



New York City Economic Development Corporation

MINUTES OF THE REGULAR MEETING
OF THE EXECUTIVE COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
February 6, 2019

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, February 6, 2019, at NYCEDC's offices at 110 William Street, in Conference Rooms 4A and 4B, New York, New York.

The following members of the Executive Committee were present:

Wilton Cedeno
William Floyd (by conference telephone)
James McSpiritt (by conference telephone)
Carl Rodrigues (as alternate for Alicia Glen)
Betty Woo

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

The meeting was chaired by James Patchett, President of NYCEDC, and called to order at 9:34 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 December 19, 2018 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the December 19, 2018 regular meeting of the Executive Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Approval of the Minutes of the January 15, 2019 Special Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the January 15, 2019 special meeting of the Executive Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

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) Venture Capital Consortium

Julia Schneider, an Assistant Vice President of NYCEDC, presented a proposal for NYCEDC, in its own capacity and/or through NYC Entrepreneurial Fund LLC, a wholly-owned subsidiary, or another wholly-owned subsidiary of NYCEDC (whichever, the "Entrepreneurial Fund") (i) to enter into co-investment agreements (and any amendments thereto, as required) between the Entrepreneurial Fund and each of Archer Gray LLC, Future/Perfect Ventures GP II, LLC, Golden Seeds Venture Fund GP LLC, Morgan Stanley & Co. LLC and WOCstar Fund GP, LLC, or affiliated entities (each a "VC Partner" and together, the "VC Partners"), (ii) to enter into other agreements needed in connection with the funding transactions by the Entrepreneurial Fund, all in connection with the Venture Capital Consortium program (the "Program"), which will provide funding opportunities for start-up technology companies in New York City founded by entrepreneurs from underrepresented groups (in particular women) who receive limited access to venture capital funding, and (iii) to acquire debt and/or equity securities for funds provided and take any other necessary or appropriate actions related to implementing the Program, on substantially the terms set forth in Exhibit A hereto.

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

Mr. McSpiritt left the meeting at this time.

(b) Life Sciences Entrepreneurial Center

Sophia Cacciatore, a Senior Project Manager of NYCEDC, presented a proposed contract with each of Company, LLC or an affiliated entity ("Company") and Innovation Development Institute Inc., d/b/a MATTER or an affiliated entity ("MATTER"), to provide operational and start-up funding for the creation, marketing, operation and management of life sciences incubators, which will augment the work being done through the City of New York's LifeSci NYC initiative by promoting business growth, supporting entrepreneurs, and spurring innovation, on substantially the terms set forth in Exhibit B hereto.

In answer to a question from Mr. Cedeno, Ms. Cacciatore stated that NYCEDC would be developing milestone-based contracts with each of the operators to achieve certain desired policy goals, which included, for example, the provision of a targeted number of events, the inclusion of diversity programs, and the incorporation of foundations and patient advocacy groups in the centers.

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) 79th Street Boat Basin

Daniel Fletcher, a Project Manager of NYCEDC, presented a proposed contract with M & N Engineering, P.C. for design and related consultant services for the 79th Street Boat Basin (the "Boat Basin") project, which will consist of some reconstruction and potential expansion of the Boat Basin and related work, on substantially the terms set forth in Exhibit C hereto.

In answer to a question from Mr. Cedeno, Mr. Fletcher stated that although NYCEDC did not anticipate that an environmental impact statement would be required for this project, NYCEDC anticipated that it would need to conduct an environmental assessment, as well as obtain a host of environmental permits. Mr. Fletcher added that the New York State Department of Environmental Conservation ("DEC") would have to sign-off on certain project work to be performed. It was further noted that work would also require approvals from the U.S. Army Corps of Engineers, and that NYCEDC would provide further analysis should any be required based on the reviews of the New York State and Federal agencies.

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.

Mr. Floyd left the meeting at this time.

