



New York City Economic Development Corporation

MINUTES OF THE REGULAR MEETING
OF THE EXECUTIVE COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
November 8, 2018

A regular meeting of the Executive Committee of the Board of Directors of New York City Economic Development Corporation ("NYCEDC") was held, pursuant to notice by an Assistant Secretary, on Thursday, November 8, 2018, at NYCEDC's offices at 110 William Street, in Conference Rooms 4A and 4B, New York, New York.

The following members of the Executive Committee were present:

Wilton Cedeno
James McSpirtt
Carl Rodrigues (as alternate for Alicia Glen)
Timothy Wilkins
Betty Woo

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

The meeting was chaired by James Patchett, President of NYCEDC, and called to order at 9:55 a.m. Meredith Jones, General Counsel, Executive Vice President and Secretary of NYCEDC, served as secretary of the duly constituted meeting, at which a quorum was present.

1. Approval of the Minutes of the September 28, 2018 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the September 28, 2018 regular meeting of the Executive Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Contracts and Other Matters

The following contracts, authorizations, expenditures and matters were then presented to the Executive Committee for approval. (Attached hereto as Attachment 1 is a definition sheet that contains the definitions of certain frequently used terms that may be contained in the Exhibits attached hereto.)

(a) Funding Agreement and Loan: Industrial Development on Former Spofford Site

Nicholas Lyos, an Analyst of NYCEDC, and Priya Ananthanathan, an Assistant Vice President of NYCEDC, presented a proposal for a funding agreement and a subordinate loan agreement with MHANY Management Inc. ("MHANY") or MHANY Peninsula Local Development Corporation, an affiliate of MHANY, or another non-profit affiliate of MHANY, to provide funds for the construction and development of an approximately 50,000 square foot light industrial building on a site that in part includes the former Spofford Juvenile Detention Center in Hunts Point, Bronx, on substantially the terms set forth in Exhibit A hereto.

At this time, Ms. Ananthanathan summarized the grant portion of this project. Mr. Lyos then summarized the loan portion of the project and noted that the term of the subordinate loan would be up to 30 years (not 20 years as indicated in Exhibit A).

In answer to a question from Mr. McSpirtt, Mr. Lyos stated that the light industrial building would be the first building of the entire complex to be constructed. In answer to a question from Mitchell Draizin, a Director of NYCEDC, Ms. Ananthanathan stated that City Capital Budget funds currently available for the Industrial Development Fund were \$31,000,000, and that \$15,000,000 of that was going to this project. In answer to a question from Mr. Draizin, Mr. Patchett explained that NYCEDC decided that it made sense putting in this level of funding to a project on a site over which NYCEDC had control and over which NYCEDC had an ability to influence the outcome. Mr. McSpirtt stated that this was a very good project and that the amount of funding being provided was appropriate.

A motion was made to authorize the matters set forth for authorization in the Proposed Resolution section of Exhibit A hereto, modified to reflect the up to 30 year term of the loan. Such motion was seconded and unanimously approved.

(b) Coney Island Creek

Angelyn Chandler, a Vice President of NYCEDC, presented a proposal for (i) a contract with M.G. McLaren, P.C. ("McLaren") for design services and related services during construction for shoreline protection measures along the southern edge of Coney Island Creek from West 23rd Street to Cropsey Avenue in Brooklyn, and (ii) any agreements necessary to obtain funds ("Funding Source Agreements") for this project, on substantially the terms set forth in Exhibit B hereto.

In answer to a question from Mr. Cedeno, Ms. Chandler stated that NYCEDC expected that this project would involve mostly bulkhead installation.

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

(c) NYC Ferry Homeport 2

Paul Boomgaardt, an Assistant Vice President of NYCEDC, presented a proposed contract with McLaren for marine design and engineering and related services during construction for a new homeport facility ("Homeport 2") for NYC Ferry boats, on substantially the terms set forth in Exhibit C hereto.

In answer to a question from Mr. Cedeno, Mr. Boomgaardt stated that the estimated budget for the entire project currently was approximately \$65,000,000, but that this amount may change because NYCEDC still was in the process of evaluating what the size of the project ultimately would be. In answer to a question from Mr. McSpiritt, Seth Myers, an Executive Vice President of NYCEDC, explained that there were a variety of location options that NYCEDC was considering, and that the decision would ultimately depend on the size of the proposed fleet. Mr. Patchett added that while the Brooklyn Navy Yard was a great homeport location, there were potential concerns involved with expanding there, and that NYCEDC therefore would continue to evaluate the various options including the Navy Yard. Mr. Patchett also noted that NYCEDC was currently working on a feasibility study for potential expansion of the ferry system, and that this study was expected to be completed within the next few months and would provide further clarity to help guide NYCEDC's decision. In answer to a question from Matthew Washington, a Director of NYCEDC, Mr. Patchett stated that NYCEDC was looking to enter into the contract at this time and begin early design work that could continue further when NYCEDC had more clarity about the size of the fleet.

