



New York City Economic Development Corporation

MINUTES OF THE REGULAR MEETING  
OF THE EXECUTIVE COMMITTEE  
OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
February 6, 2018

A regular meeting of the Executive Committee of the Board of Directors of New York City Economic Development Corporation ("NYCEDC") was held, pursuant to notice by an Assistant Secretary, on Tuesday, February 6, 2018, 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:

Wilton Cedeno  
James McSpiritt  
Carl Rodrigues (as alternate for Alicia Glen)  
Michael Schlein

Mitchell Draizin, a Member of NYCEDC, other Directors of NYCEDC, New York City Councilman Paul Vallone, members of NYCEDC staff and members of the public also were present.

The meeting was chaired by Michael Schlein, Chairperson of NYCEDC, and called to order at 9:04 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 December 13, 2017 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the December 13, 2017 regular meeting of the Executive Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Report of NYCEDC's President

James Patchett, President of NYCEDC, began by acknowledging that New York City Councilman Paul Vallone was in attendance. He stated that Mr. Vallone was the newly-appointed Chair of the City Council's Committee on Economic Development and that NYCEDC looked forward to working with him. Mr. Patchett then noted the progress on some of NYCEDC's projects, including making the next round of the competition for Amazon's second headquarters.

Mr. Patchett then discussed a set of seven organization-wide objectives for this

fiscal year that NYCEDC had developed and highlighted the results of several NYCEDC projects and initiatives that were responsive to those goals. Mr. Patchett then discussed a recently-issued report of the Citizens Budget Commission, which assessed NYCEDC's economic development programs and offered recommendations for the future. Lastly, Mr. Patchett discussed his recent trip to Tel Aviv to meet with cybersecurity industry leaders and discuss ways to build partnerships with leading companies in Israel.

In answer to a question from Mr. Cedeno, Mr. Patchett further discussed his trip to Tel Aviv and some insights that he gained concerning Israel's focus on life sciences, in addition to cybersecurity. He also pointed out that Israeli companies showed great interest in opening offices in New York City (the "City"), and he stressed that it was important to create an easier pathway for such companies to choose to come to the City, rather than to competing areas. In answer to a question from Mr. Schlein, Mr. Patchett discussed the recent announcement that the first phase of redevelopment at Willets Point in Queens, which will include affordable housing, a school and open space, would move forward.

### 3. 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) Two Ollis Class Compatible Flex Barges

Prince Flanigan, a Senior Project Manager of NYCEDC, presented (i) a proposed contract with M & N Engineering, P.C. ("M&N") for design engineering services to facilitate the construction of two Ollis-Class compatible flex barges which will be used for docking, primarily in emergencies, and (ii) any agreements necessary to obtain funds ("Funding Source Agreements") for this project, on substantially the terms set forth in Exhibit A hereto.

In answer to a question from Mr. McSpiritt, Phillip Grant, a Senior Vice President of NYCEDC, stated that this project was a joint effort of the New York City Department of Transportation and NYCEDC. In answer to a question from Mr. Cedeno, Mr. Flanigan stated that it was anticipated that the barges initially would be located at the 52<sup>nd</sup> Street pier in Brooklyn. He added that the design of the flex barges would allow them to be moved to other locations as needed, and that they could self-anchor without the need for driving piles. In answer to a question from Mr. McSpiritt, Mr. Flanigan stated that the cost of construction would be finalized as design progressed. He added that NYCEDC received 6 proposals for the currently proposed contract. In answer to an additional question from Mr. McSpiritt, Mr. Flanigan stated that NYCEDC had used M&N before.

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

unanimously approved.

(b) Public Retail Markets Branding and Marketing

David Hughes, a Vice President of NYCEDC, presented a proposed contract with The Watsons, LLC for services to augment NYCEDC resources for the one time launch of the New Essex Street Market and a city-wide public retail markets rebranding campaign, on substantially the terms set forth in Exhibit B hereto.

Mr. Patchett stated that the aim of this project was to raise public awareness of, and increase foot traffic at public markets and to support the local businesses that operated in them. In answer to a question from Mr. Schlein, Mr. Hughes explained that the New Essex Street Market had the potential to operate without public financial support due to its scope and size. He added that although other public markets in the portfolio were smaller and struggled to become profitable, there were other metrics by which to gauge their success, such as affordable food access and community events and programs

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

(c) LifeSci NYC Internship Program

Eunice Anderson, a Project Manager of NYCEDC, presented a proposed amendment to the previously authorized contract with Upper West Strategies, LLC for services related to the LifeSci NYC Internship Program, which will connect selected students with unique opportunities at life sciences companies and institutions in the City as well as provide a suite of programmatic events and activities, primarily to provide additional funds to cover the cost of intern stipends, on substantially the terms set forth in Exhibit C hereto.

In answer to a question from Mr. Draizin, Ms. Anderson stated that recommendations from Upper West Strategies, LLC helped to determine the estimated amount of the stipends per intern. Doug Thiede, a Senior Vice President of NYCEDC, noted that the stipend amounts were estimated to be between \$6,000 and \$7,700 based on the expectation that interns will work up to 40 hours per week for 10-12 weeks at a \$15.00 hourly wage. In answer to a question from Mr. McSpiritt, Ms. Anderson explained that NYCEDC chose to provide subsidies because many interested smaller companies wished to participate in the program but did not have the financial capacity to fund an intern. Mr. Patchett added that the City was committed to this program because it was important to attract a more diverse set of people to the industry who otherwise might not consider the life sciences. He further noted that NYCEDC hoped to get more participating partners to pay the cost of interns themselves as the program expanded.

