



NOTICE OF A SPECIAL MEETING  
OF  
THE LEGAL AFFAIRS COMMITTEE  
OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
FEBRUARY 4, 2025

A special meeting of the Legal Affairs Committee of the Board of Directors of New York City Economic Development Corporation (“NYCEDC”), called at the direction of the President of NYCEDC, will be held at 9:00 a.m. on Tuesday, February 4, 2025, in Conference Room 14C (*Prospect*), on the 14<sup>th</sup> Floor at the offices of NYCEDC at One Liberty Plaza, New York, New York.

The agenda for the meeting is as follows:

- I. Approval of Minutes of the November 7, 2024 Special Meeting of the Legal Affairs Committee
- II. Approval of Minutes of the December 3, 2024 Special Meeting of the Legal Affairs Committee
- III. Kaplan Kirsch LLP: Legal Retainer
- IV. Holland & Knight LLP: Legal Retainer
- V. Such other business as may properly come before the meeting

New York, New York  
Dated: January 30, 2025

Mark Silversmith  
Assistant Secretary



MINUTES OF A SPECIAL MEETING  
OF THE LEGAL AFFAIRS COMMITTEE  
OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
November 7, 2024

A special meeting of the Legal Affairs Committee (the “Committee”) of the Board of Directors of New York City Economic Development Corporation (“NYCEDC”), called at the direction of the President of NYCEDC, was held, pursuant to notice by an Assistant Secretary, on Thursday, November 7, 2024, in Conference Room 14C (*Prospect*), on the 14<sup>th</sup> floor at the offices of NYCEDC at One Liberty Plaza, New York, New York.

The following members of the Committee were present:

Matthew Hiltzik  
Betty Woo

Members of NYCEDC staff also were present.

The meeting was chaired by Ms. Woo and called to order at 9:43 a.m. Mark Silversmith, a Special Counsel and Assistant Secretary of NYCEDC, served as secretary of the duly constituted meeting, at which a quorum was present.

1. Approval of the Minutes of the September 27, 2024 Special Meeting of the Legal Affairs Committee

There being no questions or comments with respect to the minutes of the September 27, 2024 special Committee meeting, a motion was made to approve such minutes, as submitted. Such motion was seconded and unanimously approved.

2. Nixon Peabody LLP – 5 Times Square-Site 4

Shana Attas, a Senior Counsel of NYCEDC, presented a proposal for a legal retainer agreement (the “5TS Agreement”) with Nixon Peabody LLP (“Nixon”) for the provision of legal services to NYCEDC and The City of New York (the “City”) by Nixon with respect to the 5 Times Square project, including with regard to determining the purchase price for the City’s interest in 155 West 41<sup>st</sup> Street, Manhattan under the purchase option held by the tenant under the ground lease between the City, as landlord, and RXR 5TS Owner LLC (f/k/a Square Acquisition LLC), as tenant, and related matters, on substantially the terms set forth in Exhibit A hereto.

It was noted that the rates of Nixon for this matter had been approved by the

City's Law Department.

In answer to questions from Mr. Hiltzik, Ms. Attas stated that it was anticipated that two partners would mostly be providing the legal services under this 5TS Agreement. She explained that two partners at Nixon had specific expertise in related appraisal services and this kind of purchase price negotiation, and that such partners had a team of associates to help if they needed any assistance.

It was moved that the Committee authorize NYCEDC to enter into the 5TS Agreement with Nixon substantially as described in Exhibit A hereto. The motion was seconded and unanimously approved.

3. Nixon Peabody LLP – Hunts Point Produce Market Redevelopment

Judy Fensterman, an Assistant General Counsel of NYCEDC, presented a proposal for a legal retainer agreement (the "Hunts Point Agreement") with Nixon for the provision of legal services to NYCEDC and the City by Nixon primarily with respect to development agreement(s) in connection with the Hunts Point Produce Market redevelopment project and related matters, on substantially the terms set forth in Exhibit B hereto.