(d) BQX Environmental Review

Rob Holbrook, a Senior Vice President of NYCEDC, presented a proposed contract with VHB Engineering, Surveying, Landscape Architecture and Geology, P.C. to provide for the preparation of a comprehensive compliant environmental review, preparation and filing of Uniform Land Use Review Process application(s), and related tasks including support during public outreach activities, in relation to the Brooklyn Queens Connector project, which is intended to support existing and developing residential and job centers along the Brooklyn and Queens waterfronts – many of which are underserved by transit – by presenting a competitive transit option for travel between Brooklyn and Queens that does not involve a trip through Manhattan, on substantially the terms set forth in Exhibit D hereto.

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

(e) NYC Ferry Service

Paul Boomgaardt, an Assistant Vice President of NYCEDC, presented a proposal for (i) one or more amendments to NYCEDC's construction management contract (a "CM Contract") with Skanska USA Building Inc. ("Skanska") for the NYC Ferry project (the "Skanska Contract") to provide for additional construction management ("CM") and related services related to existing landings and expansion of NYC Ferry service and to extend the term of the Skanska Contract, (ii) a contract with May Ship Repair Contracting Corporation to provide for project-related barge fabrication services, and (iii) any needed agreements to obtain funds ("Funding Source Agreements") for the project, all to provide for the further implementation of the NYC Ferry program, on substantially the terms set forth in Exhibit E hereto.

In answer to a question from Mr. Ceden, Mr. Patchett stated that NYCEDC would continue to maintain the \$2.75 fare for NYC Ferry. Mr. Patchett further stated that ridership was above expectations and added that the proposed expansion of NYC Ferry service and its extension further out to other parts of the City would result in a slight increase in the cost per rider, and that such increase would not have a significant impact on the average subsidy per rider.

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

Mr. Patchett stated that Mr. Boomgaardt would be leaving NYCEDC soon and thanked him for his service and invaluable contribution to NYCEDC and the NYC Ferry system.

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) Sale of Vessels

A proposed agreement between NYCEDC and Port Imperial Ferry Corp. ("PIFC") pursuant to which PIFC will charter and have the right to purchase, at the end of the charter term, up to four NYCEDC-owned vessels (the "Vessels"), on substantially the terms set forth in Exhibit F hereto.

Mr. Katz informed the Executive Committee that Mark Patricof, a Director of NYCEDC, held an interest in and served as a Board member of Hornblower. He was informing the Executive Committee about this because of the possibility that Hornblower could obtain a license involving the Vessels.

(b) Citywide Rehabilitation/Improvements

(i) One or more proposed amendments to NYCEDC's 2012 facilities management/construction management contract (a "FM/CM Contract") with Hunter Roberts Construction Group, L.L.C. ("Hunter Roberts"), (ii) one or more proposed amendments to NYCEDC's 2017 FM/CM Contract with Hunter Roberts, (iii) one or more proposed amendments to NYCEDC's CM Contract with The McKissack Group, Inc. d/b/a McKissack & McKissack, and (iv) any needed Funding Source Agreements, to provide for work related to facilities at various locations in the City, on substantially the terms set forth in Exhibit G hereto.

(c) Park Avenue/125th Street Public Realm Project

(i) A proposed agreement with JR CRUZ Corp. for project construction services, (ii) a proposed agreement with Metro-North Commuter Railroad Company ("Metro-North") for Metro-North to provide project accommodation and related services for a portion of the project, and (iii) any needed Funding Source Agreements, including agreements with utilities to pay for project utility work, related to the construction of pedestrian safety and streetscape improvements and a plaza in the area around the Metro-North Harlem-125th Street Station in East Harlem, on substantially the terms set forth in Exhibit H hereto.

In answer to a question from Mr. Hector Cordero-Guzman, Mr. Patchett stated that when doing projects NYCEDC would try to determine how to address social impacts of the projects on the neighborhood.

(d) Digital Health Marketplace/Pilot Health Tech NYC

A proposed contract with MATTER to provide for the development, launch and operation of a new revised iteration of the Digital Health Marketplace, a program designed to facilitate the commercialization of digital health technology and the funding of digital health companies, on substantially the terms set forth in Exhibit I 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 F – I hereto. Such motion was seconded and unanimously approved.

