



MINUTES OF THE REGULAR MEETING  
OF THE EXECUTIVE COMMITTEE  
OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
November 14, 2023

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 Tuesday, November 14, 2023, in Conference Center A/B, on the 14<sup>th</sup> Floor at the offices of NYCEDC at One Liberty Plaza, New York, New York.

The following members of the Executive Committee were present:

Margaret Anadu  
Nathan Bliss (as alternate for Maria Torres-Springer)  
Eric Clement  
William Floyd (by Zoom)  
Andrew Kimball  
James McSpiritt  
Patrick J. O'Sullivan, Jr.  
Elizabeth Velez  
Betty Woo

Mitch Draizin, a Director of NYCEDC, members of NYCEDC staff and a member of the public also were present.

The meeting was called to order by Margaret Anadu, Chairperson of NYCEDC, at 10:00 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 September 28, 2023 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the September 28, 2023 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) Piers 35 and 36 Substructure Rehabilitation

Surge Zherebchuk, an Assistant Vice President of NYCEDC, presented a proposal for (i) a construction management ("CM") contract (a "CM Contract") with AECOM USA, Inc., and one or more amendments thereto, to provide for CM and related services for the rehabilitation of the substructure of Piers 35 and 36 in Manhattan and related work, and (ii) any agreements necessary to obtain funds ("Funding Source Agreements") for this project, on substantially the terms set forth in Exhibit A hereto.

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.

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 Josh Kraus, an Executive Vice President of NYCEDC.

(a) On-Call Expeditor and Code Consultant Services

A proposed consultant contract and any necessary amendments thereto with KM Associates of New York Inc. ("KM") for the provision of expediting and code consultant services related to NYCEDC-owned, leased and/or managed properties and projects NYCEDC is undertaking, on substantially the terms set forth in Exhibit B hereto.

In answer to a question from Mr. McSpiritt, Jacques St. Cloud, an Assistant Vice President of NYCEDC, stated that historically NYCEDC had retained a code consultant and that the previous contract for such a consultant was expiring.

(b) Staten Island Ballpark Amended and Restated Side Agreement

With regard to an agreement (the "Side Agreement") that NYCEDC entered into with Staten Island Entertainment, LLC ("SIE"), which was approved by the Executive Committee in June 2021, related to assistance that SIE had requested from NYCEDC in the form of (1) reimbursement for certain costs for and/or NYCEDC direct performance of certain maintenance, repairs and upgrades needed at the minor league baseball stadium in Staten Island, which stadium was originally constructed by NYCEDC and the lease for which in 2021 was assigned to SIE, the owner of the Staten Island FerryHawks, and (2) NYCEDC paying SIE for a certain amount of rent credits that SIE had a mechanism to earn, to provide for an amendment and restatement of the Side Agreement to streamline the reimbursement process and to revise the activities and allocations for which the NYCEDC funds may be used or reimbursed to SIE, on substantially the terms set forth in Exhibit C hereto.

(c) Modifications to Previous Authorizations: Lower Manhattan Coastal Resiliency - Battery

(i) Proposed modifications with regard to a CM Contract with Hunter Roberts Construction Group, L.L.C. (the "Hunter Roberts CM Contract") for CM and related services for the Lower Manhattan Coastal Resiliency-Battery project, which project consists of construction of improvements to address sea level rise and more frequent storm surge events, and resultant flooding, at a portion of the Battery and lower Manhattan, including construction of a new elevated wharf, flood protection measures and landscape improvements, to provide for additional funds for the Hunter Roberts CM Contract, and to provide that such additional funds and other funds previously authorized for the Hunter Roberts CM Contract for this project may be used for project CM, pre-construction, construction and post-construction services, and (ii) any needed Funding Source Agreements and other necessary agreements for this project, on substantially the terms set forth in Exhibit D hereto.

