

MINUTES OF THE REGULAR MEETING
OF THE EXECUTIVE COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
August 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 Wednesday, August 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:

William Candelaria (by conference telephone)
William Floyd (by conference telephone)
James McSpiritt
Carl Rodrigues (as alternate for Alicia Glen)
Michael Schlein (by conference telephone)
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 9:16 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 June 27, 2018 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the June 27, 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) Tompkinsville Esplanade and Pier

Rebecca Parelman, a Project Director of NYCEDC, presented (i) a proposed consulting contract with BTMI Engineering, PC to provide engineering, design and related services for the Tompkinsville Esplanade and Pier project, and (ii) any agreements necessary to obtain funds ("Funding Source Agreements") for this project or any needed amendments to Funding Source Agreements for this project, on substantially the terms set forth in Exhibit A hereto.

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

(b) Pier 42 in Lower Manhattan

Nikita Sharma, a Project Manager of NYCEDC, presented (i) a proposed amendment to NYCEDC's construction management contract (a "CM Contract") with The McKissack Group, Inc. d/b/a McKissack & McKissack to provide for a portion of the construction management and related services related to the demolition of an existing shed located on Pier 42 in Manhattan ("Pier 42") and asbestos abatement, potential bulkhead repairs and other related work at Pier 42, (ii) a proposed amendment to an existing contract with Mathews Nielsen Landscape Architects, P.C. for landscape architectural design and related services related to an upland park to be located primarily immediately west and inland of Pier 42, to provide for additional services and additional funds, and (iii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit B hereto.

In answer to a question from Matthew Washington, a Director of NYCEDC, Terri Bahr, a Vice President of NYCEDC, stated that NYCEDC was working closely with the Mayor's Office of Recovery and Resiliency in coordination with the Lower Manhattan Coastal Resiliency Project. In answer to a question from Mr. McSpiritt, Ms. Bahr stated that the permitting delays in the project were due in part to the process of coordinating various reviews and approvals. In answer to a second question from Mr. Washington, Ms. Bahr stated that the project's MWBE goal was determined by LMDC because the funding was from LMDC. In answer to another question from Mr. Washington, Ms. Bahr stated that a comfort station was anticipated to be built in the project area.

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 BigApps Competition

Carrie Bronsther, a Senior Project Manager of NYCEDC, presented (i) a proposed consultant contract and possibly amendments thereto with SecondMuse, LLC ("SecondMuse") for services related to NYC BigApps, an annual competition that challenges New York City's technology, creative and civic communities to foster the development of innovative products and services capable of addressing civic and urban challenges in New York City, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit C hereto.

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

3. Other Contracts and Matters

The following contracts, authorizations, expenditures and matters were then presented to the Executive Committee for authorization after a brief summary of those matters by James Katz, an Executive Vice President of NYCEDC.

(a) NYCx Co-Labs Program Expansion

(i) A proposed Letter of Agreement with The Mayor's Fund to Advance New York City (the "Mayor's Fund") to provide it with funding for the expansion of the existing NYCx Co-Labs Program (the "NYCx Program") to include Inwood in upper Manhattan, which funds primarily will be provided by the Mayor's Fund to the New York City Department of Information Technology and Telecommunications ("DOITT") to provide the NYCx Program scope of services, and (ii) a proposed amendment to the memorandum of understanding (an "MOU") previously entered into by NYCEDC and DOITT for the NYCx Program with regard to Brownville, to provide for the Inwood aspect of the NYCx Program, on substantially the terms set forth in Exhibit D hereto.

(b) NYCEDC Incubator Initiative: Made in NY Media Center

(i) A proposed amendment to the existing agreement with The Independent Feature Project, Inc. for the management of the existing Made in NY Media Center (the "Media Center"), a media and technology incubator that provides affordable workspace for media and entertainment projects, entrepreneurs and companies, including start-ups, provides educational and networking programming to Media Center users and the broader community, and facilitates collaboration across media and entertainment industry segments, to provide additional funds for the project to facilitate additional project scope, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit E hereto.

(c) Fashion Manufacturing Initiative

(i) A proposed amendment to an existing contract with CFDA Foundation, Inc. ("CFDA") for services related to the Fashion Manufacturing Initiative, a program to support investment in and growth of City-based fashion manufacturing through funding of upgrades as well as programming to support fashion production businesses and to foster innovation within the City's fashion production sector (the "FMI Project"), that expired in April 2018, to extend the contract to continue FMI Project services, and (ii) a proposed contract with CFDA, and possibly amendments thereto, for new FMI Project services for approximately five years, on substantially the terms set forth in Exhibit F hereto.

At this time, Mr. Washington thanked NYCEDC for its work to help the City's fashion manufacturing industry.

(d) Marketing Consultant for Women.nyc

A proposed agreement with Worn LLC to provide creative marketing services for the second phase of the Women.nyc Campaign (the "Campaign") being undertaken by the City of New York (the "City") and NYCEDC and providing related ongoing marketing services in order to grow the Campaign and further its impact, on substantially the terms set forth in Exhibit G hereto.

