



MINUTES OF THE REGULAR MEETING
OF
THE BOARD OF DIRECTORS
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
August 20, 2024

A regular meeting of the Board of Directors (the "Board") of New York City Economic Development Corporation ("NYCEDC") was held, pursuant to notice by an Assistant Secretary, on Tuesday, August 20, 2024, in Conference Center A/B, on the 14th Floor at the offices of NYCEDC at One Liberty Plaza, New York, New York.

The following Directors of NYCEDC were present:

Margaret Anadu
Nathan Bliss (as alternate for Maria Torres-Springer)
Paula Roy Carethers
Ramakrishna Cherukuri
Eric Clement
Hector Cordero-Guzmán
Mitch Draizin
William Floyd
Matthew Hiltzik
Andrew Kimball
James McSpirtt
Patrick J. O'Sullivan, Jr.
Joseph Shamie
Jeff Thamkittikasem
Elizabeth Velez
Betty Woo

Members of NYCEDC staff also were present.

The meeting was chaired by Margaret Anadu, Chairperson of NYCEDC, and called to order at 8:41 a.m. Mark Silversmith, a Special Counsel and Assistant Secretary of NYCEDC, served as secretary of the duly constituted meeting, at which a quorum was present. (Attached hereto as Attachment 1 is a definition sheet that contains the definitions of certain frequently used terms contained in the Exhibits attached hereto.)

1. Approval of the Minutes of the June 18, 2024 Regular Meeting of the Board of Directors

There being no questions or comments with respect to the minutes of the June 18, 2024 regular meeting of the Board of Directors, as submitted, a motion was made to approve such minutes, as submitted. Such motion was seconded and unanimously approved.

2. Report of NYCEDC's President

At this time, Andrew Kimball, President of NYCEDC, noted that presentations on two significant NYCEDC and The City of New York (the "City") initiatives – the Hunts Point Food Distribution Center in the Bronx, and the NYC Ferry Forward plan – would be provided to the Directors during subsequent portions of this meeting of the Board. Mr. Kimball then summarized a few highlights from his report on recent NYCEDC activities, which report had been provided to the Directors in advance of this Board meeting. He then discussed the current activities happening at South Brooklyn Marine Terminal ("SBMT") following the milestone groundbreaking at SBMT in June and noted that SBMT would have the nation's largest wind port, and discussed NYCEDC's continued work with a task force, and that NYCEDC will be moving into an intensive master planning process, for the Brooklyn Marine Terminal site, and various recent activities for a slew of green infrastructure projects that had recently kicked off.

Lastly, Mr. Kimball briefly summarized the current edition of NYCEDC's monthly NYC Economic Snapshot report and encouraged the Directors to review the report.

Ms. Velez joined the meeting at this time.

3. Election of Officers

Under NYCEDC's Bylaws, the Board shall elect such Executive Vice Presidents and Senior Vice Presidents as it may from time to time determine. At this time, Mr. Kimball proposed that each of Shehila-Rae Stephens and Robert Vera be promoted from being a Senior Vice President and be elected as an Executive Vice President and that each of Giacomo Landi, Emily Marcus, Daria Siegel, Ian Taylor and Brooke Wieczorek be elected as a Senior Vice President of NYCEDC.

A description of certain responsibilities of Executive Vice Presidents and Senior Vice Presidents may be found in Article IV of NYCEDC's Bylaws. It was anticipated that Ms. Stephens will oversee the Equity and Community Impact Division, Mr. Vera will oversee the Budget, Contracts and Grants Departments, Mr. Landi will oversee the Ports, Waterfront and Transportation team of Asset Management, Ms. Marcus will oversee portions of the Strategic Investments Group, Ms. Siegel will oversee work in the Innovation Industries Division, Mr. Taylor will oversee certain Design and Construction activities of Asset Management, and Ms. Wieczorek will oversee work in the Land Use Department. Each of Ms. Stephens, Mr. Vera, Mr. Landi, Ms. Marcus, Ms. Siegel, Mr.

Taylor and Ms. Wieczorek shall perform such duties as are assigned to her/him by NYCEDC's President.

A motion was made to elect each of Shehila-Rae Stephens and Robert Vera as an Executive Vice President of NYCEDC in place of each of them being a Senior Vice President of NYCEDC and to elect each of Giacomo Landi, Emily Marcus, Daria Siegel, Ian Taylor and Brooke Wieczorek as a Senior Vice President of NYCEDC, provided that the position of each of Shehila-Rae Stephens, Robert Vera, Giacomo Landi, Emily Marcus, Daria Siegel, Ian Taylor and Brooke Wieczorek as an officer shall be conditioned upon the continuance of her/his employment by NYCEDC. Such motion was seconded and unanimously approved.

