

MINUTES OF THE REGULAR MEETING
OF THE EXECUTIVE COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
December 19, 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, December 19, 2018, at NYCEDC’s offices at 110 William Street, in Conference Rooms 4A and 4B, New York, New York.

The following members of the Executive Committee were present:

Wilton Cedenó
James McSpirtt
Carl Rodrigues (as alternate for Alicia Glen)
Michael Schlein (by conference telephone)
Betty Woo

Other Directors of NYCEDC and members of NYCEDC staff also were present.

The meeting was chaired by James Patchett, President of NYCEDC, and 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 8, 2018 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the November 8, 2018 regular meeting of the Executive Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Report of NYCEDC’s President

At this time, Mr. Patchett noted that he had sent a letter report to the Board of Directors highlighting key events and activities involving various NYCEDC projects and initiatives. Mr. Patchett then noted that NYCEDC was planning to host an offsite retreat for the Directors in the spring. Mr. Cedenó noted that NYCEDC had an impressive list of accomplishments in 2018.

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 that may be contained in the Exhibits attached hereto.)

(a) Public Health Lab

Zachary Aders, a Project Director of NYCEDC, presented a proposed construction management contract (a "CM Contract") with Skanska USA Building Inc. for construction management ("CM") and related services for the new Public Health Laboratory (the "PHL") to be located in Manhattan on West 137th Street between Fifth Avenue and Lenox Avenue, on substantially the terms set forth in Exhibit A hereto.

Mr. Patchett explained that one of the reasons why NYCEDC was involved in this project was because the site from which the PHL was being relocated had potential for development for life sciences uses and also had been included in NYCEDC's recent request for expressions of interest for a life sciences hub. In answer to a question from Mr. Cedeno, Dan Colangione, a Vice President of NYCEDC, stated that it was anticipated that the PHL would include a clinic that the New York City Department of Health and Mental Hygiene would operate mostly for HIV testing.

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

(b) Orchard Beach Pavilion Reconstruction

Nikita Sharma, a Senior Project Manager of NYCEDC, presented a proposal for (i) a contract with Gilbane Building Company for CM and related services, including pre-construction, construction and post-construction services, related to the reconstruction of the landmarked Orchard Beach Pavilion in The Bronx (the "Pavilion") and the addition of a new ADA compliant beach passageway to reopen the Pavilion for public access, and (ii) any agreements necessary to obtain funds ("Funding Source Agreements") for this project, on substantially the terms set forth in Exhibit B hereto. At this time, funds were being provided for pre-construction and a portion of construction services.

In answer to a question from Mr. Patchett, Ms. Sharma stated that currently the entire Pavilion was closed. In answer to a question from Mr. McSpiritt, Ms. Sharma stated that some resiliency work would be performed at the site as part of the project.

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) Two Bridges

Brian Larsen, a Senior Vice President of NYCEDC, presented a proposal for (i) a consulting contract with AECOM USA, Inc. (“AECOM”) for design and related services for the installation of a flood protection system parallel to South Street, from the Brooklyn Bridge to Montgomery Street in Manhattan, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit C hereto.

Seth Myers, an Executive Vice President of NYCEDC, stated that there was a variety of different options that could be used for this project, and that NYCEDC and the City were in the process of determining the best flood protection system to use here. In response to a request from Mr. Patchett, Mr. Larsen explained that this project was a component of the overall Lower Manhattan Coastal Resiliency master plan, that to the north it was connected with the East Side Coastal Resiliency Project being managed by the New York City Department of Design and Construction (“DDC”), and that NYCEDC was in contact with the DDC to ensure that it was coordinating that connection. Mr. Myers then described the project’s further connections with various flood protection measures that were being worked on for the South Street Seaport area, the Battery and Battery Park City.

In answer to a question from Mr. Cedeno, Mr. Larsen stated that currently NYCEDC anticipated that the New York City Department of Transportation would operate the actual gates, and that the New York City Department of Parks and Recreation would operate the community improvements on top of the gates when they were not raised.

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.

