000,000 for the SO-IL Amendment bringing the total authorized amount of the SO-IL Contract to up to \$7,800,000
- Up to \$49,000,000 for the Hunter Roberts Amendment making the total authorized amount of the Hunter Roberts Contract allotted for this Project up to \$52,200,000

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

Scope: The scope of the SO-IL Contract shall now primarily consist of SO-IL providing existing conditions assessment services (including site surveys, geo-tech, and probe services), use/circulation assessment services, design services, and related consulting services, assisting with permitting, and performing construction administration to support the demolition of the existing unit D building and construction of the new building at the Unit D Site consisting primarily of a new film/television soundstage and

support space. The SO-IL Amendment is also needed to provide for additional cost estimating services, value engineering, and design changes to meet the current budget.

Formerly, Hunter Roberts was primarily performing pre-construction services for the Project. Under the Hunter Roberts Amendment, Hunter Roberts will act as CM and procure subcontractors primarily for construction services related to the Project as currently described above, consisting primarily of the above mentioned demolition and construction work, and for post-construction work. Services will also include cost estimates, scheduling and construction methods.

Proposed Resolution: To authorize the President and any empowered officer to enter into the SO-IL Amendment, the Hunter Roberts Amendments, and any needed Funding Source Agreements, substantially as described herein

The Bush Terminal Film/TV Soundstage North project was last presented to the Executive Committee on March 20, 2019.

NYCEDC Project Code: 7935

Staff: Jhaelen Hernandez-Eli, Senior Vice President, Asset Management
Angelica Zhang, Senior Project Manager, Asset Management
Daniel Marino, Project Manager, Asset Management
Raymond Klein, Counsel, Legal

Exhibit C

FUTUREWORKS NYC Executive Committee Meeting December 18, 2019

Project: Development and operation of support services for hardware entrepreneurs through (1) a "virtual incubator program" supporting the growth of advanced manufacturing startups through workshops, summits, and access to mentors (the "Futureworks Incubator") and (2) a network of advanced manufacturing spaces ("Futureworks Shops") offering increased affordable access

Contractor: SecondMuse, LLC ("SecondMuse")

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

Procurement Method: Sole source. SecondMuse previously provided services for the Futureworks Incubator and Futureworks Shops under separate contracts that were competitively procured.

Amount to be Approved: Up to \$630,000

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: NYCEDC is seeking to expand upon the successful Futureworks Incubator and Futureworks Shops programs approximately from the beginning of 2020 through the beginning of 2021. These programs have had beneficial outcomes to support and grow the local hardware-based entrepreneurial ecosystem, and this additional year of programming will enable the hardware startup ecosystem to continue to grow, create jobs, and produce locally, without substantial NYCEDC investment after the completion of the programs. The services will be substantially as follows:

1) Futureworks Incubator

- Select at least 50 hardware startups through an application and review process.
- Recruit and select mentors from diverse business and manufacturing backgrounds, and match mentors with specific companies based on needs and expertise.
- Support hardware startups through the implementation of a curriculum to encourage local production and supply chains as companies scale, and through the execution of summits, workshops, and closing events, including recruitment of attendees, promotion of events, and delivery of programming.

2) Futureworks Shops

- Provide increased affordable access to existing advanced manufacturing facilities through means such as offering funds for subsidizing use of production equipment and use of space by entrepreneurs
- Develop the appropriate program, marketing and/or curriculum to create access to facilities and workshops and events

- Develop program to increase awareness of facilities and the processes and technologies within facilities
- Increase the reach of services by incorporating at least two shops new to the Futureworks network

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

The Futureworks Incubator project was last presented to the Executive Committee on June 27, 2018. The Futureworks Shops project was last presented to the Executive Committee on June 27, 2018.

