

MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS
OF
NEW YORK CITY LAND DEVELOPMENT CORPORATION
June 29, 2017

A meeting of the Board of Directors of New York City Land Development Corporation ("NYCLDC") was held on Thursday, June 29, 2017, at the offices of New York City Economic Development Corporation ("NYCEDC"), 110 William Street, Conference Room 6A, New York, New York.

The following members of the Board of Directors were present:

Henry Berger
Kim Vaccari
Betty Woo

Also present were Mark Silversmith, Secretary of NYCLDC, who served as secretary of the meeting, Jeffrey Nelson, an Executive Vice President of NYCEDC, Sara Tranter, a Senior Vice President of NYCEDC, Gbenga Dawodu, an Assistant Vice President of NYCEDC, and Jaan Kangur, a Senior Paralegal of NYCEDC. The meeting was called to order at 2:06 p.m. (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 May 11, 2017 Meeting of the Board of Directors

There were no questions or comments with respect to the minutes of the May 11, 2017 Board of Directors meeting, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. Election of Committees Member

At this time, it was proposed that Carl Rodrigues, a newly appointed Member and Director of NYCLDC, be elected to be a member of the Audit Committee and Governance Committee of the Board of Directors to fill the vacancy resulting from the resignation of Elaine Braithwaite as a Director of NYCLDC.

A motion was then made to elect Carl Rodrigues to be a member of the Audit Committee and Governance Committee of the Board of Directors of NYCLDC. Such motion was seconded and unanimously approved.

3. Property Sale to BRP Caton Flat LLC

Mr. Dawodu presented a proposal for NYCLDC (i) to purchase from the City of New York (the "City") Block 5063, Lot 58 on the Tax Map of the Borough of Brooklyn (the "Site"), and subsequently to sell the Site to NYCEDC, and (ii) to enter into and provide any related agreements and documents and consents to effectuate the project, on substantially the terms set forth in Exhibit A hereto.

In answer to a question from Mr. Berger, Mr. Dawodu stated that the final development proposal included 100% affordable housing and required New York City Department of Housing Preservation and Development ("HPD") and New York City Housing Development Corporation subsidy, and that projects of this kind generally were purchased from NYCEDC for \$1.00. In answer to another question from Mr. Berger, Mr. Dawodu stated that the Average Median Income levels within the project shifted from what was initially contemplated, and that one had to also consider the requirements for relocating Flatbush Caton Market vendors and the costs associated with that relocation and building new market space. Mr. Nelson further noted that at this point NYCLDC had an agreement with HPD that NYCLDC would not take more than a nominal purchase price in the event that there was an HPD subsidy.

In answer to a question from Mr. Berger, Mr. Dawodu stated that there were proposed targets for the developer to do as much community-focused hiring as possible, and that there also was an MWB/E goal of 35% for this project.

A motion was made to approve the matters set forth for approval in the Proposed Resolutions section of Exhibit A hereto and to resolve that there is no reasonable alternative to the proposed transfer to NYCEDC that would achieve the same purpose as the transfer. Such motion was seconded and unanimously approved.

4. Property Sale to Omni New York LLC

Mr. Dawodu presented a proposal for NYCLDC (i) to purchase from the City Block 10209, Lot 115 on the Tax Map of the Borough of Queens (the "Omni Site"), and subsequently to sell the Omni Site to NYCEDC, and (ii) to enter into and provide any related agreements and documents and consents to effectuate the project, on substantially the terms set forth in Exhibit B hereto.

Mr. Dawodu explained that approximately 180 parking spaces would be constructed, of which approximately 60 would be dedicated to NYPD use.

A motion was made to approve the matters set forth for approval in the Proposed Resolutions section of Exhibit B hereto and to resolve that there is no reasonable alternative to the proposed transfer to NYCEDC that would achieve the same purpose as the transfer. Such motion was seconded and unanimously approved.

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 Board of Directors was adjourned.

