

MINUTES OF A SPECIAL MEETING
OF THE AUDIT COMMITTEE
OF
NEW YORK CITY LAND DEVELOPMENT CORPORATION
May 10, 2018

A special meeting of the Audit Committee (the "Committee") of New York City Land Development Corporation ("NYCLDC"), called at the direction of the President of NYCLDC, was held on Thursday, May 10, 2018, at 260 Broadway, New York, New York.

The following members of the Audit Committee were present:

Henry Berger
Jon Cohen
Carl Rodrigues

Also present were Kim Vaccari, President and a Director of NYCLDC, Spencer Hobson, an Executive Vice President and Treasurer of NYCLDC, Mark Silversmith, Secretary of NYCLDC, who served as secretary of the meeting, Raafat Osman, a Vice President and Deputy Controller of New York City Economic Development Corporation ("NYCEDC"), Maxwell Padden, an Assistant Vice President of NYCEDC, and Lou Roberts, a partner of Ernst & Young LLP ("E&Y"). The meeting was called to order at 2:02 p.m. (Attached hereto as Attachment 1 is a definition sheet that contains the definitions of certain frequently used terms that may be contained in the Exhibit attached hereto.)

1. Approval of the Minutes of the September 29, 2017 Meeting of the Audit Committee

There were no questions or comments with respect to the minutes of the September 29, 2017 Audit Committee meeting, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Audit Services Contract

Mr. Osman presented a proposed contract with E&Y to provide for (i) the audit of the financial statements of NYCLDC and schedules of investments, for the fiscal years ending June 30, 2018 to 2021, (ii) the preparation of management letters, if required, detailing the auditor's findings and recommendations, for each of such fiscal years, and (iii) the performance of other audit and tax related services, as needed, substantially as set forth in Exhibit A hereto.

A motion was made to approve the selection of E&Y and the amount to be paid to E&Y and to recommend that the Board of Directors authorize the matter set forth for authorization in the Proposed Resolution section of Exhibit A hereto. Such motion was

seconded and unanimously approved.

3. E&Y Audit Plan

At this time, Mr. Roberts presented and summarized its proposed audit plan for Fiscal Year 2018 ("FY18"), in the event that NYCLDC entered into the contract described in 2. above.


A motion was made to approve the audit plan for FY18. The motion was seconded and unanimously approved.

4. Miscellaneous

Management, the auditors and the Committee determined that there was no need for separate sessions between the Committee and Management and the Committee and the auditors.

5. Adjournment

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


Secretary

Dated: September 28, 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

NEW YORK CITY LAND DEVELOPMENT CORPORATION

AUDIT SERVICES CONTRACT
Board of Directors Meeting
May 10, 2018

Project: Audit of the financial statements of New York City Land Development Corporation ("NYCLDC") and schedules of investments, for the fiscal years ending June 30, 2018 to 2021; preparation of management letters, if required, detailing the auditor's findings and recommendations, for each of such fiscal years; and performance of other audit and tax related services, as needed (collectively, "Project Services")

Consultant: Ernst & Young LLP ("E&Y")

Agreement to be Approved: Contract (the "Audit Contract") with E&Y for the Project Services

Amount to be Approved: Up to \$7,260 to compensate E&Y for the Project Services, which includes a contingency to enable E&Y to perform additional services that may be required

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

Background: On January 19, 2018, an RFP was issued for an independent auditor to perform the Project Services. The RFP was delivered to 81 accounting firms selected from the City Comptroller's pre-qualified certified public accountant list and was advertised in the City Record. The submitted proposals were evaluated using principally the following criteria: the firm's experience in performing similar audit services, the quality of the auditor's approach to audit and tax services, composition and relative experience of the audit team, the firm's proposed fees, and the overall quality of the proposal.

A ranking committee of NYCEDC staff evaluated the proposals, held interviews and ranked the firms. E&Y received the highest ranking and was determined to be the strongest firm for the Audit Contract.