

INVESTMENT TRANSACTIONS COUNSEL
Legal Affairs Committee Meeting
[March], 2020

Project: Provision of on-call outside legal counsel services in connection with NYCEDC's programs for early-stage investments in emerging growth companies and related matters

Contractor: Scannavino Law LLP ("Scannavino")

Agreement to be Approved: A legal retainer agreement with Scannavino for Project services (the "Agreement")

Procurement Method: Publicly advertised RFP

Amount to be Approved: Up to \$100,000

Source of Funds: NYCEDC's programmatic budget

Scope: Advice with respect to and assistance in the structuring of investment transactions in emerging, high-technology companies as an extension of NYCEDC's core focus on work development programs and its mission to create shared prosperity across New York City by strengthening neighborhoods and growing good jobs.

Scannavino may be called upon to perform various legal services, principally:

- preparation and/or review of elements of transaction and financing documents, including, without limitation, term sheets, stock purchase agreements, investors rights agreements, voting rights agreements, stockholder consents, first refusal and co-sale agreements, side letters, financing agreements (including mortgages and other security and collateral documents), insurance agreements, consulting and advisory agreements; and
- providing legal research and advice to NYCEDC and/or any of its affiliates (and, at NYCEDC's direction, governmental agencies) with respect to structuring, negotiating, documenting, financing, executing and closing investment transactions, and as requested by NYCEDC, regardless of whether such advice may relate to a specific project, delivering such legal opinions as may be required.

Payments for services related to specific transactions will be made to Scannavino based on either (i) hourly rate billing, ranging from \$300 to \$450, or (ii) flat fees or capped fees of up to \$10,000, for a particular matter.

The Agreement will also provide for payment for certain out-of-pocket expenses.

Pursuant to its role under NYCEDC's annual contracts with the City, the City's Law Department has approved the retention of Scannavino and its quoted fee structure for the Project.

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

Staff: Meredith Jones, General Counsel, Executive Vice President and Secretary,
Legal
Léon Willis, Senior Counsel, Legal