(e) Green Infrastructure

(i) A proposed civil engineering contract with each of Ove ARUP & Partners P.C., Dewberry Engineers Inc., and Hazen and Sawyer, D.P.C. for engineering, design and related consultant services for the Green Infrastructure project, which entails the construction of green infrastructure capital projects in combined sewer-overflow ("CSO") tributary areas, related to managing stormwater in the public right-of-way and on publicly-owned properties in Brooklyn, Queens and the Bronx, to undertake work requested by the New York City Department of Environmental Protection ("City DEP") in the public right-of-way in Coney Island CSO tributary areas in Brooklyn, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit H hereto.

In answer to a question from Mr. McSpirtt, Jennifer Cass, a Vice President of NYCEDC, stated that City DEP has conducted ongoing effectiveness studies and has found that the bioswales being built hold more stormwater than had originally been anticipated and that they continue to be effective.

(f) Funding Agreement

(i) A proposed funding agreement with Seaport Museum New York (the "Museum") to fund operating expenses, and (ii) any agreements necessary to obtain funds for said agreement, on substantially the terms set forth in Exhibit I hereto.

In answer to a question from Mr. Washington, Sarah Govier, a Vice President of NYCEDC, explained that NYCEDC has been working with the New York City Department of Cultural Affairs on this matter and that the idea was to perhaps turn some of the space that the Museum had into something more functional that could help generate more income and thereby help the Museum as it moved forward. Ms. Govier added that it was anticipated that some of the funds being provided would help the Museum clear out some of the spaces that were currently being used for storage so that those spaces could be repurposed for other uses. Mr. Washington then noted that he had thoughts as to what the restrictions on the uses should be. Mr. Patchett stated that NYCEDC would be happy to discuss this matter further with him.

(g) Citywide Rehabilitation/Improvements

(i) One or more proposed amendments to NYCEDC's CM Contract with Armand Corporation d/b/a Armand of New York, (ii) one or more proposed amendments to NYCEDC's CM Contract with Gilbane Building Company, (iii) one or more proposed amendments to NYCEDC's 2017 facilities management/construction management contract with Hunter Roberts Construction Group, L.L.C., (iv) one or more proposed amendments to NYCEDC's 2017 CM Contract with Skanska USA Building Inc., and (v) any needed Funding Source Agreements, to provide for work related to waterfront and other facilities at various locations in the City, on substantially the terms set forth in Exhibit J hereto.

(h) On-Call Expediting Services

A proposed agreement with each of KM Associates of New York Inc., J.M.V. Associates, L.L.C., and Menotti Enterprise LLC to provide on-call expediting services with regard to various sites managed by NYCEDC, on substantially the terms set forth in Exhibit K hereto.

(i) Academy Express LLC Service Contract: Amendment

(i) One or more proposed amendments to the contract with Academy Express LLC for the provision of express bus service between the South Shore of Staten Island and Midtown Manhattan during weekday morning and evening commute hours (the "Academy Contract"), to extend the Academy Contract term for twelve months until September 7, 2019, (ii) any other needed agreements, amendments to agreements (including an MOU with the New York City Department of Transportation) or arrangements with one or more City or State agencies or affiliates thereof related to their assisting in the administration of the Academy Contract, and (iii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit L hereto.

In answer to a question from Mr. Washington, Mr. Katz provided some background on the original thinking behind running the Academy Contract through NYCEDC. Mr. Patchett stated that the expectation is that this bus service will transition back to New York City Department of Transportation at the end of the Academy Contract term.

(j) Commercial Condominium Legal Retainers

(i) A proposed legal retainer agreement with each of Ganfer Shore Leeds & Zauderer LLP, Goldenberg & Selker, LLP, Goulston & Storrs PC, and Herrick, Feinstein LLP (of which Patrick O'Sullivan Jr., a Director of NYCEDC, is a partner) for the provision of legal services related to condominium and/or cooperative matters for projects in which NYCEDC is involved, and (ii) any needed Funding Source Agreements for such work, on substantially the terms set forth in Exhibit M hereto.

(k) The New 42nd Street, Inc.: Loan

A proposed interest-free loan of up to \$3,228,750 to The New 42nd Street, Inc. ("New 42") for up to two years, and any related loan agreement, as needed to alleviate any cash flow deficit suffered by New 42 during the pendency of proceedings to reset rent payable in respect of New 42's interest in Site 8ER for the period beginning September 1, 2018, on substantially the terms set forth in Exhibit N hereto.

(l) New Essex Market Services

A proposed agreement with DSA Site 2 Commercial LLC or an affiliated entity for maintenance, janitorial and security services at the new Essex Market (the "NEM") to be located at 88 Essex Street in Manhattan, which market will be managed by NYCEDC, on substantially the terms set forth in Exhibit O hereto.

(m) New Essex Market: Lower East Side District Management Association, Inc. – Programming and Community Engagement

A proposed consultant contract with the Lower East Side District Management Association, Inc. ("LESDMA") for LESDMA to act as community engagement manager and execute promotional and programming activities at the NEM, including services already performed in advance of opening the NEM, on substantially the terms set forth in Exhibit P hereto.

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 D – P hereto. Such motion was seconded and unanimously approved.

4. Approvals

With respect to the items set forth in Sections 2(a) – (c) and 3(a) – (m) 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 9:51 a.m.