(d) Hudson Street Streetscape

Yvi McEvelly and Alison Landry, each an Assistant Vice President of NYCEDC, presented a proposal for (i) a contract with Prima Paving Corp. (“Prima”) for design-build services related to the design and construction of streetscape improvements including utility relocation along the Hudson Street corridor in Lower Manhattan, bounded to the south by Canal Street and to the north by West Houston Street, with a focus on the west side of the street, to strengthen neighborhood connectivity and enhance pedestrian, bicycle and vehicular traffic safety and to enhance and expand useable open space through landscape, lighting and other streetscape amenities, and (ii) any needed Funding Source Agreements, including agreements with utilities to pay and provide for utility work, for this project, on substantially the terms set forth in Exhibit D hereto.

In answer to a question from Mr. Cedeno, Ms. Landry stated that this was the first time that the design-build method was being done through NYCEDC, and that

NYCEDC hoped that this pilot would be successful and lead to the use of this method for certain other projects in the future. Mr. Larsen then pointed out that the design-build method would not be appropriate for every project, and that as new projects emerged in the future NYCEDC would make a determination as to whether or not a particular project lent itself to design-build.

In answer to a question from Matthew Washington, a Director of NYCEDC, Ms. Landry explained that from the very beginning NYCEDC had worked with the utilities on this project, that NYCEDC held a series of coordination meetings during preliminary design, and that Prima's design plan will take into account information provided by the utilities. Ms. Landry further explained that design-build was part of Prima's procurement response, that Prima issued a schedule that included the utility coordination and the phasing, that Prima was tied to a date in both its procurement and its contract, and that Prima's first task would be to work with the utilities to coordinate their project schedules.

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.

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 James Katz, an Executive Vice President of NYCEDC.

(a) NYC Ferry Homeport Office Space

(i) One or more proposed amendments to NYCEDC's 2012 facilities management/construction management contract with Hunter Roberts Construction Group, L.L.C. to provide for CM and related services related to the renovation of office space at the Brooklyn Navy Yard to be used by HNY Ferry, LLC over the next few years in connection with the NYC Ferry homeport at the Brooklyn Navy Yard, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit E hereto.

In answer to a question from Mr. Washington, Mr. Patchett stated that before NYCEDC could determine the best new homeport site for the ferry system, it needed to obtain the results from the currently ongoing NYC Ferry expansion study, which was expected to conclude within the next few months. He added that NYCEDC was looking at every proposed site that was submitted.

(b) Hunts Point Site D Remediation

(i) A proposed CM Contract with WCD Group, a Gallagher Bassett Services, Inc. company, for CM and related services to provide for the remediation of Hunts Point Site D, located in the Bronx, which is part of a former Con Edison manufactured gas plant that operated through the early 1960's, and (ii) any needed Funding Source Agreements for this project, on substantially the terms set forth in Exhibit F hereto.

In answer to a question from Mr. Cedeno, Tracey Bell, a Vice President of NYCEDC, stated that the requested up to \$2,000,000 was primarily for the construction manager services, and that the cost of the total cleanup was estimated to be approximately \$30,000,000. In answer to another question from Mr. Cedeno, Ms. Bell stated that the total remediation process was expected to take approximately 18 to 24 months.

(c) Funding Agreements

(i) Proposed funding agreements with (1) BioBAT, Inc., (2) Henry Street Settlement and (3) Lower Manhattan Cultural Council, Inc., or affiliates, and (ii) any agreements necessary to obtain funds for said agreements, on substantially the terms set forth in Exhibit G hereto.

(d) Nixon Peabody LLP

A proposed agreement with Nixon Peabody LLP to provide for legal representation of NYCEDC and The City of New York (the "City") regarding the New York Wheel project, primarily with regard to matters related to the Agreement of Lease, dated as of December 24, 2013, between the City, as landlord, and New York Wheel Owner LLC, as tenant, for the New York Wheel project, on substantially the terms set forth in Exhibit H hereto.

(e) High Voltage Electrical Systems Services

A proposed contract with Elemco Services, Inc. to provide on-call services for high voltage electrical systems at the Brooklyn Army Terminal and various other sites managed by NYCEDC for three years, with NYCEDC having the option to extend the contract for two additional one year periods, on substantially the terms set forth in Exhibit I hereto.

