



MINUTES OF THE REGULAR MEETING  
OF THE BOARD OF DIRECTORS  
OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
November 7, 2024

A regular meeting of the Board of Directors (the “Board”) of New York City Economic Development Corporation (“NYCEDC”) was held, pursuant to notice by an Assistant Secretary, on Thursday, November 7, 2024, in Conference Center A/B, on the 14<sup>th</sup> Floor at the offices of NYCEDC at One Liberty Plaza, New York, New York.

The following Directors of NYCEDC were present:

Shirley Aldebol  
Margaret Anadu  
Paula Roy Carethers  
Aaron Charlop-Powers (as alternate for Maria Torres-Springer)  
Eric Clement  
Mitchell Draizin  
Adam Friedman  
Matthew Hiltzik  
Andrew Kimball  
DeWayne Louis  
James McSpiritt  
Morris Missry  
Patrick J. O’Sullivan, Jr.  
Jeff Thamkittikasem  
Betty Woo

Members of NYCEDC staff and a member of the public also were present.

The meeting was chaired by Margaret Anadu, Chairperson of NYCEDC, and called to order at 8:42 a.m. Meredith Jones, Executive Vice President, General Counsel and Secretary of NYCEDC, served as secretary of the duly constituted meeting, at which a quorum was present. (Attached hereto as Attachment 1 is a definition sheet that contains the definitions of certain frequently used terms contained in the Exhibits attached hereto.)

1. Approval of the Minutes of the September 27, 2024 Regular Meeting of the Board of Directors

There being no questions or comments with respect to the minutes of the September 27, 2024 regular meeting of the Board of Directors, as submitted, a motion

was made to approve such minutes, as submitted. Such motion was seconded and unanimously approved.

2. Ratification of Submission of the Annual Report of the Directors to the Members

A motion was made to ratify the submission to the Members of NYCEDC at the annual meeting of the Members on November 7, 2024 of the Annual Report of the Board of Directors of New York City Economic Development Corporation for the 12-Month Fiscal Period Ended June 30, 2024. Such motion was seconded and unanimously approved.

3. Report of NYCEDC's President

At this time, Mr. Kimball discussed the recent elections and pointed out that the current administration for The City of New York (the "City") had prepared for the possible different scenarios. He stated that NYCEDC, along with the administration, would continue to work with the federal government in every way possible, especially considering that NYCEDC had done more at the federal level in the last few years than it had ever done historically, including obtaining such significant federal grants as \$110 million for the Hunts Point Food Distribution Redevelopment and the recently announced \$164 million for the Brooklyn Marine Terminal. Mr. Kimball stated that NYCEDC was confident that NYCEDC would move forward in a positive way on all fronts with such federal grants and all of its engagements at the federal level.

4. Retail Space Leases at St. George Ferry Terminal and Whitehall Ferry Terminal

William Zheng, an Assistant Vice President of NYCEDC, presented a proposal for (i) NYCEDC, as landlord, to enter into retail space sublease agreements with (1) H.E. MGMT at Staten Island Ferry Inc. for Unit 107A at St. George Ferry Terminal ("St. George") in Staten Island, (2) Harborshop Ventures Inc. for Unit SG1 at St. George in Staten Island, and (3) Streamline News Inc. for Unit WH1 at Whitehall Ferry Terminal ("Whitehall") in Manhattan, and (ii) the exercise of the option periods by the subtenants and NYCEDC entering into any related agreements, all on substantially the terms set forth in Exhibit A hereto.

In answer to a question from Ms. Anadu, Mr. Zheng explained that some of the respondents who were not selected did not meet the scoring criteria, some had incomplete responses, and two were not ready to enter into subleases quite yet, but that overall there was very high demand. In answer to a question from Mr. Missry, Mr. Zheng stated that the tenant uses would be a mix of convenience stores and a fast food restaurant. In answer to a second question from Mr. Missry, Mr. Zheng stated that NYCEDC had obtained an appraisal for the spaces, and that the proposed rents were either at or above market rate. In answer to a third question from Mr. Missry, Mr. Zheng stated that the two 5-year options were for flexibility for both the tenants' and

NYCEDC's ends, and that the consent of NYCEDC and the New York City Department of Transportation would be required for the exercise of such extension options.

In answer to a question from Mr. Friedman, Mr. Zheng explained that all of the rents were at or above market, that NYCEDC negotiated with each of the tenants to a rent level that they were comfortable with, and that all of these tenants were experienced in commuter center retail. In answer to a second question from Mr. Friedman, Mr. Zheng stated that there were some discrepancies in the quality of the spaces, as some spaces included an attached kitchen. At this time, Mr. Kimball pointed out that NYCEDC was not required to bring to the Board the multitude of deals that it does with tenants at the Brooklyn Army Terminal ("BAT") because the Board approved in advance a rent range within which NYCEDC could enter into such leases, and that the space leases at St. George and Whitehall did not fit that type of construct. Mr. Kimball then added that these proposed space leases had a broad importance in terms of NYCEDC's work on the North Shore of Staten Island and for making the Staten Island Ferry experience more appealing.

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

Mr. Hiltzik joined the meeting at this time.

5. Presentation on *Offshore Wind at South Brooklyn Marine Terminal*, and Amendments to Lease and Non-Disturbance and Consent Agreement for South Brooklyn Marine Terminal

At this time, Romulo Garza, a Vice President of NYCEDC, gave a presentation on *Offshore Wind at South Brooklyn Marine Terminal* ("SBMT"). Mr. Garza provided some background on the State of New York's (the "State's") offshore wind goals and the procurements driving the offshore wind market. He then summarized the SBMT project's location and scope, and its progress to date. Lastly, he discussed the public-private partnership of the City, the State and Equinor US Holdings Inc. ("Equinor") to fund construction of the project at the SBMT, a marine terminal located between 29<sup>th</sup> and 39<sup>th</sup> Streets, west of 2<sup>nd</sup> Avenue, in Sunset Park, Brooklyn (the "Site").

Mr. Garza then presented a proposal for NYCEDC (i) (a) to amend the Amended and Restated Agreement of Lease (the "A&R Lease"), which A&R Lease (x) is a sublease under a lease for SBMT that was entered into between the City and NYCEDC and (y) was executed with SSBMT, L.P. ("SSBMT" or "Tenant"), (b) to amend the existing Non-Disturbance and Consent Agreement (the "NDA") with an entity ("SBMT Asset LLC") that is currently 100% owned by Equinor, with regard to a sub-sublease SBMT Asset LLC has from Tenant, and (c) to enter into any related funding agreement and ancillary agreements, all for the development of the SBMT Site as an offshore wind port, and (ii) to enter into any other needed agreements related thereto, on substantially the terms set forth in Exhibit B hereto.

At this time, in response to a question that was raised at the NYCEDC Real Estate and Finance Committee meeting on October 23, 2024, Mr. Garza noted that the conditional up to \$35 million in State funding to be used for capitolly-eligible scope items scheduled to occur last will be for improvements to the wharves and other such port improvements on the Site.

In answer to a question from Mr. Missry, Mr. Clement stated that Equinor ASA, the parent of Equinor, has current net worth of approximately \$62 billion. In answer to a second question from Mr. Missry, Mr. Garza stated that the liquidity requirements that were in the A&R Lease existed between NYCEDC and SSBMT, which was the tenant selected to do port operations on the Site, and that SSBMT subsequently entered into a sub-sublease with SBMT Asset LLC, a subsidiary of Equinor, to do the port improvements and the offshore wind activities on the Site. In answer to a third question from Mr. Missry, Mr. Garza stated that the wind turbines would be located in the ocean approximately 14 miles off the coast of New York. Max Taffet, a Senior Vice President of NYCEDC, then explained more specifically the geographic area where the turbines would be located, in a federal lease area called New York Bight. In answer to another question from Mr. Missry, Mr. Taffet stated that these individual offshore wind projects were anticipated to add in the range of \$1.00 to rate payer bills on a monthly basis, and he then discussed some of the history and projected outlook of energy markets and projected energy consumption, and how offshore wind fits into that picture.

In answer to a question from Ms. Anadu, Mr. Garza stated that the original estimate of the project cost was approximately \$280 million for the total port upgrades, which included scope upgrades related to macroeconomic conditions, and that such estimate was now over \$1 billion. In answer to a second question from Ms. Anadu, Mr. Garza stated that the cost of the entire project went up, including the portion of the project being paid for by the City and the State. At this time, Mr. Taffet explained that the original estimated cost of port upgrades did not include the cost of the offshore transmission cables or the substation, and that the new projected cost was therefore a bit of a blended number, and that since the start of the war in Ukraine this mega-infrastructure field and its projects were hit by major cost increases, with offshore wind and in-water marine construction affected perhaps even more than others. Mr. Taffet added that in the case of this proposed project, Equinor was clearly paying more than what it initially anticipated, and that the portion of City contribution was therefore considered a relatively minor increase in order to keep this major infrastructure project on track.

