



New York City Economic Development Corporation

MINUTES OF A SPECIAL MEETING OF THE
GOVERNANCE COMMITTEE
OF
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION
October 24, 2017

A special meeting of the Governance Committee (the "Committee") of the Board of Directors of New York City Economic Development Corporation ("NYCEDC") was held, pursuant to notice by an Assistant Secretary, on Tuesday, October 24, 2017, in the CUI Breakout Room on the 5th Floor at NYCEDC's offices at 110 William Street, New York, New York.

The following members of the Committee were present:

William Floyd (by conference telephone)
Tanya Levy-Odom (by conference telephone)
Matthew Washington (by conference telephone)
Timothy Wilkins

Also present were members of NYCEDC staff.

The meeting was chaired by Mr. Wilkins and called to order at 10:15 a.m. Meredith Jones, Executive Vice President, General Counsel and Secretary of NYCEDC, served as secretary of the duly constituted meeting, at which a quorum was present.

1. NYCEDC Board Self-Evaluation

As required by the Public Authorities Accountability Act of 2005 as amended (the "PAAA"), a self-evaluation of NYCEDC's Board of Directors (the "Board") had been undertaken for Fiscal Year ("FY") 2017.

Mr. Wilkins stated that the survey was undertaken in August and September 2017, and that 21 Board members completed the survey. Mr. Wilkins stated that the results of the survey were generally favorable, and that a majority of respondents either agreed or somewhat agreed with each of the survey statements. Mr. Wilkins added that there were, however, some areas where a respondent or a few respondents either disagreed or somewhat disagreed.

Mr. Wilkins stated that he sensed there might still be some confusion regarding the respective roles of the Board and the Executive Committee. Ms. Jones stated that the Executive Committee principally dealt with construction and consultant contracts and that the PAAA and NYCEDC's bylaws delineated that certain matters go to the Board, which primarily included real estate matters and NYCEDC's policies, procedures and financials.

Mostly everything else went to the Executive Committee. Mark Silversmith, a Special Counsel of NYCEDC, noted that two areas where other committees reviewed matters before they were sent to the Board, included (1) the Real Estate and Finance Committee's review of all real estate transactions, and (2) the Audit Committee's review of NYCEDC's financials.

Mr. Wilkins suggested that it might be helpful to provide the Board with a mini-primer on the respective functions of the Board and the Executive Committee, as well as to periodically share highlights of what the Executive Committee has done. Mr. Washington pointed out that all NYCEDC committee meetings were open, and that anyone interested in learning more about what was happening could sit in on those meetings.

With respect to Q9, "The Board sets clear and measurable performance goals for NYCEDC that contribute to accomplishing its mission," Mr. Silversmith stated that the Board had received at its last meeting the performance measurement results for FY2017, and that Board members expressed interest in the future in getting comparisons to past years results, a paragraph giving context, and some indication of how NYCEDC felt about the results. Mr. Silversmith stated that NYCEDC proposed to adopt the same metrics for FY2018 and to incorporate the above suggestions from the Board in next year's report. Mr. Silversmith pointed out that last year there was extensive discussion of the goals at the Committee and Board meetings, and that the goals were revised based on that discussion. Mr. Wilkins suggested that Board members should reach out to the Committee if they felt that there were other goals that should be added to the list. Mr. Washington noted that perhaps the language of Q9 could be reworked next year, as some may have misinterpreted it as being related to staff evaluation. Mr. Wilkins also recommended that the Committee suggest that NYCEDC's President emphasize goals a bit more in his report at the Board meetings.

With respect to Q11 regarding how "the decisions made by Board members are arrived at," Mr. Wilkins stated that perhaps there could be more preliminary Board discussions on particularly big projects. Mr. Wilkins stated that the Committee should encourage the Board to reach out to NYCEDC staff to ask questions, and that the Committee also should ask NYCEDC management to brief the Board on key upcoming projects. Ms. Jones noted that the Board could use the directory of NYCEDC senior staff provided on the Directors website to contact staff, as NYCEDC did not always know what matters one or more Directors might want additional information about or have questions about. Mr. Wilkins suggested that it might be useful to remind the members of the resources available to them on the Directors website. Mr. Washington stated that he agreed that reaching out to NYCEDC staff was very helpful and the Board should be urged to do so.

With respect to Q15, "Board members are knowledgeable about NYCEDC's programs, financial statements, reporting requirements, and other transactions," Mr. Wilkins stated that the Committee should encourage and remind the Directors that training sessions were held each year for new members, and that those sessions also

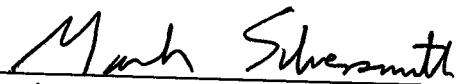
were open to any Director who wished to attend as a refresher. With respect to Q21 regarding Directors having "sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken," Mr. Wilkins recommended that the Committee provide a report on the Board's various committees. Ms. Jones added that the report should note that all of the committee meetings were open to the Directors, as well as to the public. In answer to a question from Mr. Washington, Mr. Silversmith stated that NYCEDC would send to the Board members a chart containing the dates of the Executive Committee and the Real Estate and Finance Committee meetings for the current fiscal year, as those dates were set in advance.

Mr. Wilkins discussed the responses to Q27 regarding "risk" and "risk mitigation strategies." Lastly, with respect to Q29 regarding Board members working "respectfully with each other," Mr. Wilkins noted that any member who felt that he or she had an issue on matters such as inclusion or working together, he or she could reach out to the Committee and that the Committee could then go to management anonymously to address the issue.

It was determined that at the next Board meeting the Chairman of the Committee would present a report on the FY2017 survey.

2. Adjournment

There being no further business to come before the meeting, the meeting of the Committee was adjourned at 11:17 a.m.


Assistant Secretary

Dated: June 27, 2018
New York, New York