Mark Silverman
Assistant Secretary

Dated: Sept. 28, 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

**TOMPKINSVILLE ESPLANADE AND PIER
Executive Committee Meeting
August 8, 2018**

Project: The Tompkinsville Esplanade and Pier project includes two sub-projects.

Sub-project one includes shoreline hardening and infrastructure improvements for an approximately 2,700 linear foot esplanade in Staten Island connecting Bay Street Landing to New Stapleton (the "Esplanade"). The Esplanade sub-project includes: infrastructure improvements including roadway layout and street re-alignment, environmental remediation, new utility lines, paving, and sidewalk and curbs; shoreline repair including demolition and removal of certain degraded pier and platform structures, rip rap replacement, bulkhead/shoreline hardening and reconstruction, piles and pier structural work, concrete retaining wall, and railing; and waterfront open space design, including pedestrian paths and landscaping.

Sub-project two includes the construction of a new pier for City DOT's Staten Island Ferry Division (the "Pier"). The Pier sub-project will include: piles and pier structural work, utility work, in-water mitigation work, bulkhead work, lighting, railing, fendering, and design of a pier building structure.

Contractor: BTMI Engineering, PC ("BTMI")

Agreements to be Approved:

- A consulting contract with BTMI (the "Designer Contract") to provide engineering, design and related services for the Project
- Any needed Funding Source Agreements or amendments to Funding Source Agreements

Procurement Method: Publicly advertised RFP

Amount to be Approved: Up to \$8,500,000 for the Designer Contract

Source of Funds to NYCEDC: FEMA funds

Scope: BTMI shall provide engineering, design and related services, including, but not limited to, technical surveys, environmental review, design from schematic design through 100% contract drawings, bid analysis, and construction administration, until the completion of construction and final close-out for both of the sub-projects comprising the Project. BTMI will manage the design team, which will include the necessary disciplines to support the intended activities.

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

Staten Island Esplanade



NYCEDC MGIS 05/17/2018

0 300 600 Feet

Exhibit B

PIER 42 IN LOWER MANHATTAN Executive Committee Meeting August 8, 2018

Project: (i) Construction management and related services, including pre-construction, construction and post-construction services (the "CM Services"), related to the demolition of an existing shed located on Pier 42 and asbestos abatement, potential bulkhead repairs and other related work at Pier 42, and (ii) landscape architectural design and related services (the "Design Services") related to an upland park to be located primarily immediately west and inland of Pier 42, in the Borough of Manhattan

Contractors:

- McKissack
- Mathews Nielsen Landscape Architects, P.C. ("MNLA")

Agreements to be Approved:

- An amendment (the "McKissack Amendment") to NYCEDC's CM Contract with McKissack (the "McKissack Contract") to provide for a portion of the CM Services
- An amendment (the "MNLA Amendment") to an existing contract with MNLA (the "MNLA Contract") for the Design Services to provide for additional services and additional funds
- Any needed Funding Source Agreements

Procurement Method: A sole source amendment to each of the McKissack Contract, which was originally competitively procured, and the MNLA Contract, which was originally entered into on a sole source basis

Amounts to be Approved:

- Up to \$400,000 for the McKissack Amendment
- Up to \$1,250,000 for the MNLA Amendment

Source of Funds:

- CDBG funds made available to NYCEDC through LMDC for the McKissack (\$400,000) and the MNLA (\$900,000) Amendments
- City funds (\$350,000) made available to NYCEDC by City Parks for the MNLA Amendment

Scope: For the McKissack Amendment, a portion of the CM Services. The funding for the McKissack Amendment will primarily be used for additional staffing for McKissack needed as a result of a longer period than anticipated being needed to obtain various permits. For the MNLA Amendment, a portion of the Design Services. The funding for the MNLA Amendment will primarily be used to provide for additional scope requested by City Parks and to provide funds for scope previously included in the MNLA Contract for which funds were not previously provided to NYCEDC.

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

into the McKissack Amendment, the MNLA Amendment and any needed Funding Source Agreements, substantially as described herein

The Pier 42 in Lower Manhattan project was last presented to the Executive Committee on May 10, 2017.

NYCEDC Project Code: 6611

Staff: Nikita Sharma, Project Manager, Capital Program
Terri Bahr, Vice President, Capital Program
Brian Larsen, Senior Vice President, Capital Program
Michael Barone, Counsel, Legal

Exhibit C

NYC BIGAPPS COMPETITION Executive Committee Meeting August 8, 2018

Project: NYC BigApps is an annual competition that challenges New York City's technology, creative and civic communities to foster the development of innovative products and services capable of addressing civic and urban challenges in New York City. The currently proposed iteration of the competition will focus on the development of innovative blockchain applications, or use cases, that address challenges facing the public sector in New York City. The program will provide prizes to competition winners to help them develop early-stage ideas into viable prototypes and businesses.

