



**NOTICE OF
SPECIAL MEETING OF BOARD OF DIRECTORS
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
May 23, 2024**

A special meeting of the Board of Directors of New York City Economic Development Corporation ("NYCEDC"), called at the direction of the President of NYCEDC, will be held at 8:30 a.m. on Thursday, May 23, 2024, in Conference Center A/B, on the 14th Floor at the offices of NYCEDC at One Liberty Plaza, New York, New York.

The agenda for the meeting is as follows:

- I. Brooklyn Marine Terminal Project
- II. Brooklyn Marine Terminal Project Planning, Environmental Review and Community Engagement
- III. Such other business as may properly come before the meeting

Mark Silversmith
Assistant Secretary

New York, New York
Dated: May 17, 2024



**SPECIAL MEETING OF BOARD OF DIRECTORS
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
MAY 23, 2024**

Table of Contents

	<u>TAB</u>
I. Definitions	1
II. Contracts and Other Matters	
• Brooklyn Marine Terminal Project	2
• Brooklyn Marine Terminal Project Planning, Environmental Review and Community Engagement.....	3

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

BROOKLYN MARINE TERMINAL PROJECT
Board of Directors Meeting
May 23, 2024

Background:

Brooklyn's Red Hook waterfront has been a key regional port and maritime center throughout New York City's history, serving an evolving mix of maritime, industrial and transportation functions. Over recent decades, port activities and the needs of working waterfronts have changed, requiring a new vision for the Red Hook waterfront to ensure it supports future needs of the city.

The City of New York (the "City") and NYCEDC, in partnership with the community and stakeholders, have a generational opportunity to assume control of roughly 120 acres of prime Brooklyn waterfront property (the "Brooklyn Marine Terminal", "BMT" or "Site") and reimagine this property with modern maritime at its core and mixed uses, including housing and open space.

The Brooklyn Marine Terminal encompasses Piers 7 to 12 and their associated uplands. The Port Authority owns certain portions of the BMT (the "PA BMT Property"), and the City owns certain portions of the BMT, which it leases to the Port Authority (the "City BMT Property"), approximately as indicated in the map attached hereto as Attachment A. A portion of the Site is subject to an agreement among the Port Authority, the City, and the State of New York (the "State") entered into in 1979, which expires on April 30, 2031.

NYCEDC currently leases Piers 11 and 12 and their associated uplands (the "Brooklyn Cruise Terminal") from the Port Authority pursuant to an amended and restated lease dated as of January 1, 2009 (as amended, the "Brooklyn Cruise Terminal Lease"). The remainder of the BMT, comprising Piers 7 to 10 and their associated uplands, is operated for maritime container operations and other uses pursuant to (i) an operating agreement between the Port Authority and Red Hook Container Terminal, LLC, under which there are a number of licenses to various users, and (ii) several occupancy agreements between the Port Authority and third parties ((i) and (ii), together, the "BMT User Agreements").

Elsewhere in New York Harbor, the City owns the Howland Hook Marine Terminal ("Howland Hook"), an approximately 225-acre industrial property on Staten Island's West Shore, which it leases to the Port Authority pursuant to a master lease dated June 30, 1983 (as amended, the "Howland Hook Lease"). Howland Hook functions as a port facility together with approximately 120 acres owned by the Port Authority that are located adjacent to Howland Hook. The terminal recently attracted a \$200 million private investment commitment for facility expansion and upgrades.

**Project
Description:**

Consolidating control of the BMT with the City and NYCEDC has the potential to accomplish a number of policy goals for local communities and stakeholders, such as the modernization of maritime operations, development of other uses and community amenities on the Site, and the creation of jobs along the waterfront (the “Project”).

Similarly, providing the Port Authority with greater control over Howland Hook further supports the Port Authority’s long-term planning and growth of a strategic intermodal shipping terminal located in New York City (the “Howland Hook Initiative”, together with the Project, the “Initiatives”).

To facilitate the Initiatives, NYCEDC, the City and the Port Authority have agreed to enter into a series of transactions, including, initially, NYCEDC entering into a net lease and net sublease with the Port Authority for the BMT (the “BMT Lease”), an assignment by the Port Authority of the Brooklyn Cruise Terminal Lease and the BMT User Agreements to NYCEDC and the City amending the Howland Hook Lease with the Port Authority (the “Amended HH Lease”, together with the BMT Lease, the “Leases”), as interim steps leading to the proposed transfer of title to the Howland Hook premises to the Port Authority and the PA BMT Property to the City following the receipt of public approvals for such transfers (the “Transfers”).