In answer to another question from Ms. Anadu, Mr. Garza stated that the equity interest transfer option with regard to SBMT Asset LLC allowed Equinor to enter into partnerships with other developers and other real estate or infrastructure investment firms. In answer to a fourth question from Ms. Anadu, Mr. Garza stated that Equinor was currently the main counterparty, that until the port was completed Equinor was the guarantor of the guaranty for the port constructions, and that after the port construction was completed a transaction resulting in Equinor ASA not directly or indirectly holding

over 50% of SBMT Asset LLC would need the consent of NYCEDC. At this time, following from a question from Ms. Anadu, a discussion ensued among Ms. Anadu, Mr. Clement, Mr. Garza, Mr. Taffet and Giacomo Landi, a Senior Vice President of NYCEDC, regarding whether NYCEDC should be required to come back to the Board in the event that an interest was to be sold which would result in Equinor ASA directly or indirectly not holding over 50% of SBMT Asset LLC. Mr. Taffet noted that it had become a normal trend for developers of offshore wind projects to seek to farm down their interest so that they could recycle their capital in additional investments afterwards. Mr. Landi then explained that NYCEDC had extensive and aggressive discussions with Equinor on this issue of ownership and control because going into the deal NYCEDC viewed this as an Equinor/Norwegian deal, and that a change to the counterparty was something NYCEDC was sensitive to. Mr. Landi added that it was important to remember that Equinor through its subsidiary came into this project 50/50 with British Petroleum ("BP") and from the start it was expected that it might not be a 100% owner, that the growth in expenses for the project was quite dramatic and Equinor picked up a substantial portion of that, and that the energy market in general was full of participatory ownership. Ms. Anadu and Mr. Clement expressed their opinions that having the option to sell up to 50% made sense, but that NYCEDC should return to the Board for approval of a transaction resulting in Equinor ASA not directly or indirectly holding over 50% of SBMT Asset LLC.

In answer to a question from Mr. Draizin, Mr. Garza stated that Equinor also did oil and gas and other energy development projects in addition to offshore wind and renewables in the United States. In answer to a second question from Mr. Draizin, Mr. Taffet stated that Equinor had investments in many different business lines, and he believed that the Empire Wind 1 and SBMT project was the single largest investment in a project that Equinor had ever made. In answer to a third question from Mr. Draizin, Mr. Taffet stated that there had been no indication to date that Equinor will have other of its businesses doing business at SBMT, but that it was a possibility in the future. In answer to another question from Mr. Draizin, Mr. Garza stated that when Equinor through its subsidiary entered the agreement it was a 50% joint venture with BP, but that BP sold its interest and it was now 100% Equinor related. In answer to another question from Mr. Draizin, Mr. Garza stated that the Norwegian parent company, Equinor ASA, was a joint and several guarantor on the lease obligations with Equinor. In answer to another question from Mr. Draizin, Ms. Anadu stated that the Norwegian government owned 2/3 share of Equinor. Mr. Landi then explained that Equinor ASA was the primary oil and gas producer for Norway, which funds the Norwegian sovereign wealth fund, which was one of the largest sovereign wealth funds in the world with large activities in New York, and that Equinor ASA was a pillar of Norwegian society and was listed on the New York Stock Exchange.

A motion then was made to approve the matters set forth for approval in the Proposed Resolution section of Exhibit B hereto, which Exhibit B includes the Board's addition of a requirement that NYCEDC is required to return to the Board for approval of a transaction resulting in Equinor ASA not directly or indirectly owning over 50% of

SBMT Asset LLC. Such motion was seconded and approved. Mr. Kimball recused himself from voting on this item.

Mr. Missry left the meeting at this time.

6. Presentation on *MADE Bush Terminal*

At this time, Waverly Neer, a Vice President of NYCEDC, and Gabriel Lefferts, a Senior Associate of NYCEDC, made a presentation on *MADE Bush Terminal* (“MADE”) – i.e. the northern portion of the Bush Terminal campus in Sunset Park, Brooklyn – that summarized NYCEDC’s work to reposition the MADE Bush Terminal site, deliver space for growing industries, support a diverse employment hub, and deliver a dynamic public realm space. Ms. Neer and Mr. Lefferts provided an overview of the MADE project at Bush Terminal, shared highlights from the previous week’s public unveiling, shared information on the newly approved capital funding for further development, and summarized NYCEDC’s site activation strategy as it relates to short-term and long-term activation.

Mr. Kimball then thanked the project team for its work, discussed the recent unveiling at Bush Terminal, and emphasized the ‘district’ nature of the combined 200 acres of campuses that include SBMT, the Brooklyn Wholesale Meat Market, BAT, and Bush Terminal, which campuses fit together in a cohesive bundle to not only drive revenue and job creation, but also to be tightly linked with the community. He explained that NYCEDC would be coming back to the Board for approval of investments in the campuses and future developments there. Lastly, Mr. Friedman commented on NYCEDC’s excellent work on community engagement for the MADE Bush Terminal project.

7. Election of Officers

The Board had been informed that a description of the major responsibilities of certain officers may be found in Article IV of NYCEDC’s Bylaws. In addition, officers shall perform such duties as are assigned to them by the President. The duties of the General Counsel would include overseeing the work of NYCEDC’s Legal Department and legal matters related to NYCEDC, as well as such other duties as may be assigned to her by the President. The duties of the Records Management Officer shall include overseeing NYCEDC’s record retention and maintenance system, as well as such other duties as may be assigned to her by the President. The duties of the Chief Contracting Officer shall include overseeing the procurement of NYCEDC contracts (other than those for real estate transactions), as well as such other duties as may be assigned to her by the President.

At this time, Mr. Kimball stated that all of the individuals to be elected as NYCEDC officers, as listed in Exhibit C, were currently existing officers who were being re-elected, except for the following NYCEDC employee whom it was proposed to elect as an officer of NYCEDC for the first time: Jennifer Brown, whom it was proposed to

elect as a Senior Vice President. It was anticipated that Ms. Brown would oversee certain Sunset Park matters, and that she shall perform such duties as are assigned to her by NYCEDC's President.

A motion was made to elect all of the individuals named in Exhibit C hereto as the officers of NYCEDC indicated in Exhibit C. Such motion was seconded and unanimously approved. It was understood that with regard to each officer who is an employee of NYCEDC, such officer's position as an officer shall be conditioned upon the continuance of such employment.

#### 8. Governance Committee Report and Board Self-Evaluation Results

At this time, Mr. McSpiritt, Chairperson of the Governance Committee (the "Committee"), gave the annual report of the Committee and summarized the results of the self-evaluation of the Board of Directors for Fiscal Year 2024.

Mr. McSpiritt noted that the Public Authorities Accountability Act of 2005 as amended (the "PAAA") requires an annual Board self-evaluation survey and that the Committee had met to review the results of the survey. He stated that 21 out of 27 Directors participated in the self-evaluation, and that the survey responses were generally favorable, with significant majorities either agreeing or somewhat agreeing with the questions, and that this was consistent with the responses in prior years.

Mr. McSpiritt then stated that the comments provided by Directors in the survey were mostly related to information flow, and he, therefore, encouraged the Directors who had questions about Board items to reach out to NYCEDC staff members, who could be contacted to answer questions and/or to provide additional information about a particular project or initiative. He also reminded the Directors that all meetings of the various committees of the Board of Directors were open to all Directors to attend. Lastly, in response to a number of comments made by Directors in the survey, Mr. McSpiritt noted that the requirement for in-person attendance at meetings of the NYCEDC Board of Directors and committees of the Board was a matter of New York State law.

#### 9. Election of Committees

Mr. Kimball then noted that NYCEDC proposed to continue to have its existing standing committees and to elect the persons listed in Exhibit D hereto as the members and chairpersons of those committees.

A motion was made (i) to continue the following currently existing standing committees of the Board of Directors – the Audit Committee, Executive Committee, Governance Committee, Legal Affairs Committee and Real Estate and Finance Committee, all of which would have the same duties as currently exist, and (ii) to elect the proposed members and chairpersons of such committees as listed in Exhibit D hereto. Such motion was seconded and unanimously approved.

10. PAAA Policies and Procedures

At this time, Mark Silversmith, a Special Counsel and Assistant Secretary of NYCEDC, summarized and presented for approval the real property acquisition and disposition policies, guidelines and procedures, the disposition of personal property policies, guidelines and procedures, the investment guidelines, and policies and procedures related to the procurement of goods and services, and the appointment of Contracting Officers, as set forth in Exhibit E hereto.

Mr. Silversmith then stated that the proposed property, investment and procurement policies, guidelines and procedures had not been changed from the current policies, procedures and guidelines and that it was proposed that they be readopted in their current form. The proposed property policies, guidelines and procedures and resolutions include the appointment of Contracting Officers for property dispositions, as set forth in Exhibit E.

It was moved that the Proposed Resolutions set forth in Exhibit E be adopted. Such motion was seconded and unanimously approved.

11. Report on Investments for the Three-Month Period Ended September 30, 2024

A report on NYCEDC's investments for the three-month period ended September 30, 2024 (Exhibit F hereto) was provided to the Board of Directors for informational purposes. There were no questions with regard to this report.

12. Approval

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

13. Adjournment

There being no further business to come before the meeting, pursuant to a motion made, seconded and unanimously approved the meeting of the Board of Directors was adjourned at 9:41 a.m.

