

MINUTES OF THE REGULAR MEETING
OF THE EXECUTIVE COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
December 20, 2016

A regular meeting of the Executive Committee of the Board of Directors of New York City Economic Development Corporation ("NYCEDC") was held, pursuant to notice by an Assistant Secretary, on Tuesday, December 20, 2016, 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)
Wilton Cedeno
William Floyd (by conference telephone)
James McSpiritt
Michael Schlein (by conference telephone)
Peter Wertheim (as alternate for Alicia Glen)
Timothy Wilkins (by conference telephone)

Mark Russo, a Director of NYCEDC, members of NYCEDC staff and members of the public also were present.

The meeting was called to order at 9:02 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 November 21, 2016 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the November 21, 2016 regular meeting of the Executive Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Election of Officer

Under NYCEDC's Bylaws, NYCEDC's Board of Directors shall elect such Senior Vice Presidents as it may from time to time determine. At this time, Maria Torres-Springer, President of NYCEDC, proposed that Julie Stein be elected as a Senior Vice President. A description of certain responsibilities of Senior Vice Presidents may be found in Article IV of the Bylaws. It was anticipated that Ms. Stein shall serve as Executive Director of NYCEDC's Sunset Park portfolio and shall also perform such

other duties as are assigned to her by NYCEDC's President. Ms. Torres-Springer summarized Ms. Stein's background.

A motion to elect Ms. Stein as a Senior Vice President of NYCEDC was then made, seconded and unanimously approved. The position of Ms. Stein as an officer shall be conditioned upon the continuance of her employment by NYCEDC.

3. Contracts and Other Matters

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

(a) Contract Financing Loan Fund

Bomi Kim, a Senior Vice President of NYCEDC, presented (i) a proposed contract with each of BOC Capital Corp., NYBDC Local Development Corporation d/b/a Excelsior Growth Fund and TruFund Financial Services, Inc., or affiliates thereof, to review, underwrite, originate and administer loans to New York City certified minority and women-owned business enterprises ("M/WBEs") and undercapitalized small businesses (collectively, the "Borrowers") working or seeking to work as prime or sub-contractors on projects funded by the City or NYCEDC or other entities that receive funds from the City, and to provide technical assistance services to the Borrowers, using funds provided by NYCEDC, and (ii) any ancillary agreements reasonably necessary to facilitate the loans under the program, on substantially the terms set forth in Exhibit A hereto.

Mark Russo joined the meeting at this time.

In answer to a question from Mr. Cedeno, Ms. Kim explained that a lender may charge each Borrower up to 3% interest per annum for a loan, and may charge the Contract Financing Loan Fund up to another 7% per annum and that lenders also may access up to \$100,000 per year for providing technical assistance beyond the loan origination. Ms. Kim added that the lenders may also charge the Borrowers additional small administrative fees.

In answer to a question from Ms. Torres-Springer, Ms. Kim stated that NYCEDC anticipated that loans would start in February. In answer to a question from Mr. McSpirtt, Ms. Kim stated that NYCEDC anticipated between 40-60 loans per year, with the average loan size being between \$80,000 and \$150,000. In answer to a question from Mr. Cedeno, Ms. Kim stated that Borrowers would have up to 24 months to pay back the loans. Ms. Kim further noted that it would be up to the lenders to determine whether they would be willing to provide an additional loan in the event that a Borrower was to apply for one.

Mr. Schlein then congratulated NYCEDC and the New York City Department of Small Business Services for the program to try to solve the funding problem for

M/WBEs and undercapitalized small businesses.

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) Citywide Ferry Service

Paul Boomgaardt, an Assistant Vice President of NYCEDC, presented one or more proposed amendments (the "Skanska Amendments") to the construction management contract (a "CM Contract") with Skanska USA Building Inc. ("Skanska") for the provision of construction management and related services related to the implementation of the Citywide Ferry Service ("CFS") program, on substantially the terms set forth in Exhibit B hereto.

Mr. Boomgaardt explained that the funds being added here were originally planned to be used for ferry landing work that was otherwise funded, and that the money was being reallocated primarily to provide for improvements to existing landings. This work was not part of Skanska's original scope.

In answer to a question from Mr. Wilkins, Mr. Boomgaardt stated that the proposed improvements would expand the capacity of certain landings to allow for an increase in service. Ms. Torres-Springer noted that going forward NYCEDC would be planning for future upgrades and maintenance, as it does with other NYCEDC assets.

In answer to a question from Mr. McSpritt, Mr. Boomgaardt stated that the proposed work was a change in scope for CFS, as NYCEDC found that it was necessary to increase capacity at the select ferry landings.

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

(c) Coney Island Infrastructure

Cheehan Leung, a Senior Project Manager of NYCEDC, presented a proposed amendment to NYCEDC's CM Contract with HAKS Engineers, Architects and Land Surveyors, P.C. ("HAKS") for construction management and related services, including pre-construction, construction and post-construction services, for the Coney Island Infrastructure Project (the "Project"), to provide additional funds primarily for the construction and post-construction phases of the Project, on substantially the terms set forth in Exhibit C hereto.

In answer to a question from Mr. Cedeno, Mr. Leung stated that the total cost of the project was approximately \$178,000,000 and it was anticipated that the project would be completed in 2022. In answer to an additional question from Mr. Cedeno, Mr. Leung stated that NYCEDC would be reviewing every contract for the project for appropriateness of cost.

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) Citywide Rehabilitation/Improvements

Vedesh Persaud, a Senior Project Manager of NYCEDC, presented (i) one or more proposed amendments to NYCEDC's on-call CM Contract with Armand Corporation d/b/a Armand of New York ("Armand"), (ii) one or more proposed amendments to NYCEDC's on-call CM Contract with Noble Strategy NY Inc. ("Noble"), (iii) one or more proposed amendments to NYCEDC's on-call contract with Tishman Construction Corporation of New York for construction management services primarily for waterfront and railroad related properties and neighboring properties, and infrastructure, and (iv) one or more proposed amendments to NYCEDC's on-call facilities management/construction management contract (a "FM/CM Contract") with Hunter Roberts Construction Group, L.L.C., to provide for work related to waterfront and other facilities at various locations in the City, on substantially the terms set forth in Exhibit D hereto.

Ms. Torres-Springer noted that NYCEDC recently had selected some new construction managers ("CMs") and that this was the first time their contracts were being amended to provide new tasks and that the selection of the new CMs would diversify the pool of CMs with which NYCEDC works. In answer to a question from Mr. McSpirtt, Mr. Persaud stated that the proposed amendments involved a mix of existing and new CMs, and that Armand and Noble were new CMs.

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) Energy Price Risk Management Program

Kim Vaccari, an Executive Vice President and Chief Financial Officer of NYCEDC, presented the proposed creation and implementation of an Energy Price Risk Management Program to manage NYCEDC's exposure to the cost of fuel for the CFS, on substantially the terms set forth in Exhibit E hereto.

Ms. Vaccari stated that she had discussed the proposed program with NYCEDC's Audit Committee the previous week. In answer to a question from Mr. Cedeno, Ms. Vaccari stated that delivery of the fuel was the responsibility of the ferry operator. In answer to an additional question from Mr. Cedeno, Ms. Torres-Springer explained that NYCEDC had looked at electric and hybrid fleets, but that the current technology for such types of boats was not ready for New York City's system. Ms. Torres-Springer added that in the future NYCEDC would continue to look into and consider any technologies and options that might make the CFS greener.

A motion was made to authorize the matters set forth for authorization in the

Proposed Resolutions section of Exhibit E hereto. Such motion was seconded and unanimously approved.

(f) NYC Neighborhood Capital Corporation New Markets Tax Credits Program

Mac Thayer, an Assistant Vice President of NYCEDC, presented the proposed authorization and/or ratification of NYCEDC's creation of NYC Neighborhood Capital Corporation ("NYCNCC"), a not-for-profit corporation, and NYCEDC's provision of administrative services to NYCNCC and its subsidiaries in connection with the New Markets Tax Credits ("NMTC") program and NMTC projects undertaken by NYCNCC and its subsidiaries, on substantially the terms set forth in Exhibit F hereto.