Mark Scherwitz

Secretary

Dated: September 29, 2017
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

PROPERTY SALE TO BRP CATON FLATS LLC

Board of Directors Meeting

June 29, 2017

OVERVIEW:

The City proposes to sell the Site (defined below) to NYCLDC. NYCLDC will sell the Site to NYCEDC and NYCEDC will sell the Site to the Purchaser described below. NYCLDC is obligated by the City to transfer sites it acquires to NYCEDC or to another person or entity as directed by NYCEDC. The proposed acquisitions and dispositions will permit the project described below to be undertaken by the Developer described below for the purposes described below. The benefits to the public of the transfer to NYCEDC are those that will result from the project undertaken by the Developer. NYCLDC 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 Developer, 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 from NYCEDC will either be (i) BRP Caton Flats LLC or an affiliated entity (the "Developer") or (ii) a housing development fund corporation or other entity whose purpose is to facilitate affordable housing and/or obtain financing for the proposed project on the Site (the "Financing Entity"). If the Financing Entity is the purchaser, the Developer will be the beneficial owner.

Geoffroi Flournoy, Meredith Marshall and Steven C. Smith and/or an entity controlled by them will be or control the managing member or general partner of the Developer.

**SITE
LOCATION:**

Block 5063, Lot 58 (the "Site")
Borough of Brooklyn
Community Board No. 14
794 Flatbush Avenue

**SITE
DESCRIPTION:**

The Site, located at the intersection of Flatbush and Caton Avenues, in East Flatbush, Brooklyn, is an approximately 32,000 square foot parcel of land improved with (i) an approximately 8,000 square foot one-story structure that currently houses the Flatbush Caton Market (the "Vendor Market"), which is comprised of vendors selling an array of products and is managed by the Caribbean-American Chamber of Commerce and Industry Educational Foundation Inc. ("CACCI"), a local not-for-profit institution, and (ii) an approximately 24,000 square foot municipal parking lot, which is comprised of approximately 52 parking spaces and is managed by City DOT. The Site is approximately depicted in Attachment A.

BACKGROUND:

The Vendor Market was established in 2000 as an open-air market. In 2001, the construction of a new permanent building for the merchants began and the new market was officially opened in 2002. For the past 17 years, the Vendor Market has provided an off-street business location at affordable rates to vendors with a strong social, cultural, and economic interest in the local community. The City and NYCEDC identified the potential to transform the Site into a mixed-use development, while retaining and improving the Vendor Market to support the long-term growth and vitality of dozens of local vendors.

As a result, NYCEDC released an RFP in November 2013 for the sale and redevelopment of the Site and selected the Developer. Respondents to the RFP and their proposals are listed in Attachment B.

**PROJECT
DESCRIPTION:**

The Developer proposes to construct an approximately 278,000 gross square foot mixed-use building comprised of approximately 250 units of affordable housing, community facility space, commercial/retail space, a new vendor market (the

"New Market") and below-grade parking. Construction is anticipated to commence shortly after the closing of the sale of the Site and, subject to force majeure events, be complete within three years. The New Market space must be used as a new retail market primarily for small business vendors, and the community facility space must be used by one or more not-for-profit organizations, for at least 50 years. The commercial/retail space must be used in connection with non-residential business operations for at least 30 years.

To enable the development of the Site, the Vendor Market must be demolished and, therefore, the RFP for the Site required respondents to propose and fund a relocation plan to address the business operation needs of the vendors during construction of the new building, including, but not limited to, relocation to a temporary space and relocation to the New Market. During construction, the vendors will temporarily be relocated by the Developer. The proposed location of the temporary market is less than one mile from the current Vendor Market. It includes approximately 9,000 square feet of space and can accommodate all of the existing vendors. Post construction, the vendors will be relocated from the temporary market back onto the Site in the New Market.

If the Developer purchases the Site, it may transfer title to the Site to another entity in connection with obtaining financing but the Developer would continue to have the beneficial interest in the Site. In addition, in connection with obtaining financing, additional members or partners may be added to the Developer, provided control of the managing member or general partner of the Developer shall be as earlier described.

**PURPOSE OF
TRANSFER/
BENEFIT TO
THE PUBLIC:**

It is anticipated that the disposition of the Site will transform an underutilized City-owned asset into a mixed-use development with affordable housing, community facility space, commercial/retail space and the New Market.

PURCHASE PRICE: NYCLDC will purchase the Site for \$1 from the City and then sell the Site for \$1 to NYCEDC. The Developer or the Financing Entity will then purchase the Site from NYCEDC for \$1.

