



New York City Economic Development Corporation

MINUTES OF THE REGULAR MEETING  
OF THE EXECUTIVE COMMITTEE  
OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
November 9, 2017

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 Thursday, November 9, 2017, at NYCEDC's offices at 110 William Street, in Conference Rooms 4A and 4B, New York, New York.

The following members of the Executive Committee were present:

William Candelaria (by conference telephone)  
Wilton Cedeno (by conference telephone)  
James McSpiritt  
Michael Schlein  
Timothy Wilkins

Other Directors of NYCEDC, members of NYCEDC staff and a member of the public also were present.

The meeting was chaired by Michael Schlein, Chairperson of NYCEDC, and called to order at 9:28 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 29, 2017 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the September 29, 2017 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 contained in the Exhibits attached hereto.)

(a) NYC Operating Agreement Amendment

Peter Flynt, a Vice President of NYCEDC, presented a proposal for (i) an amendment to the Services Plan of the operating agreement (the "Operating Agreement") for NYC Ferry services between NYCEDC and HNY Ferry, LLC (the "Operator") (an appendix to the Operating Agreement describing the details of the ferry services to be provided by the Operator for the NYC Ferry) to incorporate the operation of three additional 350-passenger ferry vessels for NYC Ferry (the "Additional 350 Vessels") (which change will require additional amendment(s) at a later date to provide funds for such operation), (ii) an amendment to the Vessel Acquisition Plan (the "VAP") of the Operating Agreement (an appendix to the Operating Agreement describing the cost of and manner in which the Operator will construct and deliver the vessels necessary to provide the NYC Ferry services) to incorporate the construction and delivery of the Additional 350 Vessels, (iii) additional amendments to the Operating Agreement to the extent required to generally conform the Operating Agreement to the amendments to the Services Plan and the VAP, (iv) any other agreements necessary to effect the proposed transactions substantially as described in Exhibit A and (v) NYCEDC taking any actions and making payments necessary to acquire the Additional 350 Vessels, on substantially the terms set forth in Exhibit A hereto.

(b) Vessel Oversight Services

Mr. Flynt then presented a proposed consultant contract with Elliott Bay Design Group LLC for services related to the engineering-related oversight of construction and maintenance of the NYC Ferry fleet and barges and certain related facilities, on substantially the terms set forth in Exhibit B hereto.

(c) Ferry System Consulting Services

Mr. Flynt also presented a proposed consultant contract with KPFF, Inc. d/b/a KPFF Consulting Engineers for consulting services to assist with the planning, development and analysis of NYC Ferry's present and future operations, on substantially the terms set forth in Exhibit C hereto.

At this time, James Patchett, President of NYCEDC, explained that demand had outpaced expectations for NYC Ferry thus far, and that the proposed Operating Agreement amendment allowed NYCEDC to increase the number of larger vessels for NYC Ferry. Mr. Patchett added that the vessel oversight contract was important, as it provided for a marine engineering consultant to be retained to ensure that NYCEDC was comfortable with the performance, timing and quality of construction of the vessels. He further noted that the ferry consulting services would give NYCEDC a third party expert to consult with on planning.

In answer to a question from Mr. McSpirtt, Mr. Flynt stated that NYCEDC would come back to the Committee at later date with regard to operating costs associated with running the larger vessels. In answer to a second question from Mr. McSpirtt, Mr. Patchett stated that NYCEDC's projections were predicated on the assumption that demand would decline in the shoulder seasons and over the winter, and that the system

thus far had seen a slow, steady decline since the summer. He added that the number of passengers for prime commuting times had remained largely constant, while non-commuting times had seen a small decline.

In answer to a question from Mr. Wilkins, Mr. Patchett stated that the capacity and safety elements of the Additional 350 Vessels were all subject to requirements of the United States Coast Guard. In answer to a second question from Mr. Wilkins, Mr. Flynt stated that there was proper insurance coverage for NYCEDC's contracts. He further stated that while the Operator was solely responsible for the vessel construction, NYCEDC was adding an extra layer of risk management to ensure that the vessels were built properly. Mr. Flynt additionally noted that each of the ferry services and vessel oversight contracts also had auditing portions in order to monitor safety management systems and maintenance.

In answer to a question from Matthew Washington, a Director of NYCEDC, Mr. Flynt stated that the 350-passenger capacity vessels were expected to be in operation by next summer and were anticipated to be paid for by City Capital Budget funds.

Approval of Section 2 Items (a), (b) and (c)

A motion was made to approve and authorize the matters set forth for approval and authorization in the Proposed Resolution(s) sections of Exhibits A – C hereto. Such motion was seconded and unanimously approved.

(d) Usage Agreement with NCL (Bahamas) Ltd.

Michael DeMeo, a Vice President of NYCEDC, presented a proposed usage agreement with NCL (Bahamas) Ltd. or an affiliated entity ("NCL"), which operates cruise lines, on substantially the terms set forth in Exhibit D hereto.

In answer to a question from Mr. McSpiritt, Mr. DeMeo stated that the alternative to a usage agreement would be for ships to come to the terminal with no commitment and pay a public tariff. In answer to a question from Mr. Washington, Joshua Nelson, a Senior Vice President of NYCEDC, stated that there was a revenue sharing arrangement with Hudson River Park Trust as a result of the overall legislation for Hudson River Park, which included Piers 79, 88, 90, 92 and 94.

In answer to a question from Mr. Wilkins, Mr. DeMeo stated that NYCEDC had some investments planned for the Manhattan Cruise Terminal and the berths at Pier 90, as well as at the Brooklyn Cruise Terminal, to help accommodate larger vessels, which investments were expected to come from NYCEDC's operating agreement with Ports America, Inc., a Federal Transit Administration grant that NYCEDC was awarded, the Brooklyn Borough President and a City commitment of approximately \$14 million.

