

MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS
OF
NEW YORK CITY LAND DEVELOPMENT CORPORATION
November 14, 2012

A meeting of the Board of Directors of New York City Land Development Corporation ("LDC") was held on Wednesday, November 14, 2012, at 260 Broadway, New York, New York.

The following members of the Board of Directors were present:

Robert Goldrich
Jeffrey Mandel
Betty Woo

Also present were members of the staff of New York City Economic Development Corporation ("NYCEDC").

Mark Silversmith, Secretary of LDC, served as secretary of the meeting. (Attached hereto as Attachment 1 is a definition sheet that contains the definitions of certain frequently used terms contained in the Exhibits attached hereto.)

1. Approval of the Minutes of the October 12, 2012 Meeting of the Board of Directors

There were no questions or comments with respect to the minutes of the October 12, 2012 Board of Directors meeting, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Election of Officers

The Board had been informed that a description of the major responsibilities of most officers may be found in Article IV of LDC's Bylaws. The Board had previously elected as the President of LDC the then serving Chief Financial Officer ("CFO") of NYCEDC, or any successor to such corporation by consolidation or merger, and whoever was then serving as CFO would be President of LDC without further election by LDC's Board.

A motion was made to elect the individuals named in Exhibit A hereto as the other officers of LDC indicated in Exhibit A. Such motion was seconded and unanimously approved.

3. Signature Authority

A motion was made that any Executive Vice President of LDC be authorized to

sign any deeds, contracts and other documents that the President of LDC is authorized to sign. It was stated that Spencer Hobson was currently the only Executive Vice President of LDC. Such motion was seconded and unanimously approved.

4. Ratification of Submission of the Annual Report of the Board of Directors

A motion was made to ratify the submission to the Members of LDC at the annual meeting of the Members on November 14, 2012 of the Annual Report of the Board of Directors of New York City Land Development Corporation ("LDC") for the Fiscal Period Ended June 30, 2012. Such motion was seconded and unanimously approved.

5. Amendment to Property Sale to Triangle Plaza Hub LLC

Mr. Silversmith then summarized LDC's proposed purchase from the City of Block 2294, Lots 28, 29, 59 and 60 and p/o Lot 32 in the Borough of the Bronx (the "Hub Site") for \$1, and the proposed sale of the Hub Site by LDC to NYCEDC for \$1, on substantially the terms set forth in Exhibit B hereto.

A motion was made to approve the matters set forth for approval in the Proposed Resolution section of Exhibit B hereto. Such motion was seconded and unanimously approved. In addition, the Board unanimously resolved that there is no reasonable alternative to the proposed transfer to NYCEDC and NYCEDC's subsequent transfer to Triangle Plaza Hub LLC or an affiliated entity that will achieve the same purpose as the transfers.

6. Adoption of Policies Pursuant to PAAA and Quarterly Report on Investments

The following matters were then presented:

- (i) policies and procedures related to the procurement of goods and services;
- (ii) policies, guidelines and procedures related to the acquisition and disposition of real property (which contains the appointment of a Contracting Officer for real property therein);
- (iii) policies and procedures related to the disposition of personal property (which contains the appointment of a Contracting Officer for the disposition of personal property therein); and
- (iv) investment policies, procedures and guidelines;

all on substantially the terms set forth in Exhibit C hereto.

In addition, LDC's investment report for the quarter ended September 30, 2012 was submitted to the Board.

It was moved that the Proposed Resolution set forth in Exhibit C be adopted. Such motion was seconded and unanimously approved.

7. Adjournment

There being no further business to come before the meeting, the meeting of the Board of Directors was adjourned.

Mark Silverman
Secretary

Dated: November 20, 2012.
New York, New York

Exhibit A

Executive Vice President and Treasurer
Assistant Treasurer
Secretary
Assistant Secretary
Assistant Secretary

Spencer Hobson
Bulent Celik
Mark Silversmith
Shawn Gallagher
Richard Marshall

Exhibit B

NEW YORK CITY LAND DEVELOPMENT CORPORATION

**AMENDMENT TO PROPERTY SALE TO TRIANGLE PLAZA HUB LLC
Board of Directors Meeting
November 9, 2012**

OVERVIEW:

The City proposes to sell the Site (defined below) to New York City Land Development Corporation ("LDC") to enable (1) LDC to sell the Site to NYCEDC and (2) NYCEDC to sell the Site to Triangle Plaza Hub LLC or an affiliated entity (the "Purchaser"). LDC is obligated by the City to transfer the Site it acquires to NYCEDC. The purpose of these acquisitions and dispositions is to permit the project described below to be undertaken by the Purchaser for the purposes described below. The benefits to the public of the transfers to LDC and NYCEDC are those that will result from the project undertaken by the Purchaser. LDC will purchase the Site from the City for \$1 and will sell the Site to NYCEDC for \$1.