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Assistant Secretary

Dated: \_\_\_\_\_  
New York, New York



**ATTACHMENT 1**

## DEFINITIONS

Apple .....	Apple Industrial Development Corp.
Armand .....	Armand Corporation d/b/a Armand of New York
BAT .....	Brooklyn Army Terminal
Bovis .....	Bovis Lend Lease LMB, Inc.
CDBG .....	Federal Community Development Block Grant
CDBG-DR Funds .....	Federal Community Development Block Grant-Disaster Recovery Program funds
CEQR .....	City Environmental Quality Review process
City DEP .....	New York City Department of Environmental Protection
City DOT .....	New York City Department of Transportation
City Parks .....	New York City Department of Parks and Recreation
City Planning .....	New York City Department of City Planning or City Planning Commission
CM .....	A construction manager
CM Contract .....	A construction management contract
DCAS .....	New York City Department of Citywide Administrative Services
EIS .....	Environmental Impact Statement
ESDC .....	New York State Urban Development Corporation d/b/a Empire State Development Corporation
FEMA .....	Federal Emergency Management Agency
FM .....	A facilities manager
FM/CM Contract .....	A facilities management/construction management contract
Funding Source Agreement .....	Any agreement necessary to obtain funds for the Project, including IDA Agreements
Gilbane.....	Gilbane Building Company
HDC .....	New York City Housing Development Corporation
HPD .....	New York City Department of Housing Preservation and Development
Hunter Roberts .....	Hunter Roberts Construction Group, L.L.C.
IDA .....	New York City Industrial Development Agency
IDA Agreement .....	Agreement with IDA pursuant to which IDA retains NYCEDC to accomplish all or part of the Project and reimburses NYCEDC for the costs of the work
LiRo .....	LiRo Program and Construction Management, PE P.C.
LMDC .....	Lower Manhattan Development Corporation
McKissack .....	The McKissack Group, Inc. d/b/a McKissack & McKissack
MOU .....	A memorandum of understanding

NYCEDC .....	New York City Economic Development Corporation, survivor of a November 1, 2012 merger of a local development corporation (the “LDC”) named New York Economic Development Corporation with and into New York City Economic Growth Corporation. References to NYCEDC prior to such merger are references to the LDC.
NYCHA .....	New York City Housing Authority
NYCLDC .....	New York City Land Development Corporation
Noble Strategy .....	Noble Strategy NY Inc.
OMB .....	New York City Office of Management and Budget
Port Authority .....	The Port Authority of New York and New Jersey
RFP .....	Request for Proposals
Sanitation .....	New York City Department of Sanitation
SBS .....	New York City Department of Small Business Services
SEMO .....	New York State Emergency Management Office
SEQR .....	State Environmental Quality Review process
Skanska .....	Skanska USA Building Inc.
State DEC .....	New York State Department of Environmental Conservation
State DOS .....	New York State Department of State
State DOT .....	New York State Department of Transportation
State Parks .....	New York State Office of Parks, Recreation and Historic Preservation
Tishman .....	Tishman Construction Corporation of New York
Turner .....	Turner Construction Company
ULURP .....	Uniform Land Use Review Procedure

**Exhibit A**

**RETAIL SPACE LEASES AT ST. GEORGE FERRY TERMINAL AND  
WHITEHALL FERRY TERMINAL  
Board of Directors Meeting  
November 7, 2024**

**PROJECT**

**OVERVIEW:** The City of New York (the “City”), by and through City DOT, is the owner of the St. George Ferry Terminal and Whitehall Ferry Terminal as well as the Staten Island Ferryboats. The City leases portions of the Ferry Terminals and the Ferryboats to NYCEDC for retail purposes.

Currently, there are 6 vacant retail spaces at St. George Ferry Terminal and 1 vacant retail space at Whitehall Ferry Terminal. In order to fill these vacancies, NYCEDC issued an RFP for retail space leasing opportunities on March 21, 2024. The RFP sought respondents offering food or retail services that comply with applicable zoning and regulations. NYCEDC received a total of 16 responses. After evaluation of the responses, NYCEDC proposes to enter into subleases with prospective tenants to occupy 2 of the available vacant retail spaces at St. George Ferry Terminal and one vacant space at Whitehall Ferry Terminal.

Each selected subtenant will enter into a sublease agreement with NYCEDC for its space. The initial term will be for 10 years with two renewal terms for an additional five years each, at the discretion of NYCEDC and City DOT, for an entire maximum term of 20 years.

NYCEDC proposes to enter into sublease agreements substantially as described below.

**AGREEMENT OF SUBLEASE FOR UNIT 107A AT ST. GEORGE FERRY TERMINAL**

**Sublessor:** NYCEDC

**Sublessee:** H.E. MGMT at Staten Island Ferry Inc.

**Property:** Unit 107A (approximately 1,120 square feet) at St. George Ferry Terminal in Staten Island

**Base Rent:** Base rent will be \$252,000 ( $\$225/\text{SF} * 1,120 \text{ SF}$ ). After the first year, base rent shall increase 3% annually during the initial term and any option periods.

**Uses:** Operation of a fast-food restaurant

**Appraised**

**Value:** An independent appraisal of the premises was commissioned in February 2024. The appraisal valued the fair market annual rent for the premises at \$64/SF on a modified net lease with 3% annual escalations

**AGREEMENT OF SUBLEASE FOR UNIT SG1 AT ST. GEORGE FERRY TERMINAL**

**Lessor:** NYCEDC

**Lessee:** Harborshop Ventures Inc.

**Property:** Unit SG1 (approximately 2,504 square feet) at St. George Terminal in Staten Island

**Base Rent:** Base rent will be \$156,000 ( $\$62.30/\text{SF} * 2,504 \text{ SF}$ ). After the first year, base rent shall increase 3% annually during the initial term and any option periods.

**Uses:** Operation of a convenience store with fresh food and alcohol offerings

**Appraised**

**Value:** An independent appraisal of the premises was commissioned in February 2024. The appraisal valued the fair market annual rent for the premises at \$60/SF on a modified net lease with 3% annual escalations

**AGREEMENT OF SUBLEASE FOR UNIT WH1 AT WHITEHALL FERRY TERMINAL**

**Sublessor:** NYCEDC

**Sublessee:** Streamline News Inc.

**Property:** Unit WH1 (approximately 442 square feet) at Whitehall Ferry Terminal in Manhattan

**Base Rent:** Base rent will be \$108,000 ( $\$244.34/\text{SF} * 442 \text{ SF}$ ). After the first year, base rent shall increase 3% annually during the initial term and any option periods.

**.Uses:** Operation of a convenience store with alcohol offerings

**Appraised**

**Value:** An independent appraisal of the premises was commissioned in February 2024. The appraisal valued the fair market annual rent for the premises at \$165/SF on a modified net lease with 3% annual escalations

**PROPOSED**

**RESOLUTION:** The approval of NYCEDC, as landlord, to enter into sublease agreements with (1) H.E. MGMT at Staten Island Ferry Inc., (2) Harborshop Ventures Inc., and (3) Streamline News Inc., substantially as described above, and, subject to the approval of the President or another authorized signatory of NYCEDC, the approval of the exercise of the option periods by the subtenants and NYCEDC entering into any related agreement

**NYCEDC PROJECT CODE:** 9983

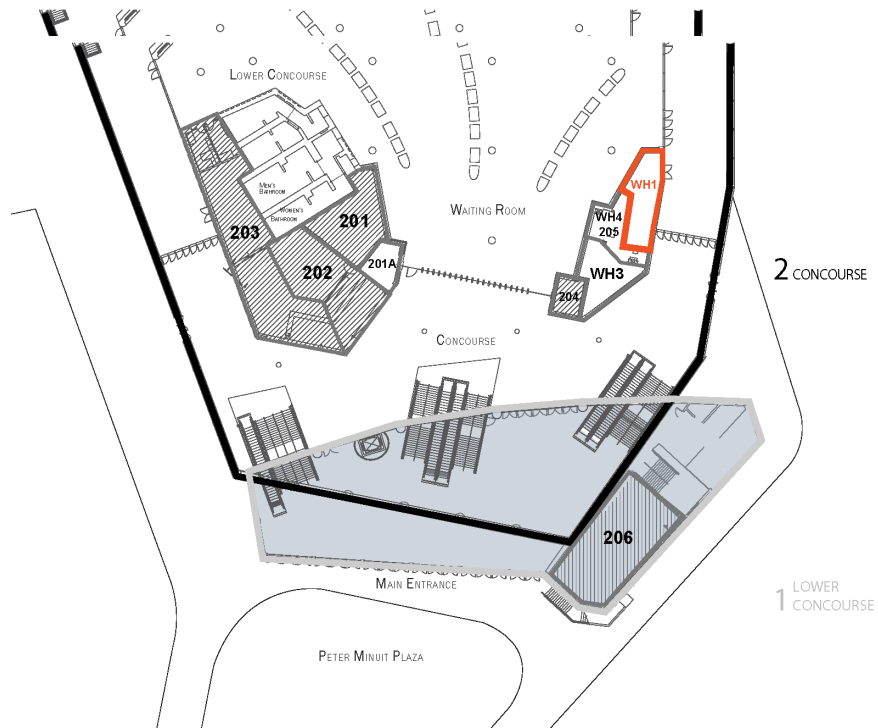
**STAFF:** Sean Freas, Vice President, Asset Management  
Alyana Roxas, Vice President, Asset Management  
William Zheng, Senior Associate, Asset Management  
Kyle Joyce, Counsel, Legal

## Attachment A: Site Location Map



**St. George Ferry Terminal**

- New sublease
- Available for lease



**Whitehall Ferry Terminal**

- New sublease



**Exhibit B**

**AMENDMENTS TO LEASE AND NON-DISTURBANCE AND CONSENT AGREEMENT FOR  
SOUTH BROOKLYN MARINE TERMINAL  
Board of Directors Meeting  
November 7, 2024**

**OVERVIEW:** On September 28, 2021 NYCEDC’s Board of Directors resolved that NYCEDC may enter into an Amended and Restated Agreement of Lease (the “A&R Lease”) and Non-Disturbance and Consent Agreement (the “NDA”) for the South Brooklyn Marine Terminal (“SBMT”), a marine terminal located between 29<sup>th</sup> and 39<sup>th</sup> Streets, west of 2<sup>nd</sup> Avenue, in Sunset Park, Brooklyn (the “Site”). The A&R Lease is a sublease under a lease entered into between the City and NYCEDC and was executed as of February 28, 2022 with SSBMT, L.P. (“Tenant”). It amended and restated a sublease entered into as of September 12, 2019. The Site is being developed as an offshore wind port.

The Site is primarily identified as Block 662, Lot 136 and portions of Block 662, Lots 1, 130 and 155 on the Tax Map of the Borough of Brooklyn. The Site is approximately depicted in Attachment A.