(f) Kitchen Incubator (Formerly Pilotworks Incubator) Fund

A proposed agreement with PieShell LLC ("PieShell") to administer funds provided by NYCEDC to offset some of the operational costs and expenses of over one hundred small food businesses of the kitchen incubator formerly operated by Pilotworks Brooklyn LLC ("Pilotworks") (formerly known as Foodworks Holdings, LLC) that prematurely shut down in October 2018, on substantially the terms set forth in Exhibit J hereto.

In answer to a question from Mr. Washington, Mr. Katz stated that PieShell would be administering the grants. In answer to an additional question from Mr. Washington, Mr. Patchett explained that NYCEDC was repurposing some funds from its contract with a previous incubator operator, so that the funds would go directly to the businesses rather than to support the incubator.

Update: New York Wheel

At this time, in answer to a question from Mr. Washington, Mr. Patchett provided an update on the New York Wheel Project and site.

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 E – J hereto. Such motion was seconded and unanimously approved.

5. Approvals

With respect to the items set forth in Sections 3(a) – (d) and 4(a) – (f) 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.

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 9:51 a.m.

Assistant Secretary

Dated: _____
New York, New York

Attachment 1

DEFINITIONS

Apple	Apple Industrial Development Corp.
Armand	Armand Corporation d/b/a Armand of New York
BAT	Brooklyn Army Terminal
Bovis	Bovis Lend Lease LMB, Inc.
CDBG	Federal Community Development Block Grant
CDBG-DR Funds	Federal Community Development Block Grant-Disaster Recovery Program funds
CEQR	City Environmental Quality Review process
City DEP	New York City Department of Environmental Protection
City DOT	New York City Department of Transportation
City Parks	New York City Department of Parks and Recreation
City Planning	New York City Department of City Planning or City Planning Commission
CM	A construction manager
CM Contract	A construction management contract
DCAS	New York City Department of Citywide Administrative Services
EIS	Environmental Impact Statement
ESDC	New York State Urban Development Corporation d/b/a Empire State Development Corporation
FEMA	Federal Emergency Management Agency
FM	A facilities manager
FM/CM Contract	A facilities management/construction management contract
Funding Source Agreement	Any agreement necessary to obtain funds for the Project, including IDA Agreements
Gilbane.....	Gilbane Building Company
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

**PUBLIC HEALTH LAB
Executive Committee Meeting
December 19, 2018**

Project: CM and related services for the new Public Health Laboratory (the "PHL") to be located in Manhattan on W. 137th Street between Fifth Avenue and Lenox Avenue. The PHL, established by the City in 1892 as the world's first Municipal Bacteriological Laboratory, provides a wide variety of clinical and environmental laboratory testing services. The new PHL will serve and strengthen the City by building resiliency in defense against infectious diseases and will maintain its role as a world-class testing facility.

Contractor: Skanska

Agreement to be Approved: A CM Contract with Skanska for Project CM services (the "Skanska Contract")

Procurement Method: Publicly advertised RFP using the competitive sealed proposals procurement method. Skanska is acting as a CM and procuring subcontractors for the Project 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 CM may, in turn, subcontract certain work.

Amount to be Approved: Up to \$100,000,000 for the Skanska Contract

Source of Funds to NYCEDC: City Capital Budget funds

Scope: The new PHL will consist of approximately 230,000 gross square feet of new construction, including: offices and laboratories; central administration; building services; plant operations; Department of Mental Health and Hygiene police facilities; and a State Department of Health Article 28 walk-in clinic; as well as circulation and mechanical spaces as required. Phased demolition of existing buildings, structures, and site improvements will be required in order to build the PHL and will be completed concurrent with design of the PHL. In September 2018, the Executive Committee authorized entering into a consulting contract for architectural design and related consulting services with Skidmore, Owings and Merrill LLP for the PHL. Currently, authorization is being requested to perform CM and related services including preconstruction, demolition, and a portion of construction services for the PHL.

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

The Public Health Lab project was last presented to the Executive Committee on September 28, 2018.

NYCEDC staff will return to the Executive Committee for approval of an amendment to the Skanska Contract to provide for CM and related services for the remaining construction services for the new PHL.