Contractor: SecondMuse, LLC ("SecondMuse")

Agreements to be Approved:

- A consultant contract and possibly amendments thereto (together, the "Contract") with SecondMuse for services related to the Project
- Any needed Funding Source Agreements

Procurement Method: Publicly advertised RFP pursuant to which there were only two responses, making the Contract a sole source contract under NYCEDC's annual contracts with the City

Amount to be Approved: Up to \$305,886.98

Source of Funds to NYCEDC: NYCEDC programmatic budget funds and privately raised funds (\$5,886.98) available for the Project

Scope: This year, NYCEDC seeks to leverage the NYC BigApps Competition to foster the development of innovative blockchain applications, or use cases, that address challenges facing the public sector in New York City.

Blockchain is a transformative technology with the potential to have a large impact on the public sector. A blockchain is a public ledger that verifies, secures and stores data across a decentralized network of computers. This enables users to exchange data in a transparent and secure manner without relying on a centralized authority or middleman. The new technology may improve the security, efficiency, transparency and speed of many public sector services and processes.

During the Contract term, SecondMuse will be responsible for deliverables, including, but not limited to:

- Development phase during which SecondMuse will develop the competition, organize a series of workshops to educate those in government about blockchain, and identify meaningful competition challenges that address issues facing the public sector and have potential blockchain solutions
- Competition period during which SecondMuse will publicize the program, recruit participants, organize a public education series, select winners, and distribute prizes

- Evaluation phase during with SecondMuse will assess the program's performance

It is possible that the Contract will be renewed for an additional iteration, subject to additional Executive Committee authorization.

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

The NYC BigApps project was last presented to the Executive Committee under the name Civic Accelerator on June 15, 2016.

NYCEDC Project Code: 7520

Staff: Karen Bhatia, Vice President, Initiatives
Carrie Bronsther, Senior Project Manager, Initiatives
Busayo Olupona, Counsel, Legal

Exhibit D

NYCx CO-LABS PROGRAM EXPANSION Executive Committee Meeting August 8, 2018

Project: Expanding the existing NYCx Co-Labs Program (the "Program") to include Inwood in upper Manhattan. The Program provides a framework for deploying urban and civic technologies and solutions in environments throughout the City. In 2017 and 2018, similar activities have been undertaken with regard to Brownsville under the Program, such as a program training youth in using emerging technology, a pilot zero waste program and a number of digital infrastructure improvements.

Contractors:

- The Mayor's Fund to Advance New York City (the "Mayor's Fund")
- NYC Department of Information Technology and Telecommunications ("DOITT") which will work with the Mayor's Office of the Chief Technology Officer (the "CTO") on the Program

Agreements to be Approved:

- Letter of Agreement ("LOA") with the Mayor's Fund to provide it with funding for the Program for Inwood, which funds primarily will be provided by the Mayor's Fund to DOITT to provide the Program scope of services substantially as described below
- Amendment to the MOU ("MOU Amendment") previously entered into by NYCEDC and DOITT for the Program with regard to Brownsville, to provide for the Inwood aspect of the Program

Procurement Method: Sole source

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

Source of Funds: NYCEDC programmatic budget funds

Scope:

Inwood Community Tech Programming: Develop programming to build capacity of Inwood stakeholders to understand the role of emerging technologies in addressing pressing urban challenges. Programming will be tailored for a) community leaders and civic entrepreneurs that can participate in strategic identification of local challenges; b) youth leaders (ages 14-24) engaging in technology skill-building curricula; and c) programming open to all neighborhood residents. DOITT and the CTO will develop and implement the programming and may retain community groups to assist with this task.

Inwood "NYCx Co-Lab Challenges" and Solution Pilots: Create opportunities for technology companies, universities and non-profits to develop proposals that respond to community and City agency-identified needs. Selected finalists will be provided with up to \$20,000, access to City infrastructure, access to community co-designers, and an opportunity to test and validate their proposed solutions in a public space in the City of New York.

Proposed Resolution: To authorize the President and any empowered officer to enter into the LOA and the MOU Amendment, substantially as described herein, and to expend up to \$100,000 for the Inwood aspect of the Program, in addition to the \$60,000 for the Program and related agreements previously entered into and provided for the Brownsville aspect of the Program

NYCEDC Project Code: 6514

Staff: Sander Dolder, Vice President, Initiatives
Jonathan Lane, Senior Project Manager, Initiatives
Busayo Olupona, Counsel, Legal

Exhibit E

**NYCEDC INCUBATOR INITIATIVE: MADE IN NY MEDIA CENTER
Executive Committee Meeting
August 8, 2018**

Project: Manage the existing Made in NY Media Center (the "Media Center"), a media and technology incubator of approximately 20,000 square feet located at 30 John Street in Brooklyn, that provides affordable workspace for media and entertainment projects, entrepreneurs and companies, including start-ups; provides educational and networking programming to Media Center users and the broader community; and facilitates collaboration across media and entertainment industry segments. The facilities also include a café, media exhibition and gallery space, a production grade theater and classrooms.