NYCEDC is proposing to enter into an amendment (the “First Amendment to A&R Sublease”) to modify the A&R Lease to increase the City’s capital contribution to infrastructure improvements to the Site by up to an additional \$85,000,000 (including up to \$35,000,000 in funds to match a commitment by New York State prior to December 31, 2026 to also be spent on the improvements by SBMT Asset LLC or its affiliate), to a total of up to \$141,491,000, subject to obtaining approval from OMB. NYCEDC is also proposing to amend the A&R Lease to reduce the Tenant’s minimum liquidity and guaranty requirement while simultaneously increasing the security deposit requirement by an equivalent amount. Additionally, NYCEDC is seeking the Board’s approval to amend the existing NDA with an entity (“SBMT Asset LLC”) that is currently 100% owned by Equinor US Holdings Inc. (“Equinor”), with regard to a sub-sublease SBMT Asset LLC has from Tenant. It should be noted that a portion of the sub-sublease premises principally for the substation portion of the project shall be sub-sub-sublet by SBMT Asset LLC and NYCEDC will enter into a non-disturbance agreement for such sub-sub-sublease.

NYCEDC is seeking the Board’s approval to amend the A&R Lease and the NDA and for NYCEDC to enter into ancillary agreements to reflect the terms of the transaction modified substantially as described herein.

**MODIFIED LEASE TERMS**

**LANDLORD  
CAPITAL  
WORK:**

Under the A&R Lease, NYCEDC agreed to make certain infrastructure improvements to the Site for an amount not to exceed \$56,491,000, with such NYCEDC capital contribution being either (i) work done by NYCEDC, including through contractors and/or (ii) made pursuant to a funding

agreement that contains a mechanism for disbursement of the capital contribution to Tenant or Equinor or an affiliate of either for it to undertake the work. Under the First Amendment to A&R Sublease, the City's capital contribution to infrastructure improvements to the Site would increase by up to an additional \$85,000,000, to a total of up to \$141,491,000. The additional capital contribution is predicated on: (i) the SBMT Asset LLC sub-sublease not being terminated, (ii) a funding agreement being entered into between NYCEDC, Tenant and SBMT Asset LLC, and (iii) a completion guaranty for the infrastructure improvement plan for the Site being entered into between NYCEDC and Equinor. The additional \$85,000,000 is to only be used for capitally eligible scope items scheduled to occur last. Such additional NYCEDC capital contribution shall be made pursuant to a funding agreement that contains a mechanism for disbursement of the capital contribution to Tenant or SBMT Asset LLC or an affiliate of either for the work.

**MINIMUM  
LIQUIDITY,  
GUARANTY,  
& SECURITY  
DEPOSIT:**

Under the A&R Lease, SSBMT is required to maintain a minimum liquidity of \$5,000,000 of available cash along with a guaranty of the minimum liquidity obligation from a guarantor with a minimum net worth of \$50,000,000 and \$2,000,000 of liquid assets. Under the First Amendment to A&R Sublease, SSBMT's minimum liquidity obligation is decreased by \$2,000,000 to a new requirement of \$3,000,000 and the minimum liquidity and guaranty of the minimum liquidity requirements are of no effect as long as a guaranty by Equinor of the SBMT Asset LLC obligations under its sub-sublease is in effect or, if there is another sub-sublease under the A&R Lease, the obligations of the sub-sublessee are guaranteed by a guarantor meeting certain financial thresholds. Under the First Amendment to A&R Sublease SSBMT will post an additional \$2,000,000 in security deposit, increasing the total security deposit to \$4,000,000.

**NDA:**

Under the NDA, NYCEDC approved and consented to the sub-sublease from Tenant to SBMT Asset LLC. Under the amended NDA, NYCEDC's Board of Directors must approve any transaction resulting in Equinor ASA not directly or indirectly holding over 50% of SBMT Asset LLC. Additionally, in the event of any other offshore wind project, that satisfies certain thresholds, at any portion of the Site, aside from the currently planned Empire Wind 1 Project, SBMT Asset LLC will pay a success fee to NYCEDC in the amount of \$10,000,000 for each such additional project.

**COMPLETION  
GUARANTY:**

In connection with the City's additional capital contribution NYCEDC will be the beneficiary of a construction completion guaranty executed by Equinor guaranteeing the completion of the infrastructure improvements of the Site no later than 4/1/2028 as such date may be adjusted from time to time in accordance with terms of the SBMT Asset LLC sub-sublease

primarily as a result of unavoidable delays. A cap on the amount required to be spent under the guaranty is being negotiated but it is anticipated that the cap will initially be the estimated cost of the guaranteed work to be undertaken reduced periodically by the amounts later spent for guaranteed work that has been undertaken.

**PROPOSED**

**RESOLUTION:** Approval for NYCEDC to amend the A&R Lease and the NDA and enter into any related funding agreement and ancillary agreements, substantially as described herein, and to enter into any other needed agreements related thereto.

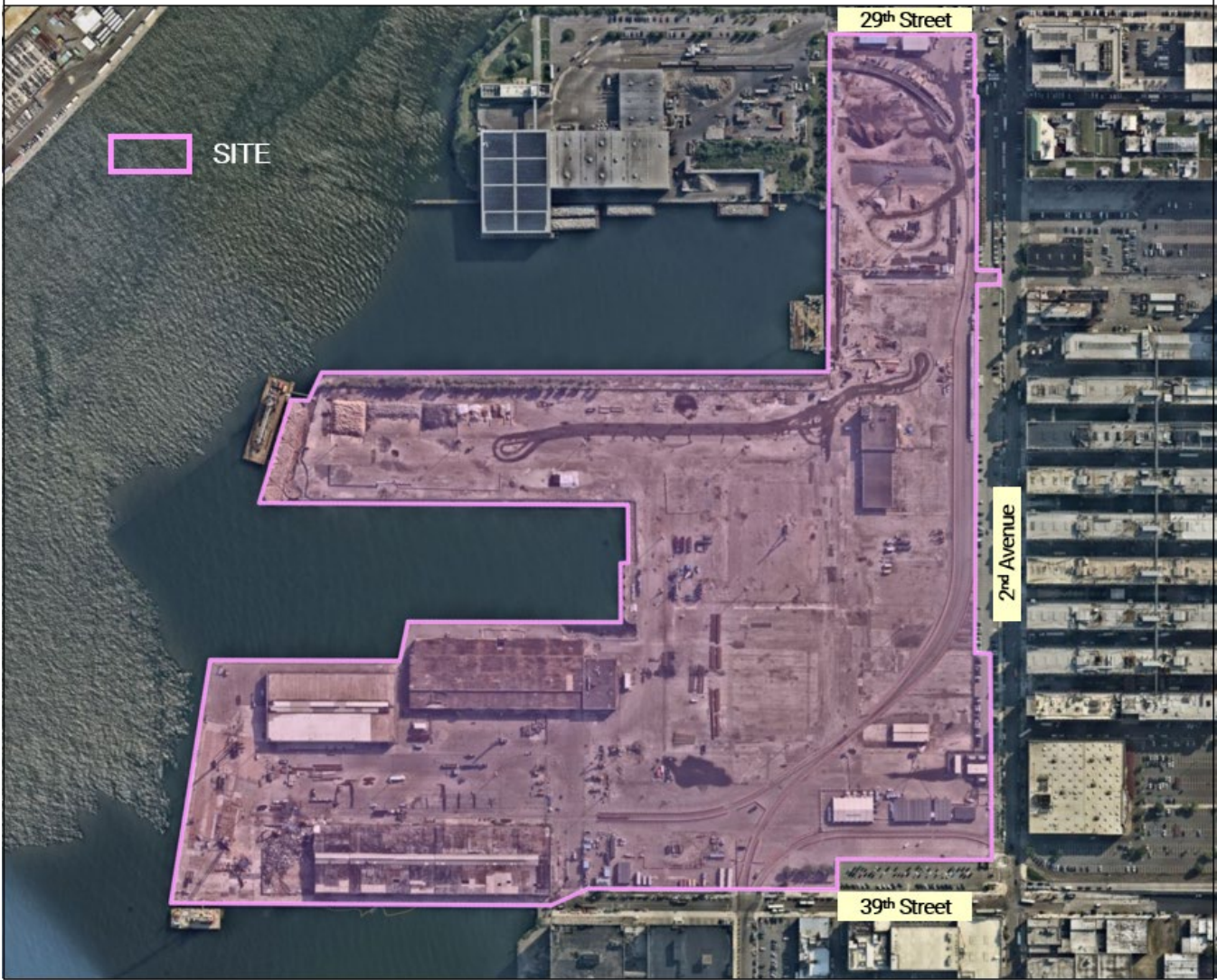
**NYCEDC**

**PROJECT CODE:** 7238

**STAFF:**

Francisco Pineda, Executive Vice President, Asset Management  
Giacomo Landi, Senior Vice President, Ports, Waterfront & Transportation  
Max Taffet, Senior Vice President, Ports, Waterfront & Transportation  
Romulo Garza, Vice President, Asset Management  
Tiffany Lacker, Senior Counsel, Legal