A description of the Purchaser, the proposed project to be undertaken by the Purchaser, the amount being paid to NYCEDC and other matters related to the Site, dispositions and project are set forth below.

The terms of the proposed sale from NYCEDC to the Purchaser are substantially as follows:

PURCHASER:

The Purchaser (defined above)
c/o Triangle Equities
30-56 Whitestone Expressway
Whitestone, NY 11354

Triangle Plaza Hub LLC is owned 99% by Petracca Family 2008 Descendants Trust and 1% by Lester Petracca.

SITE LOCATION:

Block 2294, Lots 28, 29, 59 and 60 and p/o Lot 32 (the "Site")
Borough of the Bronx

SITE

DESCRIPTION:

The Site is located on a portion of an irregularly-shaped City block that is bordered by East 149th Street, and Westchester, Brook and Bergen Avenues, in the South Bronx. A New York City Transit (the "TA") rail line, the number 2 and 5 subway lines, extends diagonally along a portion of the Site as an open rail. The rail line also runs underground through a portion of the Site. The Site will be sold subject to (a) an easement in favor of

the City and the TA to use, maintain and operate rail facilities which run under a portion of Lots 28 and 29 and (b) an approximately twelve foot wide easement in favor of the City and the TA along the open rail on Lots 59, 60 and p/o Lot 32 for access to the rail facilities.

The Site is part of the Bronxchester Urban Renewal Plan ("URP"). The parcel comprises approximately 71,847 square feet.

ZONING:

The Site is mapped in part within an M1-1 and in part within a C4-4 zoning district. Development will be as-of-right under the zoning.

BACKGROUND:

At its November 7, 2011 meeting, NYCEDC's Board of Directors approved the purchase by NYCEDC and subsequent sale to Purchaser of the Site and an additional parcel (the "Other Parcel"). The Purchaser was chosen pursuant to an RFP and the initial proposal included the construction of a school on the Other Parcel which school is no longer part of the project. NYCEDC will not convey the Other Parcel as part of the project and the Other Parcel will remain in City ownership. Due to Purchaser's inability to move forward with the purchase and development of the Other Parcel, NYCEDC will retain \$400,000 of the security deposit previously remitted as an additional administrative fee.

PURCHASE PRICE: Purchaser's purchase price for the Site is \$2,060,000 (all cash).

APPRAISED VALUE: The appraised value for the Site is \$2,170,000 based on an October 7, 2011 fair market value appraisal. The appraiser noted that the appraised value did not take into account certain extraordinary costs associated with building adjacent to the subway tracks. These costs include additional piles, flagmen, vibration monitoring and track closure fees estimated to be in excess of \$175,000. Therefore, the purchase price is not below fair market value when taking into account these extraordinary costs.

EMPLOYMENT:

Construction: approximately 121
Permanent: approximately 279

**PROJECT
DESCRIPTION:**

The Site shall be developed for the operation of a supermarket, restaurant, other retail and/or office uses. There will be an area that will be open to the public as a privately-owned public plaza.

Purchaser will be required to construct a mixed-used building on Lots 59 and 60 of approximately 83,729 gross square feet of floor area as defined in zoning, other than area used for parking, but may build more square feet. Such building may be submitted to condominium ownership so that a unit may be sold to a not-for-profit office user and Purchaser may enter into a conveyance to a related party in connection with the creation of the condominium. Purchaser will also construct a building of no more than 3,000 gross square feet of floor area on p/o Lot 32. There will be a Zoning Lot Development Agreement between Purchaser and the City regarding the rights and development of Lot 32 restricting Purchaser to development of no more than 3,000 square feet.

The project is consistent with the purpose of the URP adopted in 1989, as amended. The URP restricts this Site to commercial uses.

**PUBLIC
APPROVALS:**

The Bronx Borough Board approved the sale pursuant to Section 384(b)(4) of the New York City Charter in October, 2012.

**PROPOSED
RESOLUTION:**

The approval of (1) LDC's purchase of the Site from the City for \$1, (2) the sale of the Site by LDC to NYCEDC for \$1, and (2) LDC entering into any other agreements and taking any other actions necessary for transactions substantially as described above to take place.