Pursuant to the Leases, the BMT and Howland Hook are each to be leased, and ultimately transferred, on an “as is, where is” basis, with each party assuming existing and future environmental liabilities. The Leases provide (i) comparable rights and obligations at each site and (ii) operational control and all financial benefits to the tenant with limited landlord rights. The rent obligation under each of the Leases shall be the same amount. In the event approvals for the Transfers are not obtained before April 30, 2031, the City and Port Authority have agreed to use reasonable efforts to extend the Leases through 2123, subject to necessary approvals, which may include approval under Section 1301(2)(f) of the City Charter in the case of the Amended HH Lease.

NYCEDC will be responsible for all ongoing operational and maintenance costs, and any impositions and other amounts, required for the Site under the BMT Lease and the BMT User Agreements, as the case may be.

The Project timeline entails (i) an interim period of operation of the Site by NYCEDC pursuant to the BMT Lease (the “Interim Period”), followed by (ii) Site redevelopment after approval of a long-term investment plan for the Site (the “Master Plan”) and the Transfers. The Interim Period is anticipated to start upon BMT Lease

execution and end at the earlier of (i) the Transfers and (ii) April 30, 2031. During the Interim Period, NYCEDC will operate the Site in accordance with the BMT Lease and undertake certain capital investments (the “Initial Investment”). The Initial Investment is anticipated to primarily include (i) priority stabilizing repairs to, and/or monitoring of, the piers, (ii) purchases of, and/or repairs to, equipment used to support operations, and (iii) repairs and upgrades to certain existing buildings to ensure compliance with City building codes. During this period, NYCEDC will also lead development of the Master Plan. Site redevelopment, including public and stakeholder engagement, may be undertaken in coordination with the State.

NYCEDC is seeking approval of approximately \$70,000,000, anticipated to be City Capital Budget funding, to finance the Initial Investment, including any contract(s) needed for the Initial Investment (the “Initial Investment Contracts”). Authorization is separately being sought at this meeting for NYCEDC to enter into engagement, planning and environmental consultant contracts totaling approximately \$10,000,000, to be funded using NYCEDC programmatic budget funds and/or City Tax Levy funds.

Borough: Brooklyn

Agreements to be Approved: (i) The BMT Lease, assignment of the Brooklyn Cruise Terminal Lease, and assignment(s) of the BMT User Agreements, and (ii) the Initial Investment Contracts entered into with contractors approved by the President or another authorized signatory of NYCEDC, chosen pursuant to a procurement method permitted by NYCEDC's annual contracts with the City

Amount to be Approved: Approximately \$70,000,000 for the Initial Investment

Type of Funds: Anticipated to be City Capital Budget funds

Proposed Resolution: To authorize the President and any empowered officer to enter into the BMT Lease, the assignment of the Brooklyn Cruise Terminal Lease, the assignment(s) of the BMT User Agreements, the Initial Investment Contracts, and any other related agreements, substantially as described herein, and to take any actions and make payments necessary for and related to the Project, substantially as described herein

**BMT Lease
Summary Terms:**

Lessor	Port Authority
Lessee	NYCEDC
Site Location	Multiple lots within Red Hook and the Columbia Street Waterfront District, approximately as indicated in Attachment A Borough of Brooklyn Brooklyn Community Board #6
Site Condition	Site leased as-is with key operating equipment transferred to NYCEDC at closing. While property conditions vary across the Site, recent pier condition reports commissioned by the Port Authority and reviewed by NYCEDC indicate that certain portions of the Site, including the piers, require substantial capital investment.
Lease Term	From commencement through the earlier of (i) the Transfers and (ii) June 30, 2058 (" <u>Lease Term</u> "). If the Transfers have not occurred by April 30, 2031, the Lease Term may be extended until 2123.
Rent	Annual rate of \$1,000,000, which shall be equal to the rent obligation of the Port Authority pursuant to the Amended HH Lease. Because the rent obligation is the same under each of the Leases, rent payments under the Leases shall be suspended for so long as both Leases are in effect.
Execution Payment	The Port Authority to pay NYCEDC \$2,500,000, less the amount of any and all payments of certain scheduled items made by the Port Authority between December 31, 2023 and the commencement of the BMT Lease, but no less than zero.
Environmental Indemnification	NYCEDC shall indemnify the Port Authority for claims related to the release of hazardous substances, or any other environmental condition or matter, created or existing at, on, under or adjacent to the Site prior to, or during, the Lease Term, including, but not limited to, the disturbance of any pre-existing condition.
General Indemnification	NYCEDC shall indemnify the Port Authority against liabilities and claims related to (in abbreviated form): (i) the negligence or willful misconduct of NYCEDC, (ii) any remediation work, (iii) any use or condition of the Site, (iv) any accident or injury at the Site, (v) any union or labor-related claims, (vi) the Project, and/or (vii) NYCEDC's failure to comply with or perform its obligations under the BMT Lease.