Ms. Torres-Springer noted that NYCEDC was thrilled about being a first time allocatee for the NMTC program, that the \$55,000,000 allocation was one of the largest allocations to a first time allocatee, and that the ability to deploy this tool as quickly as possible was critical to ensuring future allocations. She further stated that the steps that NYCEDC's team was requesting the Executive Committee to approve would allow NYCNCC to ensure that it meets the important milestones for the first year of the program.

In answer to a question from Mr. Cedeno, Mr. Thayer stated that the credits were allocated by competitive allocation annually and that NYCEDC, would like to apply for another round of tax credits in the coming application cycle. In answer to a question from Mr. McSpiritt, Jeffrey Lee, a Senior Vice President of NYCEDC, stated that there was both a practical limit and a legal limit on the current \$55,000,000 allocation. Mr. Lee explained that, practically speaking, to ensure that the program was competitive for future allocations NYCNCC would need to close 1-2 projects in the first quarter of 2017 and deploy at least 30% of the credits by July 2017. Mr. Lee added that to be truly competitive NYCNCC would need to deploy most or all of the credits in early 2017. In answer to a second question from Mr. McSpiritt, Mr. Lee stated that the projects would be a mix of City affiliated and supported projects and privately-driven projects.

In answer to a question from Mr. McSpiritt, Mr. Thayer stated that the current 5 subsidiaries were the result of NYCEDC's expectation that 5 deals would be done. At this time, Mr. Wilkins requested that NYCEDC let the Executive Committee know what projects NYCNCC chooses to do in the future.

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

4. Other Contracts and Matters

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

(a) BQX Economic Advisor

A proposed contract with Econsult Solutions, Inc. for the performance of economic advisory services for NYCEDC with regard to the Brooklyn-Queens Connector ("BQX") project, on substantially the terms set forth in Exhibit G hereto.

(b) BQX Phase III: Advance Planning, Environmental Assessment and Conceptual Engineering

A proposed consultant contract with Parsons Brinckerhoff, Inc. to provide for planning, environmental assessment and conceptual engineering services to advance the BQX project for a term of approximately seven months, on substantially the terms set forth in Exhibit H hereto.

(c) Station Plaza and Atlantic Avenue Extension Project

A proposed amendment to the existing on-call civil, resident and other engineering services contract with The RBA Group to provide funds for and civil engineering, design and related services related to the construction of the Station Plaza Infrastructure Improvement Project in Jamaica, Queens, on substantially the terms set forth in Exhibit I hereto.

(d) H+H FEMA – Metropolitan Hospital

(i) A proposed consultant contract with Skanska for CM and related services to provide quick connections for emergency generators and chillers at the Metropolitan Hospital campus in Manhattan and a flood mitigation system to protect the Metropolitan Hospital campus from future flooding due to rain storm events and sea level rise, and (ii) any agreements necessary to obtain funds ("Funding Source Agreements") for this project, on substantially the terms set forth in Exhibit J hereto.

(e) On-Call Hazmat (Toxics) Retainer Contracts

(i) A proposed consultant contract, and possibly amendments thereto, with each of TRC Environmental Corporation, GEI Consultants, Inc., Integral Engineering, P.C., Louis Berger & Assoc., P.C. and HAKS or affiliated entities to provide on-call environmental consulting services to investigate and remediate contaminated sites, act as an environmental monitor, perform asbestos surveys and monitoring, and perform other environmental consulting tasks throughout New York City, for a three-year period with two one-year extensions at NYCEDC's discretion, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit K hereto.

In answer to a question from Mr. McSpiritt, Mr. Robertson stated that he believed the request for proposals ("RFP") for this project was issued within the last 6 months. Mr. Robertson further noted that typically for on-call retainers NYCEDC issues a full RFP to select a pool of firms and that then, as needs arise, NYCEDC issues a mini-RFP for a task, unless one of the contractors has a particular specialty that is suited to the

task.

(f) Bus Shuttle Service at BAT

A proposed amendment to NYCEDC's contract with Apex Coach LLC for bus shuttle service between Brooklyn Army Terminal ("BAT") and a local subway station to provide additional funds and to extend the term, on substantially the terms set forth in Exhibit L hereto.

(g) Security Guard Services

A proposed amendment to NYCEDC's contract with Motivated Security Services, Inc. to provide additional funds for security guard services at BAT, Bush Terminal, 600 Food Center Drive, Essex Street Market and the Julia De Burgos Cultural Center and at certain other sites managed by NYCEDC, on substantially the terms set forth in Exhibit M hereto.

Approval of Section 4 Contracts and Matters

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

5. Approvals

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

6. Adjournment

There being no further business to come before the meeting, pursuant to a motion made, seconded and unanimously approved the meeting of the Executive Committee was adjourned at 9:46 a.m.


Assistant Secretary

Dated: January 3, 2017
New York, New York

Attachment 1

DEFINITIONS

Apple.....	Apple Industrial Development Corp.
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
HPD	New York City Department of Housing Preservation and Development
Hudson Meridian.....	Hudson Meridian Construction Group LLC
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
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
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

**CONTRACT FINANCING LOAN FUND
Executive Committee Meeting
December 20, 2016**

Project: Creation and funding of the Contract Financing Loan Fund (the "Fund") which will be used to provide funds to entities that will provide financing to New York City certified minority and women-owned business enterprises ("M/WBEs") and undercapitalized small businesses (collectively, the "Borrowers") working or seeking to work as prime or sub-contractors on projects funded by the City or NYCEDC or other entities that receive funds from the City ("Other Entities")

Procurement Method: Publicly advertised RFP to select the entities NYCEDC will contract with

Contractors: One or more of the following entities, each of which is a community development financial institution, or affiliates thereof (each contracting entity a "Financial Contractor")

- BOC Capital Corp.
- NYBDC Local Development Corporation d/b/a Excelsior Growth Fund
- TruFund Financial Services, Inc.

Agreements to be Approved:

- A contract with each Financial Contractor to review, underwrite, originate and administer loans to Borrowers, and to provide technical assistance services to the Borrowers, using funds provided by NYCEDC (collectively the "Financial Contracts")
- Any ancillary agreements reasonably necessary to facilitate the loans under the program (the "Ancillary Agreements")

Amount to be Approved: Up to \$10,000,000 in the aggregate will be made available to the Financial Contractors for loans to Borrowers, compensation to the Financial Contractors, technical assistance and other costs associated with the Project

Source of Funds to NYCEDC: City Tax Levy funds

Proposed Resolution: To authorize the President and any empowered officer to enter into the Financial Contracts and the Ancillary Agreements, substantially as described herein

Background: In September of 2016, Mayor Bill de Blasio announced an ambitious goal of awarding at least 30% of the dollar amount of City contracts to M/WBEs by 2021. In addition, New York City committed to alleviate the barriers faced by M/WBEs and small businesses when working on City-funded contracts.

Access to affordable financing is one of the key barriers many M/WBEs and small businesses face when bidding and performing on City contracts. Businesses require financing to pay for equipment, payroll, materials and unexpected expenses that arise throughout the life of the project. Accessing financing from traditional sources remains

a challenge for many M/WBEs and small businesses due to various factors such as lack of collateral or co-signers, limited credit histories, and/or length of time in business. Moreover, it is challenging for businesses to access financing with terms that are aligned with the payment structure of their contracts for work, as most financing options available to businesses have monthly payment terms.

In response to this need, and building upon existing City-based programs, SBS and NYCEDC designed the Fund to leverage \$10,000,000 in a way that will incentivize Financial Contractors to make low interest rate loans that will support small businesses and M/WBEs taking on and performing as prime or sub-contractors under projects funded by the City, NYCEDC or Other Entities.

The Fund will be a revolving loan fund from which the Financial Contractors will make loans to Borrowers. Payments from the contracts with the City, NYCEDC or Other Entities for an in-progress or upcoming project will be used as payment and/or security for the loan.

The Fund will enable the Financial Contractors to create and deliver an affordable loan product that better aligns the repayment terms with contract payment timelines. A Borrower will be able to access up to \$500,000 to take on contracts funded by the City, NYCEDC or Other Entities. This program will provide affordable capital to the Borrower with an interest rate of no more than a 3% annual percentage rate.