(d) Modifications to Previous Authorizations: Downtown Brooklyn Cultural District – South Site

(i) Proposed modifications with regard to the CM Contract (the "Skanska CM Contract") with Skanska USA Building Inc. ("Skanska") for CM and related services (including construction) for the interior fit-out for cultural tenant space (and related common areas) in a condominium unit owned by The City of New York (the "City") (in the Downtown Brooklyn Cultural District–South Site project) which shall be occupied in the future by cultural tenants, to provide that the source of funds for up to \$512,504.25 of previously authorized City Capital Budget funding for project work under the Skanska CM Contract may be funded by NYCEDC programmatic budget funds in place of those previously authorized City Capital Budget funds, and (ii) any necessary agreements related to such project work, on substantially the terms set forth in Exhibit D hereto.

(e) NYC Catalyst Fund Due Diligence Consultant

A proposed consultant contract to provide for operational due diligence services for prospective funds and fund managers contemplated by NYCEDC's New York City Catalyst Fund ("NYCCF"), an impact investing program that plans to invest up to \$40 million in debt and equity funds, managed by external fund managers, that align with the financial and impact goals of the NYCCF program, which are to generate positive, measurable social and environmental impact alongside a financial return.

At this time, a discussion ensued regarding the RFP respondents that NYCEDC considered and the type of consultant that might best match these project services, and it was decided to pause this matter and to present a contract for project services for approval at a future meeting.

(f) Nixon Peabody LLP

A proposed legal retainer agreement (the "Retainer Agreement") with Nixon Peabody LLP ("Nixon") for the provision of legal services to NYCEDC by Nixon with respect to the Times Square Project, primarily with regard to determining the purchase price for the City's interest in 151 West 42<sup>nd</sup> Street, Manhattan under the purchase option held by the tenant under the ground lease (the "Lease") between the City, as landlord, and 4TS II LLC, as tenant, and possibly legal services with regard to similar matters as they may arise, on substantially the terms set forth in Exhibit E hereto.

In answer to a question from Ms. Velez, Ms. Jones stated that Nixon had a group that specialized in rent resets and purchase options, that NYCEDC had used this specialty group in the past, and that it had done excellent work. She further explained that the tenant could set the date for the closing and that this made it necessary for NYCEDC to seek outside counsel quickly. Given the timing requirements and that Nixon had worked with NYCEDC in the past on similar leases related to the Times Square Project, NYCEDC determined that Nixon was best suited for the Retainer Agreement and should be retained on a sole source basis.

(g) Internal Auditing Restructuring

Proposed restructuring of NYCEDC internal audit activities whereby many of its internal audit functions will be performed by one or more outside consultants that will be managed by a Senior Vice President or other officer of NYCEDC (the "SVP"), on substantially the terms set forth in Exhibit F hereto.

In answer to a question from Mr. McSpirtt, Jeanny Pak, an Executive Vice President and Chief Financial Officer of NYCEDC, stated that the job description for the project SVP had been released and was currently posted both internally and externally, and that NYCEDC hoped to fill the position within approximately one month. Ms. Pak added that the RFP for the project consultant had been released as well, and that responses were expected by December 5, 2023.

(h) Marketing for NYCEDC Properties

(i) (1) A proposed consultant contract (the "Berman Contract") with The Berman Group, Inc. ("Berman") for Berman to provide assistance in marketing and branding needs to support leasing and branding endeavors for properties owned, leased or managed by NYCEDC, consisting primarily of, but not limited to, Sunset Park area priority properties (the Brooklyn Army Terminal and the Made in NY Campus), (2) the implementation of the marketing and branding by NYCEDC and/or Berman, and (3) any agreements necessary to implement project marketing and branding activities, (ii) any needed Funding Source Agreements for this project, and (iii) any needed project expenditures to be made by NYCEDC, on substantially the terms set forth in Exhibit G hereto.

In answer to a question from Ms. Velez, Michelle Villar, a Senior Vice President of NYCEDC, stated that Berman was a certified Minority and Women-owned Business Enterprise firm. In answer to a question from Mr. McSpirtt, Christine Paglialunga, a Vice President of NYCEDC, stated that NYCEDC previously worked with a marketing team and that the Berman Contract term was for 3 years.