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

(d) Manhattan Greenway Harlem River

Brigid Keating, a Project Director of NYCEDC, presented a proposal for (i) an agreement with Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, D.P.C. to provide for engineering, design and construction administration services, and related consultant services, for the design and construction of the Manhattan Greenway Harlem River project, and (ii) any needed Funding Source Agreements or amendments to Funding Source Agreements for this project, on substantially the terms set forth in Exhibit D hereto.

In answer to a question from Mr. Cedeno, Ms. Keating stated that NYCEDC provided quarterly updates to the community board about the status of the project, and that NYCEDC also was doing community outreach throughout the design process.

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

(e) East Midtown Greenway – 53rd Street to 61st Street

Sakiru Okeowo, a Project Director of NYCEDC, presented a proposal for (i) an amendment to NYCEDC's contract with Skanska USA Building Inc. ("Skanska") for construction management ("CM") and related services for the design and construction of East Midtown Greenway – 53rd Street to 61st Street, a new waterfront esplanade to be located along the western shore of the East River in Manhattan, as well as certain improvements to existing nearby parklands, to provide for construction and post-construction services for the project, and (ii) an agreement to be entered into with the New York City Transit Authority to provide project accommodation and related services for a portion of the project, on substantially the terms set forth in Exhibit E hereto.

In answer to a question from Ms. Woo, Mr. Patchett stated that NYCEDC did not believe that this project required any land use review.

A motion was made to authorize the matters set forth for authorization in the Proposed Resolution section of Exhibit E hereto. Such motion was seconded and approved by a vote of 4 to 1.

3. Other Contracts and Matters

The following contracts, authorizations, expenditures and matters were then presented to the Executive Committee for authorization after a brief summary of those matters by Mr. Myers.

(a) Citywide General Contracting Services

A proposed amendment to the contract with Girandola & Shutkind Construction Corp. for citywide general contracting services at various sites managed by NYCEDC and at various other sites at which NYCEDC is asked by the City of New York (the "City") to perform such services, to provide additional funds for additional project services, on substantially the terms set forth in Exhibit F hereto.

(b) Ferry Landing Maintenance, Repair and Emergency Services

A proposed amendment to the contract with Southern Services Group Inc. for on-call maintenance, repair and emergency services at ferry landings and maritime facilities at various sites managed by NYCEDC, to provide additional funds for such services, on substantially the terms set forth in Exhibit G hereto.

In answer to a question from Mr. Wilkins, Rory Melvin, a Senior Vice President of NYCEDC, stated that as the number of ferry landings increased, there also was an increase in maintenance and repair work. Mr. Patchett then pointed out that the existing contract was being amended simply to increase the scope to provide for regular maintenance work that NYCEDC had always envisioned would be necessary. In answer to a question from Mr. Cedeno, Mr. Melvin stated that NYCEDC reviewed work orders associated with its on-call maintenance contracts on a monthly and quarterly basis.

(c) Citywide Rehabilitation/Improvements

(i) One or more proposed amendments to NYCEDC's 2017 facilities management/construction management ("FM/CM") contract with Hunter Roberts Construction Group, L.L.C. ("Hunter Roberts") to provide for project services related to Steeplechase Plaza in Coney Island, Brooklyn, (ii) one or more proposed amendments to NYCEDC's CM contract with Armand Corporation d/b/a Armand of New York, Gilbane Building Company ("Gilbane"), The McKissack Group, Inc. d/b/a McKissack & McKissack or Skanska or the 2017 FM/CM contract with Hunter Roberts, to provide for project services related to a new facility at Fresh Kills Landfill in Staten Island, and (iii) any needed Funding Source Agreements for these projects, on substantially the terms set forth in Exhibit H hereto.

In answer to a question from Mr. Cedeno, Mr. Myers stated that the Office of Chief Medical Examiner ("OCME") was moving a storage facility that it had in Manhattan to Staten Island, and that NYCEDC was assisting OCME with that move.

(d) Mart 125

A proposed agreement with Huff + Gooden Architects, LLC for design, engineering and related services for the conversion of the Mart 125 building into a cultural hub to provide at this time preliminary design documents and a cost estimate, on substantially the terms set forth in Exhibit I hereto.