In answer to a question from Mr. Cedeno, Ms. Anderson stated that the related contract would also provide for supplemental services intended to reinforce the summer

internship experience. She added that in addition to the summer internships, participants would have access to networking and programmatic events and workshops to build soft skills that would benefit interns when they enter the workforce. In answer to a question from Mr. Draizin, Ms. Anderson explained that the larger and mid-sized for-profit companies would be able to fund their own interns. Mr. Thiede said that NYCEDC would help pay for interns for companies that can not afford to pay them.

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

#### 4. 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) City of New York Early Stage Life Sciences Funding Initiative: Non-Therapeutics and Therapeutics Venture Program

(i) A proposed amendment to the existing co-investment agreement for Phase II of The City of New York Early Stage Life Sciences Funding Initiative (the "Initiative"), designed to incentivize private sector seed and early-stage financing for life sciences ventures based in the City ("NewCos") and to bolster the City's entrepreneurial ecosystem for life sciences research and development, among City of New York Early Stage Life Sciences Fund LLC ("New LLC"), an affiliate of NYCEDC created to facilitate the Initiative, Celgene Corporation, Eli Lilly and Company, and/or their affiliates (collectively, the "Strategic Investors"), and ARCH Venture Partners and/or one or more affiliates thereof, to expand Phase II to also include investments in therapeutics life sciences ventures, (ii) proposed contingent rights agreement(s), each among a NewCo, New LLC and one or more other Strategic Investors setting forth the investment terms in each NewCo, and (iii) any other agreements needed in connection with the investment transactions of New LLC, on substantially the terms set forth in Exhibit D hereto.

##### (b) Green Infrastructure

To provide for additional work requested by the New York City Department of Environmental Protection, proposed amendments to the civil engineering contracts with AKRF Engineering, P.C., CH2M Hill Engineering, P.A., Dewberry Engineers Inc., Greenman-Pedersen, Inc., Hazen and Sawyer, D.P.C. and Stantec Consulting Services Inc. originally for Green Infrastructure project work, which entails the construction of green infrastructure capital projects in combined sewer-overflow tributary areas in Brooklyn, Queens and the Bronx, in the public right-of-way, to provide for project work on publicly-owned properties and additional work in the public right-of-way and to provide funds for such additional work, and (ii) any needed Funding Source Agreements

for this project, on substantially the terms set forth in Exhibit E hereto.

(c) DockNYC Operating Agreement Extension

A proposed amendment to the current berth sites operation and management agreement (the "Berth Sites Agreement") with Billybey Marina Services, LLC related to designated berths administered or serviced by NYCEDC to avoid impacts to their operation and management while NYCEDC undertakes a new procurement for an operator, to provide for a 15 month extension of the term of the Berth Sites Agreement, on substantially the terms set forth in Exhibit F hereto.

(d) Whitehall Ferry Terminal, St. George Ferry Terminal, and Staten Island Ferryboats: Amendments to Advertising Agreements

Proposed amendments to the Whitehall Ferry Terminal ("Whitehall"), St. George Ferry Terminal ("St. George") and Staten Island Ferryboats advertising agreements with Island Adworx Advertising, Inc. d/b/a Communication Associates for advertising at Whitehall and St. George and on the Staten Island Ferryboats and related activities, to extend the end of their terms from May 31, 2019 to May 31, 2020, on substantially the terms set forth in Exhibit G hereto.

(e) Fire Safety Services

A proposed contract with Quality Fire Protection Consultants, Inc. for the provision of on-going fire safety services for the Brooklyn Army Terminal ("BAT") and on a "when and where" basis for various other sites in the City managed by NYCEDC, on substantially the terms set forth in Exhibit H hereto.

(f) Citywide Rehabilitation/Improvements

(i) One or more proposed amendments to NYCEDC's construction management contract (a "CM Contract") with The McKissack Group, Inc. d/b/a McKissack & McKissack, (ii) one or more proposed amendments to NYCEDC's CM Contract with Skanska USA Building Inc., (iii) one or more proposed amendments to NYCEDC's 2012 facilities management/construction management contract (a "FM/CM Contract") with Hunter Roberts Construction Group, L.L.C. ("Hunter Roberts") (the "2012 Hunter FM/CM Contract") to provide for project services and to extend the 2012 Hunter FM/CM Contract until work being completed under that contract is finished, (iv) one or more proposed amendments to NYCEDC's 2017 FM/CM Contract with Hunter Roberts, (v) one or more proposed amendments to NYCEDC's CM Contract with Gilbane Building Company, and (vi) any needed Funding Source Agreements, to provide for work related to waterfront and other facilities at various locations in the City, on substantially the terms set forth in Exhibit I hereto.

(g) Funding Agreements

(i) Proposed funding agreements with (1) An Claidheamh Soluis, Inc. (d/b/a Irish Arts Center) and IAC-NYC, LLC, (2) Community Healthcare Network, Inc., (3) Conselyea Street Block Association, Inc., (4) Greenpoint Manufacturing and Design Center Local

Development Corporation ("GMDC"), (5) New York City Center, Inc. and (6) The Joseph P. Addabbo Family Health Center, Inc., or affiliates, (ii) a proposed funding agreement amendment with GMDC and GMDC Two Corporation, or an affiliate, and (iii) any agreements or amendments to agreements necessary to obtain funds for said funding agreements and amendment, on substantially the terms set forth in Exhibit J hereto.

(h) Commercial Condominium Legal Retainer

(i) A proposed amendment to a legal retainer agreement with Ira Goldenberg for the provision of legal services related to condominium and/or cooperative matters for projects in which NYCEDC is involved, to provide additional funds for project services, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit K hereto.

Approval of Section 4 Contracts and Matters

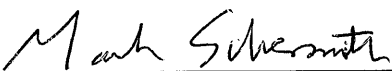
A motion was made to authorize the matters set forth for authorization in the Proposed Resolution sections of Exhibits D – K hereto. Such motion was seconded and unanimously approved.