Some key features of the program will include:

- Borrowers: M/WBEs and small businesses that are applying to be or currently engaged as prime contractors or subcontractors under a contract funded by the City, NYCEDC or Other Entities.
- Uses of Loan: The loans are anticipated to be used for working capital to support the Borrowers with regard to the project funded by the City, NYCEDC or Other Entities.
- Maximum interest rate per annum: 3%
- Interest rate buydown: The maximum interest rate described above will be achieved by using amounts from the Fund to pay the Financial Contractors up to an additional 7% of the loans per annum.
- Loan term: Up to 24 months
- The maximum principal amount for a loan: \$500,000
- Defaults: The Fund will absorb losses of up to 12% of the total amount loaned by a Financial Contractor. The Financial Contractor must repay the Fund the remaining amount, regardless of the actual default rate of the Financial Contractor's loans to its Borrowers.

- **Compensation:** A Financial Contractor's compensation will be based on the maximum interest rate and the interest rate buydown. Additionally, the Financial Contractors may charge each Borrower additional fees associated with a loan, subject to NYCEDC's approval.
- **Reporting:** The Financial Contractors will report to NYCEDC on a regular basis on any outstanding loans.
- **Technical Assistance Grant:** The Fund will provide each Financial Contractor with up to \$100,000 per year to provide financial and business technical assistance to potential Borrowers prior to and after closing the loans.

SBS will work with NYCEDC on the Fund and, among other matters, will be the primary point of contact for the Financial Contractors and will provide programmatic support to the Financial Contractors.

NYCEDC Project Code: 6632

Exhibit B

**CITYWIDE FERRY SERVICE
Executive Committee Meeting
December 20, 2016**

Project: CM and related services related to the implementation of the Citywide Ferry Service (“CFS”) program

Procurement Method: Sole source amendment to a contract that was competitively procured

Contractor: Skanska

Agreement to be Approved: One or more amendments (the “Skanska Amendments”) to the CM Contract with Skanska (the “Skanska Contract”) for the provision of Project CM and related services

Amounts to be Approved: Up to \$4,800,000, consisting of up to approximately \$480,000 for CM services and insurance obtained by Skanska and the balance primarily for subcontracts to be procured by Skanska

Source of Funds to NYCEDC: City Capital Budget funds

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

Background: At its June 17, 2015 meeting, the Executive Committee approved NYCEDC entering into the Skanska Contract for up to \$45,400,000 to provide services related to expanding the City’s existing ferry system and creating the CFS, including the construction of ten new ferry landings and upgrades to two existing landings as well as minor upland site improvements required to allow the placement and operation of the ferry landings at the specific sites. NYCEDC is currently in the process of performing this work, and is on track to launch three of the new CFS routes in 2017.

NYCEDC now proposes to add funding to the Skanska Contract so that the Skanska Contract will have sufficient funds to enable additional work on the project to be undertaken, including capacity expansion work at the Wall Street and East 34th Street landings to allow for the increased ferry traffic that will be generated as a result of the service expansion, and the design work for a parking lot at the Rockaway ferry landing.

Skanska will act as the project CM for the work described above. Generally, it will procure subcontracts to implement the project using procurement methods similar to those included in NYCEDC’s FM/CM retainer contracts.

The Skanska Contract was last presented to the Executive Committee on June 17, 2015.

Project Code: 6155

Exhibit C

**CONEY ISLAND INFRASTRUCTURE
Executive Committee Meeting
December 20, 2016**

Project: CM and related services, including pre-construction, construction and post-construction services, for the Coney Island Infrastructure Project, which includes utilities, roadways, sidewalks and possibly related improvements for the Coney North and Coney West sub-districts

Procurement Method: Amendment to NYCEDC's CM Contract with HAKS Engineers, Architects and Land Surveyors, P.C. ("HAKS") for the Coney Island Infrastructure Project (the "HAKS Contract") to add services included in the procurement of this contract that had been undertaken through a publicly advertised RFP using the competitive sealed proposals procurement method

Contractor: HAKS

Agreement to be Approved: An amendment (the "Amendment") to the HAKS Contract for Project CM and related services to provide additional funds primarily for the construction and post-construction phases of the Project

Amount to be Approved: Up to \$110,000,000 for the Amendment

Source of Funds: City Capital Budget funds

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

Background: In May 2014, Mayor Bill de Blasio unveiled New York City's affordable housing plan to create and preserve at least 200,000 affordable housing units in the City over the next decade. NYCEDC has focused on Coney Island in Brooklyn as one of the key areas that provides an opportunity in which to implement the Mayor's affordable housing plan.

In 2009, the City rezoned Coney Island to transform the area from a primarily seasonal urban amusement and entertainment destination into an affordable, year-round location that includes new housing, some of which is affordable, and retail uses outside the amusement area.

The rezoning area was divided into four sub-districts: Coney East, Coney North, Mermaid Avenue and Coney West.

City DEP is currently addressing some of the roadway and infrastructure improvements required to facilitate development in the Coney East sub-district and a portion of the Coney North sub-district. NYCEDC's proposed infrastructure and roadway construction work will focus directly on selected development parcels in the Coney North and Coney

West sub-districts to bring these parcels online for affordable housing. The area where NYCEDC will undertake work is approximately shown in the attachment hereto and is primarily in a portion of the area from Neptune Avenue to the Riegelmann Boardwalk from West 16th Street west to West 22nd Street.

As part of the Project scope of work, existing utility lines will be removed or abandoned in connection with the installation of new utilities. In addition, as part of the Project, the infrastructure improvements will be followed by full-depth roadway reconstruction of the streets in the area, including sidewalks and other streetscape elements. Several of the streets, along Surf Avenue and south of Surf Avenue, will need to be raised as part of the Project by as much as eight feet in accordance with the Amended Drainage Plan for the Coney Island area, approved by City DEP in 2009 at the time of the re-zoning. These new grades will also meet the new FEMA requirements established after Superstorm Sandy.

To accommodate the street grading changes, extensive retaining walls and transitions may be required as part of the Project to protect existing vacant sites that are alongside the City's work and that are not being concurrently developed by developers.

The Project scope of work also includes the construction of two new streets: Parachute Way, which will connect Surf Avenue to Ocean Way, and Ocean Way, which will run roughly parallel to Surf Avenue from Parachute Way to West 22nd Street.

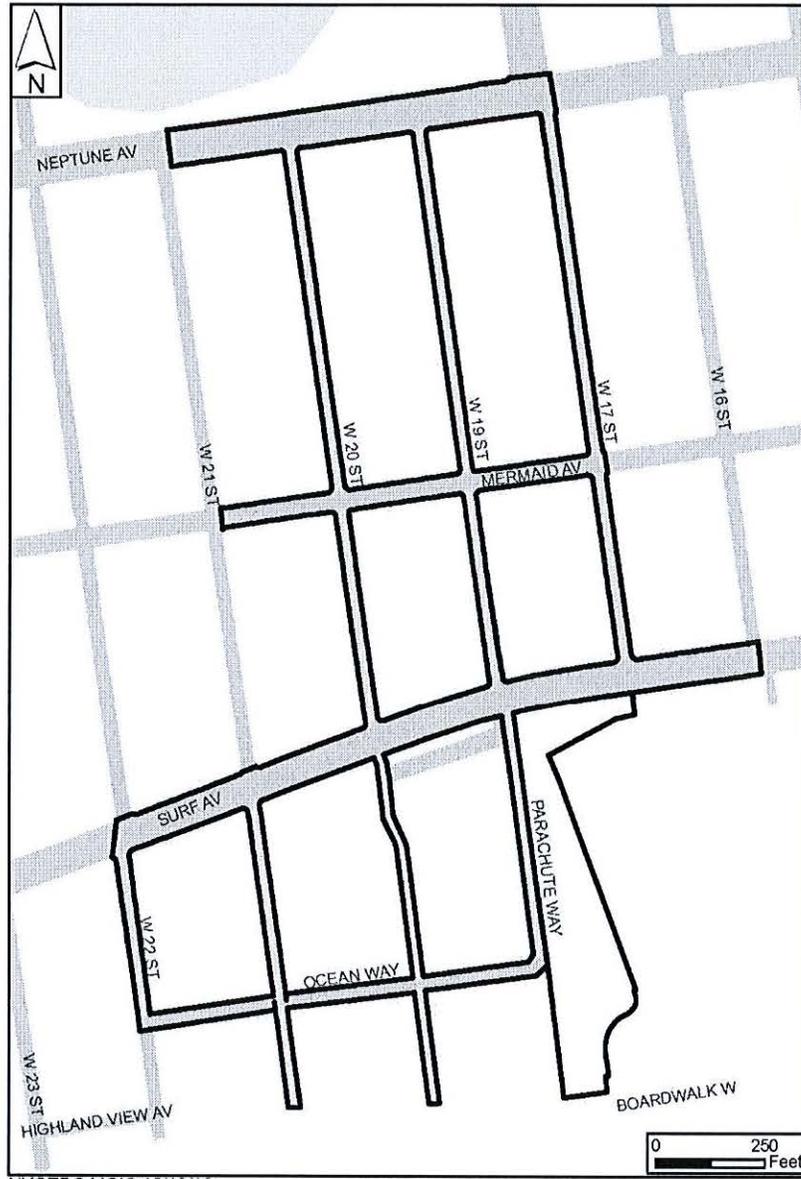
The Executive Committee approved up to \$14,000,000 for the HAKS Contract on September 30, 2015. Subsequently, design for the Coney Island Infrastructure Project has been substantially completed and, as a result, at this time, NYCEDC proposes to increase the HAKS Contract for Project CM and related services, to provide additional funds primarily for the construction and post-construction stages of substantially the above described Project elements (other than the construction of Parachute Way and Ocean Way).