A motion was made to authorize the matter set forth for authorization in the Proposed Resolution section of Exhibit D hereto. Such motion was seconded and

unanimously approved.

Mr. Cedeno left the meeting at this time.

(e) Sunset Park Infrastructure

Sakiru Okeowo, a Senior Project Manager of NYCEDC, presented (i) a proposed construction management contract (a "CM Contract") with AECOM USA, Inc. for construction management and related services, including pre-construction, construction and post-construction services, related to the construction of roadways, sidewalks, enhanced lighting and related improvements in the Sunset Park neighborhood of Brooklyn, primarily between 36<sup>th</sup> Street and 45<sup>th</sup> Street, from the waterfront to the Gowanus Expressway, and (ii) any agreements necessary to obtain funds ("Funding Source Agreements") for this project, on substantially the terms set forth in Exhibit E hereto.

In answer to a question from Mr. Wilkins, Mr. Okeowo explained that generally as design work moved closer to completion, NYCEDC had more cost certainty and therefore could better determine the cost of the construction work. In answer to a second question from Mr. Wilkins, Ms. Jones noted that NYCEDC had one major construction manager ("CM") and two emerging CMs that were MWBE firms. Mr. Patchett explained that NYCEDC also had the ConstructNYC program, which focused on providing more opportunities for smaller MWBE contractors. Mr. Patchett added that NYCEDC was very serious about meeting and exceeding its MWBE goals, and that NYCEDC was working to create opportunities for MWBE firms in various ways and to utilize them whenever possible.

A motion was made to authorize the matters set forth for authorization in the Proposed Resolution section of Exhibit E 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 James Katz, an Executive Vice President of NYCEDC.

(a) East River Waterfront in Lower Manhattan

(i) A proposed amendment to NYCEDC's CM Contract with Hunter Roberts Construction Group, L.L.C. to provide for additional construction and post-construction services primarily related to the Esplanade Package 4 Reconstruction sub-project, (ii) a proposed amendment to the resident engineering contract with Jacobs Engineering New York Inc. related to the South Street Streetscape sub-project to provide for additional resident engineering and related services for such sub-project, and (iii) any needed Funding Source Agreements for this project, in connection with the implementation of portions of the Esplanade and Piers Project on the East River

waterfront in Lower Manhattan, on substantially the terms set forth in Exhibit F hereto.

(b) Bio & Health Tech Entrepreneurs NYC ("Entrepreneurship Lab NYC")

A proposed amendment to the existing consultant contract (the "DT Contract") with Design Technologies, LLC for services related to the administration of a program (the "Entrepreneurship Program") to provide primarily New York City based graduate students and participants in post-doctoral programs, interested in forming new ventures and selected for participation in the Entrepreneurship Program, with business and entrepreneurship training in the life sciences and healthcare sectors, to exercise the second one-year extension option of the DT Contract (to authorize year 3) and to add additional funds for such extension year and expand the scope, and to provide for an additional one-year extension of the DT Contract (to permit a year 4), which third extension option will be at the mutual discretion of NYCEDC and Design Technologies, LLC, on substantially the terms set forth in Exhibit G hereto.

(c) WE Fund: Crowd Program

A proposed consultant contract with Kiva Microfunds or an affiliated entity ("Kiva") pursuant to which NYCEDC will provide Kiva with funds for loans and services in connection with a new program, called WE Fund: Crowd, that will help catalyze the provision of affordable credit to small businesses by providing the lesser of 10% or \$1,000 of the amount provided for successful crowdfunded loans to borrowers, on substantially the terms set forth in Exhibit H hereto.

In answer to a question from Mr. Schlein, Rachel Van Tosh, a Deputy Commissioner of the New York City Department of Small Business Services ("SBS"), stated that it was anticipated that Kiva loans would be for up to \$10,000, but that SBS anticipated the average size of the loans would be \$6,000, and that the loans would be interest-free. Ms. Van Tosh added that the typical term length was expected to be 36 months, but that it could go up to 42 months for an urban farm project.

(d) GreeNYC Marketing

(i) A proposed agreement with each of (1) Outfront Group Media LLC (or its affiliate) for advertising space, (2) Hunter Gatherer, LLC for graphic design related services, (3) WNYC radio station ("WNYC") to provide underwriting funds to WNYC for announcements, (4) WABC radio station for the purchase of radio advertising services, (5) WCBS radio station for the purchase of radio advertising services and (6) WINS radio station for the purchase of radio advertising services, and (ii) any needed Funding Source Agreements, all related to a media campaign for the GreeNYC Awareness Campaign FY 2018, on substantially the terms set forth in Exhibit I hereto.

(e) Funding Agreements

(i) Proposed funding agreements with (1) New York City Center, Inc., (2) New York Restoration Project and (3) The Queens Borough Public Library, or affiliates, and (ii) any agreements or amendments to agreements necessary to obtain funds for said

funding agreements, on substantially the terms set forth in Exhibit J hereto.

(f) Energy Price Risk Management Program

A proposed amendment to NYCEDC's Energy Price Risk Management Program, previously approved by the Executive Committee on December 20, 2016, to modify the Counterparty Credit Exposure provision, on substantially the terms set forth in Exhibit K hereto.

In answer to a question from Mr. McSpirtt, Kim Vaccari, an Executive Vice President and Chief Financial Officer of NYCEDC, stated that NYCEDC had created this policy before going out to the market and had expected a larger pool of counterparties, which turned out not to be the case because NYCEDC's program was relatively small in the energy-hedging commodity field. Ms. Vaccari stated that NYCEDC, therefore, would be hedging the full amount with probably two counterparties.