5. Approvals

With respect to the items set forth in Sections 3(a) – (c) and 4(a) – (h) above, it was understood that authorization and approval of such matters included authorization for the President and other empowered officers to execute the necessary legal instruments, and for the President and other empowered officers to take such further actions as are or were necessary, desirable or required, to implement such matters substantially on the terms described above.

6. Adjournment

There being no further business to come before the meeting, the meeting of the Executive Committee was adjourned at 9:50 a.m.

  
\_\_\_\_\_  
Assistant Secretary

Dated: March 20, 2018  
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

**TWO OLLIS CLASS COMPATIBLE FLEX BARGES**  
**Executive Committee Meeting**  
**February 6, 2018**

**Project:** Design engineering services to facilitate the construction of two Ollis-Class compatible flex barges which will be used for docking, primarily in emergencies

**Contractor:** M & N Engineering, P.C. ("M&N")

**Agreements to be Approved:**

- Contract with M&N for Project services (the "Design Contract")
- Any needed Funding Source Agreements

**Procurement Method:** Publicly advertised RFP

**Amount to be Approved:** Up to \$1,212,700

**Source of Funds:** City Capital Budget funds and Federal funds

**Scope:** M&N will undertake design services to facilitate the construction of two Ollis-Class compatible flex barges, including spuds, gangways and other necessary appurtenances, for installation at the 52<sup>nd</sup> Street Pier in Brooklyn or another location that is feasible for use in emergencies.

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

**NYCEDC Project Code:** 7159

**Staff:** Phillip Grant, Senior Vice President, Asset Management  
Paul Boomgaardt, Assistant Vice President, Asset Management  
Prince Flanigan, Senior Project Manager, Asset Management  
Michael Barone, Counsel, Legal

**PUBLIC RETAIL MARKETS BRANDING AND MARKETING  
Executive Committee Meeting  
February 6, 2018**

**Project:** Services of a marketing firm to augment NYCEDC resources for the one time launch of the New Essex Street Market ("NESM") and a city-wide public retail markets rebranding campaign

**Contractor:** The Watsons, LLC ("Watsons")

**Agreements to be Approved:** A contract (the "Contract") with Watsons for Project services

**Procurement Method:** RFP

**Amount to be Approved:** Up to \$206,300

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

**Scope:** Support NYCEDC's in-house team in executing a strategy for the launch of NESM and the re-branding of the city-wide public retail markets network. This will include support for NESM on the Lower East Side, La Marqueta in East Harlem, Moore Street Market in East Williamsburg, additional existing public retail markets and any new assets that may be added to the portfolio. In consultation with NYCEDC, Watsons will be responsible for an expanded scope beyond NYCEDC's normal marketing activities, including digital assets, events/programming, and public relations assistance for these markets.

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

**NYCEDC Project Code:** 6883

**Staff:** David Hughes, Vice President, Asset Management  
Mark Spector, Senior Vice President, Asset Management  
Matthew Kwatinetz, Executive Vice President, Asset Management  
Caroline Nguyen, Counsel, Legal

Exhibit C

**LIFESCI NYC INTERNSHIP PROGRAM  
Executive Committee Meeting  
February 6, 2018**

**Project:** The development and implementation of the LifeSci NYC Internship Program (the "Program"), which will connect selected students with unique opportunities at life sciences companies and institutions in the City as well as provide a suite of programmatic events and activities

**Contractor:** Upper West Strategies, LLC ("UWS")

**Agreement to be Approved:** An amendment (the "Amendment") to the previously authorized contract with UWS ("UWS Contract") for services related to the Program, primarily to provide additional funds to cover the cost of intern stipends

**Procurement Method:** Amendment to the competitively procured UWS Contract to provide funds contemplated in the original procurement for the UWS Contract

**Amount to be Approved:** Up to \$866,250 for the Amendment, bringing the total authorized amount of the UWS Contract to up to \$2,366,250

**Source of Funds to NYCEDC:** NYCEDC programmatic budget funds for the funds for the Amendment

**Scope:**

- With NYCEDC's consent, UWS may subsidize any "host" company's compensation of an intern. The RFP for the Program described that NYCEDC may allocate subsidy funds to cover the cost of intern stipends. The Amendment would include additional funds that will be used solely to cover the cost of internship stipends. It will be the responsibility of UWS to oversee the disbursement of these funds to eligible "host" companies.
- Eligibility may be determined by factors including the size of the "host" company, with larger "host" companies possibly compensating the interns in whole or in part themselves, and smaller companies with limited financial resources probably receiving most or all of the subsidy funds.

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

The LifeSci NYC Internship Program project was last presented to the Executive Committee on August 2, 2017.

**NYCEDC Project Code:** 6997

**Staff:** Doug Thiede, Senior Vice President, Life Sciences and Healthcare  
Carlo Yuvenco, Senior Project Manager, Life Sciences  
Eunice Anderson, Project Manager, Life Sciences  
Léon Willis, Senior Counsel, Legal

Exhibit D

**CITY OF NEW YORK EARLY STAGE LIFE SCIENCES FUNDING INITIATIVE: NON-THERAPEUTICS AND THERAPEUTICS VENTURE PROGRAM**

**Executive Committee Meeting**

**February 6, 2018**

**Project:** The City of New York Early Stage Life Sciences Funding Initiative (the "Initiative") is designed to incentivize private sector seed and early-stage financing for life sciences ventures based in the City ("NewCos") and to bolster the City's entrepreneurial ecosystem for life sciences research and development. Phase I of the Initiative focused on investments in therapeutics life sciences ventures. Phase II of the Initiative originally focused on investments in non-therapeutics life sciences ventures and will be expanded to also include investments in therapeutics life sciences ventures.