The Board of Directors further resolves that there is no reasonable alternative to the proposed transfers to NYCEDC and Purchaser that will achieve the same purpose as the transfers.

PROJECT CODE: 1158

Triangle Plaza Hub LLC

Morrisania

Melrose

The Bronx

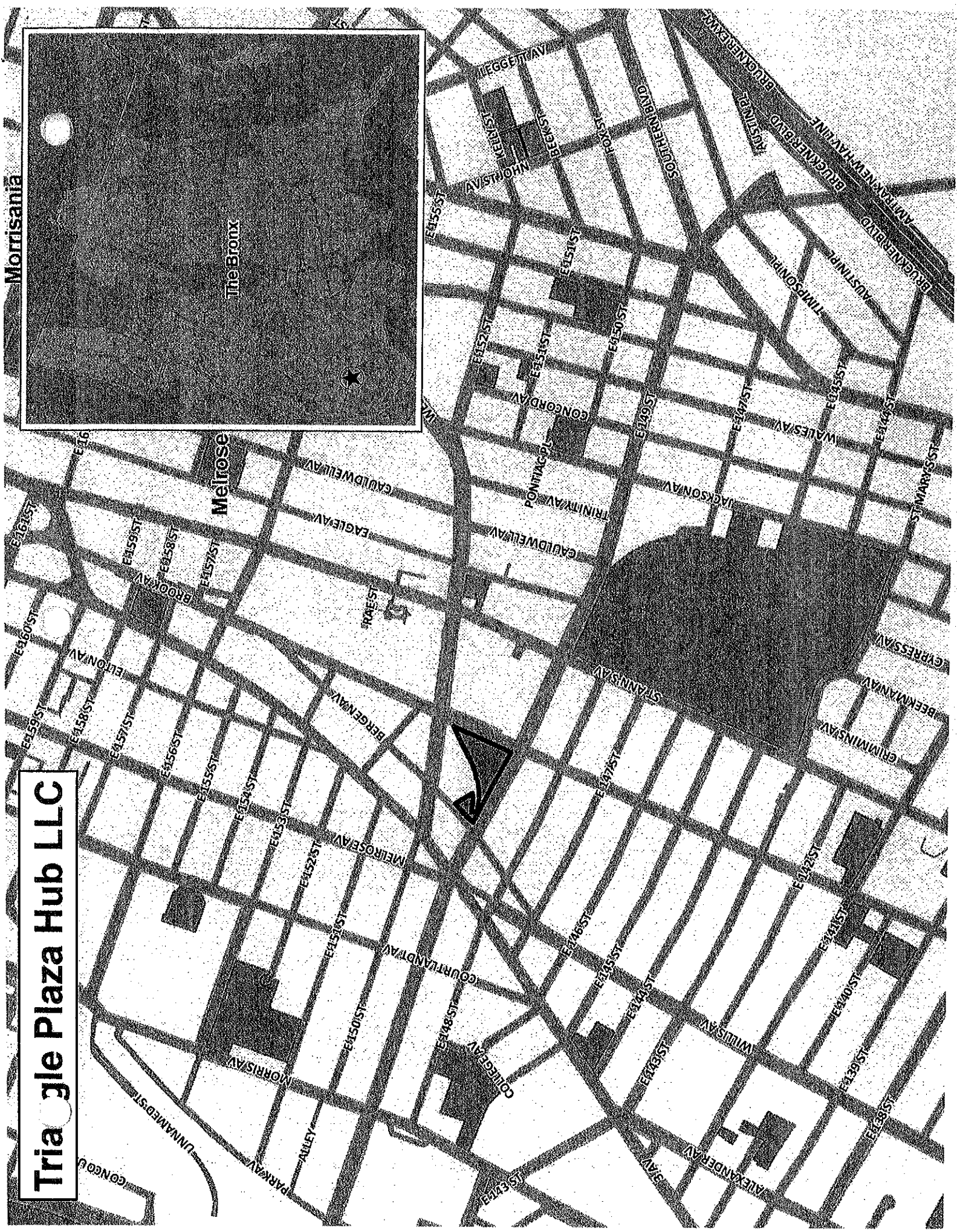
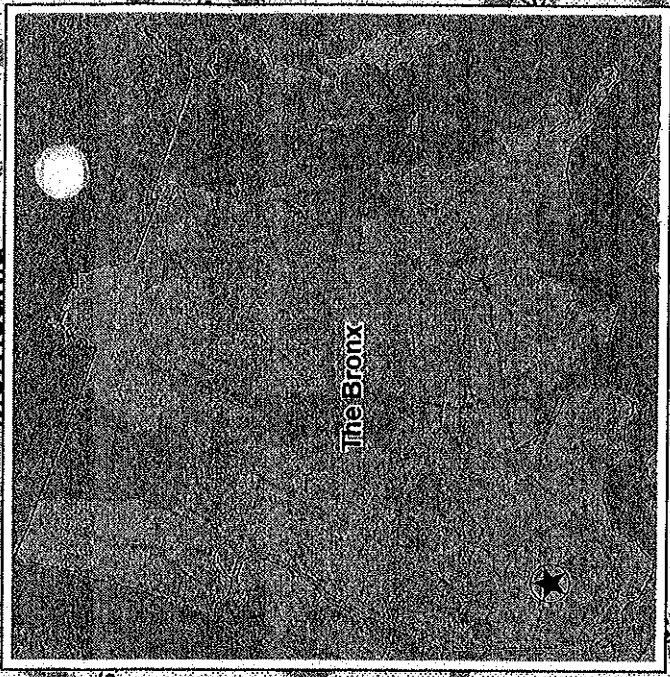