5. Approvals

With respect to the items set forth in Sections 3(a) – (e) and 4(a) – (d) 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 10:09 a.m.

Mark Silversmith
Assistant Secretary

Dated: March 20, 2019
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
HDC	New York City Housing Development Corporation
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

**VENTURE CAPITAL CONSORTIUM
Executive Committee Meeting
February 6, 2019**

Project: The Venture Capital Consortium (the "Program") will provide funding opportunities for start-up technology companies in New York City founded by entrepreneurs from underrepresented groups (in particular women), who receive limited access to venture capital funding. Under the Program, NYCEDC, through NYC Entrepreneurial Fund LLC, a wholly-owned subsidiary, or another wholly-owned subsidiary of NYCEDC (whichever, the "Entrepreneurial Fund"), and venture capital companies involved with the Program will provide seed and early stage funding into technology companies (the "Investees") based in New York City and founded by entrepreneurs from underrepresented groups. An internal review committee consisting of cross-departmental NYCEDC staff will review and assess potential funding opportunities under the Program.

Contractors: Each of the following venture capital companies or affiliated entities (each a "VC Partner" and together, the "VC Partners"):

- Archer Gray LLC
- Future/Perfect Ventures GP II, LLC
- Golden Seeds Venture Fund GP LLC
- Morgan Stanley & Co. LLC
- WOCstar Fund GP, LLC

Agreements to be Approved:

- Co-investment agreements between Entrepreneurial Fund and each VC Partner (the "Co-Investment Agreements")
- Other agreements needed in connection with the funding transactions by Entrepreneurial Fund with regard to the Investees (the "Transaction Documents")

Procurement Method: A publicly advertised RFP to select the VC Partners

Amount to be Approved: Up to \$10,000,000 in the aggregate

Source of Funds: NYCEDC programmatic budget funds

Scope: Under each Co-Investment Agreement, each VC Partner will:

- Identify seed and early stage entities based in New York City and founded by entrepreneurs from underrepresented groups, to which to provide funding
- Conduct due diligence on identified funding opportunities
- Prepare and present to NYCEDC funding recommendations and analyses
- Commit to fund an amount to be negotiated with each VC Partner of its capital for every \$1 funded through Entrepreneurial Fund to an Investee recommended by the VC Partner
- Monitor and manage each funding to an Investee made by the Entrepreneurial Fund and the VC Partner, advise NYCEDC on strategies to protect and/or

restructure the funding, as applicable, and provide reporting to NYCEDC on each such Investee.

The Entrepreneurial Fund may also provide funding to an Investee without the involvement of a VC Partner.

Proposed Resolution: To authorize the President and any empowered officer, on behalf of NYCEDC, in its own capacity and/or through Entrepreneurial Fund:

- to enter into the Co-Investment Agreements (and any amendments thereto, as required)
- to enter into all Transaction Documents (and any amendments thereto, as required)
- to acquire debt and/or equity securities for funds provided and take any other necessary or appropriate actions related to implementing the Program

NYCEDC Project Code: 6397

Staff: Eric Clement, Senior Vice President, Strategic Investments Group
Joshua Stephens, Assistant Vice President, Strategic Investments Group
Julia Schneider, Assistant Vice President, Strategic Investments Group
Caroline Nguyen, Counsel, Legal

Exhibit B

LIFE SCIENCES ENTREPRENEURIAL CENTER Executive Committee Meeting February 6, 2019

Project: Provide operational and start-up funding to two contractors to create, market, operate and manage life sciences incubators, which will augment the work being done through the City's LifeSci NYC initiative by promoting business growth, supporting entrepreneurs, and spurring innovation. A critical component of the LifeSci NYC initiative is to provide support funds to spur the development of incubation spaces that are complimentary to the City's growing ecosystem of commercial life sciences. Each incubator will be a part of this growing network. The incubators are expected to serve growing local companies and organizations that are conducting research, design or product development in the digital, clinical, and/or consumer life sciences sectors.

