

MINUTES OF THE REGULAR MEETING
OF THE EXECUTIVE COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
May 9, 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, May 9, 2018, at NYCEDC's offices at 110 William Street, in Conference Rooms 4A and 4B, New York, New York.

The following members of the Executive Committee were present:

William Candelaria
William Floyd
James McSpiritt
Carl Rodrigues (as alternate for Alicia Glen)
Michael Schlein
Betty Woo

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

The meeting was chaired by Michael Schlein, Chairperson of NYCEDC, and called to order at 9:33 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 March 20, 2018 Regular Meeting of the Executive Committee

There were no questions or comments with respect to the minutes of the March 20, 2018 regular meeting of the Executive Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

Mr. McSpiritt joined the meeting at this time.

2. Contract to be Approved

The following contract, authorization, expenditure and matter 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.)

Mr. McSpirtt joined the meeting at this time.

(a) Sunnyside Yard Master Plan

Kate Ward, an Assistant Vice President of NYCEDC, presented a proposed contract with Practice for Architecture Urbanism, D.P.C. for services related to the undertaking of a comprehensive master plan for potential future development of Sunnyside Yard and surrounding areas in Queens, on substantially the terms set forth in Exhibit A hereto.

At this time, Mr. Patchett explained that this was an enormous project and that, at approximately 180 acres, the site was much larger than that of the Hudson Yards development.

In answer to a question from Mr. McSpirtt, Ms. Ward stated that NYCEDC had received nine responses to the publicly advertised Request for Qualifications for the proposed contract, and that NYCEDC subsequently selected three respondents to receive a Request for Proposals.

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.

3. Other Contracts and Matters

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

(a) Land Survey Retainer Contracts

(i) A proposed separate contract with each of Control Point Associates, Inc., KS Engineers, P.C., Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, D.P.C. and NV5 New York – Engineers, Architects, Landscape Architects and Surveyors, and any amendments thereto, to provide for on-call services relating to land surveying, map and utility research, and mobilizing professional teams for a given survey and related tasks, and (ii) any agreements necessary to obtain funds (“Funding Source Agreements”) for this project, on substantially the terms set forth in Exhibit B hereto.

(b) Citywide Rehabilitation/Improvements

(i) One or more proposed amendments to NYCEDC’s 2017 facilities management/construction management contract (a “FM/CM Contract”) with Hunter Roberts Construction Group, L.L.C., (ii) one or more proposed amendments to NYCEDC’s 2017 construction management contract (a “CM Contract”) with Skanska USA Building Inc. (“Skanska”), (iii) one or more proposed amendments to NYCEDC’s

2012 CM Contract with Skanska to extend its term to enable Skanska to complete projects for which it was performing services thereunder (such extension was anticipated to be for approximately three years and will not change the authorized amount of funds), (iv) one or more proposed amendments to NYCEDC's 2017 CM Contract with Armand Corporation d/b/a Armand of New York, and (v) any needed Funding Source Agreements, to provide for work related to waterfront and other facilities at various locations in the City, on substantially the terms set forth in Exhibit C hereto.

(c) On-Call Electrical System Maintenance, Repair and Emergency Services

A proposed amendment to the contract with Demand Electric Inc. (the "Demand Contract") for on-call preventative maintenance, repair and emergency services for electrical systems at various sites managed by NYCEDC (the "Electrical Services"), to provide for additional funds, on substantially the terms set forth in Exhibit D hereto. The Demand Contract is the Electrical Services retainer that is used for most NYC Ferry and Brooklyn Army Terminal work.

(d) Funding Agreements

(i) Proposed funding agreements with (1) Center for the Elimination of Violence in the Family, Inc. d/b/a Center Against Domestic Violence, (2) Community Health Project, Inc., (3) Federation of Italian-American Organizations of Brooklyn, LTD, (4) HeartShare Human Services of New York, (5) La Mama Experimental Theatre Club, Inc. ("La Mama"), (6) New York City Housing Development Corporation, (7) Rocking the Boat, Inc., (8) The Brotherhood/Sister Sol, Inc. ("Brotherhood/Sister Sol") and (9) The Museum of Modern Art, or affiliates, and (ii) any agreements necessary to obtain funds for said agreements, on substantially the terms set forth in Exhibit E hereto.