Exhibit C

**ADOPTION OF POLICIES PURSUANT TO PAAA
AND QUARTERLY REPORT ON INVESTMENTS
Board of Directors Meeting
November, 2012**

WHEREAS, pursuant to the Public Authorities Accountability Act of 2005 as amended by the Public Authorities Reform Act of 2009 the Board of Directors (the "Board") of NYCLDC adopted (1) policies and procedures related to the procurement of goods and services (the "Procurement Policy"); (2) policies, guidelines and procedures related to the acquisition and disposition of real property (which contains the appointment of a Contracting Officer for real property therein) (the "Real Property Policy"); (3) policies and procedures related to the disposition of personal property (which contains the appointment of a Contracting Officer for the disposition of personal property therein) (the "Personal Property Policy"), and (4) investment policies, procedures and guidelines (the "Investment Policy"); and

WHEREAS, NYCLDC wishes to readopt the Procurement Policy, Real Property Policy and Personal Property Policy in their current forms (including the appointment of Contracting Officers as stated therein); and

WHEREAS, NYCLDC wishes to readopt the Investment Policy with slight modifications to its current form as stated in Attachment A hereto (in which additions are indicated in bold and deletions are crossed out); and

WHEREAS, NYCLDC's investment report for the quarter ended September 30, 2012, being submitted pursuant to the Investment Policy, is that NYCLDC had no investments for such quarter;

NOW, THEREFORE, RESOLVED that the Board readopts the Procurement Policy, Real Property Policy and Personal Property Policy in their current form and appoints Contracting Officers as stated therein and adopts the Investment Policy in the form attached as Attachment A hereto.

**NEW YORK CITY LAND DEVELOPMENT CORPORATION
INVESTMENT GUIDELINES**

I. Purpose

The purpose of this document is to establish policies, procedures and guidelines regarding the investing, monitoring and reporting of funds of New York City Land Development Corporation ("LDC").

II. Scope of the Investment Policy

This policy applies to the funds of LDC, which for purposes of these guidelines consist of all moneys and other financial resources available for investment by LDC on its own behalf or on behalf of any other entity or individual.

III. Investment Objectives

The portfolio shall be managed to accomplish the following objectives:

- A. Preservation of Principal – The single most important objective of LDC's investment program is the preservation of principal of funds within the portfolio.
- B. Maintenance of Liquidity – The portfolio shall be managed in such a manner that assures that funds are available as needed to meet immediate and/or future operating requirements of LDC.
- C. Maximize Return – The portfolio shall be managed in such a fashion as to maximize income through the purchase of authorized investments as stated below, taking into account the other investment objectives.

IV. Implementation of Guidelines

The Treasurer shall be responsible for the prudent investment of funds and for the implementation of the investment program and the establishment of investment procedures and a system of controls to regulate the activities of subordinate staff, consistent with these guidelines.

V. Authorized Investments

- A. The Treasurer or an Assistant Treasurer of LDC is authorized to invest funds of LDC as summarized and restricted below:
 - 1. U.S. Treasury Obligations. United States Treasury bills and notes, and any other obligation or security issued by the United States Treasury or any other obligation guaranteed as to principal and interest by the United States.