In answer to a question from Mr. Hiltzik, Ms. Fensterman stated that it was anticipated that primarily one partner and one associate would be providing the legal services under the Hunts Point Agreement, that NYCEDC and Nixon had begun having some brief discussions on project matters and that one partner and one associate from Nixon had attended such meetings. She added that Nixon might bring in some other associates closer to closing.

At this time, Ms. Woo stated that the rates of Nixon for this matter had been approved by the City's Law Department.

It was then moved that the Committee authorize NYCEDC to enter into the Hunts Point Agreement with Nixon substantially as described in Exhibit B hereto. The motion was seconded and unanimously approved.

4. Paduano & Weintraub LLP

Jill Braverman, an Assistant General Counsel of NYCEDC, presented a proposal for a legal retainer agreement (the "ADA Agreement") with Paduano & Weintraub LLP ("Paduano") for the provision of legal services to NYCEDC by Paduano with respect to research and legal advice on the Americans with Disabilities Act of 1990 ("ADA") and related New York State and City laws, and possibly legal services with regard to similar matters as they may arise, on substantially the terms set forth in Exhibit C hereto.

It was noted that the rates of Paduano for this matter had been approved by the City's Law Department.

In answer to another question from Mr. Hiltzik, Ms. Braverman explained that

NYCEDC would initially be getting some broad guidance and clarification on how the ADA and local and City laws should be applied for different NYCEDC projects and programs.

It was moved that the Committee authorize NYCEDC to enter into the ADA Agreement with Paduano substantially as described in Exhibit C hereto. The motion was seconded and unanimously approved.

5. Adjournment

There being no further business to come before the meeting, pursuant to a motion made, seconded and unanimously approved, the meeting of the Committee was adjourned at 9:55 a.m.

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

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

DRAFT

**EXHIBIT A**

**NIXON PEABODY LLP-5 TIMES SQUARE-SITE 4**  
**Executive Committee Meeting**  
**November 7, 2024**

**Project Description:** Provision of legal services to NYCEDC and the City by Nixon Peabody LLP ("Nixon") with respect to the 5 Times Square project, including with regard to determining the purchase price for the City's interest in 155 West 41<sup>st</sup> Street, Manhattan under the purchase option held by the tenant under the ground lease between the City, as landlord, and RXR 5TS Owner LLC (f/k/a Square Acquisition LLC) as tenant, and related matters

**Type of Contract:** Legal retainer agreement

**Amount to be Approved:** Up to \$150,000

**Procurement Method:** Sole source due to Nixon's familiarity with the lease terms and the purchase option terms and the fact that NYCEDC is faced with exigent circumstances as under the lease the closing date for the exercise of the purchase option is set by the tenant without input from the landlord.

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

**Agreement to be Approved:** A legal retainer agreement with Nixon for project services (the "Agreement")

**Scope of Work:** Legal services related to the project, including negotiation of the price payable on exercise of the purchase option and related matters. Certain services have already been performed.

For its work with respect to the project, Nixon will charge the following rates per hour: \$775 for partners, \$675 for counsel, \$550 for senior associates with at least 4 years of experience, \$475 for associates with 3-4 years of experience, \$300 for associates with less than 3 years of experience and \$250 for paralegals. Nixon will also be reimbursed for certain expenses, including, if needed, costs of third party experts. Pursuant to its role under NYCEDC's annual contracts with the City, the City's Law Department has approved the rates and retention of Nixon for this work.

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

**Relevant Staff:** John Raymond, Vice President, Real Estate Transaction Services  
Young Ji, Vice President, Asset Management  
Shana Attas, Senior Counsel, Legal

**Project Code:** 2797

**EXHIBIT B**



**NIXON PEABODY LLP-HUNTS POINT PRODUCE MARKET REDEVELOPMENT  
Executive Committee Meeting  
November 7, 2024**

**Project Description:** Provision of legal services to NYCEDC and the City by Nixon Peabody LLP (“Nixon”) primarily with respect to development agreement(s) in connection with the Hunts Point Produce Market redevelopment project (the “Hunts Point Project”) and related matters

**Type of Contract:** Legal retainer agreement

**Amount to be Approved:** Up to \$200,000

**Procurement Method:** Sole source. Nixon has already been procured to provide legal services with respect to NYCEDC’s application for and structuring of a federal Transportation Infrastructure Finance and Innovation Act (“TIFIA”) loan with respect to the Hunts Point Project. Since Nixon is already working on the related TIFIA matter it would be more efficient for the same firm to work on the development agreement(s) as well.