Matthew Washington, a Director of NYCEDC, pointed out that funds had been allocated by the Manhattan Borough President for the La Mama and the Brotherhood/Sister Sol funding agreements. Elizabeth Verostek, a Senior Vice President of NYCEDC, stated that those allocated funds were included in the funds listed in the item as being funds provided by the Department of Cultural Affairs for La MaMa and should have been listed with the City Council as a source of funds for Brotherhood/Sister Sol. She said that she would double-check this and did so after the meeting.

(e) Legal Retainer: Battery Maritime Building Lease

A proposed amendment to a legal retainer contract with Nixon Peabody LLP to provide for the continuation of legal services related to a restructuring of the Battery Maritime Building ("BMB") redevelopment initiative, including historic tax credit structuring and the assignment, assumption and restatement of the existing BMB agreement of lease, on substantially the terms set forth in Exhibit F hereto.

(f) LifeSci NYC Internship Program

A proposed amendment to the previously authorized contract with Upper West Strategies, LLC ("UWS") for services related to the development and implementation of the LifeSci NYC Internship Program (the "Program"), to provide funding for administrative costs of UWS and any of its subcontractors related to the processing and disbursement of stipends and other fees and expenses related to the Program and, with NYCEDC's consent, to subsidize the compensation of interns by "host companies", on substantially the terms set forth in Exhibit G hereto.

(g) Brooklyn Cruise Terminal Amendment of the Shore Power Agreement

A proposed amendment to the previously authorized agreement (the "Shore Power Agreement") with Carnival Corporation and certain of its subsidiaries, which provides for maintenance and use of the shore power system at the Brooklyn Cruise Terminal, to extend the term of the Shore Power Agreement through December 31, 2018, and any related agreements to implement the transaction, on substantially the terms set forth in Exhibit H hereto.

Approval of Section 3 Contracts and Matters

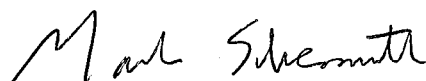
A motion was made to authorize the matters set forth for authorization in the Proposed Resolution sections of Exhibits B – H hereto, with changes to the source of funds for funding agreements as indicated in Section 3(d) above. Such motion was seconded and unanimously approved.

4. Approvals

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

5. Adjournment

There being no further business to come before the meeting, the meeting of the Executive Committee was adjourned at 9:47 a.m.


Assistant Secretary

Dated: May 9, 2018
New York, New York

ATTACHMENT 1

DEFINITIONS

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

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

Exhibit A

**SUNNYSIDE YARD MASTER PLAN
Executive Committee Meeting
May 9, 2018**

Project: Undertake a comprehensive master plan for potential future development of Sunnyside Yard and surrounding areas (the "Master Plan"). Sunnyside Yard is a large active railyard covering approximately 180 acres in Queens, and any development plan will require the construction of an overbuild deck to cover the rail uses. NYCEDC released the results of an initial feasibility study for a development project at Sunnyside Yard in early 2017.

Contractor: Practice for Architecture Urbanism, D.P.C. ("PAU")

Agreement to be Approved: A contract (the "Master Plan Contract") with PAU for Master Plan services

Procurement Method: RFP to qualified respondents, as were selected from a publicly advertised RFQ

Amount to be Approved: Up to \$6,500,000

Source of Funds: City tax levy funds and NYCEDC programmatic budget funds

Scope:

- PAU will undertake a Master Plan, which will include development and proposal of both a comprehensive development framework for all of Sunnyside Yard and also a detailed first phase of development over a portion of the site.
- The Master Plan will include a conceptual design for the overbuild deck and infrastructure necessary for development of Sunnyside Yard and will integrate the current and anticipated future needs of the railroads operating within Sunnyside Yard.
- PAU will also review and analyze intracity transportation conditions, including the existing and future transit capacity in and around Sunnyside Yard, in order to identify a set of infrastructure and transportation investments that might be incorporated into the Master Plan in order to provide a plan for increased population density in the area.
- Additional tasks will include background analysis, assessment of site conditions with an inventory of current activity within Sunnyside Yard, a financial feasibility analysis, preparation of a stakeholder engagement plan with materials for outreach, and identification of potential environmental review and approval pathways for a development project.

Certain tasks may be undertaken by subcontractors of PAU.