2. Federal Agency Obligations. Bonds, notes, debentures, or other obligations or securities issued by any agency or instrumentality of the United States.
 3. Repurchase Agreements. The repurchase agreements must be collateralized by U.S. Government guaranteed securities, U.S. Government agency securities, or commercial paper (of a type defined below) in a range of 100% to 102% of the matured value of the repurchase agreements and have a term to maturity of no greater than ninety (90) days. They must be physically delivered for retention to LDC or its agent (which shall not be an agent of the party with whom LDC enters into such repurchase agreement), unless such obligations are issued in book-entry form, in which case LDC shall take such other action as may be necessary to obtain title to or a perfected security interest in such obligations.
 4. Commercial Paper. Commercial paper rated A1 or P1 by Standard & Poor's Corporation or Moody's Investor's Service, Inc. or Fitch.
 5. Bankers' Acceptances and Time Deposits of banks with worldwide assets in excess of \$50 million that are rated with the highest categories of the leading bank rating services and regional banks also rated within the highest categories.
 6. Certificates of Deposit with New York banks, including minority-owned banks. All such certificates of deposit in these banks must be Federal Deposit Insurance Corporation ("FDIC") insured, except when otherwise collateralized.
 7. Other investments approved by the Comptroller of New York City for the investment of City funds.
- B. In addition to the above investments, LDC may deposit funds in the following ("Deposit Accounts"), with respect to funds needed for operational expenses and funds awaiting investment or disbursement:
1. High quality no-load money market mutual funds that restrict their investments to short term, highly rated money market instruments.
 2. Other interest bearing accounts, if permitted by applicable laws, rules and regulations, with New York City financial institutions designated by the New York City Banking Commission or such other financial institutions approved by the Deputy Mayor for Economic Development or his successor in function.

VI Written Contracts

LDC shall enter into written contracts pursuant to which investments are made which conform with the requirements of these guidelines and Section 2925.3(c) of the Public Authorities Law unless the Board or Executive Committee determines by resolution that a written contract containing such provisions is not practical or that there is not a regular business practice of written contracts containing such provisions with respect to a specific

investment or transaction, in which case the Board or Executive Committee shall adopt procedures covering such investment or transaction.

VI Diversification

The portfolio shall be structured to diversify investments to reduce the risk of loss resulting from over-concentration of assets in a specific maturity, a specific issuer or a specific type of security. The maximum percentage of the total portfolio permitted in the indicated type of eligible security is as follows:

A. ¹	U.S. Treasury ²	100% maximum ³
B. ⁴	Federal Agency ⁵	100% maximum ⁶
C. ⁷	Repurchase Agreements ⁸	5% maximum ⁹
D. ¹⁰	Commercial Paper ¹¹	25% maximum ¹²
E. ¹³	Bankers Acceptances and Time Deposits ¹⁴	25% maximum ¹⁵
F. ¹⁶	Certificates of Deposit ¹⁷	20% maximum ¹⁸
G. ¹⁹	Other Investments Approved by Comptroller for City Funds ²⁰	A percentage deemed prudent by Treasurer ²¹

VII Maximum Maturity

Maintenance of adequate liquidity to meet the cash flow needs of LDC is essential. Accordingly, the portfolio will be structured in a manner that ensures sufficient cash is available to meet anticipated liquidity needs. Selection of investment maturities must be consistent with cash requirements in order to avoid the forced sale of securities prior to maturity.

For purposes of this investment policy, assets of the portfolio shall be segregated into two categories based on expected liquidity needs and purposes – Cash equivalents and Investments. Assets categorized as Cash equivalents will be invested in permitted investments maturing in ninety (90) days or less or deposited in Deposit Accounts. Assets categorized as Investments will be invested in permitted investments with a stated maturity of no more than two (2) years from the date of purchase.

IX Monitoring and Adjusting the Portfolio

Those responsible for the day-to-day management of the portfolio will routinely monitor the contents of the portfolio, the available markets and the relative values of competing instruments, and will adjust the portfolio as necessary to meet the investment objectives listed above. It is recognized and understood that the non-speculative active management of portfolio holdings may cause a loss on the sale of an owned investment.

X. Internal Controls

The Treasurer or an Assistant Treasurer under the direction of the Treasurer shall establish and be responsible for monitoring a system of internal controls governing the administration and management of the portfolio. Such controls shall be designed to prevent and control losses of the portfolio funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets, or imprudent actions by any personnel.