4. NYC Ferry Fare Policy Modifications and Presentation of *Ferry Forward Update*

At this time, Franny Civitano, a Senior Vice President of NYCEDC, introduced Nina Verzosa, an Assistant Vice President of NYCEDC, who presented an update on the progress and successful implementation of the NYC Ferry Forward plan ("Ferry Forward"). Ms. Verzosa summarized various areas of progress with regard to NYC Ferry made since Ferry Forward's implementation in September 2022, including fare policy changes, increased transparency of the system's data, the execution of a new contract with HNY Ferry II, LLC (the "Operator"), the introduction of new and improved services, the release of a naming rights request for proposals ("RFP"), and the achievement of a decrease in per passenger subsidy and record-high ridership numbers. She then discussed the new revenue streams provided for in the new contract, NYC Ferry's ongoing community and public engagement, and its continued contributions to the maritime jobs pipeline. Lastly, she discussed NYC Ferry's increased farebox revenue since September 2022, NYC Ferry's per passenger subsidy compared to the City's other public transit systems, and some key takeaways from the 2024 NYC Ferry Fare Study that NYC Ferry used to evaluate its fare policy and to promote Ferry Forward's goals.

Ms. Verzosa then presented a proposal (i) to implement changes to the NYC Ferry fare policy, effective September 9, 2024, which changes include (1) increasing the base fare from \$4.00 to \$4.50, (2) increasing the ten-trip pass from \$27.50 to \$29.00, and (3) increasing the discounted one-way ticket from \$1.35 to \$1.45, and (ii) to expand the NYC Ferry Discount Program, as of September 1, 2024, to include all NYC high school students instead of only NYC Harbor School students who began receiving the discount in 2023, all on substantially the terms set forth in Exhibit A hereto.

In answer to a question from Ms. Anadu, Ms. Versoza explained that NYCEDC's aim with the proposed fare structure was to optimize farebox revenue without causing a drop in the current ridership levels. Ms. Civitano added that NYCEDC had given thought to whether it could possibly charge tourists more than regular riders, but that NYCEDC found that to be very difficult to accomplish logistically. In answer to a second question from Ms. Anadu, Ms. Civitano stated that there was no set goal for the number

of total participants of the NYC Ferry Discount Program, and that although NYCEDC was certainly pleased with the increase in Discount Program participants, NYCEDC remained focused on further promoting the program and encouraging sign-ups. In answer to a question from Mr. Draizin, Ms. Civitano stated that NYC Ferry was being promoted as a tourism experience. Ms. Civitano explained that the Operator had found that paid advertising was often not as effective as user-generated content, and that a lot of what the Operator was doing therefore was creating content on social media channels (e.g. Instagram), trying to get on top 10 lists of things to do in New York City and things of that nature, as well as working with local businesses and hotels. She added that NYCEDC was currently looking at making changes in the app and on the website to promote the tourism angle and fun things to do near NYC Ferry landings.

In answer to a question from Ms. Velez regarding possible capacity and scheduling increases, Ms. Civitano explained that scheduling involved a tricky balance of meeting demand while avoiding running empty boats, and that NYC Ferry therefore had a dedicated scheduler on its operations team whose focus was almost solely to analyze and think about balancing scheduling and capacity. She added that NYC Ferry was always looking at the information at its disposal and thinking about ways that it can improve existing service and be as efficient as possible in its operations. She also noted that NYC Ferry did not currently have concrete plans for expansion, but that it was currently working to develop a planning process for that. In answer to a question from Mr. Thamkittikasem, Ms. Civitano stated that the expiration time for 10-trip passes was 90 days. In answer to a second question from Ms. Velez, Ms. Civitano stated that a recent RFP was seeking an agency to support NYC Ferry in finding a branding partner. She further stated that the RFP closed, that responses were received and were currently being reviewed, and that the hope was to have an agency on board by the end of 2024 and to be actively talking to brands in 2025.

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

Mr. O'Sullivan recused himself from the subsequent meeting item and left the meeting prior to discussion of the item.

5. TIFIA Loan and Other Federal Funding Advisory Services and Presentation on Hunts Point Produce Market

At this time, John Corcoran, a Senior Vice President of NYCEDC, provided a presentation on NYCEDC's efforts to redevelop the Hunts Point Produce Market (the "Produce Market"). He first described and provided some background on the Hunts Point Food Distribution Center, one of the country's largest food distribution centers, and on the Produce Market located there. Mr. Corcoran explained that the Produce Market was an aging asset that no longer served current businesses as effectively as it could, and he summarized the facility's various current deficiencies. He then summarized the various ways that a new facility would eliminate those deficiencies,

including by expanding refrigerated warehouse space, increasing ceiling height, removing the existing diesel-powered truck refrigerated units, improving energy efficiency, reducing emissions, improving rail connections, and optimizing traffic circulation.