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

NYCEDC Project Code: 7129

Staff: Nate Bliss, Senior Vice President, Development
Cali Williams, Vice President, Development
Kate Ward, Assistant Vice President, Development
Anne Sherman, Counsel, Legal

Exhibit B

**LAND SURVEY RETAINER CONTRACTS
Executive Committee Meeting
May 9, 2018**

Project: Retaining on-call consultants with experience and expertise in land surveying, map and utility research, and mobilizing professional teams for a given survey and related tasks

Contractors (collectively, the "Contractors"):

- Control Point Associates, Inc.
- KS Engineers, P.C.
- Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, D.P.C.
- NV5 New York – Engineers, Architects, Landscape Architects and Surveyors

Agreements to be Approved:

- A separate contract with each of the above named Contractors, and any amendments thereto, to provide on-call Project services (the "Consultant Contracts")
- Any needed Funding Source Agreements

Procurement Method: Publicly advertised RFP

Amount to be Approved: Up to \$2,000,000 in the aggregate for the Consultant Contracts

Source of Funds: The source of funds will vary depending on the particular task. Sources may include NYCEDC's programmatic budget.

Scope of services: The Contractors shall provide Project services, including but not limited to: property surveys, topographic surveys (on-land and bathymetric), utility surveys, subsurface investigations, wetland delineations, interior building as-built drawings and ALTA surveys.

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

Land survey retainer contracts were last presented to the Executive Committee on November 12, 2014.

NYCEDC Project Code: 2877

Staff: Nandy Lebon, Project Support Administrator, Planning, Development and Transportation
Marilyn Lee, Vice President, Planning
Randi Cohen, Senior Counsel, Legal

Exhibit C

CITYWIDE REHABILITATION/IMPROVEMENTS
Executive Committee Meeting
May 9, 2018

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

Contractors:

- Hunter Roberts
- Skanska
- Armand

Agreements to be Approved for Project Work:

- One or more amendments (the "Hunter Roberts FM/CM Amendments") to NYCEDC's 2017 FM/CM Contract with Hunter Roberts to provide for Project services
- One or more amendments (the "2017 Skanska Amendments") to NYCEDC's 2017 CM Contract with Skanska to provide for Project services
- One or more amendments (the "2012 Skanska Contract Amendments") to NYCEDC's 2012 CM Contract with Skanska to extend its term to enable Skanska to complete projects for which it is performing services thereunder (such extension is anticipated to be for approximately three years and will not change the authorized amount of funds)
- One or more amendments (the "Armand Amendments") to NYCEDC's 2017 CM Contract with Armand to provide for Project services
- Any needed Funding Source Agreements

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

Amounts to be Approved:

- Up to \$46,027,396 for the Hunter Roberts FM/CM Amendments
- Up to \$250,000 for the 2017 Skanska Amendments
- Up to \$1,343,745.62 for the Armand Amendments

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

Source of Funds to NYCEDC: City Capital Budget funds

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

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

Staff: Phillip Grant, Senior Vice President, Asset Management
Paul Boomgaardt, Assistant Vice President, Asset Management
Alex Gomez, Assistant Vice President, Asset Management
Prince Flanigan, Project Manager, Asset Management
Valerie Himelewski, Senior Counsel, Legal

Attachment A

Contract	Work Site	Borough	Project Work	Estimated Maximum Cost
Hunter Roberts	BAT Phase V	Brooklyn	Design, construction and other related work for BAT Phase V activation	\$20,400,000
Hunter Roberts	New Market Building	Manhattan	Design, construction and other related work to support the demolition of the New Market Building at the South Street Seaport	\$4,331,000
Hunter Roberts	BAT Elevators	Brooklyn	Design, construction and other related work to support rehabilitation of elevators at BAT	\$6,200,000
Hunter Roberts	South Brooklyn Marine Terminal 39th St Pier South Bulkhead	Brooklyn	Design, construction and other related work regarding bulkhead rehabilitation at the South Brooklyn Marine Terminal	\$2,600,000
Hunter Roberts	Stuyvesant Cove Bulkhead	Manhattan	Design, construction and other related work regarding bulkhead rehabilitation at Stuyvesant Cove	\$654,000
Hunter Roberts	West Harlem Pier	Manhattan	Design, construction and other related work regarding rehabilitation of the West Harlem Pier	\$1,700,000
Hunter Roberts	156 Rivington Street	Manhattan	Construction and related work relating primarily to the construction of the core and shell, and portions of interior fit – out, of a new 4–story building on behalf of ABC No Rio, Inc., a not–for–profit corporation, which will serve as an artistic and social community center	\$10,142,396
			<u>Total Hunter Roberts FM/CM Amendments</u>	\$46,027,396
2017 Skanska	Battery Wharf	Manhattan	Design, construction and other related work to support rehabilitation of the Battery Wharf	\$250,000