HAKS will procure subcontractors for the Project work in a manner permitted under the HAKS Contract, with the primary procurement method anticipated to be a method similar to the CM method of procurement in NYCEDC's contracts with the City. With NYCEDC's approval, subcontractors retained by HAKS may subcontract certain work.

The Coney Island Infrastructure Project was last presented to the Executive Committee on September 30, 2015.

NYCEDC Project Code: 5964

CONEY ISLAND INFRASTRUCTURE



NYCEDC MGIS 12/13/16

Exhibit D

CITYWIDE REHABILITATION/IMPROVEMENTS Executive Committee Meeting December 20, 2016

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

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 contacts with the City.

Contractors:

- Armand Corporation d/b/a Armand of New York ("Armand")
- Noble Strategy NY Inc. ("Noble")
- Tishman
- Hunter Roberts

Agreements to be Approved for Project Work:

- One or more amendments (the "Armand Amendments") to NYCEDC's on-call CM Contract with Armand (the "Armand Contract"), to provide for Project services
- One or more amendments (the "Noble Amendments") to NYCEDC's on-call CM Contract with Noble (the "Noble Contract"), to provide for Project services
- One or more amendments (the "Tishman Waterfront Amendments") to NYCEDC's on-call contract with Tishman for CM services primarily for waterfront and railroad related properties and neighboring properties, and infrastructure, to provide for Project services
- One or more amendments (the "Hunter FM/CM Amendments") to NYCEDC's on-call FM/CM Contract with Hunter Roberts (the "Hunter FM/CM Contract"), to provide for Project services

Amounts to be Approved:

- Up to \$4,700,000 for the Armand Amendments
- Up to \$1,230,000 for the Noble Amendments
- Up to \$5,845,419 for the Tishman Waterfront Amendments
- Up to \$250,000 for the Hunter FM/CM Amendments

Sources of Funds to NYCEDC:

- Up to \$1,680,000 of NYCEDC programmatic budget funds
- Up to \$10,345,419 of City Capital Budget funds

Proposed Resolution: To authorize the President and any empowered officer to enter into the Armand Amendments, Noble Amendments, Tishman Waterfront Amendments and Hunter FM/CM Amendments, substantially as described herein

Background: Under its annual contracts with the City, NYCEDC manages certain City-owned property and projects at City-owned property. NYCEDC also leases properties from the City and undertakes various other projects at the direction of the City. At this time, NYCEDC proposes that Armand, Noble, Tishman and Hunter Roberts undertake substantially the Project work listed in Attachment A. Attachment A indicates the responsible Contractor and the maximum amounts to be spent for the specified work, as well as the contracts the work will be performed under. The Project costs, in most cases, will include engineering, design, construction, construction management and/or insurance costs.

With NYCEDC's approval, subcontractors retained by the Contractors may, in turn, subcontract certain work.

Estimated approximate payments to be made to the respective Contractors for CM services related to the portion of the Project undertaken by them are as follows:

<u>Contractor</u>	<u>Approximate Payment</u>
Armand	\$376,000
Noble	\$98,400
Tishman	\$467,634
Hunter Roberts	\$20,000

The Citywide Rehabilitation/Improvements Project was last presented to the Executive Committee on November 21, 2016.

NYCEDC Project Codes: See Attachment A.

Attachment A

Contract	Work Site	Borough	Project Work	Estimated Maximum Cost	Project Code
Armand	BAT	Brooklyn	General rehabilitation to BAT Building B north restroom	\$200,000 (programmatic)	TBD
Armand	East New York Industrial Building at 191-201 Powell Street	Brooklyn	Infrastructure and improvements to the building's electrical, HVAC system, façade and fencing.	\$4,500,000 (capital)	TBD
			Total Armand Amendments	\$4,700,000	
Noble	Bush Terminal	Brooklyn	General rehabilitation and modernization with regard to a Bush Terminal Building C elevator	\$500,000 (programmatic)	TBD
Noble	Bush Terminal	Brooklyn	Construction of new restrooms	\$250,000 (programmatic)	TBD
Noble	Bush Terminal	Brooklyn	Construction of a new maintenance building	\$480,000 (programmatic)	TBD
			Total Noble Amendments	\$1,230,000	
Tishman Waterfront	Hunts Point Produce Market	Bronx	Work with regard to freight rail transfer facilities at the Hunts Point Produce Market	\$5,845,419 (capital)	5825
			Total Tishman Waterfront Amendment	\$5,845,419	
Hunter FM/CM	BAT	Brooklyn	Tenant fit-out work with regard to the BAT Annex Building	\$250,000 (programmatic)	6680
			Total Hunter FM/CM Amendments	\$250,000	

Exhibit E

**ENERGY PRICE RISK MANAGEMENT PROGRAM
Executive Committee Meeting
December 20, 2016**

Project: The creation and implementation of an Energy Price Risk Management Program to manage NYCEDC's exposure to the cost of fuel for the Citywide Ferry System ("CWFS")

Proposed Resolutions:

- NYCEDC may undertake an Energy Price Risk Management Program substantially as described in Attachment A and may take actions and make purchases and sales to implement the Energy Price Risk Management Program substantially in accordance with the attached parameters.

- In connection with the Energy Price Risk Management Program, NYCEDC is authorized to execute the documentation and make necessary representations and covenants, enter into agreements and take such other actions that will allow NYCEDC to comply with applicable laws and regulations.

Background: NYCEDC on behalf of the City plans to launch the CWFS in 2017 as a compliment to the City's transportation options, offering residents more convenient transit options. The CWFS will be launched in two phases in addition to the currently operating East River Ferry route. The Astoria, South Brooklyn and Rockaway routes will begin operation in 2017, and the Soundview and Lower East Side routes will start in 2018. NYCEDC projects that the CWFS will serve 4.5 million passenger trips annually when the CWFS is fully operational in 2018.

Fuel makes up a significant portion of the cost of operations. The CWFS is projected to consume approximately one to three million gallons of Ultra Low Sulfur Diesel annually over the six year term of the CWFS contract. NYCEDC will directly reimburse the ferry operator for its actual cost of fuel up to a fixed annual number of gallons.

Anything above that fixed number of gallons is the responsibility of the operator. While the number of gallons is fixed, the price per gallon is still subject to market conditions. The purpose of NYCEDC's proposed Energy Price Risk Management Program (set forth in Attachment A hereto) is to manage NYCEDC's exposure to the cost of fuel, which NYCEDC will now be exposed to in relation to the launch of the new CWFS.

New York City Economic Development Corporation (“NYCEDC”) Energy Price Risk Management Program

I. Purpose

The purpose of this document is to establish a policy for the use of financial instruments to manage the cost of fuel for the Citywide Ferry System (“CWFS”).