Jeanny Pak, an Executive Vice President of NYCEDC, then presented a proposal for (i) a consultant contract, and possibly amendments thereto (the "EYIA Consultant Contract"), with Ernst & Young Infrastructure Advisors, LLC ("EYIA"), an affiliate of NYCEDC's external auditor, Ernst & Young LLP ("EY"), for the provision of consulting services to advise on the Transportation Infrastructure Finance and Innovation Act ("TIFIA") loan application process and other potential federal funding sources for loans or other financings to support large-scale transportation and infrastructure development projects, including the Produce Market project and possibly other projects, and (ii) any needed Funding Source Agreements related to such services, on substantially the terms set forth in Exhibit B hereto.

NYCEDC was considering borrowing funds to partially finance the construction of the new Produce Market facility and the use of a TIFIA loan. It was anticipated that rent from the Produce Market would be used for debt service for the TIFIA loan, though NYCEDC may also have to put up funds for a reserve fund. Other Federal funding currently available for a portion of the project had a September 2025 deadline, so that there was a fast schedule for the environmental review and to determine the rest of the financing for the project. The NYCEDC general fund would not be impacted by the proposed TIFIA loan.

Ms. Pak explained that under the Public Authorities Accountability Act, the certified public accounting firm performing NYCEDC's audit shall be prohibited from performing any non-audit services for NYCEDC contemporaneously with the audit, unless receiving previous written approval by NYCEDC's Audit Committee. EY had determined that the scope of EYIA's proposed work was a permissible non-audit service and would not impact EY's independence as NYCEDC's external auditor. Additionally NYCEDC's Audit Committee was presented with and had approved EYIA performing the proposed services.

Ms. Pak noted that EYIA had specialized and extensive experience in TIFIA and some other Federal loans. NYCEDC would use EYIA for advisory services with regard to TIFIA loans and possibly other Federal funding sources. Due to the fast time line needed for the advisory services and EYIA's specialized and extensive experience on TIFIA loans, particularly in New York, EYIA was being retained on a sole source basis, as had been directed by the Deputy Mayor. The contract would initially be paid for with NYCEDC programmatic budget funds but possibly would be reimbursed with Federal funds if the TIFIA loan was obtained.

In answer to a question from Ms. Anadu, Ms. Pak stated that NYCEDC had internally considered the possible inclusion of looking into greenhouse gas reduction funds in the EYIA consultant contract, but that such funds did not work for this particular

project. She noted, however, that NYCEDC was keeping conversations open in case it becomes possible in the future. In answer to a question from Mr. Shamie, Mr. Kimball explained that almost everything came into the Produce Market by truck, with a small portion coming by rail, but that currently no produce came in by water. He stated that activating the water by the Produce Market was definitely a goal of NYCEDC and also part of the Blue Highway vision laid out by the Mayor. Mr. Kimball further noted that rail was still very important at Hunts Point, and that part of this modernization effort would improve and modernize the rail access there. In answer to a second question from Mr. Shamie, Mr. Kimball stated that the ceiling height in the new Produce Market facility would likely be approximately 3 or 4 pallets high.

At this time, Mr. Bliss commended the work of NYCEDC's team, as well as that of the New York City Law Department and colleagues at the New York City Office of Management and Budget, for their creativity and dexterity with this novel execution. Ms. Velez then recommended that NYCEDC look at the report commissioned by the Bloomberg administration following Superstorm Sandy regarding the need for a focus on resiliency and sustainability in the Hunts Point area. In answer to a question from Ms. Carethers, Ms. Pak explained that this was an 18-month engagement with EYIA with an option to extend, that it was based on a fee schedule and \$1 million was the maximum, but that NYCEDC did not anticipate spending the full \$1 million. Ms. Pak added that obtaining a TIFIA loan required getting two investment grade ratings and it involved a long and intensive process working with the Build America Bureau, and that EYIA would be assisting with that. In answer to another question from Ms. Anadu, Ms. Pak stated that Jamie Horton, a Senior Vice President and Director of Special Projects of NYCEDC, was working to determine how NYCEDC can take advantage of some small business loan programs.

A motion was made to approve the matters set forth for approval in the Proposed Resolution section of Exhibit B hereto. Such motion was seconded and approved. Mr. O'Sullivan had recused himself from voting on this item.

6. Approval

With respect to the approved items set forth 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.

7. Adjournment

There being no further business to come before the meeting, pursuant to a motion made, seconded and unanimously approved the meeting of the Board of Directors was adjourned at 9:24 a.m.

Mark Silvermith
Assistant Secretary

Dated: September 27, 2024
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

NYC FERRY FARE POLICY MODIFICATIONS
Board of Directors Meeting
August 20, 2024

Overview: In 2023, NYCEDC entered into an Operating Agreement (the “Agreement”) with HNY Ferry II, LLC (the “Operator”) to operate the NYC Ferry system. The Agreement will expire on September 30, 2028. Under the Agreement, NYCEDC has the exclusive right to set all fares for NYC Ferry service, including any discounts, and receives the revenue from ticket sales.