Contractors:

- Company, LLC or an affiliated entity ("Company")
- Innovation Development Institute Inc., d/b/a MATTER or an affiliated entity ("MATTER")

Agreements to be Approved: A contract with each of Company and MATTER to provide the Project services (collectively, the "Contracts")

Procurement Method: Publicly advertised RFP

Amount to be Approved: Up to \$5,000,000 in the aggregate

Source of Funds: NYCEDC's programmatic budget

Scope: NYCEDC proposes to contract with each Contractor to open and operate a new incubator in New York City.

Each Contractor is responsible for designing and building out its incubator space and for strategic and financial planning, procurement outreach, marketing and publicity, tracking and reporting on progress, managing the space, managing community programs, building community through stakeholder engagements, and developing alliances and sponsorships. Particular focus will be given to facilitating the development of relationships through stakeholders both within each incubator and within the overall NYC life sciences community.

Company plans that its incubator will include co-working space, expansion space for companies, and access to shared lab space. It is anticipated that community programs will include events for incubator members as well as the public, international delegations, and ecosystems investor stakeholders.

MATTER plans that its incubator will include co-working space, expansion space, convening space, and private offices. It is anticipated that programs will include

community events, speaker series, and programs designed for corporate innovation teams.

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

NYCEDC Project Code: 7377

Staff: Sophia Cacciatore, Senior Project Manager, Life Sciences
Doug Thiede, Senior Vice President, Life Sciences and Healthcare
Anne Sherman, Senior Counsel, Legal

Exhibit C

**79th STREET BOAT BASIN
Executive Committee Meeting
February 6, 2019**

Project: Design and related consultant services for the 79th Street Boat Basin (the "Boat Basin") project

Contractor: M & N Engineering, P.C. ("M & N")

Agreement to be Approved: A consulting contract with M & N for Project services (the "M&N Contract")

Procurement Method: Publicly advertised RFP

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

Source of Funds to NYCEDC: City Capital Budget funds

Scope: M&N shall provide design and related consultant services for the Boat Basin project. The design and construction of the Boat Basin project will consist of reconstruction (with the exception of the completed A-Dock) and potential expansion of the Boat Basin and related work. This work is anticipated to include, without limitation the following:

- Reconstruction of the "C-Dock" structure
- Construction of a new fixed wavescreen at the south end of the Boat Basin
- Reconstruction of floating dock structures
- Reconstruction of a dockhouse structure and associated utilities
- Rehabilitation of the seawall structure
- Dredging and debris removal
- Rehabilitation or relocation of utilities as required
- Lighting
- Seating and other site furniture
- Railings
- Signage
- Fire protection related work
- Possible expansion of floating dock structures

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

NYCEDC Project Code: 7353

Staff: Daniel Fletcher, Project Manager, Capital Program
Terri Bahr, Vice President, Capital Program
Len Greco, Senior Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit D

BQX ENVIRONMENTAL REVIEW Executive Committee Meeting February 6, 2019

Project: Preparation of a comprehensive compliant environmental review, preparation and filing of ULURP application(s), and related tasks including support during public outreach activities, in relation to the Brooklyn Queens Connector ("BQX") project, which is intended to support existing and developing residential and job centers along the Brooklyn and Queens waterfronts - many of which are underserved by transit—by presenting a competitive transit option for travel between Brooklyn and Queens that does not involve a trip through Manhattan, substantially as described herein

Contractor: VHB Engineering, Surveying, Landscape Architecture and Geology, P.C. (the "EIS Consultant")

Agreement to be Approved: A contract with the EIS Consultant for Project services (the "Consultant Contract")

Procurement Method: Sole source since there were only two responses to a targeted RFP for the Consultant Contract