NYCEDC Project Code: 6178

Staff: Lindsay Clinton, Executive Vice President, Initiatives
Mae Stover, Senior Project Manager, Initiatives
Connor Corcoran, Project Manager, Initiatives
Astrid Andre, Senior Counsel, Legal

Exhibit D

**NEW DOCKNYC OPERATING AGREEMENT
Executive Committee Meeting
December 18, 2019**

Project: The management, maintenance and operation of multiple berth sites administered or serviced by NYCEDC

Contractor: Billybey Marina Services, LLC (the "Operator")

Agreement To Be Approved: An agreement (the "Operating Agreement") with the Operator for Project services for an initial period of five years, with two, five-year extension periods, with the fees modified from those approved by the Executive Committee for the Operating Agreement on November 7, 2019

Procurement Method: A publicly advertised RFP, using the competitive sealed proposals procurement method

Amounts to be Approved (indicating changes from the November 7 approval):

- The Operator will be entitled to retain monthly from revenues from the operation of the berth sites, the amount of:
 - certain costs of operation (including, without limitation, reimbursement for principal and interest payments and other related costs for third party loans to the Operator to pay for capital costs incurred in connection with capital improvements to the berth sites to be made initially by the Operator that are anticipated to have a principal cost of up to \$4,300,000 (the "Operator's Initial Capital Improvements")), plus
 - \$20,833.33 per month (increased by 3%, on a compounding basis, annually and adjusted if certain berth sites are added or removed) (the "General Management Fee"),provided that there will be upward adjustments in the amount retained by the Operator in subsequent months if the Operator does not receive the full amount payable to it for a particular month and that if the Operating Agreement is terminated prior to the Operator being fully reimbursed for the third party loans, NYCEDC shall reimburse the Operator for the remaining balance from funds available to it at the time.

This is unchanged from the November 7, 2019 approval, except that the Operator's Initial Capital Improvements are now up to \$4,300,000 instead of the approximately \$4,300,000 approved on November 7, and the item now provides for annual increases and other adjustments to the General Management Fee.

- With respect to the management, maintenance and operation of Pier C, the Operator will invoice NYCEDC directly for a separate, additional management fee of 15% of the cost of operation of the Pier (currently estimated at \$2,182 per month); said amount shall not be reimbursed from revenues from berth site operations.

Operations at Pier C are not anticipated to generate any net revenues for the Operator as this is the homeport for the NYC Ferry vessel fleet.

In the November 7 approval the monthly fee was set at \$2,182.

- The Operator shall be entitled to an incentive fee for any particular year of the Operating Agreement equal to 25% of the annual net operating income in excess of \$400,000 (the "Minimum Incentive Fee Threshold"). The incentive fee for the first year will be paid at the end of the first year. Any subsequent incentive fee shall be paid on a monthly basis, based on the prior year's net operating income, subject to a year-end reconciliation.

In the November 7 approval, the Minimum Incentive Fee Threshold was set at \$1,400,000.

- If the Operator has not received the full amount of its costs of operation at the end of each year of the Operating Agreement, the outstanding balance shall be paid to the Operator.
- In the event that NYCEDC directs the Operator to undertake capital improvements or obtain certain equipment, in addition to the Operator's Initial Capital Improvements, NYCEDC will reimburse the Operator for the costs of such improvements and equipment from berth sites operating revenues or other available funds, if needed. In the event that NYCEDC directs the Operator to undertake capital improvements or obtain equipment (beyond the Operator's Initial Capital Improvements), to the extent there are not sufficient available operating revenues from the berth sites to cover such improvements and equipment NYCEDC shall return to the Executive Committee for approval of the additional amount needed and source of funds for such work and acquisitions.
- NYCEDC shall receive the balance of the operating revenues from the berth sites not used for the above expenses, provided that, notwithstanding the above provisions, NYCEDC shall receive a minimum of \$250,000 annually from the operating revenues to the extent such amount exceeds the Operator's cost of operations.

Notwithstanding the foregoing, NYCEDC may elect to directly undertake the Operator's Initial Capital Improvements and/or any other subsequent capital Improvements or equipment acquisition and/or provide alternate sources of funds for such work or equipment acquisition. This provision was not included in the November 7 Executive Committee approval. In case NYCEDC makes such an election, staff will return to the Executive Committee for approval of the alternate source of funds and, to the extent such work and expenditure undertaken by NYCEDC is of a type and amount that requires Executive Committee approval, approval of such work and acquisitions.

Source of Funds: Revenue collected on behalf of NYCEDC from operations of the berth sites, NYCEDC programmatic budget, and other sources of funds available to NYCEDC at the time.