Approval of Section 3 Contracts and Matters


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

4. Approvals

With respect to the items set forth in Sections 2(a) – (e) and 3(a) – (f) 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 substantially on the terms described above.

5. Adjournment

There being no further business to come before the meeting, the meeting of the Executive Committee was adjourned at 10:25 a.m.

  
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Assistant Secretary

Dated: December 13, 2017  
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
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 OPERATING AGREEMENT AMENDMENT  
Executive Committee Meeting  
November 9, 2017**

**Project:** Amendment to the Operating Agreement (the "Operating Agreement") for NYC Ferry services between NYCEDC and HNY Ferry, LLC to increase the total number of 350 passenger ferry vessels for NYC Ferry from three to six (the three additional vessels being referred to as the "Additional 350 Vessels")

**Procurement Method:** Sole source amendment to a contract procured through an RFP using the competitive sealed proposals procurement method

**Contractor:** HNY Ferry, LLC (the "Operator")

**Agreements to be Approved:**

- Amendment to the Services Plan of the Operating Agreement (an appendix to the Operating Agreement describing the details of the ferry services to be provided by the Operator for the NYC Ferry) to incorporate the operation of the Additional 350 Vessels (which change will require additional amendment(s) at a later date to provide funds for such operation).
- Amendment to the Vessel Acquisition Plan (the "VAP") of the Operating Agreement (an appendix to the Operating Agreement describing the cost of and manner in which the Operator will construct and deliver the vessels necessary to provide the NYC Ferry services) to incorporate the construction and delivery of the Additional 350 Vessels.
- Additional amendments to the Operating Agreement to the extent required to generally conform the Operating Agreement to the amendments to the Services Plan and the VAP.

**Amount to be Approved:** Up to \$25,000,000 for the construction and delivery of the Additional 350 Vessels

**Source of Funds:** NYCEDC programmatic budget funds and/or City Capital Budget funds

**Proposed Resolutions:**

- Approval for NYCEDC to enter into one or more amendments to the Operating Agreement substantially as described herein;
- Approval for NYCEDC to enter any other agreements necessary to effect the proposed transactions substantially as described herein; and

- Approval for NYCEDC to take any actions and make payments necessary to acquire the Additional 350 Vesels, substantially as described herein

**Background:** NYCEDC has begun implementing NYC Ferry, which consists of five new ferry routes and the previously existing East River Ferry route and their associated ferry landing sites. Initiated in May 2017, NYC Ferry will continue to launch in 2018. At this time amendments to the Operating Agreement are necessary due to the need for the Additional 350 Vessels.

It is contemplated that at a later date NYCEDC will seek Executive Committee approval for additional amendments to the Operating Agreement to provide funds for additional expenses in connection with the maintenance and operation of the Additional 350 Vessels.

**The CFS Operating Agreement was last presented to the Executive Committee on June 28, 2017.**

**NYCEDC Project Code:** 6155

**Staff:** Matthew Kwatinetz, Executive Vice President, Asset Management  
Joshua Nelson, Senior Vice President, Asset Management  
Peter Flynt, Vice President, Asset Management  
Orion Hinkley, Associate, Asset Management  
Lauren Brady, Senior Counsel, Legal

Exhibit B

**VESSEL OVERSIGHT SERVICES  
Executive Committee Meeting  
November 9, 2017**

**Project:** The engineering-related oversight of construction and maintenance of the NYC Ferry fleet and barges and certain related facilities

**Procurement Method:** Publicly advertised RFP

**Contractor:** Elliott Bay Design Group LLC ("Elliott Bay")

**Agreement to be Approved:** A consultant contract with Elliott Bay (the "Contract") for Project services

**Amount to be Approved:** Up to \$2,500,000

**Source of Funds to NYCEDC:** NYCEDC programmatic budget funds

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

**Background:** Launched in May 2017, NYC Ferry is a network of ferry routes in New York City operated by HNY Ferry, LLC and managed by NYCEDC. Composed of four routes and seventeen piers as of October 2017, NYC Ferry has seen higher-than-expected ridership demand surpassing two million riders after only three months of service. In 2018 the system will launch two additional routes servicing residents in Soundview and the Lower East Side.

NYC Ferry's fleet currently consists of 19 vessels owned and operated by HNY Ferry, LLC. HNY Ferry, LLC is under contract to build, operate and maintain all aspects of NYC Ferry passenger ferry service including but not limited to, vessel operations, ticketing, marketing and customer service. With regard to NYC Ferry, NYCEDC directly manages certain barges and performs certain obligations with regard to other NYC Ferry facilities and the fleet's homeport facility which will be licensed to the ferry operator.

NYCEDC proposes to enter into the Contract to provide consulting services for NYC Ferry. The consultant shall be involved in overseeing construction and maintenance of vessels and barges and certain NYC Ferry facilities and auditing the safety management system of HNY Ferry, LLC. Services under the Contract will include, but are not limited to: marine engineering and vessel engineering reviews and audits, vessel construction oversight, vessel appraisals, damage surveys, and other similar activities.

The term of the Contract will be for approximately five years and will approximately coincide with the first phase of the NYC Ferry service.