**Venture Capital Firm:** ARCH Venture Partners and/or one more affiliates thereof ("ARCH Venture Partners")

**Agreements to be Approved:**

- An amendment ("Amendment") to the existing co-investment agreement (the "Co-Investment Agreement") for Phase II of the Initiative among City of New York Early Stage Life Sciences Fund LLC ("New LLC"), an affiliate of NYCEDC created to facilitate the Initiative, Celgene Corporation, Eli Lilly and Company, and/or their affiliates (collectively, the "Strategic Investors"), and ARCH Venture Partners.
- Contingent rights agreement(s), each among a NewCo, New LLC and one or more other Strategic Investors (collectively, the "Contingent Rights Agreements") setting forth the investment terms in each NewCo
- Other agreements (the "Transaction Documents") needed in connection with the investment transactions of New LLC

**Procurement Method:** Sole source amendment to the Co-Investment Agreement. Arch Venture Partners was originally selected as the venture capital firm for Phase II through a publicly advertised RFP.

**Amount to be Approved:** Up to \$10,000,000 (the "Project Funds") was previously approved by the Executive Committee to be used in total for both Phases of the Initiative. This amount is not being changed. It is contemplated that approximately a total of \$2,500,000 will be used for Phase II therapeutics as well as non-therapeutic life sciences ventures of the Initiative.

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

**Scope:** Expansion of Phase II of the Initiative to include investments in therapeutics life sciences ventures. Under Phase I, investments in therapeutics life sciences ventures may continue to be made as well.

NYCEDC proposes to amend the Co-Investment Agreement as follows:

- Expand the scope of eligible investments to include early-stage (i.e., “seed,” “Series A,” or pre-“Series A” with no prior round of institutional funding) life sciences business ventures focused on a therapeutics technology area. The eligibility criteria for NewCos (other than the requirement that they focus on a non-therapeutics technology area) and the investment terms previously approved for life science business ventures focused on a non-therapeutics technology area will also apply to therapeutics business ventures.
- Modify the existing opt-out provisions such that a Strategic Investor may elect to terminate its interest in the Co-Investment Agreement on November 1, 2018 if the Strategic Investor and ARCH Venture Partners do not invest together in at least one NewCo. on or before October 31, 2018. As previously approved, ARCH Venture Partners and any Strategic Investor may also terminate its participation in the Project if it becomes subject to additional New York taxes or tax penalties by reason of its participation.
- GE Ventures participated as an initial Strategic Investor, but terminated its interest in the Co-Investment Agreement pursuant to the original opt-out terms thereof. The annual compensation for ARCH Venture Partners shall be reduced by GE Ventures’ share as a result of GE Ventures’ termination of its interest in the Co-Investment Agreement and there shall be a similar reduction in the event of any future scenario in which another Strategic Investor terminates its interest in the Co-Investment Agreement.
- NYCEDC on behalf of New LLC will pay the same amount as its share of the compensation to ARCH Venture Partners as is currently the case.

**Proposed Resolution:** To authorize the President and any empowered officer to enter into the Amendment, Contingent Rights Agreements and Transaction Documents substantially as described herein.

The City of New York Early Stage Life Sciences Funding Initiative: Non-Therapeutics Venture Program was last presented to the Executive Committee on April 30, 2015.

**NYCEDC Project Code:** 5682

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

Exhibit E

**GREEN INFRASTRUCTURE  
Executive Committee Meeting  
February 6, 2018**

**Project:** The Green Infrastructure project entails the construction of green infrastructure capital projects in combined sewer-overflow ("CSO") tributary areas, related to managing stormwater in the public right-of-way and on publicly-owned properties in Brooklyn, Queens and the Bronx. This approval is sought to undertake additional work requested by City DEP on publicly-owned properties.

**Contractors** (collectively, the "Civil Engineers"):

- AKRF Engineering, P.C.
- CH2M Hill Engineering, P.A.
- Dewberry Engineers Inc.
- Greenman-Pedersen, Inc.
- Hazen and Sawyer, D.P.C.
- Stantec Consulting Services Inc.

**Agreements to be Approved:**

- To provide for additional work requested by City DEP, amendments (the "Amendments") to the civil engineering contracts with the Civil Engineers (the "Civil Engineering Contracts") originally for Project work on the public right-of-way, to provide for Project work on publicly owned properties and additional work in the public right-of-way and to provide funds for such additional work
- Any needed Funding Source Agreements

**Procurement Method:** Sole source amendments to the competitively procured Civil Engineering Contracts

**Amount to be Approved:** Up to \$9,000,000 in the aggregate for the Amendments

**Source of Funds:** City Capital Budget funds made available by City DEP

**Scope:** The Civil Engineers will provide additional work on green infrastructure projects in Bronx River CSO tributary areas (HP-002, -004, and -007) in the Bronx, and Jamaica Bay CSO tributary areas (26W-004 and -005) in Brooklyn and Queens. The green infrastructure improvements will mitigate the management of stormwater in the public right-of-way and on public property owned by the City, the City's Department of Education, and the New York City Housing Authority, in identified priority watersheds of the City. The implementation of City DEP's Green Infrastructure Program will address the inadequacy of the City's combined sewer system with the goal of lessening sewage outflow into the City's waterways and thereby improve the quality of life and the potential for economic development in the City.

**Proposed Resolution:** To authorize the President and any empowered officer to enter into the Civil Engineering Amendments and any needed Funding Source Agreements,

substantially as described herein

The Green Infrastructure project was last presented to the Executive Committee on December 13, 2017.