# ATTACHMENT A



**Exhibit C**

Following is the proposed slate of all of the officers of NYCEDC

President	Andrew Kimball
Executive Vice President	Elizabeth Arnaiz
Executive Vice President	PJ Berg
Executive Vice President	Bernice Clark
Executive Vice President	Brinda Ganguly
Executive Vice President	Spencer Hobson
Executive Vice President	Meredith J. Jones
Executive Vice President	Joshua Kraus
Executive Vice President	Cecilia Kushner
Executive Vice President	Jennifer Montalvo
Executive Vice President	Jeanny Pak
Executive Vice President	Francisco Pineda
Executive Vice President	Christina Rausch
Executive Vice President	Melissa Román Burch
Executive Vice President	Jonathan Schulhof
Executive Vice President	Shehila-Rae Stephens
Executive Vice President	Jennifer Sun
Executive Vice President	Rosa Vasquez
Executive Vice President	Robert Vera
Executive Vice President	James Wong
General Counsel	Meredith J. Jones
Chief Contracting Officer	Maryann Catalano
Senior Vice President	Mikelle Adgate
Senior Vice President	Savita Akula
Senior Vice President	Sunitha Amalraj
Senior Vice President	Raven Anderson
Senior Vice President	David Aneiro
Senior Vice President	Joy Ardizzone
Senior Vice President	Chetan Badiani
Senior Vice President	Tammy West Bennet
Senior Vice President	Jennifer Brown
Senior Vice President	Jennifer Cass
Senior Vice President	Maryann Catalano
Senior Vice President	Amy Chan
Senior Vice President	Frances (Franny) Civitano
Senior Vice President	John Corcoran
Senior Vice President	Emily De Vito
Senior Vice President	Nse Esema
Senior Vice President	Matthew Furlong
Senior Vice President	Rebecca Gafvert
Senior Vice President	Nate Gray
Senior Vice President	Leonard Greco

Senior Vice President	Julieanne Herskowitz
Senior Vice President	Jeff Holmes
Senior Vice President	Jamie Horton
Senior Vice President	Jonathan Hurtado
Senior Vice President	Eric Katz
Senior Vice President	Liza Kent
Senior Vice President	Hayoung Kim
Senior Vice President	Justin Kreamer
Senior Vice President	Giacomo Landi
Senior Vice President	Brian Larsen
Senior Vice President	Steve Lazarus
Senior Vice President	David Lowin
Senior Vice President	Emily Marcus
Senior Vice President	Melanie McMann
Senior Vice President	Adam Meagher
Senior Vice President	Shin Mitsugi
Senior Vice President	Cheng L. Pan
Senior Vice President	Viz P ervaaz
Senior Vice President	Matthew Petric
Senior Vice President	Melissa Pumphrey
Senior Vice President	Bryan Schwartz
Senior Vice President	Daria Sieget
Senior Vice President	Harry Singh
Senior Vice President	Max Taffet
Senior Vice President	Ian Taylor
Senior Vice President	Kyong Vasquez
Senior Vice President	Michelle Villar
Senior Vice President	Jiin-Shiow Wen
Senior Vice President	Brooke Wieczorek
Senior Vice President	Lauren Wolf
Senior Vice President	Mikhail Yusim
Secretary	Meredith J. Jones
Assistant Secretary	Carlos Guerra
Assistant Secretary	Arthur Hauser
Assistant Secretary	Mark Silversmith
Treasurer	Spencer Hobson
Assistant Treasurer	Amy Chan
Assistant Treasurer	Leslie Escobar
Assistant Treasurer	Stella Maniago
Records Management Officer	Joy Ardizzone



**Exhibit D**

The proposed members and chairpersons of the proposed committees are as follows:

**AUDIT COMMITTEE**

Eric Clement, Chair  
James McSpiritt  
Betty Woo

**EXECUTIVE COMMITTEE**

Margaret Anadu, Chair  
Paula Roy Carethers  
Eric Clement  
William Floyd  
Andrew Kimball  
James McSpiritt  
Patrick J. O'Sullivan, Jr.  
Maria Torres-Springer  
Elizabeth Velez  
Betty Woo

**GOVERNANCE COMMITTEE**

James McSpiritt, Chair  
William Floyd  
Adam Friedman

**LEGAL AFFAIRS COMMITTEE**

Betty Woo, Chair  
Matthew Hiltzik  
Janet Peguero

**REAL ESTATE AND FINANCE COMMITTEE**

Patrick J. O'Sullivan, Jr., Chair  
Paula Roy Carethers  
Mitch Draizin  
James McSpiritt  
Mark Russo  
Betty Woo

**Exhibit E**

**PROPERTY DISPOSITION, INVESTMENT AND PROCUREMENT POLICIES,  
GUIDELINES AND PROCEDURES  
Board of Directors Meeting  
November 7, 2024**

WHEREAS, the Public Authorities Accountability Act of 2005 as amended by the Public Authorities Reform Act of 2009 (together, the “PAAA”) includes New York City Economic Development Corporation in its definition of a local authority; and

WHEREAS, the PAAA requires the Board of Directors (the “Board”) of a local authority (a) to adopt policies, guidelines and procedures related to the disposition of property and to appoint a Contracting Officer for real property dispositions and a Contracting Officer for personal property dispositions; (b) to adopt investment policies, procedures and guidelines (the “investment guidelines”); and (c) to adopt policies and procedures related to the procurement of goods and services; and

WHEREAS, the PAAA requires the Board to annually review and approve the property disposition guidelines, the appointment of the Contracting Officers and the investment guidelines; and

WHEREAS, it is proposed that the current real property acquisition and disposition policies, guidelines and procedures, which are set forth in Attachment A hereto, be **readopted** without modification; and

WHEREAS, it is proposed that the current policies, procedures and guidelines related to the disposition of personal property, which are set forth in Attachment B hereto, be **readopted** without modification; and

WHEREAS, NYCEDC’s annual contracts with the City generally require that upon receipt of money for the contracts’ programs, NYCEDC shall place such money (a) in an insured or collateralized account in a New York City financial institution designated by the New York City Banking Commission or such other financial institutions approved by the Deputy Mayor for Housing, Economic Development and Workforce or (b) other investments of types approved by the City’s Comptroller for the investment of City funds; and

WHEREAS, in conformance with the above the Board previously adopted the investment guidelines attached hereto as Attachment C; and

WHEREAS, NYCEDC wishes to **readopt** the investment guidelines without modification; and

WHEREAS, it is proposed that the Board continue to annually review and approve its policies and procedures related to the procurement of goods and services; and

WHEREAS, it is proposed that the current procurement policies and procedures as set forth in Attachment D hereto be **readopted**.

NOW, THEREFORE, RESOLVED that the Board:

- **Readopts** policies, guidelines and procedures related to the acquisition and disposition of real property, attached hereto as Attachment A, and appoints the Corporation's Contracting Officer for real property dispositions as indicated in Section VI therein; and
- **Readopts** policies, guidelines and procedures related to the disposition of personal property, attached hereto as Attachment B, and appoints the Corporation's Contracting Officer for personal property dispositions as indicated therein; and
- **Readopts** the investment guidelines, attached hereto as Attachment C; and
- **Readopts** the policies and procedures related to the procurement of goods and services, attached hereto as Attachment D.

## Attachment A

# **NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION POLICY REGARDING THE ACQUISITION AND DISPOSITION OF REAL PROPERTY**

## **I. Introduction**

In accordance with the requirements of Title 5-A of Article 9 and Section 2824(1)(e) of the Public Authorities Law, added to such law by the Public Authorities Accountability Act of 2005 ("PAAA"), as amended, the following comprehensive guidelines ("Guidelines") set forth the Corporation (i) operative policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the disposal of property through means of real property sale, ground lease, space lease and roof top lease, (ii) guidelines relating to the acquisition of real property, and (iii) related policies and procedures.

## **II. Methods of disposing of real property**

The Corporation shall dispose of real property in accordance with Title 5-A and other applicable laws in a manner so as to permit such full and free competition as is appropriate under the circumstances and shall award contracts to parties offering the most advantageous terms, financial and/or otherwise. All dispositions of real property shall further comply with the Deputy Mayor's Disposition Policy for City-Owned Commercial and Industrial Property, dated April 1994, as amended and to be amended, and such other requirements as may from this time be imposed by the City. The Contracting Officer for real property dispositions shall supervise and direct all dispositions of real property of the Corporation. The real property may be disposed of for not less than fair market value for cash, credit, or other property, with or without warranty, upon such terms and conditions as the Contracting Officer or his/her designee deems proper, except as otherwise permitted herein. No disposition of real property shall be made unless an appraisal has been made by an independent appraiser and included in the Corporation's file. To the extent reasonably feasible, the appraisal for sales and ground leases shall be dated within twelve months of the date on which the Corporation enters into a contract to dispose of the real property. The independent appraiser must be a New York State Certified General Real Estate Appraiser and may not be an entity owned or controlled by the City, the Corporation or the prospective purchaser or lessee or any of their affiliates. An appraisal meeting the foregoing requirements is a "Conforming Appraisal". To the extent feasible, before approving the disposal of any real property the Board shall be advised of the date of the Conforming Appraisal.

Under the Contracting Officer's or his/her designee's direction, the Corporation primarily uses two methods of disposition: Request for Proposals ("RFP") and negotiated disposition.

## **RFPs**

### ***Real Property Sales and Ground Leases***

The RFP process is a process whereby the development community and other entities and individuals are invited to submit proposals for one or more properties. In an effort to create full and free competition consistent with the value and nature of the property, RFPs will be advertised in the City Record and shall be advertised through the internet and in local newspapers, including community based newspapers, in multi-language publications and/or in trade publications, where appropriate given the nature of the property. In addition, RFPs shall be posted on the Corporation's web-site, and, on occasion, distributed to a direct mailing list. All advertisements shall list when and where proposals shall be disclosed, except that if the disposition falls within one of the criteria for a negotiated disposition described below, at the discretion of the Contracting Officer, the advertisement may omit such disclosure information and/or the disclosure may or may not be made. The Contracting Officer shall approve the location of all advertisements and postings and any omission of disclosure information.

RFPs for real property sales and ground leases may, but are not required to, include an introduction and sections on development strategy, objectives, disposition process, public review process, general conditions and, where appropriate, economic development benefits. All RFPs for real property sales and ground leases must include a site description, proposal requirements and selection criteria.