Use NYCEDC shall be entitled to use the Site for any uses permitted by applicable laws, taking into account the Port Authority's ownership.

Operation and Maintenance Absolute net lease to NYCEDC. NYCEDC collects all revenue associated with the BMT User Agreements and the Brooklyn Cruise Terminal Lease and bears all responsibility for operating costs.

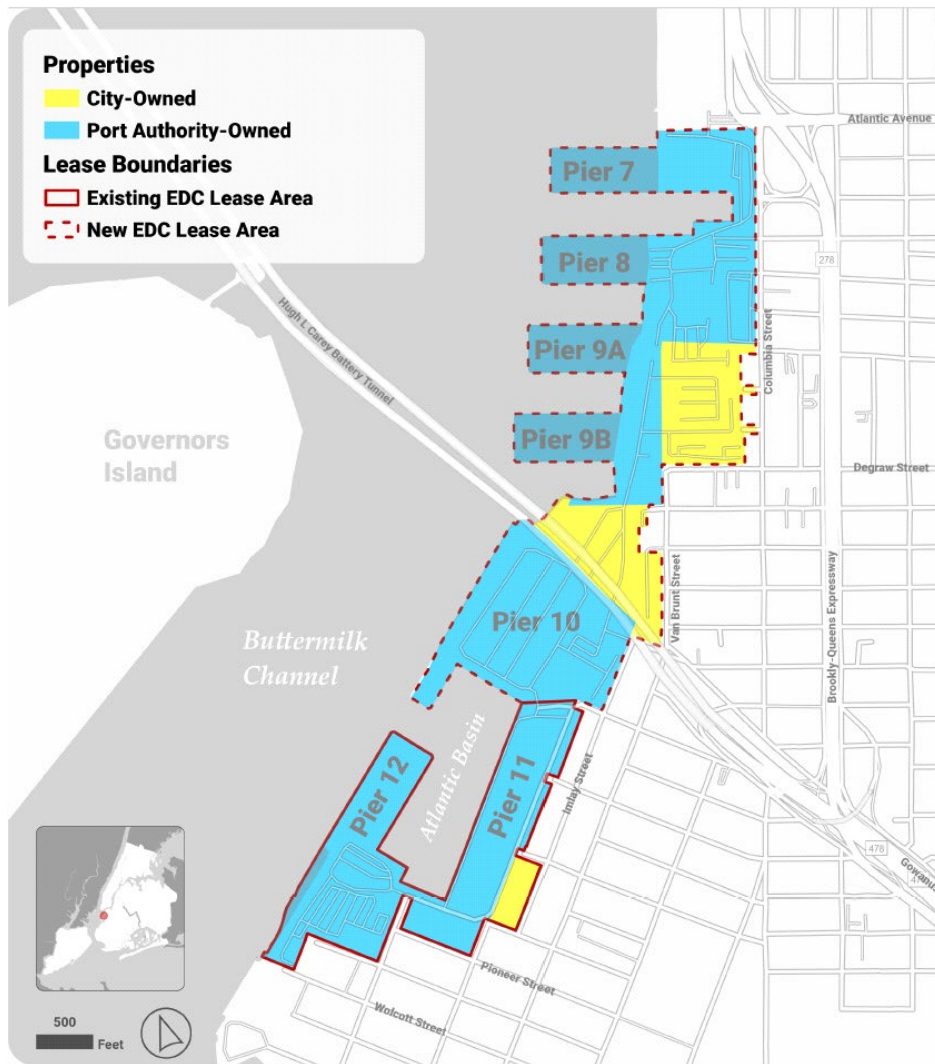
Employment: Approximately 425 full-time equivalent workers, associated with existing uses, are employed at the Site.

Zoning: The Site is zoned M1-1 and M2-1.

Relevant Staff: PJ Berg, Executive Vice President, Real Estate Transactions
David Lowin, Senior Vice President, Asset Management
Matthew Furlong, Senior Vice President, Real Estate Transactions
Kevin Dunlevy, Vice President, Real Estate Transactions
John Tseng, Vice President, Asset Management
Stacy Yan, Assistant Vice President, Real Estate Transactions
Meredith Jones, General Counsel, Legal
Robert LaPalme, Assistant General Counsel, Legal
Katie Hermann, Senior Counsel, Legal

Project Code: 10815

Attachment A – Site Map



Block and Lots:

City BMT Property (owned by City):

Block	Lot(s)
281	62
314	1, 27, 28
316	1
318	1, 50
334	1, 2, 4-7, 14, 19, 23, 25, 40, 51-59, 61-65
340	1-10, 14-17, 19-26, 28-33, 35, 38-46, 48, 51
346	1-3, 5-7, 9-11, 21-23, 25, 26, 29
500	1
515	300

PA BMT Property (owned by Port Authority):

Block	Lot(s)
281	1
499	1
514	21
515	1, 61

**BROOKLYN MARINE TERMINAL PROJECT PLANNING, ENVIRONMENTAL
REVIEW AND COMMUNITY ENGAGEMENT
Board of Directors Meeting
May 23, 2024**

Project Description:

This item relates to the “Brooklyn Marine Terminal Project” approval for which is also being sought at the May 23, 2024 NYCEDC Board of Directors meeting.