Approval of Section 3(a)-(d) and (f)-(h) Contracts and Matters

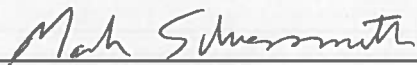
A motion was made to authorize the matters set forth for authorization in the Proposed Resolution sections of Exhibits B – G hereto. Such motion was seconded and unanimously approved.

4. Approvals

With respect to the items set forth in Sections 2(a), 3(a) – (d) and 3(f) – (h) 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 10:24 a.m.

  
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Assistant Secretary

Dated: December 19, 2023  
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**





**PIERS 35 AND 36 SUBSTRUCTURE REHABILITATION**  
**Executive Committee Meeting**  
**November 14, 2023**

<b>Project Description:</b>	CM and related services for the rehabilitation of the substructure of Piers 35 and 36 and related work (the “Pier 35/36 Rehabilitation Project”)
<b>Borough:</b>	Manhattan
<b>Contractor:</b>	AECOM USA, Inc. (“AECOM”)
<b>Type of Contract:</b>	CM Contract
<b>Amount to be Approved:</b>	Up to \$197,000,000. (\$108,594,000 is currently available from funds made available by the City’s Department of Sanitation. The balance (\$88,406,000) will only be expended to the extent that such additional funds become available for the Pier 35/36 Rehabilitation Project work.)
<b>Type of Funds:</b>	City Capital Budget funds
<b>Procurement Method:</b>	Publicly advertised RFP, using the competitive sealed proposals method of procurement. AECOM will procure subcontractors for Pier 35/36 Rehabilitation Project work in a manner permitted under its 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 AECOM may subcontract certain work.

**Agreements to be Approved:**

- A CM Contract with AECOM and one or more amendments thereto (together, the “Pier 35/36 CM Contract”) for Pier 35/36 Rehabilitation Project services
- Any needed Funding Source Agreements

**Scope of Work:** AECOM will act as CM for the Pier 35/36 Rehabilitation Project. It and its subcontractors will undertake CM and related services, including pre-construction, construction and post-construction services. Major design services related to the project have already been performed under a different contract.

The Pier 35/36 Rehabilitation Project encompasses a multi-phase initiative designed to revitalize and fortify the structural integrity of the Piers 35 and 36 facility. There are three distinct phases to this project, beginning with Phase 1 scheduled for Spring 2024

and concluding with the final phase by the end of Fiscal Year 2028. Phase 1, in addition to priority pile rehabilitation, includes the repair of topside concrete and the clearing of drainage on the parking area, which are vital components of the phase. Priority pile rehabilitation involves encasing steel H-piles and pipe piles with severe condition ratings and replacing partial-length encasements with full-length structural encasements at specific steel H-piles. Phase 2 focuses on substructure rehabilitation at the City Department of Sanitation facility on a portion of the piers, featuring the structural encasement of unprotected H-piles and the rehabilitation of pile caps, beams, and the under deck, alongside the replacement of a damaged timber fender system. Phase 3 centers on the substructure rehabilitation in the eastern half of the piers facility, including structural encasement of H-piles and the rehabilitation of pile caps, beams, and the under deck. It is anticipated that the currently available \$108,594,000 will be sufficient to complete construction of Phase I and certain construction work for Phase 2.

**Proposed Resolution:** To authorize the President and any empowered officer to enter into the Pier 35/36 CM Contract and any needed Funding Source Agreements substantially as described herein.

**Relevant Staff:** Surge Zherebchuk, Assistant Vice President, Asset Management,  
Gregory Dixon, Vice President, Asset Management  
David Aneiro, Senior Vice President, Asset Management  
Michael Barone, Senior Counsel, Legal

**Project Code:** 6956

**EXHIBIT B**

**ON-CALL EXPEDITOR AND CODE CONSULTANT SERVICES**  
**Executive Committee Meeting**  
**November 14, 2023**

**Project Description:** NYCEDC proposes to retain a consultant for the provision of expediting and code consultant services related to NYCEDC-owned, leased and/or managed properties and projects NYCEDC is undertaking.