II. Scope of the Policy

In order to manage exposure to the cost of fuel, which NYCEDC will now be exposed to in relation to the launch of the new CWFS, NYCEDC will establish and maintain an energy price risk management program. This program will be designed to:

- Decrease the volatility of diesel fuel cost;
- Increase the likelihood that actual net diesel fuel cost will remain below the budgeted cost;
- Increase the certainty of future diesel fuel cost;
- Attain a lower overall cost of diesel fuel in the long-term;
- Manage year-over-year changes in diesel fuel cost.

The purpose of this program is not to engage in market speculation for the purposes of investment, but solely to manage fuel price risk. This program is not an extension of the NYCEDC Investment Policy and should not be construed as such. Realized gains or losses will be considered as an element of fuel cost and will be included as part of the annual CWFS budget.

III. Strategy

NYCEDC will utilize the services of an energy market advisor in order to design and implement the structure of the risk management program. The program’s objectives will be achieved by designing a program and a process that:

- Identifies available structures and market instruments;
- Addresses market opportunities and market risks;
- Examines fundamental and technical market factors in the decision-making process;
- Maintains budget certainty.

These objectives will be accomplished by the advisor executing the appropriate transactions at the appropriate times to create the desired effect within the constraints of the policy.

NYCEDC has hired, through a request for proposal process, an energy market advisor to assist in managing the cost of fuel for the CWFS. The energy market advisor shall evaluate the types of financial instruments to be used by NYCEDC in managing its fuel cost, give advice on such instruments and execute the trading transactions on behalf of NYCEDC.

IV. Program Structure

NYCEDC will, in coordination with its advisor, utilize one or more financial instruments in its CWFS fuel program. These instruments could include forward purchase contracts, swaps, futures, options, and price caps.

Forward Purchase Contracts – Contract determining the volume and/or price of an underlying commodity to be paid or received on an obligation beginning at a future start date.

Futures - Obligation to buy or sell an underlying instrument at a certain price and date. Transactions are exchange traded and consist of standardized contract terms specifying quantity and quality of the instrument, price per unit, date and method of delivery (if any).

Swaps – Contract to exchange payments based on different indices or prices, generally with one price fixed at a specific level for the term of the contract and the other that is to be adjusted from time to time throughout the term of the contract.

Options, Price Caps – An option gives the holder a right, but not an obligation, to buy or sell a commodity or currency at or by a specified date(s) at an agreed upon price in exchange for the payment of a premium.

Before entering into a transaction, NYCEDC staff along with its advisor will perform appropriate due diligence, such as (i) a quantification of potential risks and benefits; and (ii) an analysis of the impact of NYCEDC's risk exposure and cost structure.

Maximum Hedge Ratio – NYCEDC's volume of fuel consumption is highly predictable and without significant variability over time. Given this, the maximum hedge ratio will be limited to 100% of forecasted consumption. This means that the program will not hedge more than 100% of NYCEDC's forecasted consumption within any fiscal year.

Counterparty Credit Exposure – All derivative counterparties or their credit support providers will be rated A3 or better by Moody's and A- or better by Standard & Poors. The maximum allowable credit exposure, determined by the net mark-to-market of all trades with a single counterparty/ credit support provider, will be \$1 million.

Collateral Posting Requirements - NYCEDC and its counterparties will post collateral as necessary with respect to the financial instruments entered into in accordance with applicable laws and regulations and, if applicable, in accordance with negotiated terms.

V. Execution, Monitoring & Reporting:

The Treasurer or an Assistant Treasurer, under the direction of the Chief Financial Officer, shall make decisions as to which financial instruments to use and to buy and sell and shall establish and be responsible for monitoring a system of internal controls governing the

administration and management of the program. Such controls shall be designed to prevent and control losses of the portfolio funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by any personnel.

- The fuel advisor will be responsible for the day to day execution of the program including the execution of transactions, generating reports on the program's status and results, and monitoring the program and the energy markets.
- The advisor will generate a weekly update on the status and results of the program.
- Oversight of the program will be primarily the responsibility of the NYCEDC Finance Department in consultation with the NYCEDC Asset Management Department.
- Staff will report transactional activity to the NYCEDC Audit Committee at its regular meetings. Hedging transactions will also be included in all NYCEDC financial reports as a component of CWFS fuel costs.

VI. Compliance with Regulations

NYCEDC will comply with the requirements of applicable laws and regulations with respect to any financial instrument transaction that it enters into and it will require that its energy market advisor also comply with the requirements of applicable laws and regulations with respect to any potential or actual financial instrument transaction of NYCEDC that involves the energy market advisor.

Exhibit F

**NYC NEIGHBORHOOD CAPITAL CORPORATION
NEW MARKETS TAX CREDITS PROGRAM
Executive Committee Meeting
December 20, 2016**

Project: NYCEDC creating NYC Neighborhood Capital Corporation (“NYCNCC”), a not-for-profit corporation, and providing administrative services to NYCNCC and its subsidiaries in connection with the New Markets Tax Credits (“NMTC”) program and NMTC projects (the “NMTC Projects”) undertaken by NYCNCC and its subsidiaries

Proposed Resolution: To authorize and/or ratify:

- (a) NYCEDC creating NYCNCC, in which NYCEDC employees serve as Members on their appointment by the Deputy Mayor for Housing and Economic Development and elect themselves as Directors of NYCNCC;
- (b) NYCEDC being a non-managing administrative member (“Administrative Member”) of the limited liability companies (“LLCs”) that are subsidiaries of NYCNCC and are or were created by NYCNCC in connection with the NMTC program (each, a “Subsidiary” and collectively, the “Subsidiaries”) substantially as described herein, and NYCEDC entering into the LLC operating agreement of each Subsidiary (each, an “Operating Agreement” and collectively, the “Operating Agreements”);
- (c) the President and any empowered officer of NYCEDC acting on behalf of NYCEDC in its role as Administrative Member of each Subsidiary;
- (d) The President and any empowered officer of NYCEDC entering into a contract, and any amendments thereto, with NYCNCC whereby NYCNCC will hire NYCEDC to provide NYCNCC and the Subsidiaries with administrative, legal, financial and other services, substantially as described herein.

Background: The NMTC program, administered by the Community Development Financial Institutions Fund (“CDFI Fund”) of the U.S. Department of the Treasury, attracts capital to low income communities by providing private investors with a federal tax credit for investments made in businesses or economic development projects located in some of the most distressed communities in the nation. In order to benefit from the tax credits, a NMTC investor must make a Qualified Equity Investment (“QEI”) in a Community Development Entity (“CDE”). CDEs apply annually for an allocation of NMTC from the CDFI Fund and select eligible projects to receive all or part of the CDE’s allocation. NMTC investors contribute equity to the project and receive a tax credit equal to 39 percent of their equity investment, realized over a seven-year period.

In the past, numerous NYCEDC projects have utilized NMTCs, including the restoration of the historic Loew’s Kings Theatre in Brooklyn and the Triangle Plaza Hub mixed-use commercial and community development in the South Bronx. However, these projects involved CDEs that NYCEDC did not participate in. In July 2014, NYCEDC created NYCNCC as a CDE to apply for NMTC allocation authority. NYCNCC’s allocation application for 2015-2016 was successful and NYCNCC was awarded \$55,000,000 in

NMTC allocation authority (the "Allocation"). In utilizing the Allocation NYCNCC hopes to partner with NYCEDC on a broad range of projects including community, healthcare, and education facilities, supermarkets that support NYCEDC's FRESH initiative, and light industrial and commercial retail spaces that promote the creation and retention of quality jobs.

In order to deploy the Allocation among multiple NMTC Projects, NYCNCC formed the five existing Subsidiaries, each of which will also be certified as a CDE. Each Subsidiary CDE will serve as a conduit for a portion of the Allocation to its individual NMTC Project. The Subsidiaries are for-profit LLCs and are taxed as partnerships for federal income tax purposes. This structure is the most tax-favorable for NMTC investors and will enable NYCNCC to attract and support the investment necessary for its NMTC Projects. While NYCNCC is the managing member of each Subsidiary, an LLC must have at least two members in order to be taxed as a partnership. Therefore, NYCEDC is the Administrative Member of each such Subsidiary from the time of its formation until such time that the Subsidiary receives an investment (QEI) from a NMTC investor in connection with a NMTC Project, at which point NYCEDC will cease to be a member of such Subsidiary and the remaining members will be NYCNCC and the NMTC investor. NYCEDC will make a nominal capital contribution to each such Subsidiary. Should NYCNCC form additional Subsidiaries in the future, it is anticipated that the same structure will be used.