In answer to a question from Mr. Cedeno, Matthew Kwatinetz, an Executive Vice President of NYCEDC, stated that NYCEDC had considered the possibility of building vertically on this site and using its air rights, but that NYCEDC decided that the cost to do so would be significant, and that the community would not be pleased with an increased building size. As a result, the City decided not to expand the current building. In answer to a question from Mr. Washington, Mr. Kwatinetz explained that NYCEDC had been meeting and working with the New York City Department of Cultural Affairs, and the Mayor's Community Affairs Unit, about community concerns, and that some aspects of the proposal had been modified accordingly. He added that most of the concerns had been addressed. Mr. Kwatinetz further noted that NYCEDC planned to update the Manhattan Borough President's office on this project in the near future.

(e) Funding Agreement

(i) A proposed funding agreement with Make the Road New York ("MRNY") or an affiliate to fund a portion of the costs of the construction of an approximately 24,000 square foot community center to consolidate MRNY's services and eliminate the need to rent multiple spaces to run programs, and (ii) any agreements or amendments to agreements necessary to obtain funds for said agreement, on substantially the terms set forth in Exhibit J hereto.

(f) New York Wheel

(i) One or more proposed amendments to NYCEDC's contract for CM services with Gilbane to provide for property management services related to the premises on which the New York Wheel, a 625 foot high observation wheel that had been proposed for the St. George Waterfront of Staten Island, and related facilities were to be located (the "Premises"), (ii) a proposed contract with Imperial Parking (U.S.), LLC for parking management services related to the garage on the Premises, (iii) any needed Funding Source Agreements for this project, and (iv) entering into and expending funds for miscellaneous agreements and costs related to maintaining and administering the Premises, on substantially the terms set forth in Exhibit K hereto.

In answer to a question from Mr. McSpiritt, Mr. Patchett stated that there was an existing contract between the former developer of the Premises and Gilbane with regard to the Premises. It was anticipated that going forward Gilbane would provide services, which included site security, maintaining the value of the facility so that it could be repurposed, and maintaining its temporary certificate of occupancy with the New York City Department of Buildings.

(g) City of New York Early Stage Life Sciences Funding Initiative: Non-Therapeutics and Therapeutics Venture Program

(i) A proposed letter agreement among an NYCEDC affiliate, Celgene Corporation and Eli Lilly and Company ("Eli Lilly") (the "Strategic Investors"), and ARCH Venture Partners and/or one or more affiliates thereof ("ARCH") to: (a) approve a new therapeutics venture ("NewCo") as an eligible investment under a co-investment agreement (the "Co-Investment Agreement") for Phase II of the City of New York Early Stage Life Sciences Funding Initiative even though there are prior investments in it by ARCH and Eli Lilly and other institutions; and (b) waive various other provisions of the Co-Investment Agreement, and (ii) any other agreements necessary in connection with the investment in NewCo by the NYCEDC affiliate, on substantially the terms set forth in Exhibit L hereto.

In answer to a question from Mr. Washington, Mr. Patchett stated that NYCEDC had received over 20 responses to a new, separate life sciences RFP that it had issued, that NYCEDC was still in the process of meeting with respondents and that NYCEDC hoped to have an update for the Board by early 2019.

Approval of Section 3 Contracts and Matters

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

4. Approvals

With respect to the items set forth in Sections 2(a) – (e) and 3(a) – (g) above, it was understood that authorization and approval of such matters included authorization for the President and other empowered officers to execute the necessary legal instruments, and for the President and other empowered officers to take such further actions as are or were necessary, desirable or required, to implement such matters on substantially the terms described above.

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 Executive Committee was adjourned at 10:37 a.m.


Assistant Secretary

Dated: December 19, 2018
New York, New York

Attachment 1

DEFINITIONS

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

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

Exhibit A

**FUNDING AGREEMENT AND LOAN:
INDUSTRIAL DEVELOPMENT ON FORMER SPOFFORD SITE
Executive Committee Meeting
November 8, 2018**

Project: NYCEDC will provide a funding agreement of up to \$15 million and a subordinate loan of up to \$3.0 million to MHANY Management Inc. ("MHANY") or to MHANY Peninsula Local Development Corporation ("MHANYLDC"), an affiliate of MHANY, or another non-profit affiliate of MHANY, to provide funds for the construction and development of an approximately 50,000 square foot light industrial building (the "Project") on a site (the "Site") that in part includes the former Spofford Juvenile Detention Center in Hunts Point, Bronx. The Project is part of a mixed use development totaling approximately 825,000 square feet at the Site. It is anticipated that the Project will offer below-market rents to a mix of tenants in food production, media, light industrial and retail services.

Contractor/Borrower: MHANY or MHANYLDC or another non-profit affiliate of MHANY (whichever, the "Contractor/Borrower")

Agreements to be Approved: A funding agreement (the "Funding Agreement") and a subordinate loan agreement (the "Loan Agreement") with the Contractor/Borrower to provide funds for the construction and development of an approximately 50,000 square feet light industrial building.