**Borough:** Citywide

**Type of Contract:** Consultant contract

**Amount to be Approved:** Up to \$300,000

**Type of Funds:** NYCEDC programmatic budget funds

**Procurement Method:** Public RFP

**Agreement to be Approved:** A consultant contract and any necessary amendments thereto (together, the “Expeditor Contract”) with KM Associates of New York Inc. (“KM”) for Project services

**Scope of Work:** On-call expeditor and code consultant services related to NYCEDC owned, leased and/or managed properties and projects that NYCEDC is undertaking. The services may include, but are not limited to, helping to secure a final certificate of occupancy and/or temporary certificate of occupancy; overseeing and coordinating plan applications for new construction, interior alterations, general repairs and/or remodeling; helping to obtain approvals from government agencies; and acting as a liaison with reviewing entities such as the New York City Department of Buildings, City DEP, and the New York City Fire Department.

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

**Relevant Staff:** Jacques St. Cloud, Assistant Vice President, Asset Management  
Eric Bassig, Assistant Vice President, Asset Management  
Jose Figuereo, Vice President, Asset Management  
David Aneiro, Senior Vice President, Asset Management  
Mary Adams, Senior Counsel, Legal

**Project Code:** 10456

**EXHIBIT C**

**STATEN ISLAND BALLPARK AMENDED AND RESTATED  
SIDE AGREEMENT  
Executive Committee Meeting  
November 14, 2023**

**Project Overview:**

NYCEDC acts as lease administrator for the lease (the "Lease") between The City of New York as landlord (the "City") and Staten Island Entertainment, LLC ("SIE" or "Tenant") as tenant for certain premises on Staten Island (the "Premises") on which NYCEDC constructed a minor league baseball stadium (the "Stadium"). The Stadium previously served as the home of the Staten Island Yankees, a minor league affiliate, before its discontinuation and the subsequent Lease assignment to SIE, the owner of the Staten Island FerryHawks, in July 2021.

At the time of the Lease assignment, the Stadium was in need of extensive maintenance, repairs and upgrades (the "Stadium Work") and SIE had a mechanism to earn rent credits (the "Rent Credits") in the Lease for certain Stadium Work. In addition SIE had requested assistance from NYCEDC in the form of reimbursement for certain costs of Stadium Work and/or NYCEDC direct performance of Stadium Work as well as paying SIE for a certain amount of Rent Credits that may accrue and remain unapplied upon expiration of the Lease. NYCEDC and SIE entered into an agreement (the "Side Agreement") related to such assistance, which was approved by the Executive Committee in June 2021 (the "Original Approval").

NYCEDC seeks to enter into an Amended and Restated Side Agreement to streamline the reimbursement process and to revise the activities and allocations for which the NYCEDC funds may be used or reimbursed to SIE. \$156,003.61 of the Original Approval for the unapplied Rent Credits will be used to cover the amounts that SIE owes NYCEDC for use of the north shore parking garage operated by NYCEDC that neighbors the Stadium. The remainder originally allocated for unapplied Rent Credits will be reallocated to other types of reimbursements, payments and uses and is included in the amounts for reimbursements, payments and uses set forth in the chart below.

**Funds to be Approved  
and Their Use:**

Up to \$2,355,000 of NYCEDC programmatic budget funds (unchanged from the Original Approval)

The manner in which the up to \$2,355,000 may be used under the Original Approval and under this amended approval is set forth in the chart below. Certain of such funds have already been so used.