In connection with the NMTC Projects as well as day-to-day operations, NYCEDC is providing administrative services to NYCNCC and the Subsidiaries. The administrative services include providing staffing of NYCNCC and the Subsidiaries, including but not limited to project manager and in-house legal and accounting services, as well as services from third-party service providers and consultants with which NYCEDC contracts. It is anticipated that NYCNCC and NYCEDC will enter into a contract for such services and that NYCNCC will approve the contract by unanimous written consent of its board of directors in January 2017. The amount to be paid by NYCNCC to NYCEDC for such services is currently being determined by NYCEDC staff.

Exhibit G

BQX ECONOMIC ADVISOR Executive Committee Meeting December 20, 2016

Project: The performance of economic advisory services for NYCEDC with regard to the Brooklyn-Queens Connector ("BQX") project

Procurement Method: Sole source

Contractor: Econsult Solutions, Inc. ("ESI")

Agreement to be Approved: A contract with ESI for Project services (the "General Services Contract")

Amount to be Approved: Up to \$127,000

Source of Funds: NYCEDC's programmatic budget

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

Background: Brooklyn and Queens have been transformed by new investment and development in recent years, nowhere more dramatically than in East River waterfront neighborhoods close to Manhattan. However, the transportation network connecting these neighborhoods to the rest of the City has not received a similar level of attention. As these areas continue to grow, it will be increasingly important to meet the needs of workers and residents taking transit between Brooklyn and Queens and connecting to the rest of the City without having to rely on crowded Manhattan-centric transit lines.

NYCEDC, on behalf of the City, is exploring the feasibility of the BQX, a potential streetcar route that would connect Astoria, Ravenswood, Long Island City, Greenpoint, Williamsburg, the Brooklyn Navy Yard, Dumbo, Downtown Brooklyn, Red Hook and Sunset Park. NYCEDC is currently in a due diligence phase to further refine the proposed route, costs and other project considerations. The preliminary timeline for the BQX project is: planning, community engagement, approvals and design through 2019; ground breaking in 2019-2020; and commencement of operations in 2024.

As part of the due diligence process, NYCEDC previously entered into a contract with ESI through the small purchase procurement method primarily to estimate the effect of BQX on property values and the pace of new development. The proposed new General Services Contract will provide for follow-on work to the small purchase contract and will primarily allow ESI to further study and refine the estimates on property value changes as a result of BQX.

ESI is a corporation that provides insights into economic problems, policy questions and strategic thinking. Its work focuses on providing customized economic expert services in

real estate, transportation, economic development, and public policy and finance.

NYCEDC Project Code: 6477

Exhibit H

BQX PHASE III: ADVANCE PLANNING, ENVIRONMENTAL ASSESSMENT AND CONCEPTUAL ENGINEERING Executive Committee Meeting December 20, 2016

Project: Planning, environmental assessment and conceptual engineering services to advance the Brooklyn-Queens Connector (“BQX”) project

Procurement Method: Sole source

Contractor: Parsons Brinckerhoff, Inc. (“Parsons Brinckerhoff”)

Agreements to be approved: A consultant contract (the “Contract”) with Parsons Brinckerhoff for Project services for a term of approximately seven months

Amount to be approved: Up to \$6,000,000

Sources of funds: NYCEDC programmatic budget funds

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

Background: In November of 2015, NYCEDC and City DOT cooperated to conduct a Phase I Rapid Assessment to evaluate the BQX, a proposed streetcar that would operate along the Brooklyn and Queens waterfront. The BQX project would introduce a new form of public transportation to underserved neighborhoods and provide much needed, efficient north-south connections between the two boroughs.

In February of 2016, during the State of the City Address, the Mayor announced the beginning of Phase II, the BQX Feasibility Study. The Phase II study provides a deeper analysis of project feasibility, potential route alignments and financing structures. NYCEDC used Parsons Brinckerhoff for the Phase II study, using NYCEDC’s retainer contract with Parsons Brinckerhoff for on-call transportation planning and policy services for this task. Additional analysis and further refinement of outstanding items from Phase II will be continued in Phase III.

As part of Phase III, Parsons Brinckerhoff will be retained for services related to the following matters, some of which arose in Phase II:

- Route alignment evaluation and refinement
- Conceptual engineering
- Environmental assessments
- Capital, maintenance and operation estimations
- Finance and project delivery
- Staff support for public involvement and presentation preparation

Parsons Brinckerhoff has unique capabilities and specialized expertise related to the project. Parsons Brinckerhoff's recent experience with Phase II of the BQX project and creation of a detailed ridership model would add significantly to the overall quality of the planning, conceptual design and engineering of the project.

NYCEDC Project Code: 6928

Exhibit I

STATION PLAZA AND ATLANTIC AVENUE EXTENSION PROJECT Executive Committee Meeting December 20, 2016

Project: Civil engineering, design and related services related to the construction of the Station Plaza Infrastructure Improvement Project in Jamaica, Queens

Procurement Method: Sole source amendment to a contract that was competitively procured

Contractor: The RBA Group ("RBA")

Agreement to be approved: An amendment (the "Amendment") to the existing on-call civil, resident and other engineering services contract with RBA (the "RBA Contract") to provide for funds and services for the Station Plaza Infrastructure Improvement Project

Amount to be approved: Up to \$3,000,000

Sources of Funds to NYCEDC: City Capital Budget funds

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

Background: Station Plaza is an intermodal project at the intersection of Archer Avenue and Sutphin Boulevard; the project area is located along Archer Avenue, bounded on the west by 144th Place, and on the east by 147th Place. Station Plaza is intended to improve pedestrian safety, reduce traffic congestion and improve conditions for transit users. The plan includes realigning Archer Avenue and moving it to the north, creating wider sidewalks and two pedestrian plazas, and moving two subway exits out of the sidewalks and into the plazas. One retail concession building will be constructed on the site, within a newly created plaza. An additional bus lane will also be created, in order to improve bus turning radii. Four properties must be acquired in order to realign Archer Avenue. The actions related to the aforementioned improvements were approved in a 2007 ULURP action.

The Executive Committee previously approved NYCEDC entering into a contract with Henningson, Durham & Richardson, P.C. ("HDR") for design services for the Station Plaza and Atlantic Avenue Extension Project. Since that time, NYCEDC has decided to use a different design and engineering team for the Station Plaza portion of the project.

At the April 28, 2016 meeting, the Executive Committee approved NYCEDC entering into the RBA Contract. At this time, NYCEDC proposes to amend the RBA Contract to provide for civil engineering, design and related services related to the Station Plaza Infrastructure Improvement Project.

RBA will design and obtain the required regulatory approvals for the project and perform construction administration services during the construction phase of the project. RBA has worked on similar transportation improvement projects within the Downtown Jamaica area and has completed several projects with multiple City agencies and NYCEDC. RBA may subcontract certain work.

The Station Plaza and Atlantic Avenue Extension Project was last presented to the Executive Committee on April 30, 2015.