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

**Agreement to be Approved:** A legal retainer agreement with Nixon for project services (the “Agreement”)

**Scope of Work:** Legal services related to the Hunts Point Project, including services with regard to the drafting, negotiation, execution and closing of the lease for the Hunts Point Produce Market premises, as well as ancillary documents, and possibly legal services with regard to related matters as they may arise. Certain Hunts Point Project services may have been performed by Nixon prior to the execution of the Agreement.

For its work with respect to the Hunts Point Project, Nixon will charge the following rates per hour: \$775 for partners, \$675 for counsel, \$550 for associates with at least 4 years of experience, \$475 for associates with 3 to 4 years of experience, \$300 for associates with less than 3 years of experience, and \$275 for paralegals. Nixon may also be reimbursed for certain expenses, including, if needed, costs of third party experts. Pursuant to its role under NYCEDC’s annual contracts with the City, the City’s Law Department has approved the rates and retention of Nixon for this work.

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

**Relevant Staff:** Judy Fensterman, Assistant General Counsel, Legal

**EXHIBIT C**

**PADUANO & WEINTRAUB LLP**  
**Legal Affairs Committee Meeting**  
**November 7, 2024**

**Project Description:** Provision of legal services to NYCEDC by Paduano & Weintraub LLP ("Paduano") with respect to research and legal advice on the Americans with Disabilities Act of 1990 ("ADA") and related State and City laws, and possibly legal services with regard to similar matters as they may arise

**Type of Contract:** Legal retainer agreement

**Amount to be Approved:** Up to \$10,000

**Procurement Method:** Sole source due to (a) Paduano's familiarity with Project type services, and (b) NYCEDC's interest in expeditiously addressing ADA accessibility standards related to its projects and programs.

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

**Agreement to be Approved:** A legal retainer agreement with Paduano for Project services

**Scope of Work:** Legal services related to the Project. Certain services have already been performed.

For its work with respect to the Project, Paduano will charge the following rates per hour: \$650 for partners, \$550 for counsel, \$450 for associates, and \$195 for paralegals. Paduano will also be reimbursed for certain expenses, including certain costs of computer research database services. Pursuant to its role under NYCEDC's annual contracts with the City, the City's Law Department has approved the rates and retention of Paduano for this work.

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

**Relevant Staff:** Seema Malik, Vice President, Equity  
Jill Braverman, Assistant General Counsel, Legal



MINUTES OF A SPECIAL MEETING  
OF THE LEGAL AFFAIRS COMMITTEE  
OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
December 3, 2024

A special meeting of the Legal Affairs Committee (the “Committee”) of the Board of Directors of New York City Economic Development Corporation (“NYCEDC”), called at the direction of the President of NYCEDC, was held, pursuant to notice by an Assistant Secretary, on Tuesday, December 3, 2024, on the 17<sup>th</sup> floor at the office of Hiltzik Strategies at 99 Madison Avenue, New York, New York.

The following members of the Committee were present:

Matthew Hiltzik  
Betty Woo

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

The meeting was chaired by Ms. Woo and called to order at 5:06 p.m. Meredith Jones, an Executive Vice President, General Counsel and Secretary of NYCEDC, served as secretary of the duly constituted meeting, at which a quorum was present.

1. Mills Black LLP Legal Retainer

Caitlin Dunham, a Counsel of NYCEDC, presented a proposal for a legal retainer agreement (the “Agreement”) with Mills Black LLP (“Mills Black”) for the provision of legal services to NYCEDC and The City of New York (the “City”) by Mills Black related to the operation of Brooklyn Marine Terminal (“BMT”), including a preliminary assessment of responsibilities and requirements with respect to operating a port or marine terminal, and related matters, on substantially the terms set forth in Exhibit A hereto.