	<b>Original Approval</b>	<b>Amended Approval</b>
Reimbursement of certain costs of repair and replacement projects performed by Tenant (separate from Tenant maintenance contracts) pursuant to Tenant's maintenance obligations under the Lease	\$500,000	N/A
Reimbursement of certain costs paid under Tenant's maintenance contracts in connection with Tenant's maintenance obligations under the Lease	\$750,000	N/A
Reimbursement of certain costs of repair, replacement, and maintenance projects performed or contracted for by Tenant pursuant to Tenant's maintenance obligations under the Lease	N/A	\$987,556.93
Payment of certain water/sewer and gas bills through December 31, 2021	\$100,000	N/A
Payment of certain water/sewer and gas bills through December 31, 2024	N/A	\$100,000
Payment and/or reimbursement of costs for certain Stadium Work	\$730,000	\$1,068,841.63
Payment of accrued and unapplied Rent Credits at the expiration of the Lease	\$275,000	N/A
Miscellaneous expense reimbursement	N/A	\$42,597.83
Used for amount Tenant owes NYCEDC with regard to the north shore parking garage	N/A	\$156,003.61
<b>Maximum Amount of Payments, Reimbursements and Uses</b>	<b>\$2,355,000</b>	<b>\$2,355,000</b>



**Proposed Resolution:** Authorization for NYCEDC to enter into an Amended and Restated Side Agreement with SIE substantially as described herein

**Relevant Staff:** Sabrina Lippman, Senior Vice President, Asset Management  
Sean Freas, Vice President, Asset Management  
Lia Tieu, Vice President, Asset Management  
William Zheng, Senior Associate, Asset Management  
Shana Attas, Senior Counsel, Legal

**Project Code:** 10669

**EXHIBIT D**

**MODIFICATIONS TO PREVIOUS AUTHORIZATIONS**  
**Executive Committee Meeting**  
**November 14, 2023**

**Proposed Resolution:** To modify previous authorizations of the Executive Committee substantially as described herein and to authorize the President and any empowered officer to enter into any necessary agreements related thereto.

The proposed modifications are being undertaken on a sole source basis to the extent any procurement is being undertaken.

<b>Contractor</b>	<b>Project Site Address(es), Borough</b>	<b>Amount and Type of Funds</b>	<b>Project Work</b>	<b>Proposed Modification</b>	<b>Last Exec. Comm. Approval and Project Code</b>
(1) Hunter Roberts	On the waterfront at the Battery and Pier A Plaza from the intersection of Battery Place and Pier A Plaza to just west of the United States Coast Guard Auxiliary, Division 5 building, in Lower Manhattan	\$156,500,000; City Capital Budget funds and possibly various Federal funds, including FEMA funds (Hazard Mitigation Assistance Grant Program funds)	Lower Manhattan Coastal Resiliency -Battery project consists of construction of improvements to address sea level rise and more frequent storm surge events, and resultant flooding, including construction of a new elevated wharf, flood protection measures and landscape improvements. Hunter Roberts was competitively procured for the pre-construction, construction and post-construction phases of the project.	Up to \$156,500,000 was previously authorized for the Hunter Roberts contract for pre-construction, construction and post-construction services. It is proposed to increase authorization by up to an additional \$42,000,000 of City Capital Budget funds (bringing the total authorized amount of the Hunter Roberts contract to up to \$198,500,000) and to provide that all of the funds may be used for CM, pre-construction, construction and post-construction services, and that any needed Funding Source Agreements may be entered into.	Approval Date: 4/28/2021  Project Code: 7788

(2) Skanska	Downtown Brooklyn Cultural District – South Site, 300 Ashland Place, Brooklyn	Up to a total of \$80,760,000 in City Capital Budget funds and private funds from the Brooklyn Public Library and the Brooklyn Academy of Music for the CM Contract with Skanska for the project	Construction management, and related services (including construction) for the interior fit-out for cultural tenant space (and related common areas) in a condominium unit owned by the City (in the Downtown Brooklyn Cultural District-South Site project) which shall be occupied in the future by cultural tenants.	To provide that the source of funds for up to \$512,504.25 of the cost for the CM Contract with Skanska for Project Work, for which the Executive Committee previously authorized the use of City Capital Budget funds, may be NYCEDC programmatic budget funds in place of those previously approved City Capital Budget funds. The \$512,504.25 was generated from the operation of a parking lot on a portion of the project site and the City limited its use to certain aspects of the 300 Ashland Place project. The City has agreed that such funds may be used for the interior fit-out work.  The total amount authorized for the Skanska CM Contract is not changed by this change of source of funds.	Approval Date: 1/31/2023  Project Code: 5733
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**Relevant Staff:** (1) Steven Nelson, Project Director, Capital Program  
Kathleen Chan, Vice President, Capital Program  
Michael Barone, Senior Counsel, Legal