Contractor: The Independent Feature Project, Inc. ("IFP")

Agreements to be Approved:

- An amendment (the "Amendment") to the existing agreement with IFP (the "Agreement") for the Project to provide additional funds for the Project to facilitate additional Project scope
- Any needed Funding Source Agreements

Procurement Method: Sole source

Amount to be Approved: Up to \$1,155,000

Source of Funds to NYCEDC: Tax Levy funds provided by the Mayor's Office of Media and Entertainment ("MOME")

Scope: The funding provided under the Amendment will be used principally to implement an updated version of the standing incubator services plan, to continue successful programs, and to create the initial phase of new programs; all programming is intended to encourage innovative content creation, industry innovation and sector diversity. The programs to be funded primarily include:

- a. **Diversity Fellowships.** IFP contemplates that it will award 10-12 fellowships to individuals with diverse skill sets and professional backgrounds seeking to produce films and create content, to develop innovative products or to launch new media/technology ventures that reflect a diversity of voice and participation in the industry. These fellowships are contemplated to include twelve months of incubator space at the Made in NY Media Center, mentorship by industry leaders and knowledgeable IFP staff, access to IFP classes, and networking events and facilities.
- b. **Media and Tech Programming.** IFP will produce a series of programs, including year-round panel and networking events and an accelerator program, for women and others in media and tech.

- c. **Podcasting:** IFP will continue the Podcast Training Certificate Program. The Program will explore every aspect of podcast making, from development to production and post-production through to distribution and monetization. The Program will focus on serialized content, both narrative and non-narrative with a concentration on journalism. IFP will host and enable in its theater space live-recording events specifically for podcast production. IFP will also support the burgeoning podcasting community and marketplace through its podcast studio and offering public symposiums, workshops and integration of podcasting into IFP's series of professional development courses.
- d. **Professional Development Programs.** IFP will support New York City-based media and film professionals with a series of professional development programs, including, without limitation, short-form serial and long-form content, and new forms of narrative focusing on financing, production, distribution and monetization.
- e. **MOME Programming:** Ongoing programming design and venue support to further promote MOME initiatives around film financing, podcast creation, reaching and recruiting diverse voices in media and entertainment, Made in NY Industry and career panels.
- f. **“Made in NY” Honors at the 2018 IFP Gotham Awards.** As part of MOME's efforts to recognize the contributions of key stakeholders to New York City's media and entertainment industry, MOME will have the opportunity to present a Made in NY Award to one honoree, selected by MOME, onstage during the 2018 IFP Gotham Awards ceremony.
- g. **Freelancer's Hub:** IFP shall engage the Freelancers Union, Inc. to manage and operate the Freelancers Hub, which shall provide services and programming for independent workers, and produce an annual report on the gig economy in New York City, among other activities.

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

The Made in NY Media Center project was last presented to the Executive Committee on August 2, 2017.

NYCEDC Project Code: 3662

Staff: Karen Bhatia, Vice President, Initiatives
Carrie Bronsther, Senior Project Manager, Initiatives
Lauren Brady, Senior Counsel, Legal

Exhibit F

**FASHION MANUFACTURING INITIATIVE
Executive Committee Meeting
August 8, 2018**

Project: The Fashion Manufacturing Initiative (the "Program") is a program to support investment in and growth of City-based fashion manufacturing through funding of upgrades as well as programming to support fashion production businesses and to foster innovation within the City's fashion production sector. The goal of the Program is to support fashion production companies, and the fashion industry more broadly, throughout the City.

Contractor: CFDA Foundation, Inc. ("CFDA")

Agreements to be Approved:

- An amendment (the "Amendment") to an existing contract with CFDA for Project services that expired in April 2018 (the "CFDA Contract") to extend the contract to continue Project services.
- Contract with CFDA, and possibly amendments thereto, (together, the "FMI Contract") for new Project services for approximately five years. The FMI Contract has not been entered into yet but was approved by the Executive Committee on March 29, 2017 for up to \$7,000,000, which authorized amount is being increased pursuant to this Executive Committee item.

Procurement Method: Sole source

Amount to be Approved: Unspent funds authorized but not being spent under the CFDA Contract may be rolled over into, and increase the amount of, the FMI Contract from the previously approved up to \$7,000,000. It is anticipated that the authorized amount of the FMI Contract may be increased by approximately \$1,270,000.

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: The scope of the CFDA Contract and FMI Contract will not be changed by this Executive Committee item and will continue to be for Project services substantially as described at the March 29, 2017 Executive Committee meeting for the Program.

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

The Fashion Manufacturing Initiative was last presented to the Executive Committee on March 29, 2017.

NYCEDC Project Code: 42580008 (the Amendment) and 7005 (the FMI Contract)

Staff: Karen Bhatia, Vice President, Initiatives
Sonia Park, Assistant Vice President, Initiatives
Tiffany Lacker, Senior Counsel, Legal
Busayo Olupona, Counsel, Legal

Exhibit G

**MARKETING CONSULTANT FOR WOMEN.NYC
Executive Committee Meeting
August 8, 2018**

Project: The continued development of the Women.nyc Campaign (the "Campaign") being undertaken by the City and NYCEDC and providing related ongoing marketing services in order to grow the Campaign and further its impact. The purpose of the Campaign is to highlight the City of New York as a location where all people, including women and families, can take advantage of economic opportunities.

Contractor: Worn LLC

Agreement to be Approved: Agreement with Worn LLC to provide creative marketing services for the second phase of the Campaign (the "Consultant Contract")

Procurement Method: Sole source. The Contractor previously was procured through a competitive small purchase procurement in order to help develop the Campaign and consult on strategy during the pilot phase of the Campaign.