In answer to questions from Mr. Hiltzik, Ms. Dunham stated that NYCEDC required the expertise of outside counsel because of specific concerns relating to NYCEDC being in the role of managing BMT, and that such concerns included NYCEDC registering as a marine terminal operator with the Federal Marine Commission (“FMC”). Ms. Dunham explained that in order to establish a tariff schedule, which was a regular part of operating the marine terminal, NYCEDC needed to be registered as a terminal operator. In answer to another question from Mr. Hiltzik, Ms. Dunham stated that this federal filing with the FMC was a requirement for terminals, and that Mills Black had experience working with the FMC.

At this time, Ms. Jones explained that Mills Black was a Washington, D.C. firm, that Mr. Mills and Mr. Black had formerly been partners of Winston & Strawn LLP before breaking away, and that Mills Black's expertise was predominantly in marine matters. She further noted that NYCEDC went to Chambers and Partners ("Chambers") – an organization that rates lawyers – and selected firms that were highly rated for marine expertise. Mr. Dunham then added that NYCEDC reached out to 6 of the firms that were ranked highly by Chambers, that NYCEDC received responses from and interviewed 3 law firms, one of which was Mills Black, and that based on those interviews and the proposed rates NYCEDC selected Mills Black. In answer to a question from Ms. Woo, Ms. Dunham stated that one terminal that Mills Black represented was the port of Puerto Rico.

It was moved that the Committee authorize NYCEDC to enter into the Agreement with Mills Black substantially as described in Exhibit A hereto. The motion was seconded and unanimously approved.

2. Adjournment

There being no further business to come before the meeting, pursuant to a motion made, seconded and unanimously approved, the meeting of the Committee was adjourned at 5:12 p.m.

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

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

**EXHIBIT A**

**MILLS BLACK LLP**  
**Legal Affairs Committee Meeting**  
**December 3, 2025**

<b>Project Description:</b>	Provision of legal services to NYCEDC and the City by Mills Black LLP (“Mills Black”) related to the operation of Brooklyn Marine Terminal, including a preliminary assessment of responsibilities and requirements with respect to operating a port or marine terminal, and related matters
<b>Type of Contract:</b>	Legal retainer agreement
<b>Amount to be Approved:</b>	Up to \$100,000
<b>Procurement Method:</b>	Small purchase. NYCEDC sought proposals from six firms and received proposals from three.
<b>Type of Funds:</b>	NYCEDC programmatic budget funds
<b>Agreement to be Approved:</b>	A legal retainer agreement with Mills Black for project services

**Scope of Work:** Legal services related to the project, including services with regard to maintaining current operations at the Brooklyn Marine Terminal, including a preliminary assessment of responsibilities and requirements with respect to operating a port or marine terminal.

For its work with respect to the project, Mills Black is charging the following rates per hour: \$750 for partners, \$450 for associates with 3 to 5 years of experience, and \$300 for associates with less than 3 years of experience.. Mills Black may also be reimbursed for certain expenses. Pursuant to its role under NYCEDC’s annual contracts with the City, the City’s Law Department has approved the rates and retention of Mills Black for this work.

**Proposed Resolution:** To authorize an empowered officer of NYCEDC entering into the legal retainer agreement with Mills Black substantially as described herein

**Relevant Staff:** Meredith Jones, Executive Vice President and General Counsel  
Caitlin Dunham, Counsel, Legal



**KAPLAN KIRSCH LLP LEGAL RETAINER**  
**Legal Affairs Committee Meeting**  
**February 4, 2025**

**Project Description:** Provision of on-call legal services by Kaplan Kirsch LLP (“Kaplan”) in connection with issues that may arise concerning interstate commerce and transportation matters, including rail and maritime transportation matters

**Type of Contract:** Legal retainer agreement

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

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

**Procurement Method:** Public RFP

**Agreement to be Approved:** Legal retainer agreement with Kaplan for Project services (the “Agreement”)

**Scope of Work:** In connection with NYCEDC’s role assisting the City with the development of and management of certain industrial, commercial, waterfront, maritime, rail freight and intermodal transportation properties, including many of the City’s marine terminals, rail lines and rail yards, and much of the City’s wharf property, marginal streets and lands under water, NYCEDC from time to time requires services from outside counsel to assist with strategic and legal advice, including with respect to federal regulations, advocacy before relevant administrative agencies and litigation.