(2) Kim Robledo, Senior Project Manager, Capital Program  
Jennifer Steacy, Vice President, Capital Program  
Jennifer Cass, Senior Vice President, Capital Program  
Mary Adams, Senior Counsel, Legal

**EXHIBIT E**

**NIXON PEABODY LLP**  
**Executive Committee Meeting**  
**November 14, 2023**

- Project Description:** Provision of legal services to NYCEDC by Nixon Peabody LLP (“Nixon”) with respect to the Times Square Project, primarily with regard to determining the purchase price for the City’s interest in 151 West 42nd Street, Manhattan under the purchase option (the “Purchase Option”) held by the tenant under the ground lease (the “Lease”) between The City of New York (the “City”), as landlord and 4TS II LLC, as tenant (the “Lease”), and possibly legal services with regard to similar matters as they may arise
- Type of Contract:** Legal retainer agreement
- Amount to be Approved:** Up to \$260,000
- Type of Funds:** NYCEDC programmatic budget funds
- Procurement Method:** Sole source due to (a) Nixon’s familiarity with Project type services, (b) Nixon’s familiarity with the Lease and the Purchase Option and (c) the fact that NYCEDC is faced with exigent circumstances as under the Lease the closing date for the exercise of the Purchase Option is set by the tenant without input from the landlord.
- Agreement to be Approved:** A legal retainer agreement with Nixon for Project services (the “Agreement”) that was approved by the Legal Affairs Committee on October 13, 2023

**Project Services:** Legal services related to the Project, including negotiation of the price payable on exercise of the Purchase Option and possibly legal services with regard to similar matters as they may arise.

For its work with respect to the Times Square Project, Nixon will charge the following rates per hour: \$650 for partners, \$600 for counsel, \$550 for senior associates with at least 6 years of experience, \$450 for associates with more than two but less than 6 years of experience, \$250 for paralegals and \$200 for associates with less than 2 years of experience. Nixon will also be reimbursed for certain expenses, including, if needed, costs of third party experts. Pursuant to its role under NYCEDC’s annual contracts with the City, the City’s Law Department has approved the rates and retention of Nixon for this work. Any other rate charged with regard to similar matters would have to be approved by the Law Department.

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

**Relevant Staff:** Sarah Govier, Senior Vice President, Real Estate Transaction Services  
Young Ji, Vice President, Asset Management  
Shana Attas, Senior Counsel, Legal

**Project Code:** 9949



**EXHIBIT F**

**INTERNAL AUDITING RESTRUCTURING**  
**Executive Committee Meeting**  
**November 14, 2023**

**Proposed Restructuring:** NYCEDC proposes to restructure its internal audit activities whereby many of its internal audit functions will be performed by one or more outside consultants that will be managed by a Senior Vice President or other officer of NYCEDC. The proposed restructuring was presented to NYCEDC's Audit Committee, which agreed that the restructuring plan should be presented to the Executive Committee for approval.

NYCEDC has released an RFP to solicit proposals for one or more consultants with expertise in internal audit matters that would perform internal auditing services as part of NYCEDC's hybrid internal audit activities. The consultant(s) will maintain key certifications (Certified Internal Auditor, Certified Information Systems Auditor, Certified Construction Auditor) and help establish Internal Audit best practices and methodology. The consultant(s) will perform the annual risk assessment of NYCEDC and NYCEDC affiliates, prepare and implement an internal audit plan, and undertake various internal audits in furtherance of the internal audit plan. Once the consultant(s) have been selected, contracts with those consultants will be presented to the Executive Committee for approval.