Scope: Under the Operating Agreement, the Operator shall have the following obligations:

- Administration of third party berthing activities (e.g. the issuing of landing slot permits or other occupancy agreements and/ or the servicing, repair and refueling of vessels) and ancillary tasks associated therewith (e.g. marketing of berths, staging, scheduling, collecting payment etc.);
- Operate and maintain berths designated by NYCEDC and all the equipment and elements situated at the berth sites in good, safe order and condition, and provide security and institute safety measures necessary for the operation of berthing services;
- Undertake a community outreach program, including supporting the berthing of not-for-profit and educational vessels at the berth sites (including, without limitation, offering free or below market berthing fees);
- Make certain capital improvements and obtain certain equipment at the berth sites; and
- Other related activities

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

The DockNYC project was last presented to the Executive Committee on November 7, 2019.

NYCEDC Project Code: 7269

Staff: Winthrop Hoyt, Senior Vice President, Asset Management
Julie Stein, Senior Vice President, Asset Management
Felix M. Ceballos, Assistant Vice President, Asset Management
Lauren Brady, Senior Counsel, Legal

Exhibit E

NYC FERRY INFRASTRUCTURE AND FORCE ACCOUNT Executive Committee Meeting December 18, 2019

Project: CM and related services related to the implementation and improvement of the NYC Ferry program

Contractors:

- Skanska
- New York City Transit Authority ("NYCTA")

Agreements to be Approved:

- One or more amendments (the "Skanska Amendment") to NYCEDC's CM Contract with Skanska (the "Skanska Contract") for the NYC Ferry project, for the provision of additional CM and related services for existing NYC Ferry landings- this work is to expand NYC Ferry work authorized for an amendment to the Skanska Contract at the November 7, 2019 Executive Committee meeting (the "November Meeting"), which consisted only of the removal of a temporary path at the East 90th Street NYC Ferry landing to include ADA accessibility work at such landing and work at Pier 11 Slips A and C that are used by NYC Ferry and others
- A force account agreement with the NYCTA (the "NYCTA Agreement") to provide for subway tunnel inspection, vibration monitoring and related services during work pertaining to dredging near Piers 9 and 11 on the East River in lower Manhattan
- Any needed Funding Source Agreements

Procurement Methods:

- Skanska Amendment: sole source amendment to a contract that was competitively procured. Skanska will act as a CM and procure 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. Subcontractors retained by Skanska may, in turn, subcontract certain work.
- The NYCTA Agreement will be sole sourced.

Amounts to be Approved:

- Up to \$700,000 for the Skanska Amendment (which includes the \$400,000 authorized for a different amendment to the Skanska Contract at the November Meeting)
- Up to \$160,000 for the NYCTA Agreement (which consists of the \$160,000 authorized for the NYCTA Agreement at the November Meeting)

Sources of Funds to NYCEDC:

- City Capital Budget funds for the Skanska Amendment

- City Capital Budget funds for the NYCTA Agreement in place of the NYCEDC programmatic budget funds authorized for this agreement at the November 7 Meeting

Scope: Through the Skanska Amendment, Skanska shall provide CM and related services related to the removal of a temporary path at the East 90th Street NYC Ferry landing, providing ADA accessibility at the East 90th Street NYC Ferry landing and replacement of existing gangways, supporting platforms and gates for Pier 11 Slips A and C that are used by NYC Ferry and others.

NYCEDC has entered into a contract with a separate CM to perform services pertaining to dredging near Piers 9 and 11 on the East River in lower Manhattan, in connection with the operation of NYC Ferry. As a result of the close proximity to the dredging of the Clark Street subway tunnel, managed by NYCTA, NYCEDC proposes to enter into a contract with NYCTA to provide subway tunnel inspection, vibration monitoring and related services during the dredging related work.

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

The NYC Ferry Service Project was last presented to the Executive Committee on November 7, 2019.