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

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: Worn LLC will provide creative marketing services, including:

- helping develop strategy for marketing and social media;
- copywriting work for existing website content, marketing materials and new advertising;
- website design;
- graphic design of digital and outdoor advertisements and other marketing materials;
- key stakeholder presentations; and
- management of certain key participants that help to implement the Campaign

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

NYCEDC Project Code: 7397

Staff: Edward Hogikyan, Chief Marketing Officer, Marketing
Jennifer Wertz, Vice President, Marketing
Shana Attas, Counsel, Legal

Exhibit H

**GREEN INFRASTRUCTURE
Executive Committee Meeting
August 8, 2018**

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

Contractors: (collectively, the "Civil Engineering Consultants"):

- Ove ARUP & Partners P.C.
- Dewberry Engineers Inc.
- Hazen and Sawyer, D.P.C.

Agreements to be Approved:

- A civil engineering contract with each of the Civil Engineering Consultants (collectively, the "Civil Engineering Contracts") for engineering, design and related consultant services for the Project
- Any needed Funding Source Agreements

Procurement Method: Public RFP

Amount to be Approved: Up to \$21,737,960 in the aggregate for the Civil Engineering Contracts

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

Scope: The Civil Engineering Consultants will provide work on green infrastructure projects in Coney Island CSO tributary areas (CI-005-01, -02, and -03) in Brooklyn. The green infrastructure improvements will mitigate the management of stormwater in the public right-of-way in identified priority watersheds. The implementation of City DEP's Green Infrastructure Program will address the inadequacy of the City's combined sewer system with the goal of lessening sewage outflow into the City's waterways and thereby improving the quality of life and the potential for economic development in the City.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Civil Engineering Contracts and any needed Funding Source Agreements, substantially as described herein.

The Green Infrastructure Project was last presented to the Executive Committee on February 6, 2018.

NYCEDC Project Code: 5332

Staff: Jennifer Cass, Vice President, Capital Program
Joanna Gargiula, Assistant Vice President, Capital Program
Valerie Himelewski, Senior Counsel, Legal

Green Infrastructure



FUNDING AGREEMENT
Executive Committee Meeting
August 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 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) Seaport Museum New York ("Seaport Museum"), a not-for-profit corporation – Funding Agreement	12 Fulton Street, Manhattan	City Tax Levy Funds	Up to \$3,100,000	To fund operating expenses. Seaport Museum operates as South Street Seaport Museum. NYCEDC has previously provided funding to the Seaport Museum with regard to various matters.

NYCEDC Project Code: (1) 7618

NYCEDC Staff: (1) Alyssa Figueras, Project Manager

Description of Contractor

- (1) **Seaport Museum New York** is a cultural institution dedicated to telling the story of the rise of New York as a port city and its critical role in the development of the United States.

Exhibit J

**CITYWIDE REHABILITATION/IMPROVEMENTS
Executive Committee Meeting
August 8, 2018**

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

Contractors:

- Armand
- Gilbane
- Hunter Roberts
- Skanska

Agreements to be Approved for Project Work:

- One or more amendments (the "Armand Amendments") to NYCEDC's CM Contract with Armand to provide for Project services
- One or more amendments (the "Gilbane Amendments") to NYCEDC's CM Contract with Gilbane to provide for Project services
- One or more amendments (the "Hunter FM/CM Amendments") to NYCEDC's 2017 FM/CM Contract with Hunter Roberts to provide for Project services
- One or more amendments (the "Skanska Amendments") to NYCEDC's 2017 CM Contract with Skanska to provide for Project services
- Any needed Funding Source Agreements

Procurement Method: Sole source amendments to contracts with the Contractors 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 \$150,000 for the Armand Amendments
- Up to \$11,100,000 for the Gilbane Amendments
- Up to \$10,811,635 for the Hunter FM/CM Amendments
- Up to \$26,808,000 for the Skanska 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% to 12% of the Project cost.

Source of Funds to NYCEDC: City Capital Budget funds and 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 Armand Amendments, Gilbane Amendments, Hunter FM/CM Amendments, Skanska 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
Valerie Himelewski, Senior Counsel, Legal