Procurement Method: The Funding Agreement and Loan Agreement are being entered into on a sole source basis with one of the joint venturers that was competitively selected for the development of the Site or an entity affiliated with it.

Amounts to be Approved:

- Up to \$15 million for the Funding Agreement
- Up to \$3.0 million for the Loan Agreement

Source of Funds to NYCEDC: Capital Budget funds and NYCEDC programmatic budget funds

Scope: The total construction costs for the Project are approximately \$26.7 million and are expected to include a \$5 million senior loan, \$15 million from the Funding Agreement, a \$3.0 million subordinate loan, \$2.6 million in equity from MHANY or an affiliated entity and \$1.1 million in deferred developer equity. The subordinate loan is sized at approximately 11 percent of total construction costs and will be junior to the senior loan. The Project, upon stabilization, is anticipated to meet the minimum debt service coverage requirement of 1.20x for the subordinate loan. The subordinate loan will have a term not to exceed 20 years and an interest rate of approximately 3% annually. The subordinate loan structure will contain an interest-only period followed by amortization of both principal and interest for the remainder of the term. The funding agreement and subordinate loan are part of the Industrial Developer Fund program and

Industrial Developer Loan Fund program, respectively, which programs serve to fill gaps in the capital structure and enable mission-aligned developers of industrial properties to complete projects which would have been unable to move forward, but for these programs.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Funding Agreement, Loan Agreement and any other related documents substantially as described herein

NYCEDC Project Codes: 7755, 7417

Staff: Melanie McMann, Director, Funding Agreements
Priya Ananthanathan, Assistant Vice President, Funding Agreements
Eric Clement, Senior Vice President, Strategic Investments Group
Edward Faustin, Vice President, Strategic Investments Group
Nicholas Lyos, Analyst, Strategic Investments Group
Busayo Olupona, Counsel, Legal

Exhibit B

**CONEY ISLAND CREEK
Executive Committee Meeting
November 8, 2018**

Project: Design services and related services during construction for shoreline protection measures along the southern edge of Coney Island Creek from W. 23rd Street to Cropsey Avenue in Brooklyn

Contractor: M.G. McLaren, P.C. (the "Design Consultant")

Agreements to be Approved:

- A contract with the Design Consultant for Project services (the "Design Contract")
- Any needed Funding Source Agreements

Procurement Method: Publicly Advertised RFP

Amount to be Approved: Up to \$4,500,000

Source of Funds to NYCEDC: CDBG-DR funds

Scope: The Design Consultant shall provide design services and related services during construction for shoreline protection measures to combat sea level rise along the Project corridor from commencement of the Design Contract until completion and final acceptance of the work performed by the contractor selected to execute the necessary construction.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Design Contract and any needed Funding Source Agreements

NYCEDC Project Code: 5715

Staff: Daniel Fletcher, Project Manager, Capital Program
Angelyn Chandler, Vice President, Capital Program
Brian Larsen, Senior Vice President, Capital Program

Exhibit C

**NYC FERRY HOMEPORT 2
Executive Committee Meeting
November 8, 2018**

Project: Marine design and engineering and related services during construction for a new homeport facility for NYC Ferry boats

Contractor: M.G. McLaren, P.C. ("McLaren")

Agreement to be Approved: Contract with McLaren for Project services (the "Design Contract")

Procurement Method: CM method of procurement in NYCEDC's contracts with the City

Amount to be Approved: Up to \$1,750,000

Source of Funds to NYCEDC: City Capital Budget funds

Scope: Due to the increased need for NYC Ferry vessels, the planned fleet will exceed the capacity of the homeport facility for NYC Ferry currently under construction at the Brooklyn Navy Yard. The scope of the Design Contract is to provide marine design and engineering and related services during construction for a second homeport for NYC Ferry boats.

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

NYCEDC Project Code: 7626

Staff: Phillip Grant, Senior Vice President, Asset Management
Paul Boomgardt, Assistant Vice President, Asset Management
Tianna Robbins, Project Manager, Asset Management

Exhibit D

**MANHATTAN GREENWAY HARLEM RIVER
Executive Committee Meeting
November 8, 2018**

Project: Engineering, design and construction administration services, and related consultant services, for the design and construction of the Manhattan Greenway Harlem River project

Contractor: Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, D.P.C. ("Langan")

Agreements to be Approved:

- Agreement with Langan to provide Project services (the "Design Contract")
- Any needed Funding Source Agreements or amendments to Funding Source Agreements

Procurement Method: Publicly advertised RFP

Amount to be Approved: Up to \$20,000,000

Source of Funds to NYCEDC: City Capital Budget funds

Scope: Langan will design a new approximately 7-acre waterfront park from East 125th Street to East 132nd Street, along the Harlem River. The waterfront park programming includes bike and pedestrian pathways, plantings, seating, lighting, new utilities, and a bulkhead railing. Langan will manage the design subcontractors, which will include the necessary disciplines to support the intended activities.