APPRAISED VALUE: Pursuant to a 2017 appraisal, the estimated "as is" fair market value of the fee simple interest of the Site, for its highest and best use, is \$27,600,000. This value took into account the cost of demolishing the existing Vendor Market on the Site, but did not reflect the cost of development requirements and restrictions pertaining to the use and transfer of the Site. A separate determination by the appraiser, which took into account the costs of such development requirements and restrictions, resulted in a negative valuation of the Site. The nominal purchase price by the Developer or the Financing Entity of \$1 reflects this negative valuation.

EXISTING ZONING:

The Site's zoning was changed from R7A with a C2-4 overlay to R8A with a C2-4 overlay. The Site was designated as a new Mandatory Inclusionary Housing ("MIH") area.

PUBLIC APPROVALS:

The project received a negative declaration on October 27, 2016. City Planning on February 22, 2017 (Calendar No. 13) and the New York City Council on April 25, 2017 approved the disposition and rezoning of the Site to R8A with a C2-4 overlay and the inclusion of the Site as an MIH area, pursuant to ULURP. Pursuant to Section 384(b)(4) of the City Charter, on June 6, 2017 the Brooklyn Borough Board approved the proposed disposition of the Site by the City.

PROPOSED RESOLUTIONS:

Approval for NYCLDC to (i) purchase the Site from the City, and sell the Site to NYCEDC, substantially as described herein and (ii) entering into and providing any related agreements and documents and consents to effectuate the project substantially as described herein.

The Board of Directors further resolves that there is no reasonable alternative to the proposed transfer to

NYCEDC that will achieve the same purpose as the transfer.

**NYCEDC
PROJECT CODE:** 5738

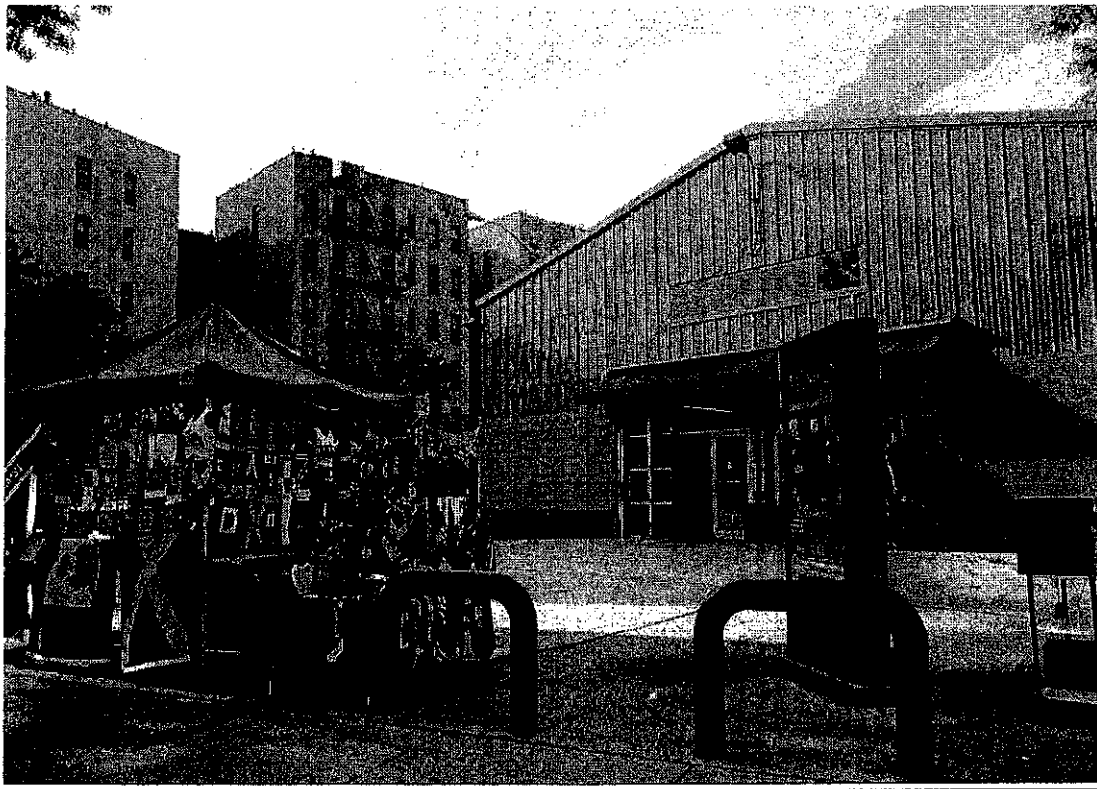
STAFF: Gbenga Dawodu, Assistant Vice President, Real Estate Transactions
Randi Cohen, Senior Counsel, Legal