**NYCEDC Project Code: 6569**

**Staff:** Joshua Nelson, Senior Vice President, Asset Management  
Peter Flynt, Vice President, Asset Management  
Felix M. Ceballos, Assistant Vice President, Asset Management  
Robert McFadden, Project Manager, Asset Management  
Lauren Brady, Senior Counsel, Legal

Exhibit C

**FERRY SYSTEM CONSULTING SERVICES  
Executive Committee Meeting  
November 9, 2017**

**Project:** Consulting services to assist with the planning, development and analysis of NYC Ferry's present and future operations

**Procurement Method:** Sole source, pursuant to a publicly advertised RFP that yielded only one response

**Contractor:** KPFF, Inc. d/b/a KPFF Consulting Engineers ("KPFF")

**Agreement to be Approved:** A consultant contract with KPFF (the "KPFF Contract") for Project services

**Amount to be Approved:** Up to \$2,100,000

**Source of Funds to NYCEDC:** NYCEDC programmatic budget funds

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

**Background:** Launched in May 2017, NYC Ferry is a network of ferry routes in New York City operated by HNY Ferry, LLC and managed by NYCEDC. Composed of four routes and seventeen piers as of October 2017, NYC Ferry has seen higher-than-expected ridership demand, surpassing two million riders after only three months of service. In 2018, the system will launch two additional routes servicing residents in Soundview and the Lower East Side.

NYCEDC proposes to enter into the KPFF Contract with KPFF in order to aid ongoing operations and plan for future development. KPFF shall be involved in analyzing the regular operations of HNY Ferry, LLC. Services under the Contract will include, but are not limited to: planning, analysis of transportation needs, operations, passenger information systems and passenger management, and safety and security audits in support of NYC Ferry.

The term of the Contract will be for approximately five years and will approximately coincide with the first phase of the NYC Ferry service.

**NYCEDC Project Code:** 6569

**Staff:** Joshua Nelson, Senior Vice President, Asset Management  
Peter Flynt, Vice President, Asset Management  
Felix M. Ceballos, Assistant Vice President, Asset Management  
Robert McFadden, Project Manager, Asset Management  
Lauren Brady, Senior Counsel, Legal

Exhibit D

**USAGE AGREEMENT With NCL (BAHAMAS) LTD.  
Executive Committee Meeting  
November 9, 2017**

**Project:** A usage agreement with NCL (Bahamas) Ltd. or an affiliated entity ("NCL"), which operates cruise lines

**Procurement Method:** Sole source

**Contractor:** NCL

**Agreement to be Approved:** A usage agreement (the "Agreement") between NYCEDC and NCL

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

**Background:** NYCEDC manages both the Manhattan Cruise Terminal ("MCT"), located on the Hudson River between 47<sup>th</sup> and 53<sup>rd</sup> Streets in Manhattan, as well as the Brooklyn Cruise Terminal ("BCT"), located at Pier 12 in Red Hook, Brooklyn (collectively the "Cruise Terminals"). MCT and BCT are operated for NYCEDC through a lease and operating agreement, respectively, with Ports America, Inc.

As part of its management of the Cruise Terminals, in 2004 NYCEDC entered into usage agreements with certain cruise lines, including NCL, to bring stability and growth to the City's cruise program. The usage agreements committed the cruise lines to bring a guaranteed volume of passengers to the Cruise Terminals and specified the port fees charged and discounts offered to the lines over the term of the agreements.

NCL's current 13-year usage agreement expires on December 31, 2017 and both NCL and NYCEDC are committed to executing the new Agreement to allow for the continued growth of passenger volumes realized under the current usage agreement. NCL is NYCEDC's largest cruise customer.

The Agreement will provide NCL with guaranteed berthing space at the MCT, as well as volume incentives and other discounts on the port facility charges, in exchange for a guaranteed minimum number of passengers at the Cruise Terminals over the term of the Agreement. The guarantee is calculated annually and increases over the term of the Agreement.

NYCEDC and NCL entered into a Memorandum of Understanding addressing the issues mentioned above, and will now seek to finalize the Agreement on substantially the following terms:

- **Term:** The Agreement will have an initial term of 10 years, commencing on January 1, 2018, with one five-year renewal option

- **Facility Usage Fees:** Beginning on January 1, 2018 there will be revised facility charges calculated at a bundled dockage and wharfage rate (the "Bundle Rate"). The initial Bundle Rate commencing on January 1, 2018 will be \$24.60 per passenger embarking, disembarking or in transit at the Cruise Terminals. There will be no dockage fee charged for the initial 24 hours period a vessel is berthed. After the initial 24 hours a daily dockage fee of \$0.14 per gross registered ton will be charged for such vessel. The Bundle Rate and dockage fee may be increased annually at no more than 3% per annum.
- **Projected Annual Volume:** Agreed forecasts of the annual passenger volumes for the term of the Agreement.
- **Passenger Guarantee:** NCL has agreed to an annual minimum passenger guarantee based on a specific percentage of the projected annual passenger volume. If NCL does not reach the minimum passenger guarantee in a given year, it will still be responsible, in the form of a shortfall payment, for any shortfall resulting from actual passenger numbers below the minimum passenger guarantee.
- **Preferential Berth Allocation:** NYCEDC is agreeing to provide NCL with preferential berthing status allowing for the use of one berth at MCT, seven days a week, and a second berth at MCT on either Saturday or Sunday, but not both, for the duration of the Agreement. This will allow NCL to plan for future growth with the assurance that berths will be available for its ships.
- **Vessel Cancellation Fees:** NCL has agreed to a vessel cancellation fee if it cancels certain vessel calls after the cruise season calendar is published.
- **Incentives and Discounts:** For each year that NCL meets and/or exceeds its passenger guarantee, NCL will receive a multi-tiered volume incentive reducing the facility usage fees. For each year of the term of the Agreement, NCL will also receive a discount off the facility usage fees for vessels berthed at the BCT and for vessels berthed Monday, Tuesday, Wednesday or Thursday from August 1 to November 30 at the MCT and BCT.