On August 9, 2022, the Board of Directors (the “Board”) approved many modifications to the NYC Ferry fare policy, which included raising the base fare from \$2.75 to \$4.00, expanding the discount program to include Fair Fares NYC participants and modifying the discount program to provide for one way fares instead of monthly passes. These changes took effect on September 12, 2022.

NYCEDC continues to monitor and evaluate its fare policy as part of its core strategy to improve financial sustainability. In early 2024, NYCEDC conducted a fare study to assess the impact of the September 2022 modifications on travel behavior and inform a proposal for new fare adjustments.

NYCEDC proposes to change the fares with the aim to increase farebox revenue and lower subsidy per passenger while maintaining the system’s overall growth and accessibility to all riders.

Proposed Resolution: NYCEDC shall require the Operator to implement the following changes to the NYC Ferry fare policy, effective September 9, 2024:

- Increase base fare from \$4.00 to \$4.50
- Increase ten-trip pass from \$27.50 to \$29.00
- Increase discounted one-way ticket from \$1.35 to \$1.45

In addition, as of September 1, 2024, as required by law, NYCEDC shall require the Operator to expand the NYC Ferry Discount Program to include all NYC high school students instead of just NYC Harbor School students who began receiving the discount in 2023.

Relevant Staff: Joshua Kraus, Executive Vice President and Chief Infrastructure Officer
James Wong, Executive Vice President and Executive Director, Ferry Department
Franny Civitano, Senior Vice President and Deputy Director, Ferry Department
Matthew Petric, Senior Vice President, Ferry Department
Nina Verzosa, Assistant Vice President, Ferry Department
James Higgins, Senior Counsel, Legal

Project Code: 6154

EXHIBIT B

TIFIA LOAN AND OTHER FEDERAL FUNDING ADVISORY SERVICES
Board of Directors
August 20, 2024

Project Description:	Provision of consulting services to advise on the Transportation Infrastructure Finance and Innovation Act (“TIFIA”) loan application process and other potential federal funding sources for loans or other financings to support large-scale transportation and infrastructure development projects
Borough:	Citywide
Type of Contract:	Consultant contract
Amount to be Approved:	Up to \$1,000,000
Type of Funds:	NYCEDC programmatic budget funds
Procurement Method:	Sole source

Agreement to be Approved: A consultant contract, and possibly amendments, thereto, with Ernst & Young Infrastructure Advisors, LLC (“EYIA”) to provide the Project services (the “EYIA Consultant Contract”). The Consultant is an affiliate of NYCEDC’s external auditor, Ernst & Young LLP (“EY”). Under the PAAA, Public Authorities Law §2802.5, the certified independent public accounting firm performing NYCEDC’s audit shall be prohibited from performing any non-audit services for NYCEDC contemporaneously with the audit, unless receiving previous written approval by NYCEDC’s Audit Committee.

EY has determined that the scope of EYIA’s proposed work is a permissible non-audit service and would not impact EY’s independence as NYCEDC’s external auditor. Additionally, NYCEDC does not believe that EYIA’s proposed work would present a conflict with EY’s role as independent auditor. As a result, as required by the Public Authorities Law, NYCEDC’s Audit Committee was presented with and has approved EYIA performing the proposed services.

Scope of Work: NYCEDC is exploring the path to obtaining a federal TIFIA loan and other potential federal funding sources to support large-scale transportation and infrastructure development projects. EYIA will provide critical advisory services by assisting in all aspects of the TIFIA loan application process, including advising on the structuring of the credit security, developing financial models, engaging through the rating agency process, discussions with the United States Department of Transportation Build America Bureau (the “Bureau”), and assisting with the formal application for and execution of a TIFIA loan.

Specific project services with regard to TIFIA may include without limitation:

- initial creditworthiness assessment,
- Bureau engagement support,
- developing a credit structure,
- developing a detailed financial model,
- updating the TIFIA letter of interest submitted to the Bureau,
- supporting additional submissions,
- assisting with loan underwriting,
- drafting the TIFIA application package, and
- assisting with the financial closing process.

EYIA may also provide similar services with regard to other potential federal funding sources.

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

Relevant Staff: Samuel Cohen, Vice President & Chief of Staff, Planning
PJ Berg, Executive Vice President, Real Estate Transaction Services
Matthew Furlong, Senior Vice President, Real Estate Transaction Services
Kevin Dunlevy, Vice President, Real Estate Transaction Services
Stephen Aly, Senior Associate, Real Estate Transaction Services
Jeanny Pak, Chief Financial Officer
James Higgins, Senior Counsel, Legal

Project Code: 11008