ATTACHMENT A

PROJECT AREA



SITE IMAGE



Attachment B:

Name	Initially Proposed Price	Initially Proposed Project
BRP Development Corp. or an affiliated entity	\$3.25M	Mixed-use building with housing (100% affordable), retail/commercial, and community facility and market
Hudson Companies, Inc. or an affiliated entity	\$5.9M	Mixed-use building with housing (100% market rate), retail/commercial, and community facility and market
Flatbush Village Center, LLC or an affiliated entity	\$3.66M	Mixed-use building with housing (80% market rate/20% affordable), retail/commercial, and community facility and market
US Tech Construction – PM Architecture JV or an affiliated entity	\$4M	Mixed-use building with housing (80% market rate/20% affordable), retail/commercial, and community facility and market
Caton Commons LLC or an affiliated entity	\$1M	Mixed-use building with housing (100% affordable), retail/commercial, and community facility and market
Aura Inc. or an affiliated entity	not specified	Market only
Brisa Builders Corp. or an affiliated entity	\$2.8M	Mixed-use building with housing (100% affordable), retail/commercial, and community facility and market
The Housing Collaborative, LLC or an affiliated entity	\$4.5M	Mixed-use building with housing (100%affordable), retail/commercial, and community facility and market

The final proposed project for the Site (as described in the body of this item) includes 100% affordable housing and as a result HPD and New York City Housing Development Corporation (“HDC”) subsidy will be provided. NYCEDC projects that are financed with HPD and HDC subsidy generally have nominal purchase prices.

Exhibit B

NEW YORK CITY LAND DEVELOPMENT CORPORATION

**PROPERTY SALE TO OMNI NEW YORK LLC
Board of Directors Meeting
June 29, 2017**

OVERVIEW:

The City proposes to sell the Site (defined below) to NYCLDC. NYCLDC will sell the Site to NYCEDC and NYCEDC will sell the Site to the Purchaser described below. NYCLDC is obligated by the City to transfer sites it acquires to NYCEDC or to another person or entity as directed by NYCEDC. The proposed acquisitions and dispositions will permit the project described below to be undertaken by the Developer described below for the purposes described below. The benefits to the public of the transfer to NYCEDC are those that will result from the project undertaken by the Developer. NYCLDC 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 Developer, 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 from NYCEDC will either be (i) an affiliate of Omni New York LLC (the "Developer") or (ii) a housing development fund corporation or other entity whose purpose is to facilitate affordable housing and/or obtain financing for the proposed project on the Site (the "Financing Entity"). If the Financing Entity is the purchaser, the Developer will be the beneficial owner.

Maurice Vaughn, Eugene Schneur and Robert Bennett and/or an entity controlled by them will be or control the managing member or general partner of the Developer.

SITE

LOCATION:

Block 10209, Lot 115 (the "Site")
Borough of Queens
Community Board No. 12
92-33 168th Street, Jamaica, Queens

SITE DESCRIPTION:

The Site is an approximately 59,500 square foot parcel of land improved with a dilapidated two-story parking garage, which is currently occupied by the New York City Police Department ("NYPD"). The Site is approximately depicted in Attachment A.

BACKGROUND:

NYCEDC issued an RFP in February 2015 that sought proposals from qualified developers for the purchase and development of the Site. In July 2016, NYCEDC entered into a contract of sale with Omni New York LLC (the "Contract") for the Site. Respondents to the RFP and their proposals are listed in Attachment B.

The existing parking garage must be demolished to enable development of the Site and therefore the RFP required respondents to propose and fund a relocation plan to address the parking needs of the NYPD, including: (i) during construction, the temporary relocation of NYPD vehicles and equipment from the Site to a temporary parking site; and (ii) after construction, the permanent relocation of NYPD from the temporary parking site to a permanent parking site.

In February 2017, the Board approved a proposal for NYCEDC to enter into the relocation, lease and license agreements necessary to enable the temporary relocation of NYPD vehicles and equipment from the Site to an approximately 19,000 square foot portion of the ground floor level of a garage located two blocks from the Site at 92-02 165th Street (Block 10151 and Lot 39, Queens) (the "Temporary Parking Site").