NYCEDC Project Code: 6155

Staff: Vedesh Persaud, Vice President, Asset Management
Jhaelen Hernandez-Eli, Senior Vice President, Asset Management
Raymond A. Klein, Counsel, Legal

Exhibit F

**CITYWIDE REHABILITATION/IMPROVEMENTS
Executive Committee Meeting
December 18, 2019**

Project: Work related to waterfront and other facilities at various locations in the City and obtaining a barge anticipated to be located primarily at BAT Pier 4

Contractors:

- Armand
- Skanska
- McKissack

Agreements to be Approved for Project Work:

- One or more amendments (the "Armand Amendments") to NYCEDC's CM Contract with Armand (the "Armand Contract") to provide for Project services
- One or more amendments (the "2017 Skanska Amendments") to NYCEDC's 2017 FM/CM Contract with Skanska (the "Skanska Contract") to provide for Project services
- One or more amendments (the "McKissack Amendments") to NYCEDC's CM Contract with McKissack (the "McKissack Contract") to provide for Project services
- Any needed Funding Source Agreements

Procurement Method: Sole source amendments to contracts 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. Subcontractors retained by the Contractors may, in turn, subcontract certain work.

Amounts to be Approved:

- Up to \$4,125,000 for the Armand Amendments
- Up to \$500,000 for the 2017 Skanska Amendments
- Up to \$5,800,000 for the McKissack 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 Armand Amendments, 2017 Skanska Amendments and McKissack Amendments and any needed Funding Source Agreements, and for NYCEDC or the City to obtain title to the barge Skanska obtains, substantially as described herein

Staff: Jhaelen Hernandez-Eli, Senior Vice President, Asset Management
Vedesh Persaud, Vice President, Asset Management
Angelica Zhang, Senior Project Manager, Asset Management
Marek Mroz, Associate, Asset Management
Raymond Klein, Counsel, Legal
Michael Barone, Senior Counsel, Legal
Tiffany Lacker, Senior Counsel, Legal

Attachment A

Contract	Work Site	Borough	Project Work	Estimated Maximum Cost	Project Code
Armand	BAT Annex Building	Brooklyn	Design, construction, and other related work for a coffee shop at BAT Annex Building to be used by a tenant, including some minor fit out work	\$271,000 (City Capital)	7470
Armand	Port Authority Bus Terminal	Manhattan	Design, construction, and other related services for fitting out a market space at the Port Authority Bus Terminal	\$3,500,000 (Programmatic Budget)	9240
Armand	BAT Annex Building	Brooklyn	Design, construction, and other related services regarding fitting out a test kitchen in the BAT Annex Building to be used by a tenant	\$354,000 (City Capital)	7470
			Total Armand Amendments	\$4,125,000	
2017 Skanska	BAT Pier 4	Brooklyn	Obtaining a barge anticipated to be primarily located at BAT Pier 4 and work related to preparing the barge for use for community programming and needed improvements to BAT Pier 4, and title to the barge transferring to NYCEDC or the City	\$500,000 (City Capital)	7594
			Total 2017 Skanska Amendments	\$500,000	
McKissack	Hunts Point Produce Market	Bronx	Design, construction, and other related services regarding the rehabilitation of Hunts Point Produce Market Rail D	\$5,800,000 (City Capital)	7924
			Total McKissack Amendments	\$5,800,000	

Exhibit G

**MARINE HIGHWAY MARKET ASSESSMENT
Executive Committee Meeting
December 18, 2019**

Project: Study (the "Market Assessment") to identify new cargo shipping opportunities between New York City maritime terminals and ports along the Northeast Atlantic coast (which network of ports, including those in the City, are collectively referred to as the Marine Highway), to reduce the volume of cargo carried by truck in New York City

Contractor: R.K. Johns & Associates, Inc. (the "Consultant")

Agreements to be Approved:

- A contract with the Consultant to provide Project services (the "Market Assessment Contract")
- Any needed Funding Source Agreements

Procurement Method: Publicly advertised RFP

Amount to be Approved: Up to \$373,029

Source of Funds:

- Up to \$298,423 made available by U.S. Department of Transportation, Maritime Administration
- Up to \$74,606 of NYCEDC programmatic budget funds

Scope: The Market Assessment requires the services of specialized maritime industry experts. Tasks the Consultant and its subconsultants are to undertake will include outreach to local and regional businesses that can shift cargo to the Marine Highway, identification of physical improvements needed to the Marine Highway and development of an action plan that outlines steps necessary by industry and government to catalyze additional service.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Market Assessment Contract and any needed Funding Source Agreements substantially as described therein