Attachment A

<u>Contract</u>	<u>Work Site</u>	<u>Borough</u>	<u>Project Work</u>	<u>Request Amount</u>	<u>Project Code</u>
Armand	St. George Ferry Terminal	Staten Island	Construction, design and other related services regarding re-cladding (new design look) of the St. George Ferry Terminal info booths at St. George Ferry Terminal	\$150,000 (Programmatic Funds)	7624
			Total Armand Amendments	\$150,000	
Gilbane	At Bricktown Retail Center, Charleston	Staten Island	Construction of the Charleston Branch Library	\$11,100,000 (Capital Budget)	7131
			Total Gilbane Amendments	\$11,100,000	
Hunter Roberts	La Marqueta	Manhattan	Construction and other services related to rehabilitation of the event space at La Marqueta Lot 5	\$511,635 (Programmatic Funds)	6725
Hunter Roberts	Bush Terminal	Brooklyn	Bush Terminal utility improvements at Bush Terminal Sites 39, 40 and 45	\$1,000,000 (Capital Budget)	5951
Hunter Roberts	Bat Pier 4 Ferry Landing	Brooklyn	Construction to bring new substructure utilities in support of the new ferry landing at BAT Pier 4	\$100,000 (Capital Budget)	6155
Hunter Roberts	Bush Terminal	Brooklyn	Design and construction related to new windows and lintels at Bush Terminal Unit B	\$4,200,000 (Capital Budget)	TBD
Hunter Roberts	An additional Homeport base and maintenance facility for NYC Ferry	TBD	Feasibility study for a new homeport base and maintenance facility for NYC Ferry boats	\$5,000,000 (Capital Budget)	TBD
			Total Hunter Roberts Amendments	\$10,811,635	
Skanska	Manhattan Cruise Terminal Pier 90	Manhattan	Construction and design of berthing and anchoring system for incoming vessels	\$8,000,000 (Capital Budget)	TBD
Skanska	Pier 76	Manhattan	Construction and other related services regarding the rehabilitation of Pier 76	\$18,808,000 (Capital Budget)	7528
			Total Skanska Amendments	\$ 26,808,000	

Exhibit K

**ON-CALL EXPEDITING
SERVICES
Executive Committee Meeting
August 8, 2018**

Project: On-call expediting services with regard to various sites managed by NYCEDC (the "Expediting Services")

Contractors: KM Associates of New York Inc. ("KM Associates"), J.M.V. Associates, L.L.C. ("J.M.V. Associates"), and Menotti Enterprise LLC ("Menotti Enterprise")

Agreements to be Approved: An agreement with each of KM Associates, J.M.V. Associates and Menotti Enterprise to provide Expediting Services (collectively, the "Consultant Contracts")

Procurement Method: Public RFP

Amount to be Approved: Up to \$600,000 in the aggregate for the Consultant Contracts

Source of Funds: NYCEDC programmatic budget funds

Scope: Provide Expediting Services, including, without limitation, expediting services with regard to permitting, certificates of occupancy and clearing violations, as needed, at various sites throughout the City

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

NYCEDC Project Code: 6218

Staff: Tianna Robbins, Project Manager, Asset Management
Joseph Palazzola, Senior Project Manager, Asset Management
Karen Lapidus, Senior Counsel, Legal

Exhibit L

ACADEMY EXPRESS LLC SERVICE CONTRACT: AMENDMENT
Executive Committee Meeting
August 8, 2018

Project: Provision of express bus service between the South Shore of Staten Island and Midtown Manhattan during weekday morning and evening commute hours (the "SI Bus Services")

Contractor: Academy Express LLC ("Academy")

Agreements to be Approved:

- One or more amendments (the "Amendment") to the contract for SI Bus Services (the "Contract") with Academy to extend the contract term for twelve months until September 7, 2019 (the "Extension Period")
- Any other needed agreements, amendments to agreements (including an MOU with City DOT) or arrangements with one or more City or State agencies or affiliates thereof related to their assisting in administration of the Contract (the "Administration Agreements")
- Any needed Funding Source Agreements

Procurement Method: The Contract was procured pursuant to an RFP. The Contract was previously amended on a sole source basis as a result of a declaration of bankruptcy by the initial operator, Atlantic Express Coachways, Inc., and the subsequent auction by the bankruptcy court and assumption of the Contract to operate the SI Bus Services by Academy Express LLC or a related entity. The Contract was subsequently amended on a sole source basis in contemplation of City DOT assuming responsibility for the SI Bus Services. The currently proposed amendment is being entered into on a sole source basis in order to prevent any interruption in service.

Amount to be Approved: Up to \$3,500,000. Academy will also retain monies received by Academy for farebox collections and advertising revenue.

Source of Funds to NYCEDC: Funds made available by the City (in addition to funds received by Academy through farebox collections and advertising revenue)

Scope: The Contract provides for Metrocard-compatible SI Bus Services on two routes that have been agreed to by the operator, NYCEDC and City DOT for the Extension Period. The two routes of the SI Bus Services supplement routes operated by the MTA and have been recently shortened to provide quicker, more efficient service. City DOT is working toward assuming responsibility for all matters related to the SI Bus Services upon expiration of the amended Contract in 2019.

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

The last time a contract for the SI Bus Service was presented to the Executive Committee was August 2, 2017.

NYCEDC Project Code: 1379

**Staff: Adam Lomasney, Senior Project Manager, Ports & Transportation
Andrew Genn, Senior Vice President, Ports & Transportation
Caroline Nguyen, Counsel, Legal Department**

Exhibit M

**COMMERCIAL CONDOMINIUM LEGAL RETAINERS
Executive Committee Meeting
August 8, 2018**

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

Contractors:

- Ganfer Shore Leeds & Zauderer LLP
- Goldenberg & Selker, LLP
- Goulston & Storrs PC
- Herrick, Feinstein LLP (of which Patrick O'Sullivan, a Director of NYCEDC, is a partner).