Although the selection criteria for each RFP varies, as appropriate, the Corporation will include, where appropriate, at least the following selection criteria in reviewing submissions and selecting a proposal:

- *Economic Impact on / Spending in New York City* - projected expenditures, including purchase price, construction costs and annual operating costs; projected temporary (construction) and permanent on-site employment and payroll; projected applicable New York City taxes such as real property, sales and personal income taxes; and the extent, if any, to which the proposed project will create additional sources of revenue to the City.
- *Development Team Qualifications* – experience and development skills to complete the proposed project on time and within budget, for which experience in completing projects of a similar nature and scope as is contemplated by the RFP shall be taken into account.
- *Financial Viability* – developer's financial means to complete the project, availability of funding sources to finance the project, and sufficient use to support operating expenses, capital costs and any debt service.
- *Integration into Surrounding Community* – environmental issues such as pedestrian access, vehicular access and circulation, building mass, parking availability, landscaping and overall integration into surrounding community.



- *Design* – architectural design, urban design, environmental development techniques, and compliance with applicable zoning, environmental and other regulatory controls.
- *MWBE Participation* – participation by minority-owned and women-owned businesses.
- *Purpose* – whether the project involves an industry or activity which the City seeks to retain and foster and conforms to the Corporation’s mission.

Depending on the nature of the real property, RFPs may include additional selection criteria deemed appropriate by the Contracting Officer or the Corporation’s President.

With regard to an RFP for a real property sale or ground lease, the Corporation shall notify the City Council Member and Community Board whose districts include the property, that an RFP is being issued.

The contract will be awarded to the candidate presenting the most advantageous terms, price and other factors considered in connection with the criteria enumerated in the RFP. The Corporation may reject the proposals when the minimum terms and conditions have not been met, competition is insufficient and/or it is in the public interest to do so. The award/designation will be made by notice within a reasonable time of the original advertisement, all circumstances considered.

### ***Space Leases and Rooftop Leases***

As with real property sales and ground leases, in an effort to create full and free competition consistent with the value and nature of the property, available space may be offered for lease to the public through an RFP advertised in the City Record and may also be offered for lease to the public through an RFP advertised in appropriate local newspapers and/or appropriate trade publications, depending on the nature of the property. In addition, RFPs may be posted on the Corporation’s web-site, and, on occasion, distributed to a direct mailing list. All advertisements shall list when and where proposals shall be disclosed, except that if the disposition falls within one of the criteria for a negotiated disposition described below, at the discretion of the Contracting Officer or his/her designee, the advertisement may omit such disclosure information and/or the disclosure may or may not be made.

Although the selection criterion for each RFP varies, as appropriate, the Corporation may use selection criteria such as the following in reviewing submissions and selecting a proposal:

- conforming zoning use
- compliance with the Corporation’s policy
- candidate’s economic viability
- amount of space to be leased
- term of the lease
- number of jobs to be provided

- projected investment in permanent improvements
- projected impact on economic development, public health, safety, welfare and benefit to the City
- financial return for the life of the lease.

Depending on the nature of the real property, RFPs may or may not include all of the above and may include additional selection criteria.

The contract will be awarded to the candidate presenting the most advantageous terms, price and other factors considered. The Corporation may reject the proposals when the minimum terms and conditions have not been met, competition is insufficient and/or it is in the public interest to do so. The award/designation will be made by notice within a reasonable time of the original advertisement, all circumstances considered.

### **Negotiated Disposition**

#### ***Real Property Sales, Ground Leases, Space Leases and Rooftop Leases***

RFP by advertisement is not always the most appropriate and effective means of disposal of real property. In certain instances, including when the disposition is for less than fair market value but the purpose of the disposition is within the Corporation's purpose, mission or governing statute or the disposition is otherwise authorized by law, Title 5-A permits a negotiated disposition subject to obtaining such competition as is feasible under the circumstances. In some circumstances, where competition is not feasible, the disposition will involve a sole source disposition. Title 5-A, Sections 2897(6)(c)(ii)-(vi) and 2897(7) set forth that real property may be disposed of through a negotiated disposition when:

- (ii) the fair market value of the property does not exceed fifteen thousand dollars;
- (iii) bid prices after advertising therefor are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;
- (iv) the disposal will be to the state or any political subdivision, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;
- (v) the disposal is for an amount less than the fair market value of the property, and (a) the transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity; (b) the purpose of the transfer is within the purpose, mission or governing statute of the Corporation; or (c) in the event the Corporation seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the Corporation's mission, purpose or governing statutes, the

Corporation shall provide written notification thereof to the governor, the speaker of the state assembly, and the temporary president of the state senate, and such proposed transfer shall be subject to denial by the governor, the state senate, or the state assembly in the manner specified in Section 2897(7)(iii); provided, however, that with respect to a below market transfer by the Corporation that is not within the purpose, mission or governing statute of the Corporation, if the governing statute provides for the approval of such transfer by the executive and legislative branches of the political subdivision in which the Corporation resides, and the transfer is of property obtained by the Corporation from that political subdivision, then such approval shall be sufficient to permit the transfer; or  
(vi) such action is otherwise authorized by law.

Item (vi) includes, without limitation, sales and leases of real property where the property has been acquired for purposes of disposal under Section 384(b)(4) of the New York City Charter, Section 1411 of the New York State Not-for-Profit Corporation Law or Section 1301(2)(g) of the New York City Charter.

If an RFP involves a disposition that meets one of the criteria described above for a negotiated disposition, the Contracting Officer or his/her designee may direct that the disposition of the real property be considered a negotiated disposition. In such circumstance, a public disclosure of the proposals would not be necessary unless otherwise required but an explanatory statement and 90 days' notice (or such other period as the statute may be amended to require) would be required as detailed below.

Upon meeting Title 5-A's requirements for a negotiated disposition, the decision to proceed with a negotiated disposition in a situation where an RFP will not be used is based on an analysis of the facts and nature of the project. In such instance, a negotiated disposition may be undertaken without limitation under the following circumstances where appropriate:

- risk of business relocation or expansion outside the City, based upon a written assessment of such risks
- to permit expansion of business in the City
- due to number of jobs to be created or retained
- development of sites which lack private sector interest (as demonstrated by a failed RFP or other competitive means within the past two years)
- proximity of real property to a business' existing location
- to permit a person or entity contemplating the purchase or long term lease of City real property through the Corporation to lease the property for purposes of investigations and/or work to be undertaken prior to the purchase or long term lease, or
- other important public purpose.

Regardless of the reason the negotiated disposition is deemed permissible, such competition as is “feasible” under the circumstances is still required. In some instances where advertisement is not used, the Corporation might notify neighboring businesses of an available parcel to give them the opportunity to submit a proposal, thereby effecting competition. However, in other instances, even such notification might not be feasible. Realistically, in certain situations a sole source disposition or little competition will be the only feasible alternative. In such instances, a negotiated disposition would be permissible pursuant to Title 5-A Section 2897(6)(c)(vi) in conjunction with Sections 1301(2)(g) and/or 384 (b)(4) of the New York City Charter or other statutory provisions and pursuant to Title 5-A Section 2897(6)(c)(v). In cases where a sole source disposition is presented to the Corporation’s Board of Directors for approval, the Board should be informed of the justification for doing a sole source.

If a negotiated disposition is undertaken, in accordance with Section 2897(d) of the Public Authorities Law in most cases not less than 90 days (or such other period as the statute may later require) prior to the disposal of the property, an explanatory statement must be submitted to the state comptroller, state director of the budget, state commissioner of general services and state legislature, a copy of the same to be maintained in the Corporation’s files.

### **Below Fair Market Value Dispositions**

In the event a below fair market value asset transfer (pursuant to an RFP or Negotiated Disposition) is proposed to the Corporation’s Board of Directors, the following information must be provided to the Corporation’s Board of Directors and the public:

- (i) a full description of the asset;
- (ii) a Conforming Appraisal of fair market value and any other information establishing the fair market value sought by the Board;
- (iii) a description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any, to the communities in which the asset is situated as are required by the transfer;
- (iv) a statement of the value to be received compared to the fair market value;
- (v) the names of any private parties participating in the transfer, and if different than the statement required by subparagraph (iv) of this paragraph, a statement of the value to the private party; and
- (vi) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.

Before approving the disposal of any property for less than fair market value, the Board of Directors of the Corporation shall consider the information described in the above paragraph and make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer. The Contracting Officer shall provide such supplemental information as the Board may require.

### **III. Acquisitions**

Real property may be purchased by the Corporation for purposes of use, resale, leasing or otherwise permitting the use of the property or space therein, and may be leased by the Corporation for purposes of use, subleasing or assignment of lease or otherwise permitting the use of the leased property or space. The purpose of such acquisition shall be to further a purpose of the Corporation under the New York State Not-for-Profit Corporation Law. Except for acquisitions arising out of the enforcement of remedies (including rights of reacquisition), the following requirements shall apply to acquisitions by the Corporation. The Contracting Officer or his/her designee shall approve the terms of the acquisition and have the approval of the Corporation's Board of Directors for the same.

In the Corporation's consideration of the acquisitions of real property, for the reasons enumerated above, the following information must be provided to the Board:

1. a description of the real property;
2. any information establishing fair market value as may be sought by the Board;
3. a description of the purpose of the acquisition, and a reasonable statement of the kind and amount of the benefit to the public resulting from such acquisition, such as the kind, number, location, wages, or salaries of jobs created or preserved as required by the acquisition, the benefits, if any, to the communities in which the property is situated as are required by the acquisition;
4. a statement of the acquisition costs;
5. the names of any private parties participating in the acquisition; and
6. any known environmental issues.

### **IV. Approvals**

All purchases, sales and leases of real property by the Corporation (except for those arising out of the enforcement of remedies, including exercises of rights of reacquisition) must be approved by its Board of Directors. Approvals may be obtained for specific purchases, sales or leases or the Board of Directors may grant approval to purchases, sales or leases so long as specified guidelines are met. Generally, purchases, sales and leases are first reviewed by the Real Estate and Finance Committee of the Corporation's Board.