NYCEDC Project Code: 6991

Staff: Zachary Aders, Project Director, Capital Program
Dan Colangione, Vice President, Capital Program
Elizabeth Arnaiz, Senior Vice President, Capital Program
Raymond Klein, Counsel, Legal

Exhibit B

**ORCHARD BEACH PAVILION
RECONSTRUCTION
Executive Committee Meeting
December 19, 2018**

Project: CM and related services, including pre-construction, construction and post-construction services, related to the reconstruction of the landmarked Orchard Beach Pavilion in The Bronx (the "Pavilion") and the addition of a new ADA compliant beach passageway to reopen the Pavilion for public access (the "Pavilion Project")

Contractor: Gilbane

Agreements to be Approved:

- Contract with Gilbane for CM and related services for the Pavilion Project (the "Gilbane Contract")
- Any needed Funding Source Agreements

Procurement Method: Publicly advertised RFP using the competitive sealed proposals procurement method. Gilbane is acting as a CM and procuring subcontractors for the Project 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 CM may, in turn, subcontract certain work.

Amount to be Approved: Up to \$10,500,000

Source of Funds: City Capital Budget funds

Scope: The Pavilion restoration will reactivate the inaccessible structure, restore the public space, and provide benefits for the local community and beyond. NYCEDC will engage Gilbane as a CM to provide pre-construction, construction and post-construction services for the Pavilion Project, which will include the restoration of the Pavilion (including new elevators, bathrooms and functional spaces) and the addition of an accessible beach passageway.

At this time, funds are being provided for pre-construction and a portion of construction services.

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

The Orchard Beach Pavilion Reconstruction Project was last presented to the Executive Committee on June 27, 2018 seeking authorization for a contract for architectural and engineering services for the Pavilion Project.

NYCEDC plans to return to the Executive Committee at a later date for approval of an amendment to the Gilbane Contract to provide for CM and related services for the remainder of construction.

NYCEDC Project Code: 7139

Staff: Nikita Sharma, Senior Project Manager, Capital Program
Odit Oliner, Assistant Vice President, Capital Program
Elizabeth Arnaiz, Senior Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit C

**TWO BRIDGES
Executive Committee Meeting
December 19, 2018**

Project: Design and related consulting services for the installation of a flood protection system parallel to South Street, from the Brooklyn Bridge to Montgomery Street in Manhattan

Contractor: AECOM USA, Inc. ("AECOM")

Agreements to be Approved:

- A consulting contract with AECOM for design and related services for the Project (the "Consultant Contract")
- Any needed Funding Source Agreements

Procurement Method: Sole source

Amount to be Approved: Up to \$32,000,000

Source of Funds to NYCEDC: City Capital Budget funds

Scope: The Project will provide for flood protection, along the waterfront, that will provide an appropriate level of flood protection against a 100-year storm, taking into account assumptions about sea level rise and changes to FEMA flood mapping. The flood protection will include a combination of floodwalls and deployable assets (such as flip-up barriers, swing gates, and roller gates) parallel to South Street, from the Brooklyn Bridge to Montgomery Street. AECOM will undertake design and related consulting services for the Project.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Consultant Contract for design and related consulting services for the Project and any needed Funding Source Agreements, substantially as described herein

NYCEDC Project Code: 7707

Staff: Steven Nelson, Project Manager, Capital Program
Angelyn Chandler, Vice President, Capital Program
Brian Larsen, Senior Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit D

**HUDSON STREET STREETScape
Executive Committee Meeting
December 19, 2018**

Project: The design and construction of streetscape improvements including utility relocation along the Hudson Street corridor in Lower Manhattan bounded to the south by Canal Street and to the north by West Houston Street, with a focus on the west side of the street, to strengthen neighborhood connectivity and enhance pedestrian, bicycle, and vehicular traffic safety and to enhance and expand useable open space through landscape, lighting and other streetscape amenities

Contractor: Prima Paving Corp. ("Prima")

Agreements to be Approved:

- A contract with Prima for design-build services related to the Project (the "Hudson Street Contract")
- Any needed Funding Source Agreements, including agreements with utilities to pay and provide for Project utility work (the "Utility Agreements")

Procurement Method: RFP to qualified respondents to a publicly advertised Request for Qualifications, using the competitive sealed proposals method of procurement

Amount to be Approved: Up to \$21,000,000, of which up to \$10,000,000 may be used for work related to utility relocation and up to \$11,000,000 for other Project work

Source of Funds to NYCEDC: City Capital Budget funds and private funding from the Hudson Square Business Improvement District and utilities. The utilities will pay for the Project utility work directly or provide NYCEDC with the funds for the utility work.