As part of the Manhattan Greenway Harlem River project, Langan will also provide engineering, design and construction administration and related services for bulkhead repairs and reconstruction work along the Harlem River from East 125th Street to West 145th Street, and from West 155th Street to Swindler Cove. The various bulkhead types in this stretch of the Harlem River exhibit varying degrees of deterioration and disrepair that will need to be addressed in order to provide a safe and accessible greenway.

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

NYCEDC Project Code: 7394

Staff: Brigid Keating, Project Director, Capital Program
Angelyn Chandler, Vice President, Capital Program
Len Greco, Senior Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit E

EAST MIDTOWN GREENWAY – 53rd STREET TO 61st STREET Executive Committee Meeting November 8, 2018

Project: Engineering, design and construction administration services and related consultant services, and CM services, for the design and construction of East Midtown Greenway – 53rd Street to 61st Street, a new waterfront esplanade to be located along the western shore of the East River in Manhattan, as well as certain improvements to existing nearby parklands. The Project is a sub-project to the larger East Midtown Waterfront Project between East 38th and East 61st Streets that will serve the East Midtown neighborhood.

Contractors:

- Skanska
- New York City Transit Authority (“TA”)

Agreements to be Approved:

- An amendment (the “Skanska Amendment”) to NYCEDC’s contract with Skanska (the “Skanska Contract”) for Project CM and related services to provide for construction and post-construction services
- An agreement (the “TA Agreement”) to be entered into with TA to provide project accommodation and related services for a portion of the Project

Procurement Method:

- A sole source amendment to the Skanska Contract. Previously funds were only authorized for pre-construction services under the Skanska Contract. The proposed amendment will provide funds for construction and post-construction services.
- The TA Agreement - sole source

Amount to be Approved

- Up to \$116 million for the Skanska Amendment, bringing the total authorized amount for the Skanska Contract to up to \$118 million, plus any unutilized previously authorized funding for a design/engineering contract for the Project with Stantec Consulting Services Inc. not already included in the authorization of up to \$118 million for the Skanska Contract (i.e., up to \$2 million)
- Up to \$450,000 for the TA Agreement

Source of Funds to NYCEDC: City Capital Budget funds

Scope: Skanska will perform construction management services related to the Project including constructability review and cost estimating during design. When design is complete, it will procure and manage construction subcontractors for the Project. Skanska will procure subcontractors in a manner permitted under the Skanska Contract with the primary procurement method anticipated to be a method similar to the CM method of procurement in NYCEDC’s contracts with the City.

Skanska will build an esplanade approximately 30 feet outboard from the FDR Drive in the East River between East 53rd and East 61st Streets. The esplanade will provide a separated pedestrian and bicycle path, and park amenities for both passive and active users including bike racks, benches, railings, lighting and planting.

The northern connection of the esplanade is part of the Skanska Amendment work and will run through an existing former heliport structure to the Andrew Haswell Green Phase 2B Park project.

The southern connection for the esplanade will require a pedestrian bridge crossing the FDR Drive at East 54th Street. The bridge will include ADA accessible ramps that will connect the esplanade to Sutton Place Park. The construction of these matters is also part of the Skanska Amendment work.

Under the TA Agreement, the TA will provide subway tunnel inspection services and related work with regard to its subway tunnels during construction of the Project because the Project is being constructed above subway tunnels under the East River. The TA will be reimbursed for the cost of this work.

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

The East Midtown Greenway – 53rd Street to 61st Street project was last presented to the Executive Committee on December 13, 2017.

NYCEDC Project Code: 3361

Staff: Sakiru Okeowo, Project Director, Capital Program
Yvi McEvilly, Assistant Vice President, Capital Program
Kathryn Prybylski, Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit F

**CITYWIDE GENERAL CONTRACTING SERVICES
Executive Committee Meeting
November 8, 2018**

Project: Citywide general contracting services at various sites managed by NYCEDC and at various other sites at which NYCEDC is asked by the City to perform such services (the "General Contracting Services")

Contractor: Girandola & Shutkind Construction Corp. ("Girandola")

Agreement to be Approved: An amendment (the "Amendment") to the contract for General Contracting Services with Girandola (the "Girandola Contract") to provide additional funds for additional Project services

Procurement Method: A sole source amendment to the Girandola Contract which was competitively procured through a publicly advertised RFP

Amount to be Approved: Up to an additional \$3,000,000, making the total authorized amount for the Girandola Contract up to \$8,000,000

Sources of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: Additional funds are needed for as needed general contracting services, which include construction, maintenance and repair and emergency services, for NYCEDC managed properties and various sites at which NYCEDC is asked by the City to perform such services, throughout the City, for the remaining life of the Girandola Contract.