Amount to be Approved: Up to \$7,245,000

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: The EIS Consultant will help prepare a comprehensive compliant environmental review and help prepare and file ULURP application(s) and undertake related actions, for the BQX project. In connection therewith, the EIS Consultant will conduct environmental review required by CEQR to support the City's discretionary decision making. The EIS Consultant will also conduct an environmental review that is compliant with the federal National Environmental Policy Act, that preserves the City's ability to use federal funding for the construction of BQX and allows the City to satisfy any environmental requirements for federal permitting (e.g., United States Army Corps permits related to construction in navigable waters or Coast Guard bridge permits). The scope includes an engineering support task to provide engineering/design inputs to the EIS analyses, based on the design criteria set by the BQX conceptual design. The EIS Consultant will also provide support to the NYCEDC Government and Community Relations team in the ongoing effort to ensure meaningful public participation on the BQX project.

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

NYCEDC Project Code: 7759

Staff: Rob Holbrook, Senior Vice President, Planning
Wil Fisher, Senior Project Manager, Government and Community Relations
Caroline Nguyen, Counsel, Legal

Exhibit E

NYC FERRY SERVICE Executive Committee Meeting February 6, 2019

Project: CM and related services and barge fabrication services related to the further implementation of the NYC Ferry program. NYC Ferry has now launched six routes and, as Mayor de Blasio announced on January 10, 2019, the NYC Ferry service will be expanding, adding two new routes (the St. George and Coney Island routes) and modifying service on three existing routes (extending the Soundview route to Throgs Neck, adding the Brooklyn Navy Yard to the Astoria route, removing DUMBO from the South Brooklyn route, and moving Bay Ridge from the South Brooklyn route to the Coney Island route). The Brooklyn Navy Yard landing is expected to open in 2019, the St. George route is projected to open in 2020, and the other launches and modifications are projected for 2021.

Contractors:

- Skanska
- May Ship Repair Contracting Corporation ("May Ship Repair")

Agreements to be Approved:

- One or more amendments (the "Skanska Amendments") to NYCEDC's CM Contract with Skanska (the "Skanska Contract") for the NYC Ferry project, for the provision of additional CM and related services related to existing landings and expansion of NYC Ferry service and to extend the term of the Skanska Contract to enable Skanska to complete the services
- A contract with May Ship Repair (the "May Ship Repair Contract") for the provision of Project-related barge fabrication services
- Any needed Funding Source Agreements

Procurement Methods:

- Skanska Amendments: sole source amendments to a contract that was competitively procured. Skanska will act as a CM and procure subcontractors for the Project work assigned to it in a manner permitted under its contract, with the primary procurement method anticipated to be a method similar to the CM method of procurement in NYCEDC's contracts with the City. Subcontractors retained by Skanska may, in turn, subcontract certain work.
- May Ship Repair Contract: sole source. May Ship Repair was the barge fabricator for the 2017-2018 NYC Ferry landing construction. In its past experience with the NYC Ferry, May Ship Repair has demonstrated that it is capable of performing high quality barge fabrication in a timely fashion, has been flexible and responsive to the needs of NYCEDC, and has unique capabilities relevant to the continued success of NYC Ferry.

Amounts to be Approved:

- Up to \$48,500,000 for the Skanska Amendments, consisting of approximately \$6,000,000 for CM services and the balance for subcontracts to be procured by Skanska
- Up to \$3,500,000 for the May Ship Repair Contract

Sources of Funds to NYCEDC: City Capital Budget funds

Scope: Through the Skanska Amendments, Skanska shall provide services related to the construction of new ferry landings at St. George, Staten Island, Coney Island, Brooklyn, and Throgs Neck, the Bronx for the expansion of NYC Ferry to currently unserved areas. Skanska shall also provide services related to improvements at several of the existing NYC Ferry landings to improve passenger circulation and increase vessel capacity and provide enhanced passenger experience.

In connection with the above described work, NYCEDC will retain May Shop Repair to perform barge fabrication services through the May Ship Repair Contract, consisting primarily of the construction of new barges for two new landings and two existing landings being improved by Skanska.

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

The NYC Ferry Service Project was last presented to the Executive Committee on June 27, 2018.