NYCEDC Project Code: 7857

Staff: Adam Lomasney, Assistant Vice President, Transportation
Andrew Genn, Senior Vice President, Transportation
Brandon Ng, Project Manager, Grants
Michael Barone, Senior Counsel, Legal

Exhibit H

MOORE STREET RETAIL MARKET - HUMBOLDT PLAZA CONCESSION AGREEMENT

**Executive Committee Meeting
December 18, 2019**

Project: NYCEDC receiving concession rights to operate, manage and program Humboldt Plaza (the "Property"), which is an approximately 10,500 square foot public plaza adjacent to the Moore Street Retail Market in the East Williamsburg neighborhood of Brooklyn

Agreement to be Approved: Concession agreement (the "Agreement") from City DOT to NYCEDC in order to provide for NYCEDC's operation, management and programming of the Property

Amount to be Approved: Up to \$525,000

Source of Funds to NYCEDC: NYCEDC's programmatic budget

Scope: City DOT intends to grant concession rights to NYCEDC as a "Plaza Partner" at the Property. The concession rights will allow NYCEDC to operate, manage and program the Property and to sublicense the rights to program to sub-concessionaires approved by City DOT. The annual total amount charged to sub-concessionaires likely will be less than NYCEDC's annual costs under the Agreement but in all events can not exceed the cost to NYCEDC of its annual costs. NYCEDC expects to support community programming and retail activation on the Property, which may include, without limitation, holiday or farmers markets. In connection with the concession rights, NYCEDC agrees to assume the obligation to perform the maintenance of the Property. NYCEDC expects that this maintenance will initially cost approximately \$25,000 annually. The term of the Agreement is nineteen years.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Agreement and NYCEDC to undertake its obligations thereunder (and to enter into sub-concession agreements), substantially as described herein

NYCEDC Project Code: 7648

Staff: Winthrop Hoyt, Senior Vice President, Asset Management
David Hughes, Assistant Vice President, Asset Management
Egaudy Gomez, Senior Associate, Asset Management
Anne Sherman, Senior Counsel, Legal

Exhibit I

**SAW MILL CREEK WETLAND MITIGATION BANK POST-CONSTRUCTION
MONITORING AND MAINTENANCE
Executive Committee Meeting
December 18, 2019**

Project: Post-construction monitoring and maintenance activities with regard to restored property in connection with the Saw Mill Creek Pilot Wetland Mitigation Bank (the "Bank")

Contractor: Louis Berger & Assoc., P.C. ("Louis Berger")

Agreements to be Approved:

- A consultant contract with Louis Berger for Project services (the "Louis Berger Contract").
- Any needed Funding Source Agreements

Procurement Method: Sole source. Louis Berger was the contractor selected through an RFP for the first phase of the restoration project.

Amount to be Approved: Up to \$2,800,000

Source of Funds to NYCEDC: NYCEDC programmatic budget funds provided through wetland mitigation credit sales

Scope: Under the Mitigation and Restoration Strategies for Habitat and Ecological Sustainability ("MARSHES") project, the restoration of approximately 54 acres of the Saw Mill Creek marsh in Staten Island was completed in 2019. The restoration was done under State and federal regulatory oversight as a wetlands mitigation bank. Monitoring and maintenance activities of the restored property will begin at near the end of the growing season of the first year following completion of construction/planting and will be performed for a minimum of five consecutive years, according to standards set by the United States Army Corps of Engineers and State DEC.

Activities to be performed as part of the Louis Berger Contract include post-construction monitoring of ecological parameters (vegetation, soil properties, etc.), developing and undertaking maintenance and corrective action plans, sediment and tissue monitoring, preparation of annual monitoring reports, and other related activities. The Bank is generating wetland mitigation credits for sale and subsequent credit releases are contingent upon meeting certain defined success criteria during the post-construction monitoring period.

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

A contract related to the MARSHEs project was last presented to the Executive Committee on June 27, 2018.