Scope: To ensure optimal coordination between the public work and utility work, this is a joint bid project and includes the utility work of Con Edison, Empire City Subway/Verizon, and Charter-Spectrum.

The Project will utilize the Design-Build project delivery method, rather than the typical Design-Bid-Build method. This delivery method promotes better coordination during implementation of the Project, because Prima is included in the design process and can advise on constructability, means, and methods prior to construction. Pursuant to this method, the Project for the most part has been developed through preliminary design by a preliminary design consultant, and that preliminary design has been included in the procurement for Design-Build services as a basis of design. Design work for the utility relocation has been and will be performed by the utilities.

Prima and its subcontractors shall provide both design and construction services to complete the Project, other than any design work needed for the utility relocation. First, Prima shall develop the basis of design for the non-utility work from the current preliminary state through to 100% construction documents, including all required

approvals and permitting. Then, Prima shall provide comprehensive construction services, from excavation and demolition through to installation of Project components including roadway and sidewalk structure as well as site furnishings such as sidewalk benches and landscaping. Concurrent to this, Prima will perform an analysis of utility coordination as well as construction services for the utility work.

The preliminary design services (other than for the utility relocation) have been and resident engineering services will be performed by AKRF Engineering, P.C, one of NYCEDC's on-call civil and resident engineering retainer consultants.

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

NYCEDC Project Code: 6042

Staff: Brian Larsen, Senior Vice President, Capital Program
Alison Landry, Assistant Vice President, Capital Program
Yvi McEvilly, Assistant Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit E

**NYC FERRY HOMEPORT OFFICE SPACE
Executive Committee Meeting
December 19, 2018**

Project: CM and related services related to the renovation of office space at the Brooklyn Navy Yard to be used by HNY Ferry, LLC over the next few years in connection with the NYC Ferry homeport at the Brooklyn Navy Yard

Contractor: Hunter Roberts

Agreements to be Approved:

- One or more amendments (the "2012 Hunter FM/CM Amendments") to NYCEDC's 2012 FM/CM Contract with Hunter Roberts to provide for the Project services
- Any needed Funding Source Agreements

Procurement Method: Sole source amendments to an FM/CM Contract that was competitively procured. Hunter Roberts is acting as CM and procuring subcontractors for the Project work 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. With NYCEDC's approval, subcontractors retained by Hunter Roberts may, in turn, subcontract certain work.

Amount to be Approved: Up to \$1,600,000 for the 2012 Hunter FM/CM Amendments

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

Scope: Hunter Roberts will act as CM for pre-construction, construction and post-construction aspects of the Project, which will be undertaken by Hunter Roberts and its subcontractors.

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

Proposed Resolution: To authorize the President and any empowered officer to enter into the 2012 Hunter FM/CM Amendments and any needed Funding Source Agreements, substantially as described herein

Staff: Phillip Grant, Senior Vice President, Asset Management
Sophia Abel, Project Manager, Asset Management
Raymond Klein, Counsel, Legal

Exhibit F

**HUNTS POINT SITE D REMEDIATION
Executive Committee Meeting
December 19, 2018**

Project: CM and related services to provide for the remediation of Hunts Point Site D, located in the Bronx, which is part of a former Con Edison manufactured gas plant that operated through the early 1960's. During the period that the Con Edison plant operated, the subsurface became contaminated with coal tar, purifier waste and associated contaminants.

Contractor: WCD Group, a Gallagher Bassett Services, Inc. company ("WCD")

Agreements to be Approved:

- A CM Contract with WCD (the "WCD Contract") for CM and related services for the Project (the "WCD Contract")
- Any needed Funding Source Agreements

Procurement Method: NYCEDC issued a targeted RFP to six CMs for Project services. The CMs were on NYCEDC's vendors list and have prior experience working on projects of similar size and scope. WCD will procure subcontractors in a manner permitted under the WCD 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.