**Proposed Resolution:** Approve the restructuring of NYCEDC internal audit activities substantially as described herein

**Staff:** Jeanny Pak, Chief Financial Officer

**EXHIBIT G**

**MARKETING FOR NYCEDC PROPERTIES**  
**Executive Committee Meeting**  
**November 14, 2023**

**Project Description:** (1) Retention of a marketing firm to assist in marketing and branding needs to support leasing and branding endeavors for properties owned, leased or managed by NYCEDC. These properties consist primarily of Sunset Park area priority properties: the Brooklyn Army Terminal and the Made in NY Campus; however, other properties may be included. (2) Implementation by NYCEDC and/or the retained marketing firm of the marketing and branding program..

**Type of Contracts:** Consultant contract and other contracts to implement the Project

**Amounts to be Approved:** Up to \$500,000 for professional service fees to be paid to The Berman Group, Inc. ("Berman").  
  
Up to \$500,000 for production and other costs to implement Project marketing and branding activities that may be contracted and paid for directly by NYCEDC or may be paid for by Berman and reimbursed by NYCEDC. Up to \$500,000 may be paid by Berman and reimbursed by NYCEDC for the implementation of marketing and branding.

**Type of Funds:** NYCEDC programmatic budget funds

**Procurement Methods:** Publicly advertised RFP for the Berman contract

**Agreements to be Approved:** A consultant contract with Berman, to provide Project services (the "Marketing Contract") and other agreements necessary to implement Project marketing and branding activities

**Scope of Work:** Berman will primarily provide the following Project services:

- Developing advertising marketing plans; creating and writing marketing and leasing materials such as power point decks, leasing sell sheets, signage, renderings, blowups; copywriting/editing; graphic design and art direction to support brochures, flyers, signage, videos, and other printed or digital matter; planning of campus wayfinding; and planning and facilitating experiential marketing events.
- Developing visual concepts and designs that are consistent with NYCEDC's brand guidelines.

- Providing art direction and guidance to any external vendors or partners involved in the design and production process.
- Developing a media plan for NYCEDC's marketing efforts, including both traditional and digital channels.
- Conducting market research to identify the most effective channels for reaching NYCEDC's target audience.
- Developing a budget for media spend, including recommendations for allocating funds across different channels.
- Editing and retouching photos for use in marketing materials, including brochures, flyers, and other printed matter (and providing guidance to any external vendors or partners involved in the photo editing process).
- Developing animated content for use in digital marketing materials, including web and social media content, ensuring that all animated content is consistent with NYCEDC's brand guidelines, and providing guidance to any external vendors or partners involved in the animation process.
- Support on the full scope of social media strategy from media spends to the creation of content and messaging to ensure the campus communications are on brand and in support of placemaking and tenanting activities.

NYCEDC or, at NYCEDC's direction, Berman may undertake the implementation of marketing and branding primarily developed by Berman, including, but not limited to, the production of physical signage, wayfinding materials and brochures, media/advertising, and holding events and event materials. If Berman undertakes implementation work, it will be reimbursed by NYCEDC. Contracts procured by NYCEDC as described in this paragraph shall primarily be procured using micro purchase or small purchases. Media/advertising placements may be obtained on a sole source basis from the source deemed most appropriate by an officer of NYCEDC

**Proposed Resolution:** To authorize the President or an empowered officer to enter into (1) the Marketing Contract and other contracts and (2) any needed Funding Source Agreement(s), and for NYCEDC to make expenditures, substantially as described herein

**Relevant Staff:** Christine Paglialunga, Executive Director Sunset Park; Vice President, Portfolio Management  
 Waverly Neer, Vice President, Portfolio Management  
 Michelle Villar, Senior Vice President, Marketing  
 Adrienne Faraci, Vice President, Marketing  
 Mary Adams, Senior Counsel, Legal

**Project Code:**10422