NYCEDC Project Code: 9164

Staff: Sarah Murphy, Project Manager, Transportation, Planning
Max Taffet, Vice President, Transportation, Planning
Astrid Andre, Senior Counsel, Legal

Exhibit J

**ON-CALL MARITIME ENGINEERING CONSULTANT SERVICES
Executive Committee Meeting
December 18, 2019**

Project: Maritime engineering consultant services at various sites

Consultant: BTMI Engineering, PC f/k/a Ocean and Coastal Consultants Engineering, P.C. ("BTMI")

Agreements to be Approved:

- One or more amendments (the "BTMI Amendments") to NYCEDC's maritime engineering contract with BTMI (the "BTMI Contract") to provide for additional Project services
- Any needed Funding Source Agreements

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

Amount to be Approved: Up to an additional \$3,500,000, making the total amount for the BTMI Contract up to \$20,500,000 (including funds authorized specifically for the BTMI Contract and funds reallocated from other Project contracts as previously authorized). Other unused funds from Project contracts may still be reallocated to the BTMI Contract, as previously authorized.

Source of Funds to NYCEDC: Will vary based on the particular task. Sources may include, without limitation, City Capital Budget funds, NYCEDC's programmatic budget, State funds, City Tax Levy funds and other sources.

Scope: Waterfront investigation and inspection services, including surveys; underwater, subsurface and other types of inspections; review of available documents; soil borings; environmental, engineering and related studies; planning and design services; document preparation; preliminary engineering reports; final plans; and cost estimating

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

The On-Call Maritime Engineering Consultant Services was last presented to the Executive Committee on December 13, 2017.

Project Number: 6070

Staff: Jhaelen Hernandez-Eli, Senior Vice President, Asset Management
Prince Flanigan, Assistant Vice President, Asset Management
Gregory Dixon, Project Manager, Asset Management
Michael Barone, Senior Counsel, Legal

FUNDING AND SUBGRANT AGREEMENTS
Executive Committee Meeting
December 18, 2019

Proposed Resolution: To authorize the President and any empowered officer to enter into funding agreements and an amendment to a subgrant agreement that have been procured on a sole source basis, substantially as described herein, and any agreements necessary to obtain funds for said agreements and amendment

Exhibit K

Contractor Name and Description, and Agreement/Amendment (the agreement may be with the named contractor or an affiliate of the named contractor)	Project Site Address(es), Borough	Source of New NYCEDC Funds	Amount Under New Agreement/ Amendment	Application of Funds
(1) Evergreen Inc.: Your North Brooklyn Business Exchange ("Evergreen"), a not-for-profit corporation – Funding Agreement	500 Stagg Street, Brooklyn	Mayoral Capital Budget funds – Industrial Developer Fund	Up to \$4,800,000	To fund the purchase price of a one-story industrial property in North Brooklyn to be used for light manufacturing use
(2) Jewish Board of Family and Children's Services, Inc. ("Jewish Board"), a not-for-profit corporation – Funding Agreement	2020 Coney Island Avenue, Brooklyn	Brooklyn Borough President, City Council	Up to \$1,724,878	Primarily to fund a portion of the cost of the HVAC and electrical renovation at Jewish Board's facility
(3) The Young Men's and Young Women's Hebrew Association ("92Y"), a not-for-profit corporation – Funding Agreement	1381-1403 Lexington Avenue, Manhattan	Manhattan Borough President, City Council	Up to \$625,062	Primarily to fund a portion of the cost of the renovation of the lobby and security system upgrade at 92Y's community and cultural center.

(4) Wildlife Conservation Society ("WCS"), a not-for-profit corporation- Amendment to a Subgrant Agreement	610 Surf Avenue, Brooklyn	Department of Cultural Affairs	Up to \$90,000,000	To fund a portion of the cost of the restoration of the WCS New York Aquarium ("Aquarium") as a result of damage related to Superstorm Sandy. Damage was extensive and affected nearly every building, facility and exhibit at the Aquarium. A subgrant agreement was previously entered into for approximately \$103,000,000 for this project. Since that time, additional funds have become available for this project. The subgrant agreement names Department of Cultural Affairs as the funding agency and NYCEDC as the managing agency, in a role very similar to the typical role NYCEDC plays in Funding Agreements. City capital and/or expense funds, 90% of which is expected to be reimbursed using Federal Emergency Management Agency funding, will be used for the project.
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NYCEDC Project Codes: (1) 7778; (2) 7329; (3) 6472; (4) 6065

NYCEDC Staff: (1), (2), (3) Alyssa Figueras, Assistant Vice President; (4) Sandy Chung, Assistant Vice President