**NYCEDC Project Code:** 5332

**Staff:** Jennifer Cass, Vice President, Capital Program  
Zachary Aders, Project Director, Capital Program  
Valerie Himelewski, Senior Counsel, Legal

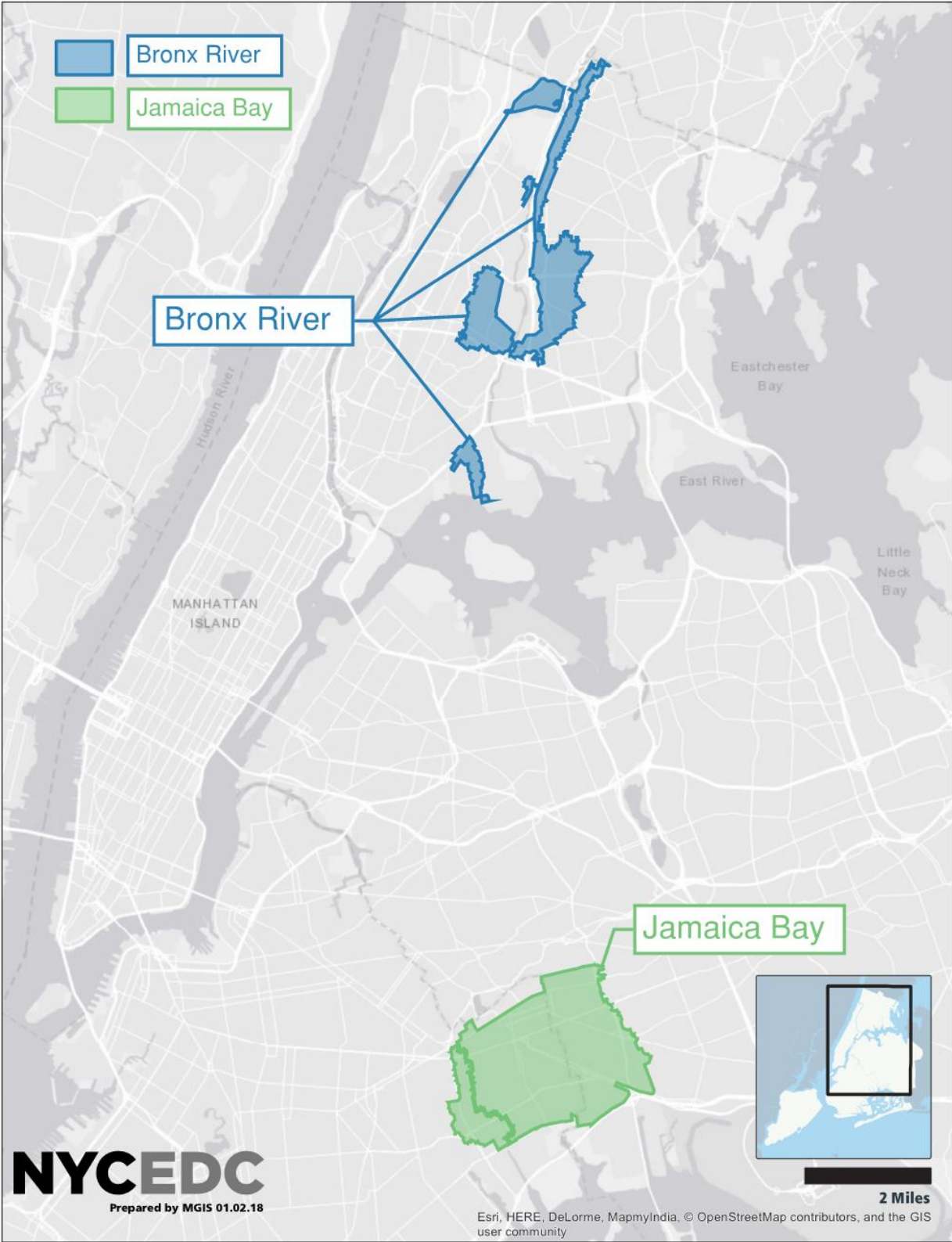




Exhibit F

**DOCKNYC OPERATING AGREEMENT EXTENSION  
Executive Committee Meeting  
February 6, 2018**

**Project:** Extend the current berth sites operation and management agreement (the "Agreement") related to designated berths administered or serviced by NYCEDC to avoid impacts to their operation and management while NYCEDC undertakes a new procurement for an operator

**Contractor:** Billybey Marina Services, LLC (the "Operator")

**Agreement to be Approved:** Amendment (the "Amendment") to the Agreement to provide a 15 month extension of the term

**Procurement Method:** Sole source amendment to a competitively procured agreement

**Amounts to be Approved:**

- The amount the Operator will be entitled to retain monthly from revenues from the operation of the berth sites during the extension period shall be: (a) certain costs of operation (including, without limitation, certain capital costs incurred in connection with certain possible capital improvements by the Operator to the berth sites and possibly costs of obtaining certain berth site equipment), plus (b) \$18,758.47 per month for the first 12 months of the extension period, increased by three percent (3%) at the beginning of the final 3 months of the extension period (the "Management Fee"), provided that there will be upward adjustments in the amount retained by the Operator in subsequent months if the Operator does not receive the full amount it would have been entitled to in a particular month.
- The Operator shall be entitled to an incentive fee for each year of the Operating Agreement (and for the final 3 months of the extension period) equal to the sum of (i) 20% of the first \$100,000 of net operating income for such period; plus (ii) 22.5% of net operating income for such period between \$100,001 and \$199,999; plus (iii) 25% of net operating income for such period between \$200,000 and \$299,999; plus (iv) 27.5% of net operating income for such period between \$300,000 and \$399,999; plus (v) 30.0% of net operating income for such period greater than \$399,999. Net operating income means for any period of time, revenues for such period minus both: (i) the costs of operation for such period and (ii) the Management Fee for such period.
- If the Operator has not received the full amount of its costs of operation, Management Fee and incentive fee at the end of each year of the Operating Agreement (and the final 3 months of the extension period), the outstanding balance shall be paid to the Operator.