Under the Agreement, for its initial 10 year term NCL guarantees a minimum of 6.1 million passengers (embarking, disembarking or in transit), generating an estimated \$157.6 million in gross revenue at the Cruise Terminals.

**NYCEDC Project Code: 1711**

**Staff:** Matthew Kwatinetz, Executive Vice President, Asset Management  
 Joshua Nelson, Senior Vice President, Asset Management  
 Michael DeMeo, Vice President, Asset Management  
 Judy Fensterman, Assistant General Counsel, Legal

Exhibit E

**SUNSET PARK INFRASTRUCTURE  
Executive Committee Meeting  
November 9, 2017**

**PROJECT:** CM and related services, including pre-construction, construction and post-construction services, for construction of roadways, sidewalks, enhanced lighting and related improvements in the Sunset Park neighborhood of Brooklyn, primarily between 36<sup>th</sup> Street and 45<sup>th</sup> Street, from the waterfront to the Gowanus expressway

**Procurement Method:** Publicly advertised RFP, using the competitive sealed proposals procurement method

**Consultant:** AECOM USA, Inc. ("AECOM")

**Agreement to be Approved:**

- A CM Contract with AECOM (the "AECOM CM Contract") for Project services
- Any needed Funding Source Agreements

**Amount to be Approved:** Up to \$34,300,000

**Sources of Funds:** City Capital Budget funds

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

**Background:** Sunset Park is an industrial waterfront neighborhood that remains heavily dominated by antiquated industrial buildings and infrastructure. The area includes completed and planned City facilities and private developments such as the South Brooklyn Marine Terminal, BAT, Industry City, Sims Municipal Recycling Facility, and Bush Terminal Park. These facilities and developments cannot fully realize their potential with the existing, degraded roadway infrastructure.

The Project is intended to improve vehicular and pedestrian infrastructure to connect Sunset Park residents and workers with employment and recreation centers safely and efficiently. This work aligns with the comprehensive vision and investment strategy set forth in the 2009 Sunset Park Vision Plan, which highlighted the importance of long-term investments in the area.

Many of the streets in the area are old cobblestone streets dominated by de-commissioned rail tracks that have fallen into disrepair. The removal of abandoned rail tracks and cobblestone followed by full-depth roadway reconstruction of the streets in the area will improve safe access in this heavily trafficked Southwest Brooklyn Industrial Business Zone. Sidewalk reconstruction and other streetscape amenities, as well as enhanced lighting, improved drainage, crosswalk extensions and potential traffic reconfigurations will all improve pedestrian safety and access.



At its March 23, 2016 meeting, the Executive Committee authorized NYCEDC to enter into a contract with AKRF Engineering, P.C. for design work for the Project.

At this time, NYCEDC proposes to enter into the AECOM CM Contract for the Project services. AECOM will act as CM and will procure subcontractors for Project work in a manner permitted under the AECOM 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.

**The Sunset Park Infrastructure Project was last presented to the Executive Committee on March 23, 2016.**

**NYCEDC Project Code: 6387**

**Staff:** Sakiru Okeowo, Senior Project Manager, Capital Program  
Jawad Assaf, Vice President, Capital Program  
Luz Fontana, Senior Counsel, Legal

Exhibit F

**EAST RIVER WATERFRONT IN LOWER MANHATTAN  
Executive Committee Meeting  
November 9, 2017**

**Project:** Construction management and related services, including pre-construction, construction and post-construction services, design services and resident engineering services for the implementation of portions of the Esplanade and Piers Project (the "E&P Project") on the East River waterfront in Lower Manhattan

**Procurement Method:** An amendment to a competitively procured CM Contract to provide funds now available for work substantially included in the original procurement for this contract and a sole source amendment to a resident engineering contract that was competitively procured

**Contractors:**

- Hunter Roberts
- Jacobs Engineering New York Inc. ("Jacobs")

**Agreements to be Approved:**

- An amendment (the "HR Amendment") to NYCEDC's CM Contract with Hunter Roberts (the "HR Contract") for the Project to provide for additional construction and post-construction services primarily for that portion of the E&P Project related to Esplanade Package 4 Reconstruction
- An amendment (the "Jacobs Amendment") to the resident engineering contract with Jacobs (the "Jacobs Contract") for the South Street Streetscape portion of the E&P Project to provide for additional resident engineering and related services for that portion of the E&P Project
- Any needed Funding Source Agreements

**Amount to be Approved:**

- Up to \$6,000,000 for the HR Amendment, bringing the total authorized amount of the HR Contract to up to \$30,250,000
- Up to \$183,000 for the Jacobs Amendment, bringing the total authorized amount of the Jacobs Contract to up to \$2,583,000

**Sources of Funds:**

- CDBG funds made available to NYCEDC by LMDC
- Federal Highway Administration funds made available to NYCEDC pursuant to agreements between or among NYCEDC, City DOT and/or State DOT
- City Capital budget funds

**Proposed Resolution:** To authorize the President and any empowered officer to enter into the HR Amendment, the Jacobs Amendment and any needed Funding Source Agreements or amendments to Funding Source Agreements, substantially as described herein

**Background:** NYCEDC has undertaken the E&P Project as part of the City's efforts to spur economic growth in Lower Manhattan. The project area is generally bounded by East River Park to the north, the U.S. Pierhead Line to the east, Battery Park to the south, and Water, Pearl, Madison and Cherry Streets to the west.

The E&P Project is being performed in stages and has been subdivided into various sub-projects. The completed work to date includes:

- Reconstruction of the esplanade from the Battery Maritime Building to Pier 17. The esplanade now includes new paving, railings, seating, plantings and pavilions containing maintenance facilities and a recently opened restaurant.
- Construction of the new Pier 15.
- Reconstruction of the esplanade (part of Package 3), which includes new paving, railings, seating, plantings and adult exercise equipment, between Pike Slip and Pier 35.