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

The Girandola Contract was previously approved by the Executive Committee on March 23, 2016.

NYCEDC Project Code: 6229

Staff: Eric Bassig, Project Manager, Administrative Services
Mayra Ortiz-Ranko, Vice President, Asset Management
Joseph Palazzola, Senior Project Manager, Asset Management
Nicole Ackerina, Vice President, Asset Management
Michael Barone, Senior Counsel, Legal

Exhibit G

**FERRY LANDING MAINTENANCE, REPAIR and EMERGENCY SERVICES
Executive Committee Meeting
November 9, 2018**

Project: On-call maintenance, repair and emergency services at ferry landings and maritime facilities at various sites managed by NYCEDC

Contractor: Southern Services Group Inc. ("Southern Services")

Agreement to be Approved: An amendment (the "Southern Services Amendment") to the contract for Project services with Southern Services (the "Southern Services Contract") to provide additional funds for such services

Procurement Method: Sole source amendment

Amount to be Approved: Up to an additional \$3,000,000, making the total authorized amount for the Southern Services Contract up to \$8,000,000

Sources of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: On-call ferry landing maintenance, repair and emergency services, as well as some maintenance, repair and emergency services related to other maritime facilities, at various sites managed by NYCEDC, which may include some work related to NYC Ferry. Additional ferry landings have been added to the scope of work originally included in the contract. The additional funds are needed to continue Project services.

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

The Southern Services Contract was previously approved by the Executive Committee on March 23, 2016.

NYCEDC Project Code: 6434

Staff: Eric Bassig, Project Manager, Administrative Services
Mayra Ortiz-Ranko, Vice President, Asset Management
Joseph Palazzola, Senior Project Manager, Asset Management
Nicole Ackerina, Vice President, Asset Management
Michael Barone, Senior Counsel, Legal

Exhibit H

CITYWIDE REHABILITATION/IMPROVEMENTS Executive Committee Meeting November 8, 2018

Project: Work related to facilities at various locations in the City

Possible Contractors:

- Hunter Roberts
- Armand
- Gilbane
- McKissack
- Skanska

Agreements to be Approved for Project Work:

- One or more amendments (the "2017 Hunter FM/CM Amendments") to NYCEDC's 2017 FM/CM Contract with Hunter Roberts (the "2017 Hunter FM/CM Contract") to provide for Project services related to Steeplechase Plaza
- One or more amendments (the "Fresh Kills Amendments") to NYCEDC's CM Contract with Armand, Gilbane, McKissack or Skanska or 2017 FM/CM contract with Hunter Roberts to provide for Project services related to a new facility at Fresh Kills Landfill
- Any needed Funding Source Agreements

Procurement Method: Sole source amendments to contracts that were competitively procured. Each Contractor is acting as a CM and procuring subcontractors for the Project work assigned to it in a manner permitted under its contract, with the primary procurement method anticipated to be a method similar to the CM method of procurement in NYCEDC's contracts with the City. Subcontractors retained by the Contractors may, in turn, subcontract certain work.

Amounts to be Approved:

- Up to \$80,000 for the 2017 Hunter FM/CM Amendments
- Up to \$4,158,642 for the Fresh Kills Amendments

The project costs, in most cases, will include engineering, design, construction, construction management and/or insurance costs. The amount retained by the CM for CM services typically accounts for 8-12% of the project costs.

Source of Funds to NYCEDC: City Capital Budget funds and possibly NYCEDC programmatic budget funds

Scope: NYCEDC proposes that the Contractors undertake substantially the Project work listed in Attachment A.

Proposed Resolution: To authorize the President and any empowered officer to enter into the 2017 Hunter FM/CM Amendments, the Fresh Kills Amendments and any needed Funding Source Agreements, substantially as described herein

Staff: Phillip Grant, Senior Vice President, Asset Management
Tianna Robbins, Project Manager, Asset Management

Attachment A

<u>Contractor</u>	<u>Work Site</u>	<u>Borough</u>	<u>Project Work</u>	<u>Request Amount</u>	<u>Project #</u>
Hunter Roberts	Steeplechase Plaza, Coney Island	Brooklyn	CM services for work to close all outstanding Department of Buildings work permits and obtain a permanent certificate of occupancy for the carousel building.	\$ 80,000 Capital or NYCEDC programmatic budget	2699
			Total 2017 Hunter Roberts FM/CM Amendments	\$80,000	
Armand, Gilbane, Hunter Roberts, McKissack or Skanska	Fresh Kills Landfill-the new facility	Staten Island	The Office of Chief Medical Examiner ("OCME") is seeking to replace the current Memorial Park ("MP") facility in Manhattan at an alternate site at Fresh Kills Landfill in Staten Island. This includes the removal of all OCME equipment, materials and supplies prior to OCME vacating and relinquishing the current MP site. The new facility at Fresh Kills should meet or exceed the current storage capacity provided at the MP facility totaling approximately 30,000 gross square feet.	\$4,158,642 Capital	
			Total Fresh Kills Amendments	\$4,158,642	7421