- NYCEDC shall receive the balance of operating revenues.

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

**Scope:**

- Administration of third party berthing activities (e.g. the issuing of landing slot licenses or other occupancy agreements and/or the servicing, repair and refueling of vessels) and the administrative tasks associated therewith (e.g. staging, scheduling, obtaining proof of vessel insurance, collecting payment etc.)
- Operate and maintain berth sites and all the equipment and elements situated at the berth sites in good, safe order and condition. Provide security and institute safety measures necessary for the operation of berthing services.
- Other related activities

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

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

Exhibit G

**WHITEHALL FERRY TERMINAL,  
ST. GEORGE FERRY TERMINAL, AND  
STATEN ISLAND FERRYBOATS:  
AMENDMENTS TO ADVERTISING AGREEMENTS  
Executive Committee Meeting  
February 6, 2018**

**Project:** Advertising on the Staten Island Ferryboats and at the St. George Ferry Terminal ("St. George") and Whitehall Ferry Terminal ("Whitehall") and related activities

**Contractor:** Island Adworx Advertising, Inc. d/b/a Communication Associates ("FerryAds")

**Agreements to be Approved:** Amendments to the Whitehall and St. George/Staten Island Ferryboats advertising agreements with Ferry Ads (the above, together, the "Amendments") to extend the end of their terms from May 31, 2019 to May 31, 2020 (the "Extension Period")

**Procurement Method:** Sole source

**Scope and Payments to NYCEDC:** All of the terms, conditions and obligations under the advertising agreements (including use for advertising and related activities) will continue during the Extension Period, with the minimum guaranteed fee for the additional year of the terms of the agreements to be paid to NYCEDC for Whitehall being increased to \$210,000 (an increase of \$3,000 over the previous year) and for St. George/Staten Island Ferryboats being increased to \$192,000 (an increase of \$3,000 over the previous year) and the addition of a FerryAds obligation to perform and pay for certain repairs to one or more damaged LED zipper signs in Whitehall, which repairs are estimated to cost approximately \$300,000.

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

The Whitehall advertising agreement was last presented to the Board on November 7, 2008 and the St. George/Staten Island Ferryboats advertising agreement was last presented to the Board on September 30, 2015.

**NYCEDC Project Code:** 3238

**Staff:** Sarah Wagner, Senior Associate, Asset Management  
Mark Spector, Senior Vice President, Asset Management  
Scott Shostak, Senior Counsel, Legal

Exhibit H

**FIRE SAFETY SERVICES  
Executive Committee Meeting  
February 6, 2018**

**Project:** The provision of on-going fire safety services for BAT and on a “when and where” basis for various other sites in the City managed by NYCEDC

**Contractor:** Quality Fire Protection Consultants, Inc. (“Quality Fire”)

**Agreement to be Approved:** Contract with Quality Fire for Project services (the “Fire Safety Contract”)

**Procurement Method:** Publicly advertised RFP, pursuant to which there was only one response, making the Fire Safety Contract be considered to be a sole source contract under NYCEDC’s annual contracts with the City

**Amount to be Approved:** Up to \$400,000

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

**Scope:**

- Provide a comprehensive evacuation plan for BAT, including a safe and orderly way to evacuate the BAT buildings if a fire or other emergency occurs.
- Conduct an on-site survey of BAT to verify data needed to determine if amendments are needed to BAT’s Comprehensive Fire Safety & Emergency Action Plan (“EAP”) and Fire Safety and Evacuations Plans, prepare any needed amendments and submit them to the NYC Fire Department for review and acceptance.
- Design a complete fire drill program and conduct EAP drills as required by Local Law 5/73 and Local Law 26/04, at BAT.
- Similar services may be undertaken for other sites managed by NYCEDC.

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

**NYCEDC Project Code:** 7242

**Staff:** Judith Zevack, Senior Project Manager Asset Management  
Dave Aneiro, Facility Director, BAT  
Michael Barone, Counsel, Legal

## Exhibit I

### **CITYWIDE REHABILITATION/IMPROVEMENTS Executive Committee Meeting February 6, 2018**

**Project:** Work related to waterfront and other facilities at various locations in the City

**Contractors:**

- McKissack
- Skanska
- Hunter Roberts
- Gilbane

**Agreements to be Approved for Project Work:**

- One or more amendments (the "McKissack Amendments") to NYCEDC's CM Contract with McKissack (the "McKissack Contract") to provide for Project services
- One or more amendments (the "Skanska Amendments") to NYCEDC's CM Contract with Skanska (the "Skanska Contract") to provide for Project Services
- One or more amendments (the "Hunter FM/CM Amendments") to NYCEDC's 2012 FM/CM Contract with Hunter Roberts (the "2012 Hunter FM/CM Contract") to provide for Project services and to extend the 2012 Hunter FM/CM Contract until work being completed under that contract is finished
- One or more amendments (the "New Hunter FM/CM Amendments") to NYCEDC's 2017 FM/CM Contract with Hunter Roberts (the "2017 Hunter FM/CM Contract") to provide for Project services
- One or more amendments (the "Gilbane Amendments") to NYCEDC's CM Contract with Gilbane (the "Gilbane Contract") to provide for Project services
- Any needed Funding Source Agreements

**Procurement Method:** Sole source amendments to contracts that were competitively procured. Each Contractor is acting as a CM and procuring subcontractors for the Project work assigned to it in a manner permitted under its 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. With NYCEDC's approval, subcontractors retained by the Contractors may, in turn, subcontract certain work.