The E&P Project as currently contemplated will be completed upon the implementation of the following remaining sub-projects:

- Esplanade Package 4 Reconstruction, which is located between the East River and South Street under the FDR Drive from Catherine Slip to Pike Slip. The main improvements to be constructed under this sub-project are pavement resurfacing using pavers similar to those found on the rest of the E&P Project, plantings, railings, furniture installation with custom elements including seat swings, "fishouts" overlooking the East River, and "stadium" style block seating.
- The Pier 35 pier area is currently devoid of any surface treatment and is not open to the public. This sub-project will include construction of a public park on top of Pier 35, and wood decking, plantings, and related railings and furniture on Pier 35. Construction on Pier 35 began in May 2017, and is ongoing. The sub-project is anticipated to be complete in July 2018. The Pier 35 sub-project also includes a screenwall.
- Custom furniture installation and miscellaneous esplanade improvements including but not limited to utility relocation or upgrades, paving, furniture and railing installation or landscaping within the E&P Project's limits.
- The South Street roadway has an exposed road base with no final asphalt topping, from Old Slip to Fulton Street. This South Street Streetscape sub-project consists of the reconstruction of this portion of South Street and is anticipated to be complete in December 2017.

Pursuant to previous Executive Committee approvals on September 30, 2015 and December 23, 2015, NYCEDC entered into the HR Contract for up to \$24,250,000 for CM and related services for portions of the E&P Project. NYCEDC proposes to add an additional \$6,000,000 to the HR Contract. The additional funds are being requested for additional CM and related services primarily for Package 4.

Pursuant to previous Executive Committee approvals on August 7, 2013, February 5, 2014 and December 23, 2015 NYCEDC entered into the Jacobs Contract for up to

\$2,400,000, for resident engineering services for the South Street Streetscape portion of the E&P Project. NYCEDC proposes to add an additional \$183,000 to the Jacobs Contract. The additional funds are being requested for additional resident engineering and related services which are required due to contractor delays and delays due to extensive asbestos abatement at the site conducted by private utilities.

**The East River Waterfront in Lower Manhattan Project was last presented to the Executive Committee on December 23, 2015.**

**NYCEDC Project Code: 1706**

**Staff:** Zachary Aders, Project Director, Capital Program  
Raksha Ghulati, Project Director, Capital Program  
Kathryn Prybylski, Vice President, Capital Program  
Brian Larsen, Senior Vice President, Capital Program  
Luz Fontana, Senior Counsel, Legal

Exhibit G

**BIO & HEALTH TECH ENTREPRENEURS NYC (“ENTREPRENEURSHIP LAB  
NYC”)**

**Executive Committee Meeting  
November 9, 2017**

**Project:** Administering a program (the “Program”) to provide primarily New York City based graduate students and participants in post-doctoral programs who are interested in forming new ventures and selected for participation in the Program with business and entrepreneurship training in the life sciences and healthcare sectors. The Program features a mini-MBA course and connects participants with professional business experts who will serve as mentors and coaches in the life sciences and/or healthcare technology sectors, focusing on technology, operations and financial management.

**Procurement Method:** Sole source

**Contractor:** Design Technologies, LLC (“Design Technologies”)

**Agreement to be Approved:** An amendment (“Amendment”) to the existing consultant contract (the “Contract”) with Design Technologies for Project services, to exercise the second one-year extension option of the Contract (to authorize year 3) and to add additional funds for such extension year and expand the scope, and to provide for an additional one-year extension of the Contract (to permit a year 4); such third extension option will be at the mutual discretion of NYCEDC and Design Technologies.

**Amount to be Approved:** Up to \$129,000 consisting of up to an additional \$29,000 for year 3 and up to \$100,000 for year 4. (This will result in up to \$100,000 being authorized for year 3.)

**Source of Funds to NYCEDC:** NYCEDC programmatic budget funds

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

**Background:** The Program is part of NYCEDC’s “Eds & Meds NYC 2020” series of initiatives to support the creation of early-stage life sciences and healthcare technology ventures. These initiatives are designed to outline a clear path for the creation of new businesses and expansion of early-stage ventures. These initiatives include NYC SBIR/STTR Application Assistance, Life Sciences Incubator, Health Tech Innovation Competition and Pilot Health Tech NYC.

The Program was first launched in 2012 and has been in place for the past 5 years, generating significant returns for the local life sciences and healthcare entrepreneurial ecosystem.

The Program was designed to:

- Develop a culture of entrepreneurship across academic institutions and the City's commercial life sciences and healthcare communities
- Provide alternative private-sector career paths to talented, entrepreneurially-minded graduate students and participants in post-doctoral programs, creating employment channels to City startups and companies
- Teach business concepts that are fundamental to the life sciences and healthcare industries
- Build a local base for the next generation of life sciences and healthcare entrepreneurs in the City.

The Program has achieved these objectives in the past five years, with numerous contributions to the community. To date:

- Approximately 100 startup teams were accepted through a competitive application process
- Teams have secured over \$225 million in funding
- Support received from 13 corporate sponsors, providing access to over 50 coaches and mentors.

The Contract originally had an initial term of approximately one year with two possible one-year extensions. NYCEDC wishes to exercise the second extension, to provide for a third extension and to extend the term of the Contract with Design Technologies to enable it to continue to administer the Program. Based on Design Technologies' success in administering the Program and its specialized knowledge of the Program, NYCEDC believes that Design Technologies is uniquely qualified and remains the optimal partner to help NYCEDC achieve long-term, mission-driven outcomes. Design Technologies will be responsible for:

- Coordinating all aspects of the development and administration of the Program, including developing Program structure, curriculum and materials, marketing plan, website, budget, success metrics and Program logistics
- Conducting outreach and recruitment for all Program participants, including students and mentors
- Organizing and administering all courses and mentorship sessions and providing updates to NYCEDC
- Preparing a report evaluating the Program and making recommendations for the continuation of the Program and securing possible funding sources.