Project Code: 6155

Staff: Paul Boomgaardt, Assistant Vice President, Asset Management
Phillip Grant, Senior Vice President, Asset Management
Michael Barone, Senior Counsel, Legal

MAP

NYC Ferry 2020-2021 Expansion Map



NYC FERRY ROUTES/SERVICES

- Astoria
- East River
- Lower East Side
- Rockaway
- Soundview
- Shuttle Service
- Governors Island Summer Weekend Service

FUTURE ROUTES

- Brooklyn Navy Yard (May 2019)
- Coney Island (2021)
- South Brooklyn Updated Route (2021)
- St. George (2020)
- Throgs Neck/Ferry Point Park (2021)

OTHER FERRY SERVICES

- Staten Island Ferry Service (Free)

Some landings shown do not yet exist or will undergo upgrades to become operational. Map as of 1/10/19

Exhibit F

**SALE OF VESSELS
Executive Committee Meeting
February 6, 2019**

Project: The charter and sale by NYCEDC of up to four NYCEDC-owned vessels (the "Vessels") to Port Imperial Ferry Corp. ("PIFC")

Counterparty: PIFC

Agreement to be Approved: Agreement between NYCEDC and PIFC pursuant to which PIFC will charter and have the right to purchase, at the end of the charter term, up to four Vessels

Procurement Method: NYCEDC proposes to undertake the charter and sale of the Vessels to PIFC on a sole source basis.

Sale Price: \$5,419,494.76 for all four Vessels (See Attachment A). The Vessels were appraised by Martin, Ottaway, van Hemmen & Dolan, Inc. in January, 2019 (See Attachment A).

Proposed Transaction:

The Vessels are 150 passenger T Class vessels built between 1999 and 2001 for the purpose of providing ferry service. NYCEDC purchased the Vessels in 2016 for \$6,000,000 (\$1,500,000 for each Vessel), from their previous owner, BillyBey Ferry Company ("BillyBey"), in connection with the termination of NYCEDC's East River Ferry Service contract. Such ferry service had been operated by BillyBey and PIFC.

Two of the Vessels, the Christopher Columbus and the Peter Weiss, have been under charter to HNY Ferry, LLC ("HNY Ferry") since May, 2017 and used for NYC Ferry operations. The two other Vessels, the Fiorello LaGuardia and the Yogi Berra, have been under charter to PIFC since June, 2017 and at times have been used for NYC Ferry. PIFC owns the remaining inventory of spare parts for the Vessels, making it prohibitively expensive for any other purchaser to be able to maintain these Vessels.

Under the Agreement, PIFC will charter up to four Vessels from NYCEDC for a term of 84 months (the "Term"). PIFC will, in turn, charter up to four of them to HNY Ferry, as needed, for NYC Ferry at a discounted rate through September 2020. PIFC shall be responsible for all operational costs associated with the Vessels during the Term. The charter fees paid to NYCEDC during the Term shall be applied as installment payments against the purchase price, with a final payment at the end of the Term of the higher of \$1 or the balance due per Vessel after taking into account credits. NYCEDC will also credit PIFC with up to \$200,000 for repairs made to the Christopher Columbus and the Peter Weiss. PIFC will also receive a credit of \$924,994.74 for charter payments

previously made for the Fiorello LaGuardia and the Yogi Berra for the period June 2017 through December 2018. (See Attachment A)

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

NYCEDC Project Code: 7856

Staff: Matthew Kwatinetz, Executive Vice President, Asset Management
James Wong, Vice President, Asset Management
Felix Ceballos, Assistant Vice President, Asset Management
Ethan Wiseman, Assistant Vice President, Asset Management
Jenny Lee, Senior Associate, Asset Management
Lauren Brady, Senior Counsel, Legal

