



MINUTES OF A SPECIAL MEETING
OF THE LEGAL AFFAIRS COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
December 11, 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, December 11, 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 11:32 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 October 23, 2019 Legal Affairs Committee Special Meeting

There being no questions or comments with respect to the minutes of the October 23, 2019 special Committee meeting, a motion was made to approve such minutes, as submitted. Such motion was seconded and unanimously approved.

2. Tax Credit Counsel

Adam Lewis, a Senior Counsel of NYCEDC, presented a proposal for (i) a legal retainer agreement with each of Nixon Peabody LLP, Holland & Knight LLP and Drohan Lee LLP for the provision of on-call legal services (the "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 agreements necessary to obtain funds ("Funding Source Agreements") for the Services, on substantially the terms set forth in Exhibit A hereto.

It was moved that the Committee approve the selection of Nixon Peabody LLP, Holland & Knight LLP and Drohan Lee LLP and approve NYCEDC entering into a legal retainer agreement with each of Nixon Peabody LLP, Holland & Knight LLP and Drohan Lee LLP, for tax credit matters, as well as any needed Funding Source Agreements (subject to approval by the Executive Committee), substantially as described in Exhibit A hereto. The motion was seconded and approved. Mr. O'Sullivan recused himself from voting on this matter.

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 11:40 a.m.

Mark Silverman
Assistant Secretary

Dated: February 5, 2020
New York, New York

Exhibit A

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