NYCEDC Project Number: 6435

STATION PLAZA INFRASTRUCTURE IMPROVEMENTS

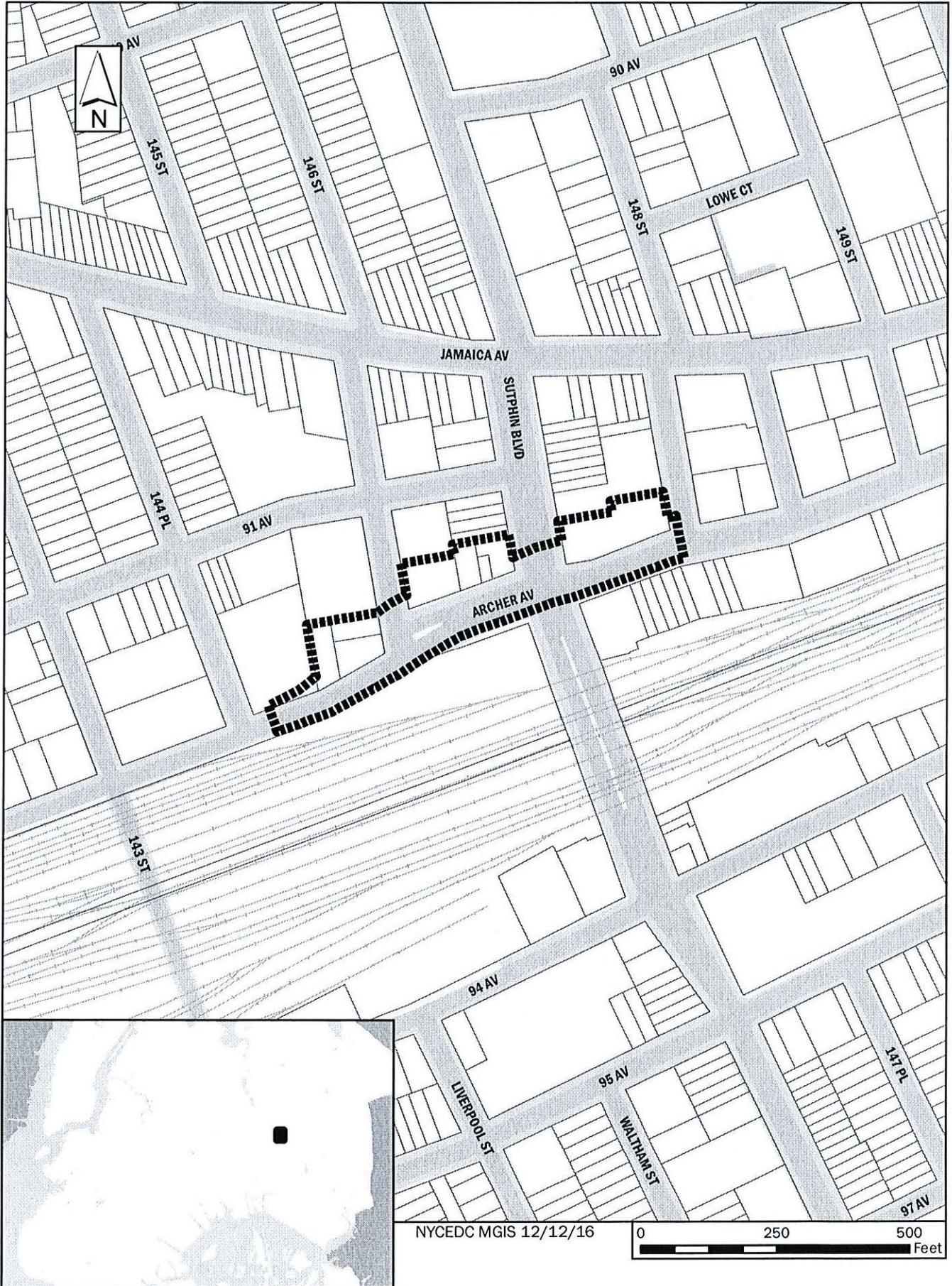


Exhibit J

H+H FEMA - METROPOLITAN HOSPITAL Executive Committee Meeting December 20, 2016

Project: Construction management and related services to provide quick connections for emergency generators and chillers at the Metropolitan Hospital campus in Manhattan and a flood mitigation system to protect the Metropolitan Hospital campus from future flooding due to rain storm events and sea level rise

Procurement Method: A publicly advertised RFP issued using the competitive sealed proposals procurement method

Contractor: Skanska

Agreements to be Approved:

- A consultant contract with Skanska (the "Metropolitan CM Contract") for construction management and related services for the Project
- Any needed Funding Source Agreements

Amount to be Approved: Up to \$900,000

Source of Funds: FEMA funds

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

Background: In October 2012, Metropolitan Hospital, a member of NYC Health and Hospitals Corporation ("H+H"), along with other hospitals, suffered damage as a result of Superstorm Sandy. Since then, Metropolitan Hospital has been working with FEMA to develop plans to mitigate damage to Metropolitan Hospital from future storms and flooding.

Metropolitan Hospital has a plan for a perimeter flood mitigation system with improved stormwater and drainage systems that will protect the Metropolitan Hospital campus against flooding. Metropolitan Hospital has also decided to construct quick connections for emergency generators and chillers throughout the campus.

To achieve resiliency goals on behalf of the City and to benefit H+H, NYCEDC procured a design consultant, Stantec Consulting Services Inc., to provide design and related services for the flood mitigation system portion of the Metropolitan project. The scope of the design and related services primarily includes a permanent flood wall with vehicular and pedestrian gates, associated mitigation pumps, plumbing, drainage systems, loading dock protection, basement wall hardening, sanitary and stormwater management, protection of the City and New York State Emergency Management Chempak Room and sealing of tunnels and manholes to protect critical infrastructure.

NYCEDC proposes that the quick connections be a part of the CM's scope of work, but are being designed by a separate design consultant retained by H+H.

At this time, NYCEDC proposes to enter into the Metropolitan CM Contract to provide construction management services for the Project. Skanska will act as CM for the Project and procure subcontracts for the Project work using procurement methods permitted under the Metropolitan CM Contract, with the primary procurement method anticipated to be a method similar to the CM method of procurement in NYCEDC's annual contracts with the City. With NYCEDC's approval, subcontractors retained by Skanska may subcontract certain work. With the current funds available, NYCEDC will use the Metropolitan CM Contract for pre-construction services, and return for approval at a later date to authorize funds for the construction and post-construction services.

The Metropolitan Hospital project was last presented to the Executive Committee on June 15, 2016.