**The Bio & Health Tech Entrepreneurs NYC Project was last presented to the Executive Committee on August 5, 2015.**

**NYCEDC Project Code: 5155**

**Staff:** Joshua Stephens, Senior Project Manager, Life Sciences  
 Doug Thiede, Senior Vice President, Life Sciences and Healthcare  
 Lauren Brady, Senior Counsel, Legal

Exhibit H

**WE FUND: CROWD PROGRAM  
Executive Committee Meeting  
November 9, 2017**

**Project:** A new program, called WE Fund: Crowd (“the “Program”), that will help catalyze the provision of affordable credit to small businesses by providing the lesser of 10% or \$1,000 of the amount provided for successful crowdfunded loans to borrowers

**Procurement Method:** Sole source

**Contractor:** Kiva Microfunds or an affiliated entity (“Kiva”)

**Agreement to be Approved:** Consultant contract with Kiva (the “Contract”) pursuant to which NYCEDC will provide Kiva with funds for loans and services

**Amount to be Approved:** Up to \$250,000 for loans and a service fee to Kiva equal to 12½% of the amount disbursed by NYCEDC for loans each year

**Source of Funds to NYCEDC:** NYCEDC programmatic budget funds

**Proposed Resolution:** To authorize NYCEDC to enter into the Contract with Kiva for the Program

**Background:** Women entrepreneurs are key economic actors in New York City, building businesses that support families, uplift communities, and generate jobs—leading to a stronger, more dynamic economy. There are more than 300,000 women entrepreneurs in New York City who employ nearly 200,000 individuals and generate approximately \$50 billion in revenue. However, there is a gender gap – men own 1.5 times the number of businesses, have 3.5 times the number of employees, and 4.5 times the amount of revenue. More than 70% of women entrepreneurs cite access to capital as the top issue they face in starting or growing their firms. Crowdfunding represents a path to accessing capital for many women entrepreneurs – especially those who have limited revenue and credit history.

The purpose of the Program is to expand access to capital for entrepreneurs, including women entrepreneurs, and increase awareness of crowdfunding as a financing option. The Program will support entrepreneurs in raising crowdfunded loans, giving them a boost in their fundraising. Kiva will provide the financial services to support the disbursement and collection of the loans. Kiva Microfunds related entities are the leading provider of crowdfunded loans. SBS will assist NYCEDC with the administration of the Program as part of the WE NYC initiative.

Loans under the Program will be funded by NYCEDC at a rate of 10% of the total amount of each loan, up to a maximum of \$1,000. Once the remainder of a loan is fully crowdfunded, the NYCEDC contribution will be disbursed to the borrower. Thus, the NYCEDC investment will be significantly leveraged by private contributors to the loan.

NYCEDC's contribution to Kiva will be capped at \$250,000. It is contemplated that new loans will only be issued during approximately a three-year period, although any outstanding obligations with respect to issued loans will survive beyond such three years. Staff anticipates that the Program will include more than 500 loans, amounting to more than \$3 million in capital leveraged to start, and retain and grow small businesses citywide.

**NYCEDC Project Code:** 7260

**Staff:** Edward Faustin, Vice President, Strategic Investments Group  
Edgar Avalos, Project Manager, Strategic Investments Group  
Lauren Brady, Senior Counsel, Legal



Exhibit I

**GREENYC MARKETING  
Executive Committee Meeting  
November 9, 2017**

**Project:** Retaining a graphic designer and media buys, related to a media campaign for the GreeNYC Awareness Campaign FY 2018, including (1) the design and related services for creating GreeNYC logo and branding materials, (2) advertising buys from radio stations to promote the GreeNYC brand, and (3) advertising on billboards and at transportation vehicles and facilities which may include, without limitation, bus sides, subway cars, subway platforms and LIRR trains

**Procurement Method:** Sole source

**Contractors:**

- Outfront Group Media LLC (or its affiliate)
- Hunter Gatherer, LLC
- WNYC radio station
- WABC radio station
- WCBS radio station
- WINS radio station

**Agreements to be Approved:**

- Agreement with Outfront Group Media LLC (or its affiliate) for advertising space
- Agreement with Hunter Gatherer, LLC for graphic design related services
- Agreement with WNYC to provide underwriting funds to WNYC for announcements concerning GreeNYC
- Agreement with WABC for the purchase of radio advertising services
- Agreement with WCBS for the purchase of radio advertising services
- Agreement with WINS for the purchase of radio advertising services (the above, together, the "Agreements")
- Any needed Funding Source Agreements

**Amount to be Approved:** Up to \$1,000,000, in the aggregate for the Agreements

**Source(s) of Funds:** City Tax Levy funds

**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

**Background:** Pursuant to Executive Committee authorization on April 30, 2015, November 12, 2015 and June 15, 2016, NYCEDC entered into contracts for certain marketing initiatives identified by GreeNYC to further the Sustainability Plan for NYC. It is now proposed that NYCEDC undertake additional marketing initiatives identified by GreeNYC. The following is a summary of certain projects and consultant services

anticipated to be undertaken by NYCEDC to further GreeNYC initiatives in addition to those previously undertaken.