			<u>Total 2017 Skanska Amendments</u>	\$250,000
Armand	East New York Incubator	Brooklyn	Design, construction and other related work relating to improvements to the East New York Incubator building	\$1,343,745.62
			<u>Total Armand Amendments</u>	\$1,343,745.62

Exhibit D

**ON-CALL ELECTRICAL SYSTEM MAINTENANCE,
REPAIR AND EMERGENCY SERVICES
Executive Committee Meeting
May 9, 2018**

Project: On-call preventative maintenance, repair and emergency services for electrical systems at various sites managed by NYCEDC (the "Electrical Services")

Contractor: Demand Electric Inc. ("Demand")

Agreement to be Approved: An amendment (the "Demand Amendment") to the Electrical Services contract with Demand (the "Demand Contract") to provide additional funds

Procurement Method: The Demand Contract was competitively procured and is being amended.

Amount to be Approved: Up to an additional \$3,000,000. (The Demand Contract currently is for approximately \$6,000,000 of the \$9,000,000 previously authorized for three Electrical Services retainer contracts, one of which has been terminated.)

Source of Funds: NYCEDC programmatic budget funds

Scope: Provide continuing on-call Electrical Services as needed at various sites throughout the City, including BAT and NYC Ferry related properties. The Demand Contract is the Electrical Services contract that is used for most NYC Ferry and BAT work.

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

The Electrical Services contracts were last presented to the Executive Committee on April 28, 2016.

NYCEDC Project Code: 6430

Staff: Eric Bassig, Project Manager, Administrative Services
Joseph Palazzola, Senior Project Manager, Asset Management
Luz Fontana, Senior Counsel, Legal

Exhibit E

FUNDING AGREEMENTS
Executive Committee Meeting
May 9, 2018

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) Center for the Elimination of Violence in the Family, Inc. d/b/a Center Against Domestic Violence, a not-for-profit corporation – Funding Agreement	Brooklyn, New York	Brooklyn Borough President, City Council	Up to \$589,268	To fund a portion of the cost of renovations of bathrooms and replacement of windows at a domestic violence shelter.
(2) Community Health Project, Inc. ("CHP"), a not-for-profit corporation that is a federally qualified health center – Funding Agreement	356 West 18 th Street, Manhattan	City Council	Up to \$1,990,000	To fund a portion of the cost of renovation of common space and HVAC systems at CHP's West 18 th Street facility.
(3) Federation of Italian-American Organizations of Brooklyn, LTD, a not-for-profit corporation – Funding Agreement	8711 18 th Avenue, Brooklyn	Borough President, City Council	Up to \$1,243,814	To fund a portion of the cost of the initial outfitting of a new community center.

<p>(4) HeartShare Human Services of New York ("HeartShare"), a not-for-profit corporation—Funding Agreement</p>	<p>115-15 101st Avenue, Queens</p>	<p>Queens Borough President, City Council</p>	<p>Up to \$1,207,000</p>	<p>To fund a portion of the cost of renovation of a HeartShare preschool facility to upgrade entryway to be compliant with ADA regulations, and provide flooring, restrooms, kitchens, cafeteria, and exterior improvements.</p>
<p>(5) La MaMa Experimental Theatre Club, Inc. ("La MaMa"), a not-for-profit corporation—Funding Agreement</p>	<p>74A East 4th Street, Manhattan</p>	<p>Capital Budget funds made available by the Department of Cultural Affairs</p>	<p>Up to \$11,198,000</p>	<p>To fund a portion of the cost for the renovation of La Mama's studios, performance space, restrooms, dressing rooms, common spaces and core building systems at La Mama's facility.</p>
<p>(6) New York City Housing Development Corporation ("HDC"), a not-for-profit corporation—Funding Agreement</p>	<p>110 William Street, Manhattan</p>	<p>City Tax Levy</p>	<p>Up to \$670,000</p>	<p>To provide funds to engage a consultant to help establish a compliance department at NYCHA.</p>
<p>(7) Rocking the Boat, Inc., a not-for-profit corporation - Funding Agreement</p>	<p>812 Edgewater Road, Bronx</p>	<p>Bronx Borough President, City Council</p>	<p>Up to \$1,105,000</p>	<p>To fund a portion of the cost of the construction of improvements to Rocking the Boat, Inc.'s facility, consisting primarily of thermal envelope upgrade, new water/sewer line, and roof restoration.</p>

(8) The Brotherhood/Sister Sol, Inc., a not-for-profit corporation – Funding Agreement	512-514 West 143 rd Street, Manhattan	City Council	Up to \$6,302,000	To fund a portion of the cost of the construction of a new community center.
(9) The Museum of Modern Art, a not-for-profit corporation – Funding Agreement	53 West 53 rd Street, Manhattan	Capital Budget funds made available by the Department of Cultural Affairs	Up to \$5,620,000	To fund a portion of the cost of the construction of new gallery spaces within a new mixed-use building.