NYCEDC Project Code: 6307

Metropolitan Hospital

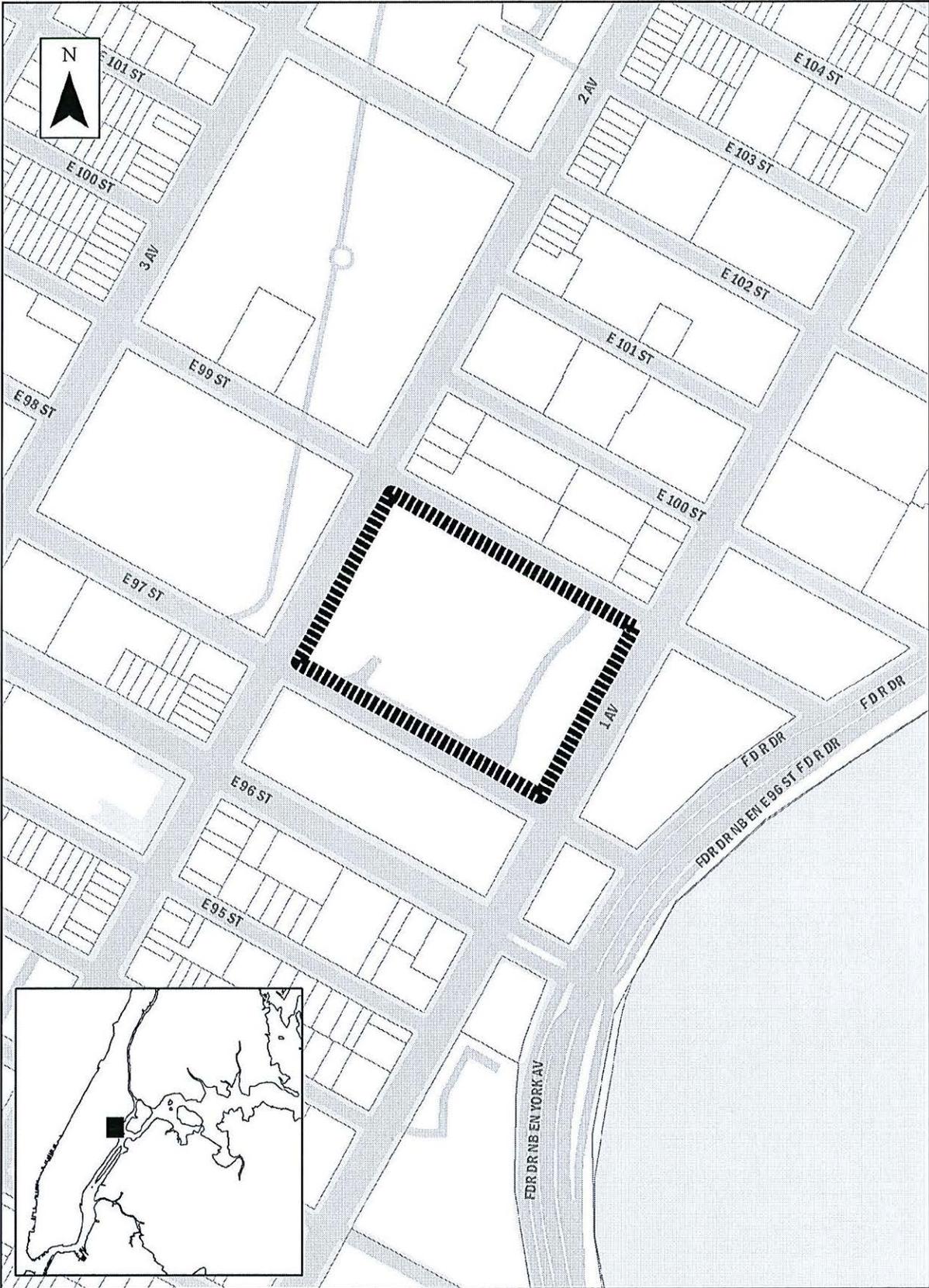


Exhibit K

ON-CALL HAZMAT (TOXICS) RETAINER CONTRACTS Executive Committee Meeting December 20, 2016

Project: The provision of on-call environmental consulting services to investigate and remediate contaminated sites, act as an environmental monitor, perform asbestos surveys and monitoring, and perform other environmental consulting tasks throughout New York City

Procurement Method: A publicly advertised RFP procured using the competitive sealed proposals procurement method

Contractors:

- TRC Environmental Corporation
- GEI Consultants, Inc.
- Integral Engineering, P.C.
- Louis Berger & Assoc., P.C.
- HAKS Engineers, Architects and Land Surveyors, P.C.

(The above named entities or affiliated entities, collectively the "Consultants")

Agreements to be Approved:

- A consultant contract, and possibly amendments thereto, with each Consultant to provide Project services (collectively the "Consultant Contracts"), for a three-year period with two one-year extensions at NYCEDC's discretion
- Any needed Funding Source Agreements

Amount to be Approved: Up to \$9,000,000 in the aggregate for the Consultant Contracts (including extension periods)

Source of Funds to NYCEDC: The Consultant Contracts are not currently funded but are expected to be funded from a variety of sources. The source of funds will vary depending on the particular task and may include, without limitation, City Capital, NYCEDC programmatic budget funds, IDA, federal and state grants and other sources. Prior to commencement of any task under a Consultant Contract, the funding source for such task will be confirmed.

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

Background: On-call toxics retainer contracts have proven to be an essential tool for NYCEDC in connection with many of its activities, including negotiation of property transactions, performance of property management responsibilities and implementation of priority projects. During the due diligence period prior to a land sale or lease, NYCEDC frequently must assess areas of potential environmental concern, such as soil, vapor, groundwater and sediment contamination. The toxics retainer contracts have provided NYCEDC, on an as-needed basis, with the technical expertise to assess and remediate the property conditions and potential environmental impact from

proposed development projects, with an emphasis on assessment and remediation of hazardous materials at City-owned property. In addition, the toxics retainer contracts provide NYCEDC with the resources to complete complicated City, State and Federal environmental evaluations under CEQR, SEQRA and NEPA, obtain required State and Federal permits for shoreline and pier improvements, and obtain relevant information that assists NYCEDC's staff in negotiations and resource allocations. NYCEDC has also used the expertise of its toxics retainer contracts to assist various City agencies.

The current five toxics retainer contracts, executed in 2014, were allotted \$7,000,000 in the aggregate for contracts with a two-year term with an option for a one-year extension, which was exercised in each case.

In the intervening three years, NYCEDC has continued to handle projects that require the expertise of NYCEDC's toxics retainer consultants. The projects range from Phase I site investigations that are not very complex, but are needed quickly, to environmental design and monitoring during construction of private or municipal developments on City-owned contaminated property that requires a high level of skill and understanding. These projects have presented a level of complexity, cost, and frequency that benefit from on-call retainer contracts. Therefore, it is proposed to enter into five new contracts at this time.

The work to be performed under the toxics retainer contracts may include, without limitation: site investigations; remediation; asbestos and lead-based paint abatements; design and monitoring of the implementation of environmental remediation; preparation of task specific reports for and permit applications to regulatory agencies and others including for bulkhead rehabilitation; health and safety plans; soil management and operations plans; environmental impact statement chapters; environmental evaluations; technical reports of site investigation findings and remediation plans; and negotiations with regulatory agencies as to appropriate remediation measures to address site-specific contamination. Certain services may be performed by subcontractors.

NYCEDC will issue task order assignments to the Consultants on a task-by-task or project assignment basis. It is anticipated that each assignment will have its own distinct funding source or sources.

Staff is authorized to assign tasks for a project to one or more Consultants pursuant to their Consultant Contracts even if by separate authorization the Executive Committee authorized one or more Consultants or other contractors to undertake other work for the project and the Consultant Contracts were not mentioned in that separate authorization.

The On-Call Toxics Retainer Contracts project was last presented to the Executive Committee on September 30, 2013

NYCEDC Project Code: 3363

Exhibit L

**BUS SHUTTLE SERVICE AT BAT
Executive Committee Meeting
December 20, 2016**

Project: Bus shuttle service between BAT and a local subway station (the "Shuttle Service")

Procurement Method: Sole source

Contractor: Apex Coach LLC ("Apex")

Agreements to be Approved: An amendment (the "Amendment") to NYCEDC's contract with Apex for the Shuttle Service (the "Apex Contract") to provide additional funds and to extend the term

Amount to be Approved: Up to \$63,000

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

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

Background: NYCEDC leases BAT from the City and provides various services for BAT. At its March 23, 2016 meeting, the Executive Committee approved the Apex Contract for the Shuttle Service for approximately one year for \$300,000. The Apex Contract was entered into on a sole source basis after a successful pilot program and will expire in February 2017. NYCEDC intends to release a public RFP for the Shuttle Service going forward; however, in order to avoid a disruption in service until a contractor is selected for the Shuttle Service pursuant to the RFP, NYCEDC proposes to enter into the Amendment to provide for a three month extension of the Apex Contract and an increase in the Apex Contract of up to \$63,000 to provide for the additional service.

The Bus Shuttle Service at BAT was last presented to the Executive Committee on March 23, 2016 in the Citywide Property Management Service item.

NYCEDC Project Code: 6528



Exhibit M

**SECURITY GUARD SERVICES
Executive Committee Meeting
December 20, 2016**

Project: Security guard services at BAT, Bush Terminal, 600 Food Center Drive, Essex Street Market and the Julia De Burgos Cultural Center (the "Specific Sites") and at certain other sites (the "Various Sites") managed by NYCEDC (the "Security Services")

Procurement Method: Sole source amendment to a competitively procured contract

Contractor: Motivated Security Services, Inc. ("Motivated")

Agreement to be Approved: An amendment (the "Amendment") to NYCEDC's contract with Motivated for Security Services (the "Motivated Contract") to provide additional funds for the Security Services

Amount to be Approved: Up to \$8,500,000

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

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

Background: In the past, Apple provided broad property management services for properties for which NYCEDC is now responsible. As part of its management duties, in 2013 Apple entered into a five year contract with Motivated for Security Services for \$13,274,667.

In 2014, Apple merged into NYCEDC and NYCEDC assumed contracts previously held by Apple, including the Motivated Contract. As part of its management duties, NYCEDC continues to require a contractor to provide the Security Services.

The Security Services include unarmed concierge and security personnel, access control and roving guard services and shift supervisor guard services at the Specific Sites and, as needed, at the Various Sites. Due to an increase in Various Sites needing Security Services and increased Security Services need at Specific Sites and Various Sites, NYCEDC proposes to amend the Motivated Contract to increase the amount payable thereunder.

NYCEDC Project Code: 207