Amount to be Approved: Up to \$2,000,000

Source of Funds: NYCEDC expenses to be reimbursed by Con Edison

Scope: WCD will perform CM and related services to support the remediation of coal tar, purifier waste and other associated contaminants at Hunts Point Site D. Funds being requested at this time are primarily for the cost of WCD's services, not primarily for its subcontractors. Design work is being undertaken under a separate contract. WCD will procure and manage subcontractors for other aspects of the Project, and will return to the Executive Committee for additional funds for such other work.

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

NYCEDC Project Code: 3798

Staff: Phillip Grant, Senior Vice President, Asset Management
Prince Flanigan, Senior Project Manager, Asset Management
Tracey Bell, Vice President, Planning
Raymond Klein, Counsel, Legal

LOCATION MAP:



FUNDING AGREEMENTS
Executive Committee Meeting
December 19, 2018

Exhibit G

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

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) BioBAT, Inc., a not-for-profit corporation - Funding Agreement	140 58th Street, BAT, Brooklyn	City Council and Brooklyn Borough President Capital Budget funds	Up to \$975,610	To fund a portion of the cost of the renovation of BioBAT's space on the second floor of Building A at BAT, for tenant use
(2) Henry Street Settlement, a not-for-profit corporation — Funding Agreement	466 Grand Street, Manhattan	Department of Cultural Affairs, City Council and Manhattan Borough President Capital Budget funds	Up to \$1,813,000	To fund a portion of the cost of the renovation of portions of the Abrons Art Center, primarily the amphitheater and its façade, first floor gallery, ground floor lobby, and first floor offices. The Abrons Art Center is operated by Henry Street Settlement.

<p>(3) Lower Manhattan Cultural Council, Inc., a not-for-profit corporation -Funding Agreement</p>	<p>110 Andes Road, Governors Island</p>	<p>City Council, Manhattan Borough President and Department of Cultural Affairs Capital Budget funds</p>	<p>Up to \$1,699,512</p>	<p>To provide funding towards a portion of the cost of the renovation of Building 110 on Governors Island to become the "LMCC Arts Center", a multipurpose space that it is anticipated will feature 20 new individual artist studios, 3 performing artist studios, a master artist studio, collaborative working areas, artist residency spaces, a multipurpose classroom, a new gallery and exhibition space, and an assembly hall for social gatherings between artists and audiences.</p> <p>This item was approved by the Executive Committee on February 8, 2017 for up to \$1,016,585 but the related Funding Agreement was not entered into. This item is returning to the Executive Committee to provide for an increased funding amount to cover certain cost increases.</p>
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NYCEDC Project Code: (1) 6700, (2) 7345, (3) 6015

NYCEDC Staff: (1) Alyssa Figueras, Senior Project Manager, (2) Vedesh Persaud, Assistant Vice President, (3) Priya Ananthanathan, Assistant Vice President,

Description of Contractors

- (1) **BioBAT, Inc.** was created to operate a research and manufacturing center at BAT that leases affordable wet lab and office space to expanding science and technology companies. NYCEDC is a Member of BioBat, Inc.
- (2) **Henry Street Settlement** was founded in 1893 by social work pioneer Lillian Wald. The nonprofit's mission is to open doors of opportunity to enrich lives for Lower East Side residents and other New Yorkers through social services, the arts and health care programs.
- (3) **Lower Manhattan Cultural Council, Inc.** empowers artists by providing them with networks, resources and support, to create vibrant, sustainable communities in Lower Manhattan and beyond.

Exhibit H

**NIXON PEABODY LLP
Executive Committee Meeting
December 19, 2018**

Project: Legal representation of NYCEDC and The City of New York (the "City") regarding the New York Wheel project, primarily with regard to matters related to the Agreement of Lease, dated as of December 24, 2013, between the City, as landlord, and New York Wheel Owner LLC, as tenant (the "Lease"), for the New York Wheel project. New York Wheel was proposed to be an approximately 625-foot high observation wheel to be situated on the St. George Waterfront of Staten Island. Additionally there were to be approximately 95,000 square feet of retail space in a now partially completed terminal building and an approximately 950 parking space garage.