When City property is being leased or purchased by the Corporation, all City required approvals must also be obtained, e.g., ULURP approvals (Section 197-c of the New York City Charter) and Borough Board and Mayoral approvals under Section 384(b)(4) of the New York City Charter.

## **V. Monitoring and Reporting Contracts for Disposal**

Prior to the disposal of the real property, the project manager involved in the disposition shall be the primary person responsible for the monitoring of compliance with the terms of the contract or other agreement or memorandum for the disposal and shall keep the Contracting Officer or his/her designee informed of all major issues that arise and of the status of the disposition.

The Contracting Officer shall cause a record to be maintained of all real property disposed of and shall cause to be prepared and transmitted all reports relating to the disposition of real property required by Title 5-A.

## **VI. Contracting Officer**

The Executive Vice President who, from time to time, oversees those employees of the Corporation that are engaged in real estate activities that are the subject of this policy shall be the Corporation's Contracting Officer for real property dispositions. If there is more than one Executive Vice President who oversees those employees, each of those Executive Vice Presidents shall be considered a Contracting Officer for real property dispositions of the type they oversee and may take any action that may be taken by the Contracting Officer for such dispositions.

## Attachment B

## **NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION POLICY REGARDING THE DISPOSITION OF PERSONAL PROPERTY**

### Personal Property Valued at \$5,000 or Less

Whenever the Corporation wishes to transfer title to or a beneficial interest in an item of personal property or an interest therein with an estimated value of \$5,000 or less, it shall obtain offers from one or more persons or entities as the Corporation's contracting officer for personal property dispositions (the "Contracting Officer") or his or her designee deems appropriate. The Corporation shall maintain a record of the persons or entities approached and their responses. The Corporation may conduct discussions with some or all of the persons and entities. The property may be disposed of to whichever person or entity the Contracting Officer or his or her designee selects based on the proposed price and any other factors that the Contracting Officer or his or her designee deems appropriate.

All personal property that the Contracting Officer or his or her designee considers to be of no sale value and no use to the Corporation may be destroyed or otherwise disposed of in such manner as is determined by the Contracting Officer or his or her designee. Notwithstanding the foregoing, records may only be destroyed or disposed of at a time and in a manner not in conflict with applicable law, regulation or contract.

No approval of a disposition of a type described above is required from the Board of Directors or any committee thereof. All disposal documents must be approved and executed by an officer who is an authorized signatory of all agreements of the Corporation.

### Personal Property Valued in Excess of \$5,000

Whenever the Corporation wishes to transfer title to or a beneficial interest in an item of personal property or an interest therein with an estimated value in excess of \$5,000 it shall first obtain an appraisal of the property if, because of the unique nature of the property or the unique circumstances of the proposed transaction, it is not readily valued by reference to an active market for similar property. However, an appraisal of the property will not be required if an appraisal of the property or similar property has been made within the past two years.

The person or entity to which the property shall be disposed of shall be determined through a procurement conducted in accordance with Title 5-A of Article 9 of the Public Authorities Law. The Corporation shall publicly advertise for proposals for the disposal of the property in accordance with Title 5-A, provided that it may dispose of the property without public advertising, obtaining such competition as is feasible under the circumstances, when permitted to do so under Title 5-A. All requirements of Title 5-A and other applicable laws, if any, related to the disposition shall be complied with.



Prior to the disposal of the property, the project manager involved in the disposition shall be the primary person responsible for the monitoring of compliance with the terms of the contract for the disposal, and shall keep the Contracting Officer or his or her designee informed of all major issues that arise and of the status of the disposition.

The disposal must be approved by the Board of Directors or Executive Committee of the Board if the disposal (1) is on a sole source basis for an amount in excess of \$20,000, (2) is for an amount in excess of \$100,000 and has been competitively procured, or (3) is for property valued in excess of \$5,000 and will be disposed of for less than fair market value (in which case it must be approved by the Board of Directors not the Executive Committee). For disposals for less than those amounts, no approval is required of the Board of Directors or a committee thereof. In all cases, the disposal must be approved by the Contracting Officer or his or her designee and disposal documents must be approved and executed by an officer who is an authorized signatory of all agreements of the Corporation.

The Contracting Officer shall cause a record to be maintained of all personal property disposed of for an amount in excess of \$5,000 and shall cause to be prepared and transmitted all reports relating to the disposition of personal property required by Title 5-A.

#### Contracting Officer

The person who, from time to time, oversees the Corporation's unit for procurement of contracts for goods and services shall be the Corporation's Contracting Officer for personal property dispositions.

## Attachment C

# NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION INVESTMENT GUIDELINES

## I. Purpose

The purpose of this document is to establish policies, procedures and guidelines regarding the investing, monitoring and reporting of funds of the Corporation.

## II. Scope of the Investment Policy

This policy applies to the funds of the Corporation, which for purposes of these guidelines consist of all moneys and other financial resources available for investment by the Corporation on its own behalf or on behalf of any other entity or individual.

## III. Investment Objectives

The portfolio shall be managed to accomplish the following objectives:

- A. Preservation of Principal – The single most important objective of the Corporation’s investment program is the preservation of principal of funds within the portfolio.
- B. Maintenance of Liquidity – The portfolio shall be managed in such a manner that assures that funds are available as needed to meet immediate and/or future operating requirements of the Corporation.
- C. Maximize Return – The portfolio shall be managed in such a fashion as to maximize income through the purchase of authorized investments as stated below, taking into account the other investment objectives.

## IV. Implementation of Guidelines

The Chief Financial Officer shall be responsible for the prudent investment of funds and for the implementation of the investment program and the establishment of investment procedures and a system of controls to regulate the activities of subordinate staff, consistent with these guidelines.

## V. Authorized Investments

- A. The Treasurer or an Assistant Treasurer of the Corporation is authorized to invest funds of the Corporation as summarized and restricted below:
  - 1. U.S. Treasury Obligations. United States Treasury bills and notes, and any other obligation or security issued by the United States Treasury or any other obligation guaranteed as to principal and interest by the United States.

2. Federal Agency Obligations. Bonds, notes, debentures, or other obligations or securities issued by any agency or instrumentality of the United States.
  3. Repurchase Agreements. The repurchase agreements must be collateralized by U.S. Government guaranteed securities, U.S. Government agency securities, or commercial paper (of a type defined below) in a range of 100% to 102% of the matured value of the repurchase agreements and have a term to maturity of no greater than ninety (90) days. They must be physically delivered for retention to the Corporation or its agent (which shall not be an agent of the party with whom the Corporation enters into such repurchase agreement), unless such obligations are issued in book-entry form, in which case the Corporation shall take such other action as may be necessary to obtain title to or a perfected security interest in such obligations.
  4. Commercial Paper. Commercial paper rated A1 or P1 by Standard & Poor's Corporation or Moody's Investor's Service, Inc. or Fitch.
  5. Bankers' Acceptances and Time Deposits of banks with worldwide assets in excess of \$50 million that are rated with the highest categories of the leading bank rating services and regional banks also rated within the highest categories.
  6. Certificates of Deposit with New York banks, including minority-owned banks. All such certificates of deposit in these banks must be Federal Deposit Insurance Corporation ("FDIC") insured, except when otherwise collateralized.
  7. Other investments approved by the Comptroller of New York City for the investment of City funds.
- B. In addition to the above investments, the Corporation may deposit funds in the following ("Deposit Accounts"), with respect to funds needed for operational expenses and funds awaiting investment or disbursement:
1. High quality no-load money market mutual funds that restrict their investments to short term, highly rated money market instruments.
  2. Other interest bearing accounts, if permitted by applicable laws, rules and regulations, with New York City financial institutions designated by the New York City Banking Commission or such other financial institutions approved by the Deputy Mayor for Economic Development or his successor in function.

## VI. Written Contracts

The Corporation shall enter into written contracts pursuant to which investments are made which conform with the requirements of these guidelines and Section 2925.3(c) of the Public Authorities Law unless the Board or Executive Committee determines by resolution that a written contract containing such provisions is not practical or that there is not a regular business practice of written contracts containing such provisions with respect to a specific investment or transaction, in which case the Board or Executive Committee shall adopt procedures covering such investment or transaction.

## VII. Diversification

The portfolio shall be structured to diversify investments to reduce the risk of loss resulting from over-concentration of assets in a specific maturity, a specific issuer or a specific type of security. The maximum percentage of the total portfolio permitted in the indicated type of eligible security is as follows:

A.	U.S. Treasury	100% maximum
B.	Federal Agency	100% maximum
C.	Repurchase Agreements	5% maximum
D.	Commercial Paper	25% maximum
E.	Bankers Acceptances and Time Deposits	25% maximum
F.	Certificates of Deposit	20% maximum
G.	Other Investments Approved by Comptroller for City Funds	A percentage deemed prudent by CFO

## VIII. Maximum Maturity

Maintenance of adequate liquidity to meet the cash flow needs of the Corporation is essential. Accordingly, the portfolio will be structured in a manner that ensures sufficient cash is available to meet anticipated liquidity needs. Selection of investment maturities must be consistent with cash requirements in order to avoid the forced sale of securities prior to maturity.

For purposes of this investment policy, assets of the portfolio shall be segregated into two categories based on expected liquidity needs and purposes – Cash equivalents and Investments. Assets categorized as Cash equivalents will be invested in permitted investments maturing in ninety (90) days or less or deposited in Deposit Accounts. Generally, assets categorized as Investments will be invested in permitted investments with a stated maturity of no more than two (2) years from the date of purchase. However, up to twenty percent (20%) of assets categorized as Investments may be invested in permitted investments with a stated maturity of no more than seven (7) years from the date of purchase.