Exhibit I

**MART 125
Executive Committee Meeting
November 8, 2018**

Project: Design, engineering and related services for the conversion of the Mart 125 building into a cultural hub

Contractor: Huff + Gooden Architects, LLC ("Huff")

Agreement to be Approved: Agreement with Huff to provide at this time preliminary design documents and a cost estimate for the Mart 125 project (the "Design Contract")

Procurement Method: CM method of procurement

Amount to be Approved: Up to \$498,230

Source of Funds to NYCEDC: City Capital Budget funds

Scope: Working with the New York City Department of Cultural Affairs and Spaceworks NYC, Inc., a nonprofit cultural community development organization dedicated to expanding the supply of subsidized rehearsal, studio and community space for New Yorkers, NYCEDC will transform Mart 125 into a cultural hub that serves as the homebase for Firelight Media, Inc. as well as dedicated spaces for artistic development, office/co-working for cultural organizations, and community gatherings.

With the current funds to be approved, Huff will produce 100% preliminary design documents and a cost estimate. It is anticipated that the Design Contract will be amended, with Executive Committee approval, to provide for the production of full design sets through construction documents once funds become available for such work.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Design Contract

NYCEDC Project Code: 6604

Staff: Phillip Grant, Senior Vice President, Asset Management
Krystin Hence, Assistant Vice President, Asset Management
Tianna Robbins, Project Manager, Asset Management
Michael Barone, Senior Counsel, Legal

FUNDING AGREEMENT
Executive Committee Meeting
November 8, 2018

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

Contractor Name and Description, and Agreement/Amendment (the agreement may be with the named contractor or an affiliate of the named contractor)	Project Site Address(es), Borough	Source of New NYCEDC Funds	Amount Under New Agreement/Amendment	Application of Funds
(1) Make the Road New York ("MRNY"), a not-for-profit corporation – Funding Agreement	104-15, 104-17, 104-19 Roosevelt Avenue, Queens	City Capital Budget Funds	Up to \$5,559,000	To fund a portion of the costs of the construction of an approximately 24,000 square foot community center to consolidate MRNY's services and eliminate the need to rent multiple spaces to run programs

NYCEDC Project Code: (1) 7052

NYCEDC Staff: (1) Vedesh Persaud, Assistant Vice President, Funding Agreements

Description of Contractor

- (1) Make the Road New York is a not-for profit corporation that provides community-based education, outreach and advocacy programs for immigrant and low-income New York City residents.

Exhibit K

NEW YORK WHEEL Executive Committee Meeting November 8, 2018

Project: New York Wheel was proposed to be a 625 foot high observation wheel (the "Wheel") to be situated on the St. George Waterfront of Staten Island. Additionally there were to be approximately 95,000 square feet of retail space in a now partially completed terminal building and an approximately 950 parking space garage. NYCEDC understands that the developer of the project has ceased operating the premises (the "Premises") on which the Wheel and related facilities were to be located. Since the garage is already constructed and is utilized by Staten Island commuters and significant construction materials are being stored on the Premises, agreements between NYCEDC and the CM which was working with the Wheel developer and with the parking operator for the Wheel developer are needed to maintain the Premises and ensure the continuous operation of the garage and the health and safety of the site.

Contractors:

- Gilbane
- Imperial Parking (U.S.), LLC ("Impark")

Agreements to be Approved:

- One or amendments to NYCEDC's contract for CM services with Gilbane to provide for property management services related to the Premises (the "Property Management Contract")
- Contract with Impark for parking management services (the "Parking Management Agreement") related to the garage on the Premises
- Any needed Funding Source Agreements

Procurement Method: Sole source. Gilbane will subcontract much of the work under the Property Management Contract, sole sourcing the work to subcontractors it has been using at the Premises under the contract with the Wheel developer or using subcontractors selected using another method of procurement permitted under its contract with NYCEDC.

Amounts to be Approved:

- Property Management Contract - up to \$3,000,000 (for 24 months)
- Parking Management Contract – revenue from the garage to pay for garage expenses (including a monthly management fee to Impark and the retention by Impark of a percentage of gross revenue over a threshold from the operation of the garage), plus up to \$960,000 from other NYCEDC programmatic budget funds to the extent garage revenue does not cover the garage expenses (for expenses for 24 months).
- Up to \$400,000 for miscellaneous costs and agreements related to maintaining and administering the Premises including, without limitation, possibly installing an automated system in the garage, transportation equipment costs and obtaining

insurance. The above agreements with Gilbane and Impark may be changed to include this work and increased by some or all of these funds.