NYCEDC has retained outside counsel to assist with Project services since 2000, including retaining Kaplan and its predecessor firm for Project services. As NYCEDC continues to have a need for outside counsel with this expertise, NYCEDC released a new RFP for Project services in 2024. Kaplan has extensive familiarity with NYCEDC’s projects and legal issues and has performed excellent work to date.

Kaplan will be paid at the following rates per hour: \$725 for partners, \$600 for counsel, \$525 for associates with 6 or more years of experience, \$450 for associates with 3 or more but less than 6 years of experience, and \$300 for associates with less than 3 years of experience. Kaplan will also be reimbursed for paralegals at the rate of \$180 per hour and for certain other expenses. These rates will be subject to three percent increases on the third, sixth and ninth anniversaries of the Agreement. The City’s Law Department has approved the rates and retention of Kaplan for Project services.

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

**Relevant Staff:** Meredith Jones, General Counsel, Legal  
Kelly Russotti, Senior Counsel, Legal

**NYCEDC Project Code:** 10909

**HOLLAND & KNIGHT LLP-LEGAL RETAINER**  
**Legal Affairs Committee Meeting**  
**February 4, 2025**

**Project Description:** Provision of legal services to NYCEDC and the City by Holland & Knight LLP (“Holland & Knight”), pursuant to a legal retainer agreement entered into by NYCEDC and Holland & Knight (the “Retainer Agreement”), primarily with respect to the NEPA/SEQRA/CEQR review required for the Brooklyn Marine Terminal project (the “BMT Project”), including the NEPA review required for a United States Maritime Administration (“MARAD”) grant for the BMT Project, and related matters

**Type of Contract:** Legal retainer agreement

**Amount to be Approved:** Up to \$200,000

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

**Procurement Method:** NYCEDC received proposals from four firms and interviewed three. It selected Holland & Knight due to (a) Holland & Knight’s experience with the specialized practice area of NEPA review, (b) the expedited timeline of the BMT Project due to deadlines with associated Federal grant funds and (c) Holland & Knight’s familiarity with NEPA review with MARAD acting as Federal lead agency. Under NYCEDC’s annual contracts with the City, the procurement is technically considered to be sole source because, although competitive, it did not precisely line up with a procurement method in the annual contracts.

**Agreement to be Approved:** A legal retainer agreement with Holland & Knight for Project services (the “Agreement”)

**Scope of Work:** Legal services related to the BMT Project, primarily consisting of services with regard to advice on the environmental review approach for the BMT Project and with regard to the NEPA/SEQRA/CEQR review required for the BMT Project, including the NEPA review required for the MARAD grant, and guidance on aligning the environmental review for the BMT Project with the review for other neighboring projects, and related matters.

Holland & Knight will charge the following rates per hour: \$750 for partners and one senior counsel, \$600 for Senior Associates (more than 4 years of experience), and \$200 for paralegals. The firm will not staff junior associates (less than 4 years of experience) on this engagement. Holland & Knight may also be reimbursed for certain expenses, including, if needed, costs of third party experts. Pursuant to its role under NYCEDC's annual contracts with the City, the City's Law Department has approved the rates and retention of Holland & Knight for this work.

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

**Relevant Staff:** Meredith Jones, General Counsel, Legal  
Robert LaPalme, Assistant General Counsel, Legal  
Katie Hermann, Senior Counsel, Legal  
Rebecca Gafvert, Senior Vice President, Land Use  
Brooke Wieczorek, Senior Vice President, Land Use

**NYCEDC Project Code:** 10815