Attachment A

Vessel	Sale Price	Charter Fees Over the Term	Credits	Monthly Charter Fee	Appraisal Ranges
Fiorello LaGuardia	\$1,454,873.69	\$992,376.32	\$462,497.37 (previous charter payments)	\$11,814	\$1,300,000 to \$1,400,000
Yogi Berra	\$1,454,873.69	\$992,376.32	\$462,497.37 (previous charter payments)	\$11,814	\$1,350,000 to \$1,450,000
Christopher Columbus	\$1,254,873.69	\$1,154,873.69	Up to \$200,000, reduced by repair credits used for Peter Weiss repairs, (repairs to Christopher Columbus)	\$13,748	\$1,250,000 to \$1,350,000
Peter Weiss	\$1,254,873.69	\$1,154,873.69	Up to \$200,000, reduced by repair credits used for Christopher Columbus repairs, (repairs to Peter Weiss)	\$13,748	\$1,250,000 to \$1,350,000
Totals	\$5,419,494.76	\$4,294,500.02	Up to \$1,124,994.74		

Exhibit G

**CITYWIDE REHABILITATION/IMPROVEMENTS
Executive Committee Meeting
February 6, 2019**

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

Contractors:

- Hunter Roberts
- McKissack

Agreements to be Approved for Project Work:

- One or more amendments (the "2012 Hunter Roberts Amendments") to NYCEDC's 2012 FM/CM Contract with Hunter Roberts (the "2012 Hunter Roberts Contract") to provide for Project services
- One or more amendments (the "2017 Hunter Roberts Amendments") to NYCEDC's 2017 FM/CM Contract with Hunter Roberts (the "2017 Hunter Roberts Contract") to provide for Project services
- One or more amendments (the "McKissack Amendments") to NYCEDC's CM Contract with McKissack (the "McKissack Contract") to provide for Project services
- Any needed Funding Source Agreements

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

Amounts to be Approved:

- Up to \$1,107,000 for the 2012 Hunter Roberts Amendments
- Up to \$20,138,000 for the 2017 Hunter Roberts Amendments
- Up to \$12,400,000 for the McKissack Amendments

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

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

Proposed Resolution: To authorize the President and any empowered officer to enter into the 2012 Hunter Roberts Amendments, 2017 Hunter Roberts Amendments, McKissack Amendments and any needed Funding Source Agreements, substantially as described herein

Staff: Phillip Grant, Senior Vice President, Asset Management
Angelica Zhang, Senior Project Manager, Asset Management
Prince Flanigan, Senior Project Manager, Asset Management
Joseph Palazzola, Senior Project Manager, Asset Management
Michael Barone, Senior Counsel, Legal

Attachment A

Contract	Work Site	Borough	Project Work	Estimated Maximum Cost	Project Number
2012 Hunter Roberts	Community Association of Progressive Dominicans, Inc. ("ACDP"), 3940 Broadway	Manhattan	Construction and other related work primarily to rehabilitate the floor of a health clinic of ACDP.	\$192,000 (Capital)	6501
2012 Hunter Roberts	La Marqueta Plaza, 1607 Park Avenue	Manhattan	Design, construction and other related work at La Marqueta Plaza to create an event space.	\$915,000 (Programmatic)	6725
			<u>Total 2012 Hunter Roberts Amendments</u>	\$1,107,000	
2017 Hunter Roberts	NYCEDC owned and managed properties	Citywide	Contractor to develop an inspection manual and a facilities condition database to be used to assess the state of repair of NYCEDC assets	\$780,000 (Programmatic)	6389
2017 Hunter Roberts	Various locations in Long Island City and Citywide	Citywide	Cost estimating and constructability review for potential capital projects in Long Island City and elsewhere in the City.	\$400,000 (Programmatic)	7842
2017 Hunter Roberts	Various locations	Brooklyn	Cost estimating services at various properties	\$150,000 (Programmatic)	TBD
2017 Hunter Roberts	Pier 76	Manhattan	Construction and other related services regarding the rehabilitation of Pier 76	\$18,808,000 (Capital)	7528
			<u>Total 2017 Hunter Roberts Amendments</u>	\$20,138,000	
McKissack	Mart 125, 260 West 125 th Street	Manhattan	Construction and other related work to transform Mart 125 primarily into a shared space facility aimed at helping maintain the culture of the community.	\$12,400,000 (Capital)	7019
			<u>Total McKissack Amendments</u>	\$12,400,000	