Contractor: Nixon Peabody LLP ("Nixon Peabody")

Agreement to be Approved: An agreement with Nixon Peabody for Project services (the "Retainer Agreement")

Procurement Method: Sole source

Amount to be Approved: Up to \$250,000

Source of Funds to NYCEDC: NYCEDC's programmatic budget

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

Scope: NYCEDC understands that the tenant under the Lease, the developer of the New York Wheel project, has ceased operating the premises on which the New York Wheel and related facilities were to be located.

NYCEDC and the City wish to retain counsel with related expertise to help with any issues that may arise therefrom. Nixon Peabody has this expertise and has provided various legal services to NYCEDC and IDA for several years.

Nixon Peabody will charge the following rates per hour: \$550 for partners and counsel, \$450 for senior associates with at least 6 years' experience, \$350 for associates with more than two but less than 6 years' experience, and \$175 for associates with less than 2 years of experience and paralegals. Nixon Peabody will also be reimbursed for certain expenses. The City's Law Department has approved the rates and retention of Nixon Peabody for this matter.

NYCEDC Project Code: 4907

Staff: Meredith Jones, General Counsel, Legal
Richard Palumbo, Senior Counsel, Legal

Exhibit I

**HIGH VOLTAGE ELECTRICAL SYSTEMS SERVICES
Executive Committee Meeting
December 19, 2018**

Project: On-call services for high voltage electrical systems at BAT and various other sites managed by NYCEDC

Contractor: Elemco Services, Inc. ("Elemco")

Agreement to be Approved: Contract with Elemco (the "Elemco Contract") to provide Project services for three years, with NYCEDC having the option to extend the contract for two additional one year periods

Procurement Method: Publicly advertised RFP

Amount to be approved: Up to \$1,500,000 in total

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: Elemco will provide on-call electrical testing and maintenance of the high voltage electrical systems, including, but not limited to, cleaning, inspecting, exercising, lubricating and testing switchgear and transformers, at BAT and various other sites managed by NYCEDC

Proposed Resolution: To authorize the President and any empowered officer to enter into the Elemco Contract and to extend the contract by one or both option extension periods, substantially as described herein

NYCEDC Project Code: 7686

Staff: Judith Zevack, Senior Project Manager, Asset Management
Dave Aneiro, Facility Director, BAT
Michael Barone, Senior Counsel, Legal

Exhibit J

**KITCHEN INCUBATOR (FORMERLY PILOTWORKS INCUBATOR) FUND
Executive Committee Meeting
December 19, 2018**

Project: To provide funds to offset some of the operational costs and expenses of over one hundred small food businesses (the "Former Incubator Members") of the kitchen incubator formerly operated by Pilotworks Brooklyn LLC (formerly known as Foodworks Holdings, LLC) that prematurely shut down in October 2018

Contractor: PieShell LLC ("PieShell")

Agreement to be Approved: An agreement with PieShell to administer funds for the Project (the "Agreement")

Procurement Method: Sole source

PieShell operates a crowdfunding website for food and beverage companies. In October PieShell started a fund to financially assist the Former Incubator Members on its crowdfunding website. PieShell has strong relationships with the Former Incubator Members and can efficiently distribute funds to them.

Amounts to be Approved:

- Up to \$164,500 to PieShell to distribute to the Former Incubator Members
- Up to \$10,500 to PieShell for administration services related to the Project

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: Based on the needs of the Former Incubator Members, NYCEDC, under the Agreement, will contribute up to \$164,500 to PieShell's pre-existing fund to provide financial assistance directly to the Former Incubator Members and up to \$10,500 to PieShell for its administration services. PieShell will manage and distribute the funds to the Former Incubator Members pursuant to terms and conditions to be agreed upon by NYCEDC and PieShell.

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

NYCEDC Project Code: 4767

Staff: Alexandra Blisset, Deputy Chief of Staff, President's Office
Carrie Bronther, Assistant Vice President, Initiatives
Astrid Andre, Senior Counsel, Legal