**Amounts to be Approved:**

- Up to \$13,550,000 for the McKissack Amendments
- Up to \$4,795,075 for the Skanska Amendments
- Up to \$10,999,000 for the Hunter FM/CM Amendments
- Up to \$6,712,000 for the New Hunter FM/CM Amendments
- Up to \$654,000 for the Gilbane Amendments
- The project cost, in most cases, will include engineering, design, construction, construction management and/or insurance costs. The amount retained by the CM for CM services typically accounts for 8-12% of the project cost.

**Source of Funds to NYCEDC:** City Capital Budget funds

**Scope:** At this time, NYCEDC proposes that the Contractors undertake substantially the Project work listed in Attachment A. Attachment A indicates the responsible Contractors and the maximum amounts to be spent for the specified work, as well as the contract the work will be performed under.

**Proposed Resolution:** To authorize the President and any empowered officer to enter into the McKissack Amendments, Skanska Amendments, Hunter FM/CM Amendments, New Hunter FM/CM Amendments, Gilbane Amendments and any needed Funding Source Agreements, substantially as described herein

The Citywide Rehabilitation/Improvements Project was last presented to the Executive Committee on December 13, 2017.

**Staff:** Phillip Grant, Senior Vice President, Asset Management  
Paul Boomgaardt, Assistant Vice President, Asset Management  
Sophia Abel, Project Manager, Asset Management  
Prince Flanigan, Project Manager, Asset Management  
Krystin Hence, Senior Project Manager, Asset Management  
Valerie Himelewski, Senior Counsel, Legal

**Attachment A**

<b>Contract</b>	<b>Work Site</b>	<b>Borough</b>	<b>Project Work</b>	<b>Estimated Maximum Cost</b>	<b>Project Code</b>
McKissack	Mart 125	Manhattan	Design, construction and other related work at Mart 125 to rehabilitate the building which is anticipated to be used by Spaceworks for artist studios and office space.	\$13,550,000	TBD
			<b>Total McKissack Amendments</b>	<b>\$13,550,000</b>	
Skanska	BAT Pier 4 Substructure	Brooklyn	Design, construction and other related work with regard to substructure improvements at BAT Pier 4 ferry landing	\$1,890,075	TBD
Skanska	Brooklyn Cruise Terminal Pier 12	Brooklyn	Design, construction and other related work with regard to substructure improvements at Brooklyn Cruise Terminal Pier 12	\$2,740,000	TBD
Skanska	Battery Park	Manhattan	Design, construction and other related work with regard to substructure improvements at Battery Wharf	\$165,000	6486
			<b>Total Skanska Amendments</b>	<b>\$4,795,075</b>	
2012 Hunter Roberts	SBMT South Bulkhead	Brooklyn	Design, construction and other related work regarding bulkhead rehabilitation at the South Brooklyn Marine Terminal	\$2,600,000	TBD
2012 Hunter Roberts	La Marqueta-La Placita	Manhattan	Design, construction and other related work at La Marqueta – La Placita to construct a facility to be used primarily for community events	\$2,200,000	TBD
2012 Hunter Roberts	BAT Elevator Rehabilitation	Brooklyn	Design, construction and other related activities with regard to elevator rehabilitation work at BAT	\$6,199,000	TBD
			<b>Total Hunter FM/CM Amendments</b>	<b>\$10,999,000</b>	
2017 Hunter Roberts	New Market Building at the South Street Seaport	Manhattan	Demolition work at the New Market Building	\$4,350,000	TBD

2017 Hunter Roberts	West Harlem Pier	Manhattan	Design, construction and other related work with regard to substructure improvements at the West Harlem Pier	\$862,000	TBD
2017 Hunter Roberts	Bush Terminal Pier 7		Demolition work at Bush Terminal Pier 7	\$1,500,000	TBD
			<b>Total New Hunter FM/CM Amendments</b>	<b>\$6,712,000</b>	
Gilbane	Stuyvesant Cove Shoreline	Manhattan	Design, construction and other work related to seawall rehabilitation at the Stuyvesant Cove shoreline.	\$654,000	TBD
			<b>Total Gilbane Amendments</b>	<b>\$654,000</b>	



**FUNDING AGREEMENTS**  
**Executive Committee Meeting**  
**February 6, 2018**

**Exhibit J**

**Proposed Resolution:** To authorize the President and any empowered officer to enter into funding agreements and a funding agreement amendment 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 and amendment

<b>Contractor Name and Description, and Agreement/Amendment (the agreement may be with the named contractor or an affiliate of the named contractor)</b>	<b>Project Site Address(es), Borough</b>	<b>Source of New NYCEDC Funds</b>	<b>Amount Under New Agreement/ Amendment</b>	<b>Application of Funds</b>
(1) An Claidheamh Soluis, Inc., (d/b/a Irish Arts Center), a not-for-profit corporation, and IAC-NYC, LLC – Funding Agreement	726 11th Avenue, Manhattan	Manhattan Borough President, City Council and Department of Cultural Affairs (“DCLA”)	Up to \$36,750,000	To fund a portion of the construction cost of a new three-story cultural center, including a performance space, studio space, and classrooms.
(2) Community Healthcare Network, Inc., a not-for-profit corporation – Funding Agreement	999 Blake Avenue, Brooklyn	Brooklyn Borough President, City Council	Up to \$3,049,756	To fund a portion of the construction cost of a new two-story health center to provide additional space for expanded healthcare services.
(3) Conselyea Street Block Association, Inc. (the “Association”), a not-for-profit corporation – Funding Agreement	207-211 Ainslie Street, Brooklyn	Brooklyn Borough President, City Council	Up to an additional \$997,561 has become available for the acquisition being funded, bringing the total authorized amount for the funding agreement to up to \$4,900,000	To fund a portion of the acquisition cost of a building for the Association, which is currently used by the Association primarily for community space as well as space for programs of the Association.
(4) Greenpoint Manufacturing and Design Center Local Development Corporation (“GMDC”), a not-for-profit corporation – Funding Agreement	94-15 100th Street, Queens	Mayoral Capital Budget Funds	Up to \$10,000,000	To fund a portion of the acquisition of a three-story industrial property in Ozone Park. Formerly a single-user property, the building will be renovated to create space for small and midsize manufacturers.