The Brooklyn Marine Terminal encompasses Piers 7 to 12 and their associated uplands. The Terminal has been a key regional port and maritime center throughout New York City’s history. Over recent decades, however, port activities and the needs of working waterfronts have changed, requiring a new vision for the waterfront to ensure it supports the City’s future needs.

NYCEDC, the Port Authority and The City of New York intend to consolidate control of the Terminal in NYCEDC and the City. In partnership with the community and stakeholders, the City and NYCEDC will have a generational opportunity to reimagine the site with modern maritime at its core and mixed uses, including housing and open space, particularly on parts of the site that today are underutilized and non-maritime.

NYCEDC is seeking a planning consultant (the “Planning Consultant”) with a multi-disciplinary team to lead a planning process that will result in a compelling, implementable, and financially sustainable vision for the future of the Terminal (the “Project”). In addition, NYCEDC will seek a consultant to assist with the future environmental review and entitlements process that will be necessary to implement the Project (the “Environmental Review Consultant”). Finally, NYCEDC proposes to retain a consultant (the “Community Engagement Consultant”) which will engage the community and stakeholders primarily with regard to the creation of a master plan for the Project.

Borough:

Brooklyn

Type of Contract:

Consultant contracts

Amount to be Approved:	Up to \$10,000,000 in the aggregate for the contracts and services for the Planning Consultant, the Environmental Review Consultant and the Community Engagement Consultant
Type of Funds:	NYCEDC programmatic budget funds and/or City Tax Levy funds
Procurement Methods:	<ul style="list-style-type: none"> • For the Planning Consultant: RFP to potential consultants selected from an NYCEDC vendors list. • For the Environmental Consultant: NYCEDC will either use an RFP to potential consultants selected from an NYCEDC vendors list or use a then existing retainer agreement for environmental services. • For the Community Engagement Consultant: the M/WBE small purchase RFP method of procurement.
M/WBE Goal:	25-35%
Agreements to be Approved:	A consultant contract with each of the Planning Consultant, the Environmental Review Consultant and the Community Engagement Consultant (the "Project Planning Contracts") for Project services. Certain services will be performed by subcontractors of the selected consultants. The selected Planning Consultant and Environmental Review Consultant must be approved by the President or another authorized signatory of NYCEDC. The Community Engagement Consultant will be Claire Weisz Architects LLP.
Scope of Work:	<p>The Planning Consultant will perform the following tasks:</p> <ul style="list-style-type: none"> • Conduct technical surveys and existing conditions work • Identify port and maritime uses that are aligned with forward-looking industry trends with key industry stakeholders • Conduct a climate resilience assessment • Develop site plan designs with corresponding cost estimates and implementation strategies • Create site specific design guidelines • Support the Community Engagement Consultant

- Other matters to help create a master plan
- Other additional related services as requested by NYCEDC

The Environmental Review Consultant will perform the following tasks:

- Preparation of Environmental Impact Statement materials pursuant to the appropriate City and State regulations
- Preparation of the appropriate land use approvals documents
- Coordination of agencies associated with the above tasks
- Other additional related services as requested by NYCEDC

The Community Engagement Consultant will perform substantially the following tasks:

- Develop a comprehensive stakeholder engagement plan and strategy
- Identify community based organizations within the surrounding community that could help broaden outreach efforts
- Coordinate and facilitate a community working group
- Coordinate and lead site tours for community members, industry stakeholders and elected officials
- Coordinate, plan for, and lead public engagement events, including public workshops, small group discussions, tabling at public events, and canvassing within the neighborhood
- Other additional related services as requested by NYCEDC

The consultants will be paid on a task basis.

Proposed Resolution:

To authorize the President and any empowered officer to enter into the Project Planning Contracts and to expend funds for the Planning Consultant, Environmental Review Consultant and Community Engagement Consultant, substantially as described herein

Relevant Staff:

Jennifer Sun, Executive Vice President, Planning Division

Nate Gray, Senior Vice President, Neighborhood Strategies

Adam Meagher, Senior Vice President, Neighborhood Strategies

Erich Bilal, Vice President, Neighborhood Strategies

Betsy Daniel, Senior Project Manager, Neighborhood Strategies

Haya Rizvi, Assistant Vice President, Neighborhood Strategies

Blake Montieth, Assistant Vice President, Neighborhood Strategies

Project Code:

10890