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope:

- Under the Property Management Contract, the Premises and all construction materials on the Premises or set to be delivered to the Premises will be secured, and any actions necessary to maintain the temporary certificate of occupancy for the parking garage will be undertaken to ensure its operability.
- Under the Parking Management Agreement, the daily parking operations at the parking garage for commuters and for spectators at the Staten Island Baseball stadium will be undertaken, including the operation of shuttle bus service to the Staten Island Ferry terminal.

It is anticipated the above services will be for approximately 24 months.

Proposed Resolution: To authorize the President and any empowered officer entering into the Property Management Contract and Parking Management Agreement and any needed Funding Source Agreements, and entering into and expending funds for miscellaneous agreements and costs related to maintaining and administering the Premises, substantially as described herein

NYCEDC Project Code: 4907

Staff: Rory Melvin, Senior Vice President, Asset Management
Jose Figueroa, Vice President, Asset Management
Winthrop Hoyt, Vice President, Asset Management-Revenue
Lia Tieu, Vice President, Asset Management-Revenue
Lauren Wolf, Vice President, Real Estate Transaction Services
Brian Ker, Assistant Vice President Real Estate Transaction Services
Richard Palumbo, Senior Counsel, Legal
Scott Shostak, Senior Counsel, Legal

Exhibit L

**CITY OF NEW YORK EARLY STAGE LIFE SCIENCES FUNDING INITIATIVE: NON-THERAPEUTICS AND THERAPEUTICS VENTURE PROGRAM
Executive Committee Meeting
November 8, 2018**

Project: The City of New York Early Stage Life Sciences Funding Initiative (the "Initiative") is designed to incentivize private sector seed and early-stage financing for life sciences ventures based in the City. The Executive Committee previously approved a co-investment agreement (the "Co-Investment Agreement") for Phase II of the Initiative. Pursuant to the Co-Investment Agreement, an entity affiliated with NYCEDC agreed to allocate up to \$2,500,000 for investment in early stage life sciences ventures alongside Celgene Corporation and Eli Lilly and Company ("Eli Lilly") (the "Strategic Investors") and ARCH Venture Partners and/or one or more affiliates thereof ("ARCH"). The ventures are identified by ARCH.

As part of Phase II, ARCH has presented NYCEDC with an opportunity to indirectly invest in a new therapeutics venture ("NewCo"). NewCo has recruited scientific leadership with a significant background in the biopharmaceutical industry. It was created by ARCH. Eli Lilly currently owns 27.6% of NewCo common stock and ARCH owns a convertible note in the amount of \$3,000,000 which would convert into Series A preferred stock as part of this investment round. Eli Lilly also intends to enter into an exclusive license agreement with NewCo relating to certain patents owned or controlled by Eli Lilly. NewCo is seeking an investment round of \$61,500,000 of Series A preferred stock. It is anticipated that ARCH, through its affiliates, will invest \$30,000,000, Eli Lilly will invest \$2,500,000, Celgene will invest \$1,250,000, and NYCEDC will indirectly invest \$1,250,000. The NYCEDC investment requires additional approval from the Executive Committee, as certain terms of the investment would differ substantially from the terms previously approved by the Executive Committee.

Agreements to be Approved:

- Letter agreement among an NYCEDC affiliate, the Strategic Investors, and ARCH (the "Letter Agreement") to:
 - (i) approve NewCo as an eligible investment under the Co-Investment Agreement even though it has prior investments in it by ARCH and Eli Lilly and other institutions;
 - (ii) waive the cap set forth in the Co-Investment Agreement limiting the maximum aggregate amount of investment from the NYCEDC affiliate and the Strategic Investors to \$2,000,000 (this was not an Executive Committee requirement); and
 - (iii) waive the requirement that \$1 of funds from the NYCEDC affiliate and the Strategic Investors will be made available for investment in NewCo for every \$2 in funds from ARCH and any syndicate
- Other agreements (the "Transaction Documents") necessary in connection with the investment in NewCo by the NYCEDC affiliate.

Amount of Indirect Investment in NewCo by NYCEDC to be Approved: Up to \$1,250,000 from the funds previously authorized for the Initiative

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Proposed Resolution: To authorize the President and any empowered officer, on behalf of NYCEDC, in its own capacity and/or as the sole member of an affiliated entity:

- to enter into the Letter Agreement and
- to enter into all Transaction Documents (and amendments thereto, as required) and to cause the NYCEDC affiliate to invest in NewCo;

substantially as described herein

The City of New York Early Stage Life Sciences Funding Initiative was last presented to the Executive Committee on February 6, 2018.

NYCEDC Project Code: 5682

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