Exhibit H

PARK AVENUE/125th STREET PUBLIC REALM PROJECT Executive Committee Meeting February 6, 2019

Project: Work related to the construction of pedestrian safety and streetscape improvements and a plaza in the area around the Metro-North Harlem-125th Street Station in East Harlem. The Project site for this work extends from 124th to 126th Streets principally along Park Avenue and includes areas underneath an elevated rail viaduct. The intersection of Park Avenue and 125th Street is a Vision Zero priority intersection and in the top 1% for crashes boroughwide.

Contractors:

- JR CRUZ Corp.
- Metro-North Commuter Railroad Company ("Metro-North")

Agreements to be Approved:

- An agreement with JR CRUZ Corp. for construction services for the Project (the "Construction Contract")
- An agreement (the "Metro-North Agreement") to be entered into with Metro-North for Metro-North to provide project accommodation and related services for a portion of the Project
- Any needed Funding Source Agreements, including agreements with utilities to pay for Project utility work

Procurement Methods:

- The Construction Contract - invitation for bids
- The Metro-North Agreement - sole source

Amounts to be Approved:

- Up to \$5,000,000 for the Construction Contract
- Up to \$300,000 for the Metro-North Agreement

Source of Funds:

- Federal Highway Administration ("FHWA") funds
- City Capital Budget funds

Scope: The Project improvements will include the installation of new curb alignments, pedestrian cross-walks and sidewalks, a new plaza, street lighting, and site furnishings, and are intended to improve pedestrian and vehicular safety and create a public space that aims to stimulate private investment. The Project design and resident engineering services are being performed under separate contracts.

Related utility relocations necessary to implement the Project will be included within the scope of work.

The Project is located in part underneath a portion of the MTA Metro-North Park Avenue Viaduct. As a result, Metro-North will provide inspection services with regard to its related railroad infrastructure under the Metro-North Agreement. Metro-North will be reimbursed for the cost of this work.

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

The Park Avenue/125th Street Public Realm Project was last presented to the Executive Committee on March 29, 2017.

NYCEDC Project Code: 5497

Staff: Yvi McEvilly, Assistant Vice President, Capital Program
Len Greco, Senior Vice President, Capital Program
Michael Barone, Senior Counsel, Legal

Exhibit I

**DIGITAL HEALTH MARKETPLACE/PILOT HEALTH TECH NYC
Executive Committee Meeting
February 6, 2019**

Project: Developing, launching and operating a new revised iteration of the Digital Health Marketplace, a program designed to facilitate the commercialization of digital health technology and the funding of digital health companies. The previous iterations of this program went to the Executive Committee under the name Pilot Health Tech NYC.

Contractor: Innovation Development Institute Inc., d/b/a MATTER or an affiliated entity ("MATTER")

Agreement to be Approved: A contract with MATTER to provide Project services (the "Contract")

Procurement Method: Publicly advertised RFP

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

Source of Funds: NYCEDC's programmatic budget

Scope: MATTER will create a marketplace for health technologies by matching digital health companies with potential clients and investors, and by implementing a competition to support the advancement of digital health companies pursuant to which MATTER will make awards in whole or in part using NYCEDC funds to digital health companies to help jumpstart those companies. It is anticipated that MATTER will also host events and workshops designed to foster and support the digital health ecosystem in New York City, in order to complement and amplify the Project's impact. MATTER will also market the Project, track and report on its progress, and develop stakeholder alliances for the Project.

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

The Pilot Health Tech NYC Project last went to the Executive Committee on April 30, 2015.

NYCEDC Project Code: 5182

Staff: Michelle Anand, Senior Project Manager, Initiatives
Mikko Baylosis, Project Manager, Initiatives
Doug Thiede, Senior Vice President, Initiatives
Léon M. Willis II, Senior Counsel, Legal