NYCEDC Project Codes: (1) 6657, (2) 6792, (3) 5659, (4) 7286, (5) 7268, (6) 7477, (7) 7263, (8) 6699, (9) 6617

NYCEDC Staff: (1,9) Sandy Chung, Assistant Vice President, Funding Agreements, (2, 3, 8) Alyssa Figueras, Project Manager, Funding Agreements, (4, 5, 6, 7) Vedesh Persaud, Assistant Vice President, Funding Agreements

Description of Contractors

- (1) **Center for the Elimination of Violence in the Family, Inc. d/b/a Center Against Domestic Violence**, a not-for-profit corporation, began in Brooklyn in 1976. Throughout its history, the Center has broken new ground in its effort to not only aid victims of abuse, but end the cycle of violence altogether. The Center is now the largest provider of a teen relationship abuse prevention program in New York City and reaches over 30,000 students each year.
- (2) **Community Health Project, Inc.**, a not-for-profit corporation, was established approximately 40 years ago, when two volunteer-based clinics merged to create a mostly volunteer-staffed, episodic care program housing the nation's first community-based HIV clinic. Since then, it has grown to become a federally qualified health center network with a mission to provide sensitive, quality health care and related services targeted to New York's lesbian, gay, bisexual, transgender and queer ("LGBTQ") communities while remaining welcoming to all who seek services, regardless of ability to pay.
- (3) **Federation of Italian-American Organizations of Brooklyn LTD**, a not-for-profit corporation, works to preserve Italian cultural heritage and provide services to the Italian-American community and the community at large.
- (4) **HeartShare Human Services of New York**, a not-for-profit corporation, was founded in 1914 with a mission to nurture and support, with dignity and respect, children, adults and families in order to expand opportunities and enhance lives.
- (5) **La MaMa Experimental Theatre Club, Inc.**, a not-for-profit corporation, is dedicated to the artist and all aspects of the theatre. The organization has a worldwide reputation for producing daring work in theatre, dance, performance art, and music that defies form and transcends boundaries of language, race, and culture.
- (6) **New York City Housing Development Corporation**, a not-for-profit corporation, seeking to increase the supply of multi-family housing, stimulate economic growth and revitalize neighborhoods by financing the creation and preservation of affordable housing for low-, moderate-, and middle-income New Yorkers.
- (7) **Rocking the Boat, Inc.**, a not-for-profit corporation, located in the Hunts Point section of the South Bronx, was created to help address the educational, environmental, and social problems impacting the residents of the poorest congressional district in the United States. Rocking the Boat empowers young people from the South Bronx to develop the self-confidence to set ambitious goals and gain the skills necessary to achieve them.
- (8) **The Brotherhood/Sister Sol, Inc.**, a not-for-profit corporation, was founded in 1995 and provides holistic and long-term support services to youth who range in age from eight to twenty-one. Its programming includes afterschool care, school and home counseling, summer camps, job training, college preparation, employment opportunities, community organizing training, and month-long international study programs in Africa and Latin America.
- (9) **The Museum of Modern Art**, a not-for-profit corporation, is the premier modern and contemporary art museum in New York City and among the most important cultural institutions internationally. The Museum is dedicated to being the foremost museum of modern art in the world and manifests this commitment by establishing, preserving, and documenting a permanent collection of the highest order that reflects the vitality, complexity and unfolding patterns of modern and contemporary art and by presenting exhibitions and educational programs of unparalleled significance.

Exhibit F

**LEGAL RETAINER: BATTERY MARITIME BUILDING LEASE
Executive Committee Meeting
May 9, 2018**

Project: Continuation of retention of Nixon Peabody LLP for the provision of legal services related to a restructuring of the Battery Maritime Building ("BMB") redevelopment initiative, including historic tax credit structuring and the assignment, assumption, and restatement of the existing BMB agreement of lease

Contractor: Nixon Peabody LLP ("Nixon")

Agreement to be Approved: An amendment (the "Amendment") to a legal retainer contract (the "Contract") with Nixon to provide for Project services

Procurement Method: In light of the complicated nature of the BMB redevelopment project, it is advisable to engage Nixon, the law firm that is familiar with the Project's original documentation. As such a sole source amendment is proposed to the competitively procured Contract.