## **IX. Monitoring and Adjusting the Portfolio**

Those responsible for the day-to-day management of the portfolio will routinely monitor the contents of the portfolio, the available markets and the relative values of competing instruments, and will adjust the portfolio as necessary to meet the investment objectives listed above. It is recognized and understood that the non-speculative active management of portfolio holdings may cause a loss on the sale of an owned investment.

## **X. Internal Controls**

The Treasurer or an Assistant Treasurer, under the direction of the Chief Financial Officer, shall establish and be responsible for monitoring a system of internal controls governing the administration and management of the portfolio. Such controls shall be designed to prevent and control losses of the portfolio funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by any personnel.

## **XI. Eligible Brokers, Agents, Dealers, Investment Advisors, Investment Bankers and Custodians**

The following are the standards for the qualifications of brokers, agents, dealers, investment advisors, investment bankers and custodians:

### **A. Brokers, Agents, Dealers**

1. In Government Securities: any bank or trust company organized or licensed under the laws of any state of the United States of America or of the United States of America or any national banking association or any registered broker/dealer or government securities dealer.
2. In Municipal Securities: any broker, dealer or municipal securities dealer registered with the Securities and Exchange Commission (the "SEC").

### **B. Investment Advisors: any bank or trust company organized under the laws of any state of the United States of America or any national banking association,**

and any firm or person which is registered with the SEC under the Investment Advisors Act of 1940.

- C. Investment Bankers: firms retained by the Corporation to serve as senior managing underwriters for negotiated sales must be registered with the SEC.
- D. Custodians: any bank or trust company organized under the laws of any state of the United States of America or any national banking association with capital and surplus of not less than \$50,000,000.

## **XII. Reporting**

### **A. Quarterly**

The Treasurer or an Assistant Treasurer, under the direction of the Chief Financial Officer, shall prepare and deliver to the Board of Directors once for each quarter of the Corporation's fiscal year a report setting forth a summary of new investments made during that quarter, the inventory of existing investments and the selection of investment bankers, brokers, agents, dealers, investment advisors and auditors.

### **B. Annually**

1. Audit – the Corporation's independent accountants shall conduct an annual audit of the Corporation's investments for each fiscal year of the Corporation, the results of which shall be made available to the Board of Directors at the time of its annual review and approval of these Guidelines.
2. Investment Report – Annually, the Treasurer or an Assistant Treasurer, under the direction of the Chief Financial Officer, shall prepare and the Board of Directors shall review and approve an Investment Report, which shall include:
  - a. The Investment Guidelines and amendments thereto since the last report;
  - b. An explanation of the Guidelines and any amendments made since the last report;
  - c. The independent audit report required by Subsection (1) above;
  - d. The investment income record of the Corporation for the fiscal year; and
  - e. A list of fees, commissions or other charges paid to each investment banker, broker, agent, dealer and advisor rendering investment associated services to the Corporation since the last report.

The Investment Report shall be submitted to the Mayor and the Comptroller of the City of New York and to the New York State Department of Audit and Control. Copies of the report shall also be made available to the public upon reasonable request.

### **XIII. Applicability**

Nothing contained in these Guidelines shall be deemed to alter, affect the validity of, modify the terms of or impair any contract, agreement or investments of funds made or entered into in violation of, or without compliance with, the provisions of these Guidelines.

### **XIV. Conflict of Law**

In the event that any portion of this policy is in conflict with any State, City or federal law, that law will prevail.

### **XV. No Conflict With Other Policies of the Corporation**

These Investment Guidelines do not modify the powers given by the Corporation's Board of Directors which authorized and resolved that (i) officers of the Corporation are authorized and directed to obtain and maintain any bank, investment, securities and other financial accounts as may be necessary or useful to the Corporation in furtherance of the Corporation's operations (the "Accounts"); (ii) the Treasurer and Assistant Treasurer are authorized and directed to engage in trading or otherwise deal in securities and other investments on behalf of the Corporation and to the extent authorized pursuant to these Guidelines; (iii) the officers of the Corporation are authorized and directed to perform those tasks necessary or useful to ensure that the Corporation, acting through those authorized officers listed in the Bylaws of the Corporation, has access to and control over the Accounts; (iv) the Directors adopted the standard forms of banking resolutions and incumbency certificates ordinarily used by such financial institutions selected by the officers of the Corporation; and (v) any officer of the Corporation was authorized to certify, to the due adoption of such banking resolutions and incumbency certificates. Empowered officers may enter into agreements with banks and financial institutions for bank accounts and to purchase investments of the type indicated in these Investment Guidelines and other investments specifically approved by the Corporation's Board of Directors.

These Investment Guidelines do not modify any restriction, if any, otherwise imposed on various types of funds held by the Corporation, such as any restrictions set forth in any third party contracts with the City, or resulting from the source of funds (e.g. federal funds). Those other restrictions, to the extent inconsistent with these Investment Guidelines, shall govern. If possible, all sets of restrictions should be complied with. Furthermore, by adopting these Investment Guidelines, the Board is not amending or superseding any approval given or hereafter given for investments related to particular projects.



## Attachment D

**NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
POLICY REGARDING THE PROCUREMENT OF GOODS AND SERVICES**

If the Corporation proposes to enter into a contract or agreement for goods or services and will receive funds for this contract or agreement under or through a contract between the Corporation and The City of New York (the "City") the contract or agreement shall be procured in accordance with the procurement provisions required by the City in the applicable contract between the Corporation and the City.

If the Corporation procures goods or services using funds that are not provided under or through a contract between the Corporation and the City, it shall use such procurement method as is required by the source of funds. If the source of funds does not specify a procurement method, the Corporation shall use a procurement method similar to a method required under its contracts with the City.

Any contracts and agreements for goods and services (other than those for operating expenses) in excess of \$100,000 shall be presented to the Board of Directors or Executive Committee for approval.

**Exhibit F**

# **REPORT ON INVESTMENTS**

New York City Economic Development Corporation

Three Month Period Ended September 30, 2024

## New York City Economic Development Corporation Schedule of Investments

**1st Quarter**

Investment Type	Total Value 6/30/24	Purchases	Maturities	Investment Income	Net Transfers Out	Total Value 9/30/24	Weighted Avg. Yield
US Gov't Agencies	165,933,815	34,551,981	(28,850,000)	1,429,504	-	173,065,300	4.18%
United States Treasury Bill	13,758,792	-	-	196,500	-	13,955,292	4.06%
Certificates of Deposit	206,663	-	-	2,058	-	208,721	0.05%
Commercial Paper	32,915,102	-	(5,800,000)	558,413	-	27,673,515	5.23%
Cash Equivalents/MMF	3,005,683	1,889,846	-	83,989	-	4,979,518	4.89%
<b>Grand Total</b>	<b>215,820,055</b>	<b>36,441,827</b>	<b>(34,650,000)</b>	<b>2,270,464</b>	<b>-</b>	<b>219,882,347</b>	<b>4.32%</b>

These amounts do not include money market mutual funds held in sweep accounts tied to commercial checking accounts

## Notes to Schedule of Investments

The accompanying schedule of investments includes the investments of the New York City Economic Development Corporation (“NYCEDC”). All investments are of a type permitted by NYCEDC’s investment policy which includes obligations of the U.S. Treasury, U.S. agencies and instrumentalities, highly rated commercial paper, and certificates of deposit.

All investment balances as of September 30, 2024 are recorded at fair value and the portfolio consists of the following securities with maturities of seven (7) years or less:

Investment Type	Total Value	%	Max. Allocation per policy
FFCB	60,183,420	27.4%	
FHLB	75,411,056	34.3%	
FHLMC	37,470,824	17.0%	
US Gov Agencies Sub-Total	173,065,300	78.7%	100%
Commercial Paper	27,673,515	12.6%	25%
Certificates of Deposit	208,721	0.1%	20%
Cash Equivalent/MMF	4,979,518	2.3%	-
US Treasury	13,955,292	6.3%	100%
<b>Grand Investments Total</b>	<b>219,882,347</b>	<b>100.0%</b>	

Interest Rate Risk – As a means of limiting its exposure to fair value losses arising from increasing interest rates, the NYCEDC limits 80% of its investments to instruments maturing within two years of the date of purchase. The remaining 20% of the portfolio may be invested in instruments with maturities up to a maximum of seven years.

Credit Risk - It is the NYCEDC’s policy to limit its investments in debt securities to those rated in the highest rating category by at least two nationally recognized bond rating agencies or other securities guaranteed by the U.S. government or issued by its agencies. As of September 30, 2024, the Corporation’s investments in Federal Farm Credit Bank (FFCB), Federal Home Loan Bank (FHLB) and the Federal Home Loan Mortgage Corporation (FHLMC) were rated AA+ by Standard & Poor’s, Aaa by Moody’s and AAA by Fitch Ratings. Commercial papers held were rated A-1+ by Standard & Poor’s Corporation or P-1 by Moody’s Investor’s Service, Inc.

Custodial Credit Risk – For investments, custodial credit risk is the risk that, in the event of the failure of the counterparty, the NYCEDC will not be able to recover the value of its investments or collateral securities that are in the possession of the outside party. Investment securities are exposed to custodial credit risk if the securities are not registered in the name of the NYCEDC and are held by the counterparty, the counterparty’s trust department or agent.

NYCEDC manages custodial credit risk by limiting possession of its investments to highly rated institutions and/or requiring that high-quality collateral be held by the counterparty in the name of NYCEDC. At September 30, 2024, NYCEDC was not subject to custodial credit risk.

Money market sweep accounts tied to commercial checking accounts amount to \$196.0 million as of September 30, 2024. Of this amount, \$72.6 million or 37% is invested in the J.P. Morgan Empower Share Class Money Market Fund which benefits minority and diverse-led financial institutions.