1. Commuter Rail and Subway Platforms / Subway Interiors / Sides of Buses / Bus Interiors / Billboards – In order for GreeNYC to meaningfully connect with New Yorkers, and communicate its mission to a diverse cross-section of New Yorkers, it needs to purchase additional advertising space on billboards and transportation vehicles and at transportation facilities. This advertising location and type is only provided by Outfront Group Media LLC entities with regard to subway, bus and LIRR vehicles and facilities. The Outfront Group Media LLC entities also provide billboard advertising space.
2. Radio – In order for GreeNYC to achieve appropriate outreach, and communicate its mission, it requires announcements on radio stations which have the highest number of listeners in their target market (based on demographic data – WNYC, WABC, WCBS and WINS).
3. Graphic Designer – Hunter Gatherer, LLC, a graphic design firm, will be hired to update any and all “Birdie” GreeNYC graphic design for the current seasonal campaign, and related creative material. The chosen graphic designer is best suited for the update as it created the original “Birdie”/GreeNYC imagery and custom font. The proposed work would incorporate follow-on work to previous work it undertook for the City and NYCEDC.

It is anticipated that NYCEDC will also be undertaking other work related to the GreeNYC campaign, using small purchase procurements that do not require Executive Committee approval.

**The GreeNYC Marketing project was last presented to the Executive Committee on June 15, 2016.**

**NYCEDC Project Code: 7299**

**Staff:** Marjan Mehrkhast, Assistant Vice President, Contracts  
Léon Willis, Senior Counsel, Legal

**FUNDING AGREEMENTS**  
**Executive Committee Meeting**  
**November 9, 2017**

**Proposed Resolution:** To authorize the President and any empowered officer to enter into funding agreements that have been procured on a sole source basis, substantially as described herein, and any agreements or amendments to agreements necessary to obtain funds for said agreements.

Contractor Name and Description, and Agreement/Amendment (the agreement may be with the named contractor or an affiliate of the named contractor)	Project Site Address(es), Borough	Source of New NYCEDC Funds	Amount Under New Agreement/ Amendment	Application of New Funds and Related NYCEDC Actions
(1) New York City Center, Inc. ("City Center"), a not-for-profit corporation – Funding Agreement	130 West 56 <sup>th</sup> Street, Manhattan	Manhattan Borough President, City Council	Up to \$2,217,000	To fund a portion of the cost of the renovation of studios, restrooms, dressing rooms and common spaces associated with the studios and upgrading mechanical systems, at City Center's 56 <sup>th</sup> Street facility.
(2) New York Restoration Project, a not-for-profit corporation – Funding Agreement	3702 Harlem River Drive, Manhattan	Manhattan Borough President, City Council	Up to \$1,892,000	To fund a portion of the cost of the construction of an addition to a small building in Sherman Creek Park, which will house additional public restrooms and increase and improve the maintenance staff's space.
(3) The Queens Borough Public Library, a not-for-profit corporation – Funding Agreement	145-54 156 <sup>th</sup> Street and 145-57 155 <sup>th</sup> Street, Jamaica, Queens	City Capital Budget	Up to \$4,000,000	To fund the acquisition of a warehouse that will provide custodial and maintenance support, in addition to book storage space, for the libraries in the Queens public library system.

**NYCEDC Project Codes:** (1) 7091, (2) 6669, (3) 7202

**NYCEDC Staff:** (1), (2) Sandy Chung, Assistant Vice President, Funding Agreements; (3) Vedesh Persaud, Assistant Vice President, Funding Agreements

### Description of Contractor

- (1) **New York City Center, Inc.** a performing arts center with the populist vision of making top-notch music, theater and dance accessible to the widest possible audience.
- (2) **New York Restoration Project** ("NYRP") was founded with the belief that all New Yorkers deserve beautiful, high-quality public spaces within ready walking distance of their homes. Since its inception, NYRP has planted trees, renovated gardens, restored parks, and transformed open space for communities throughout the five boroughs.
- (3) **The Queens Borough Public Library** has the mission to provide quality services, resources and lifelong learning opportunities through books and a variety of other formats to meet the informational, educational, cultural and recreational needs and interests of the diverse and changing population of Queens.

Exhibit K

**ENERGY PRICE RISK MANAGEMENT PROGRAM  
Executive Committee Meeting  
November 9, 2017**

**Project:** Revision to the Energy Price Risk Management Program approved by the Executive Committee on December 20, 2016

**Proposed Resolution:** To authorize an amendment to NYCEDC's previously approved Energy Price Risk Management Program to modify the Counterparty Credit Exposure provision

**Background:** NYCEDC, on behalf of the City, contracted with HNY Ferry, LLC ("HNY") for the provision of citywide ferry services under the new NYC Ferry system. HNY also assumed the operations of the existing East River ferry route under this contract in December 2016. NYCEDC is responsible for the cost of fuel up to a fixed number of gallons per annum under the six-year operating agreement with HNY. Although the contract caps the number of gallons NYCEDC is responsible for, the price per gallon is subject to market conditions.

NYCEDC has been authorized by the Executive Committee to implement the Energy Price Risk Management Program to manage NYCEDC's exposure to the cost of fuel for the NYC Ferry system. At this time it is proposed to revise the Energy Risk Management Program to change the provisions relating to Counterparty Credit Exposure to read as follows (with deleted language indicated by having a line through it):

**Counterparty Credit Exposure** – All derivative counterparties or their credit support providers will be rated A3 or better by Moody's and A- or better by Standard & Poor's. ~~The maximum allowable credit exposure, determined by the net mark-to-market of all trades with a single counterparty/ credit support provider, will be \$1 million.~~

**STAFF:** Kim Vaccari, Chief Financial Officer  
Spencer Hobson, Executive Vice President and Treasurer, Finance  
Lauren Brady, Senior Counsel, Legal