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

Source of Funds to NYCEDC: Centaur Properties, LLC ("Centaur") and Cipriani USA, Inc. ("Cipriani")

Scope: Nixon will provide additional legal counsel for the Project, principally in connection with the use of historic tax credits. Nixon represented NYCEDC in the original negotiations for the BMB redevelopment project and during a previous restructuring initiative. NYCEDC is now endeavoring to recapitalize and restructure the project with a new development team composed of Centaur or an affiliated entity and Cipriani or an affiliated entity, and requires the assistance of legal counsel.

The Amendment will provide for paying Nixon at the following hourly rates, which have been approved by the City's Law Department and are in line with the rates NYCEDC has recently paid for legal representation for tax credit advice in situations in which the legal costs are reimbursed by the developer:

Partners	\$600
Counsel and Senior Associates (6+ years)	\$490
Associates (2-6 years)	\$380
Junior Associates (1-2 years) and Paralegals	\$190

Nixon may also be paid for out-of-pocket expenses.

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

The Contract was last presented to the Executive Committee in February of 2015.

Project Code: 0839

Staff: Meredith Jones, General Counsel

Jeffrey Nelson, Executive Vice President, Real Estate Transaction Services

Hester Muis, Senior Vice President, Real Estate Transaction Services

Maxwell Padden, Assistant Vice President, Real Estate Transaction Services

Exhibit G

**LIFESCI NYC INTERNSHIP PROGRAM
Executive Committee Meeting
May 9, 2018**

Project: The development and implementation of the LifeSci NYC Internship Program (the "Program"), which will connect selected students with unique opportunities at life sciences companies and institutions in the City as well as provide a suite of programmatic events and activities

Contractor: Upper West Strategies, LLC ("UWS")

Agreement to be Approved: An amendment (the "Amendment") to the previously authorized contract with UWS (the "UWS Contract") for services related to the Program

Procurement Method: Amendment to the competitively procured UWS Contract to provide funds contemplated in the original procurement for the UWS Contract

Amount to be Approved: Up to \$866,250 for the Amendment, consisting of funds authorized for an amendment to the UWS Contract on February 6, 2018 that was not entered into

Source of Funds to NYCEDC: NYCEDC programmatic budget funds

Scope: The Amendment shall include approximately \$95,000 (subject to escalation depending on future increase in operating costs) for administrative costs of UWS and any of its subcontractors related to the processing and disbursement of stipends and other fees and expenses related to the Program. The remainder of the \$866,250 in the Amendment shall be used, with NYCEDC's consent, to subsidize the compensation of interns by "host companies".

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

The LifeSci NYC Internship Program project was last presented to the Executive Committee on February 6, 2018.

NYCEDC Project Code: 6997

Staff: Doug Thiede, Senior Vice President, Life Sciences and Healthcare
Eunice Anderson, Project Manager, Life Sciences
Léon Willis, Senior Counsel, Legal

Exhibit H

**BROOKLYN CRUISE TERMINAL
AMENDMENT OF THE SHORE POWER AGREEMENT
Executive Committee Meeting
May 9, 2018**

Project: The shore power system at the Brooklyn Cruise Terminal ("BCT") enables passenger cruise ships to use shore-based electric power while docking at the BCT as an alternative to their on-board ship diesel-powered electric generators and is one of the means that can be used to reduce air pollution emissions from the operation of cruiseships. NYCEDC entered into an agreement (the "Shore Power Agreement") with Carnival Corporation and certain of its subsidiaries (together, "Carnival Lines") for the maintenance and use of the shore power system. The shore power system became operational at the BCT in the summer of 2016.

Agreement to be Approved: An amendment (the "Amendment") to the previously authorized Shore Power Agreement with Carnival Lines to extend the term through December 31, 2018.

Procurement Method: In light of Carnival Lines being the only cruise line that has agreed to use the shore power system at BCT, the amendment of the Shore Power Agreement is on a sole source basis.

Proposed Resolution: To authorize the President and any empowered officer to enter into the Amendment and any related agreements to implement the transaction substantially as described herein.

The Shore Power Agreement was last presented to the Board on February 2, 2011.

NYCEDC PROJECT CODE: 1711

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