XI Eligible Brokers, Agents, Dealers, Investment Advisors, Investment Bankers and Custodians

The following are the standards for the qualifications of brokers, agents, dealers, investment advisors, investment bankers and custodians:

A. Brokers, Agents, Dealers

1. In Government Securities: any bank or trust company organized or licensed under the laws of any state of the United States of America or of the United States of America or any national banking association or any registered broker/dealer or government securities dealer.
2. In Municipal Securities: any broker, dealer or municipal securities dealer registered with the Securities and Exchange Commission (the "SEC").

B. Investment Advisors: any bank or trust company organized under the laws of any state of the United States of America or any national banking association, and any firm or person which is registered with the SEC under the Investment Advisors Act of 1940.

C. Investment Bankers: firms retained by LDC to serve as senior managing underwriters for negotiated sales must be registered with the SEC.

D. Custodians: any bank or trust company organized under the laws of any state of the United States of America or any national banking association with capital and surplus of not less than \$50,000,000.

XI Reporting

A. Quarterly

The Treasurer or an Assistant Treasurer under the direction of the Treasurer shall prepare and deliver to the Board of Directors once for each quarter of LDC's fiscal

year a report setting forth a summary of new investments made during that quarter, the inventory of existing investments and the selection of investment bankers, brokers, agents, dealers, investment advisors and auditors.

B. Annually

1. Audit – LDC's independent accountants shall conduct an annual audit of LDC's investments for each fiscal year of LDC, the results of which shall be made available to the Board of Directors at the time of its annual review and approval of these Guidelines.
2. Investment Report – Annually, the Treasurer or an Assistant Treasurer under the direction of the Treasurer shall prepare and the Board of Directors shall review and approve an Investment Report, which shall include:
 - a. The Investment Guidelines and amendments thereto since the last report;
 - b. An explanation of the Guidelines and any amendments made since the last report;
 - c. The independent audit report required by Subsection (1) above;
 - d. The investment income record of LDC for the fiscal year; and
 - e. A list of fees, commissions or other charges paid to each investment banker, broker, agent, dealer and advisor rendering investment associated services to LDC since the last report.

The Investment Report shall be submitted to the Mayor and the Comptroller of the City of New York and to the New York State Department of Audit and Control. Copies of the report shall also be made available to the public upon reasonable request.

XI Applicability

Nothing contained in these Guidelines shall be deemed to alter, affect the validity of, modify the terms of or impair any contract, agreement or investments of funds made or entered into in violation of, or without compliance with, the provisions of these Guidelines.

XI Conflict of Law

In the event that any portion of this policy is in conflict with any State, City or federal law, that law will prevail.

X No Conflict With Other LDC Policies

These Investment Guidelines do not modify the powers given by LDC's Board of Directors which authorized and resolved that (i) ~~empowered~~²² officers of LDC be authorized to enter into banking or other depository accounts and otherwise conduct banking business with financial institutions in accordance with the By-Laws; (ii) ~~the persons who, at the time in~~

question, are the officers eligible, under LDC's By Laws, be authorized to sign checks and the like; and (iii) the Secretary or Assistant Secretary²³ obtain and maintain any bank, investment and other financial accounts as may be necessary or useful to LDC in furtherance of LDC's operations (the "Accounts"); (ii) the officers of LDC be authorized to perform all those tasks necessary or useful to ensure that LDC, acting through those authorized officers listed in the Bylaws of LDC, has access to and control over the Accounts; (iii) the Directors adopt and incorporate by reference the standard forms of banking resolutions and incumbency certificates ordinarily used by such financial institutions selected by the officers of LDC and (iv) any officer²⁴ of LDC be authorized to certify, without further submission²⁵ to the Board, as to the²⁶ due²⁷ adoption by the Board of resolutions in such form as the depository institutions may require, provided that they are consistent with the provisions stated above²⁸ of such banking resolutions and incumbency certificates²⁹. Empowered officers may enter into agreements with banks and financial institutions for bank accounts and to purchase investments of the type indicated in these Investment Guidelines and other investments specifically approved by LDC's Board of Directors.

These Investment Guidelines do not modify any restriction, if any, otherwise imposed on various types of funds held by LDC, such as any restrictions set forth in any third party contracts with the City, or resulting from the source of funds (e.g. federal funds). Those other restrictions, to the extent inconsistent with these Investment Guidelines, shall govern. If possible, all sets of restrictions should be complied with. Furthermore, by adopting these Investment Guidelines, the Board is not amending or superseding any approval given or hereafter given for investments related to particular projects.