<p>(5) GMDC and GMDC Two Corporation, a not-for-profit corporation – Amendment</p>	<p>1155-1205 Manhattan Avenue, Brooklyn</p>	<p>City Council</p>	<p>Up to \$1,950,000</p>	<p>To amend a previously approved funding agreement. The funding source and amount remain unchanged, but one freight elevator will be replaced, instead of upgrading two freight elevators, at a facility owned by GMDC Two and operated by GMDC.</p>
<p>(6) New York City Center, Inc. ("City Center"), a not-for-profit corporation – Funding Agreement</p>	<p>130 West 56th Street, Manhattan</p>	<p>Manhattan Borough President, City Council and DCLA</p>	<p>Up to \$2,217,000</p>	<p>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 New York City Center, Inc.'s 56th Street facility.</p>
<p>(7) The Joseph P. Addabbo Family Health Center, Inc., a not-for-profit corporation, Article 28 community health care center – Funding Agreement</p>	<p>6200 Beach Channel Drive, Queens</p>	<p>Queens Borough President, City Council</p>	<p>Up to \$3,902,439</p>	<p>This funding was previously approved by the Executive Committee on November 9, 2017; however, DCLA was not listed as a funding source.  To fund the expansion of the current facility. The expansion will allow for approximately an additional 82,000 new patient visits each year, create more than 59 new full-time jobs, provide approximately 21 additional exam rooms, and increase capacity for adult medicine and the Ryan White HIV/AIDS programs.</p>

**NYCEDC Project Codes:** (1) 5691, (2) 6371, (3) 6668, (4) 6776, (5) 4745, (6) 7091, (7) 6712

**NYCEDC Staff:** (1,2,4,5) Melanie McMann, Assistant Vice President, Funding Agreements; (3,6) Sandy Chung, Assistant Vice President, Funding Agreements; (7) Priya Ananthanathan, Senior Project Manager, Funding Agreements

### Description of Contractors

- (1) **An Claidheamh Soluis, Inc., d/b/a Irish Arts Center**, founded in 1972, is an arts and cultural center dedicated to projecting a dynamic image of Ireland and Irish America for the 21<sup>st</sup> century, building community with artists and audiences of all backgrounds, forging and strengthening cross-cultural partnerships, and preserving the evolving stories and traditions of Irish Culture. **AC-NYC, LLC** is a limited liability company with Irish Arts Center as its sole member, formed to hold title to real property which is being conveyed by the City for the location of the new cultural center the construction of which is being partially funded by the proposed funding agreement.
- (2) **Community Healthcare Network, Inc.** is a not-for-profit organization providing more than 80,000 New Yorkers with primary and behavioral healthcare, dental, nutrition, and needed support services throughout the five boroughs.
- (3) **Conselyea Street Block Association, Inc.** was founded by community residents for the purpose of providing services to children and the elderly by offering Universal Pre-K classes and after-school programming, and activities such as arts, computers, dancing, trips and nutritious hot lunches for seniors.
- (4)&(5) **Greenpoint Manufacturing and Design Center Local Development Corporation** is a premier nonprofit industrial developer in New York City that constructs affordable, flexible production space for small and medium sized manufacturers. **GMDC Two Corporation** is a real estate holding company that is a subsidiary of the Greenpoint Manufacturing and Design Center Local Development Corporation.
- (6) **New York City Center, Inc.** has a mission to present dance, musical theater and other performing arts programs of the highest quality that are affordable and accessible to the broadest possible audience. City Center offers a uniquely welcoming environment and engages with inspiring programming that reflects the eclecticism, energy and spirit of New York City
- (7) **The Joseph P. Addabbo Family Health Center, Inc.** is a private, non-profit community health care center located in the medically underserved community of Far Rockaway, Queens. It provides programming and services mainly with regard to preventative healthcare, community involvement such as on site food training, and domestic violence and substance abuse treatment referrals; and aims to reduce the overall cost of secondary and tertiary health care.

Exhibit K

**COMMERCIAL CONDOMINIUM LEGAL RETAINER  
Executive Committee Meeting  
February 6, 2018**

**Project:** Provision of legal services related to condominium and/or cooperative matters for projects in which NYCEDC is involved

**Contractor:** Ira Goldenberg

**Agreements to be Approved:**

- Amendment (the "Amendment") to a legal retainer agreement (the "Agreement") with Ira Goldenberg to provide additional funds for Project services
- Any needed Funding Source Agreements

**Procurement Method:** The Amendment would be awarded on a sole source basis due to Mr. Goldenberg's expertise and in-depth knowledge of various projects Mr. Goldenberg has been working on and for which his services may continue to be needed (such as the 210 Joralemen Street project) and Mr. Goldenberg's expertise and experience with NYCEDC and City condominium structures and issues.

**Amount to be Approved:** Up to an additional \$100,000. Under the Amendment, Mr. Goldenberg proposes to charge a rate of \$275 per hour and will be paid for his time and out-of-pocket expenses.

**Sources of Funds:** It is anticipated that the Amendment will be funded by prospective developers for projects or affiliated entities. A portion of the cost may be paid from NYCEDC's programmatic budget or other funds then available.

**Scope:** Legal services related to condominium and/or cooperative matters in which NYCEDC is involved

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

The Commercial Condominium Legal Retainer was last presented to the Executive Committee on November 7, 2013.

**NYCEDC Project Code:** 4775

**Staff:** Meredith Jones, General Counsel