Agreements to be Approved:

- A legal retainer agreement with each of the Contractors for Project services (collectively, the "Agreements")
- Any needed Funding Source Agreements

Procurement Method: Publicly advertised RFP

Amounts to be Approved:

- Up to \$300,000 in the aggregate for the Agreements may be paid from funds then available to NYCEDC (including from NYCEDC's programmatic budget), other than funds provided by prospective and current project developers or their affiliates
- Any payments under the Agreements from funds provided by prospective and current project developers or their affiliates

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

Scope: The scope consists of advice with respect to and assistance in negotiations of condominium and/or cooperative matters in which NYCEDC is involved.

Pursuant to its role under NYCEDC's annual contracts with the City, the City's Law Department has approved the retention of each of the Contractors and their rates.

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

NYCEDC Project Code: 7414

Staff: Meredith Jones, General Counsel, Executive Vice President and Secretary,
Legal
Deborah Bindler, Senior Counsel, Legal
Tiffany Lacker, Senior Counsel, Legal

Exhibit N

**THE NEW 42ND STREET, INC.: LOAN
Executive Committee Meeting
August 8, 2018**

Project: A bridge loan as needed to alleviate any cash flow deficit suffered by The New 42nd Street, Inc. ("New 42") during the pendency of proceedings to reset rent payable in respect of New 42's interest in Site 8ER for the period beginning September 1, 2018. New 42 is a not-for-profit corporation established to restore and oversee several historic theaters in the Times Square neighborhood of Manhattan, including two historic theaters on Site 8ER.

Loan and Agreement to be Approved: An interest-free loan to New 42 for up to two years (the "Loan"), and any related loan agreement (the "Loan Agreement"). Draws on the Loan would be from time-to-time, as needed.

Procurement Method: Sole source

Amount of Loan to be Approved: Up to \$3,228,750

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

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

NYCEDC Project Code: 1768

Staff: Stacy Yan, Assistant Vice President, Asset Management-Revenue
Darryl Connelly, Senior Vice President, Asset Management-Revenue
Richard Palumbo, Senior Counsel, Legal

Exhibit O

**NEW ESSEX MARKET SERVICES
Executive Committee Meeting
August 8, 2018**

Project: Maintenance, janitorial and security services at the new Essex Market ("NEM") to be located at 88 Essex Street in Manhattan, which market will be managed by NYCEDC

Contractor: DSA Site 2 Commercial LLC or an affiliated entity (the "Service Contractor")

Agreement to be Approved: An agreement with the Service Contractor for Project services (the "Services Contract") substantially as described herein

Procurement Method: Sole source. The Service Contractor or an affiliate is related to the developer of the building in which NEM will be located, has access to its systems and will likely be providing services similar to Project services for the remainder of the building. It, therefore, was decided that it was most efficient for it to provide Project services for NEM as well.

Amount to be Approved: Up to \$10,000,000 for the term of the Service Contract, allocating approximately \$6,000,000 for the initial term of approximately three years and two months and approximately \$2,000,000 per year for each of two one year renewal periods

Source of Funds: NYCEDC programmatic budget funds

Scope: Provide janitorial, security and pest control services, maintenance services for HVAC, kitchen exhaust hoods, grease traps, Ansul system and fire extinguishers, and other standard maintenance services. The services will be performed by the Service Contractor and its subcontractors, which it is anticipated will include Taconic Essex Management LLC.

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

NYCEDC Project Code: 1014

Staff: Jose Figuereo, Vice President, Asset Management-Operations
David Hughes, Vice President, Asset Management-Revenue
Scott Shostak, Senior Counsel, Legal

Exhibit P

**NEW ESSEX MARKET: LOWER EAST SIDE DISTRICT MANAGEMENT
ASSOCIATION, INC. - PROGRAMMING AND COMMUNITY ENGAGEMENT
Executive Committee Meeting
August 8, 2018**

Project: Proposed consulting contract with the Lower East Side District Management Association, Inc. ("LESDMA") for LESDMA to act as community engagement manager and execute promotional and programming activities at the new Essex Market (the "NEM")

Contractor: LESDMA.

Agreement to be Approved: Consultant contract (the "Agreement") with LESDMA for Project services, including services already performed in advance of opening the NEM

Procurement Method: Sole source. LESDMA's prior experience as Essex Street Market's community partner, together with its status as a Business Improvement District organization, uniquely positions LESDMA to engage with local community groups and stakeholders and add significantly to the overall success of the NEM.

Amount to be Approved: Up to \$525,000

Source of Funds to NYCEDC: NYCEDC programmatic budget funds.

Scope: Providing Project services, including, without limitation: the services of a full-time community engagement manager; creation and execution of regularly recurring community programming at the NEM; identifying local community engagement and promotional opportunities; leveraging community relationships to maximize market exposure; and working in concert with NYCEDC's markets-wide consultant to provide support for marketing, promotional and other communications supporting the broader promotional efforts of NYCEDC's public markets portfolio.

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

The Lower East Side District Management Association, Inc. – Marketing Services Project was last presented to the Executive Committee on June 28, 2017.

NYCEDC Project Code: 7619

Staff: David Hughes, Vice President, Asset Management-Revenue
Megha Chopra, Senior Associate, Asset Management-Revenue
Serin Choi, Associate, Asset Management-Revenue
Caroline Nguyen, Counsel, Legal