Description of Contractors

- (1) **Evergreen** is a not-for-profit membership organization that champions manufacturing, creative production, and industrial service businesses in industrial business zones within Brooklyn. Evergreen connects businesses with direct technical assistance, opportunities and advocacy to help create and maintain high quality jobs at all skill levels.
- (2) **Jewish Board** is a human services organization that provides community-based programs and residential facilities at 75 sites throughout the five boroughs and Westchester.
- (3) **92Y** is a community and cultural center dedicated to connecting people at every stage of life to cultural, educational and social services.
- (4) **WCS** is an organization dedicated to saving wildlife and wild places through careful science, international conservation, education, and the management of the world's largest system of urban wildlife parks. WCS's wildlife parks include the Bronx Zoo, Prospect Park Zoo, Central Park Zoo and Queens Zoo, as well as the New York Aquarium located in Coney Island.

Exhibit L

**TAX CREDIT COUNSEL
Executive Committee Meeting
December 18, 2019**

Project: Provision of on-call legal services in connection with certain tax credit matters, expected to consist principally of new markets tax credit and historic tax credit matters

Contractors:

- Nixon Peabody LLP
- Holland & Knight LLP
- Drohan Lee LLP

Drohan Lee LLP is an M/WBE firm that will work only as co-counsel to Holland & Knight LLP.

Agreements to be Approved:

- A legal retainer agreement with each of the Contractors for Project services (collectively, the "Agreements")
- Any needed Funding Source Agreements

Procurement Method: Publicly advertised RFP

Amounts to be Approved:

- Up to \$200,000 in the aggregate for the Agreements may be paid from funds then available to NYCEDC (including from NYCEDC's programmatic budget), other than funds provided by prospective and current project developers or their affiliates that anticipate obtaining financing for projects through the use of tax credits
- Any payments under the Agreements from funds provided by prospective and current project developers or their affiliates

Source of Funds: It is anticipated that the Agreements will be funded principally by prospective developers for projects or affiliated entities. A portion of the cost may be paid from NYCEDC's programmatic budget or other funds then available.

Scope: In certain projects involving developers ("Developer Projects"), the developers have asked NYCEDC to play a role in the tax credit structures. Tax credits have also been a useful source of financing in connection with some of NYCEDC's own projects ("NYCEDC Projects"). In both cases, NYCEDC requires tax counsel to advise and represent NYCEDC's and/or the City's interests. NYCEDC proposes to retain Nixon Peabody LLP and Holland & Knight LLP (with Drohan Lee as co-counsel to Holland & Knight LLP) to provide necessary on-call tax counsel services in connection with these tax credit matters.

The firms may be called upon to perform various tax services, principally:

- to provide advice on and represent NYCEDC, the City and/or an affiliate in tax credit matters; and
- to draft and review documents and to lead or participate in negotiations involving tax credit matters.

In Developer Projects, the developer will pay all necessary tax credit-related legal fees for services provided to NYCEDC, either by paying the providers directly, reimbursing NYCEDC for payments made by NYCEDC or paying the funds into an account at NYCEDC to be distributed by NYCEDC to the attorneys. In NYCEDC Projects, it is anticipated that the funds used to pay the legal fees will be from NYCEDC's programmatic budget.

The Agreements will be paid at the rates set forth below. The Agreements will also provide for payment for certain out-of-pocket expenses.

Rates for Nixon Peabody LLP and Holland & Knight LLP	When Paid with NYCEDC Funds	When Paid with Developer Funds
Partners	\$550	\$600
Counsel and Associates with at least 6 years' experience	\$450	\$490
Associates with at least 2 but fewer than 6 years' experience	\$350	\$380
Associates with fewer than two years of experience	\$175	\$190
Paralegals	\$175	\$190

Drohan Lee LLP will be paid \$425 for Partners and \$275 for Associates when paid with NYCEDC funds and \$495 for Partners and \$325 for Associates when paid with developer funds.

Pursuant to its role under NYCEDC's annual contracts with the City, the City's Law Department has approved the retention of each of the Contractors and their rates.

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

Staff: Meredith Jones, General Counsel, Executive Vice President and Secretary,
Legal
Adam Lewis, Senior Counsel, Legal