**PROJECT
DESCRIPTION:**

The Developer proposes to construct a mixed-use building containing a minimum of approximately 434,820 square feet of "floor area" (as defined in the Zoning Resolution, but excluding area used for parking) containing at least 350 units of affordable housing, retail/commercial and community facility uses, and below-grade parking with an area delineated specifically for NYPD parking and storage (the "Permanent Parking Site"). Construction of the building is anticipated to commence shortly after the closing of the sale of the Site and be complete, subject to force majeure events, within three years. During construction, the NYPD vehicles and equipment will be temporarily relocated to the Temporary Parking Site. After construction, the NYPD vehicles and equipment will be relocated from the Temporary Parking Site to the Permanent Parking Site.

The redevelopment of the Site into a mixed-use development anchored by affordable housing, is one of the key goals of the Jamaica NOW Action Plan, a strategic initiative launched by the Office of the Mayor and the Queens Borough President, to revitalize the neighborhood by building on Jamaica's historic legacy and enhancing the neighborhood appeal economically, residentially, culturally and as a destination for residents and visitors alike.

The Site will be transferred to NYCLDC, NYCEDC and the Developer or the Financing Entity subject to a perpetual easement and right to park vehicles and equipment, burdening and running with the Site, for the benefit of the NYPD (or any other designee of the City), including any of their respective departments, bureaus, boards, commissions, agencies or instrumentalities.

Upon execution of the Contract, the Developer provided NYCEDC with a security deposit in the amount of \$1,000,000 (the "Security Deposit"). Simultaneously with the execution of the Contract, the City, acting by and through DCAS, and NYCEDC, entered into an agreement requiring that, in the event the Permanent Parking Site is not completed as described in the Contract, all or a portion of the Security Deposit may be provided to DCAS by NYCEDC to service the needs of NYPD (the "Security Deposit Agreement").

If the Developer purchases the Site, it may transfer title to the Site to another entity in connection with obtaining financing but the Developer would continue to have the beneficial interest in the Site. In addition, in connection with obtaining financing, additional members or partners may be added to the Developer, provided control of the managing member or general partner of the Developer shall be as earlier described.

**PURPOSE OF TRANSFER/
BENEFIT TO THE
PUBLIC:**

The disposition of the Site will transform an underutilized and dilapidated NYPD parking garage into a mixed-use development with affordable housing, retail/commercial and community facility uses that will activate the streetscape, and a parking facility, a portion of which will be dedicated for the NYPD.

**PURCHASE
PRICE:**

NYCLDC will purchase the Site for \$1 from the City and then sell the Site for \$1 to NYCEDC. The Developer or the Financing Entity will then purchase the Site from NYCEDC for \$1 (the "Purchase Price").

**APPRAISED
VALUE:**

Pursuant to a 2017 appraisal, the estimated fair market value of the fee simple interest of the Site for its highest and best use is \$18,400,000. This value took into account the cost of demolishing the existing garage on the Site, but did not reflect the cost of development requirements and restrictions pertaining to the use and transfer of the Site. A separate determination by the appraiser, which took into account the costs of such requirements and restrictions, resulted in a negative valuation of

the Site. The nominal Purchase Price by the Developer or the Financing Entity of \$1 reflects this negative valuation.

**EXISTING
ZONING:**

The Site is located within the Special Downtown Jamaica District, which was established through a rezoning in 2007 to support housing and economic development opportunities and to build upon Jamaica's strengths as a major multimodal transportation hub.

**PUBLIC
APPROVALS:**

On September 10, 2007, the Site received ULURP approval for disposition and a rezoning to C6-2. Pursuant to Section 384(b)(4) of the City's Charter, on June 12, 2017 the Queens Borough Board approved the proposed disposition of the Site by the City.

**PROPOSED
RESOLUTIONS:**

Approval for NYCLDC (i) to purchase the Site from the City and sell the Site to NYCEDC, substantially as described herein; and (ii) entering into and providing any related agreements and documents and consents to effectuate the project substantially as described herein.

The Board of Directors further resolves that there is no reasonable alternative to the proposed transfer to NYCEDC that would achieve the same purpose as the transfer.

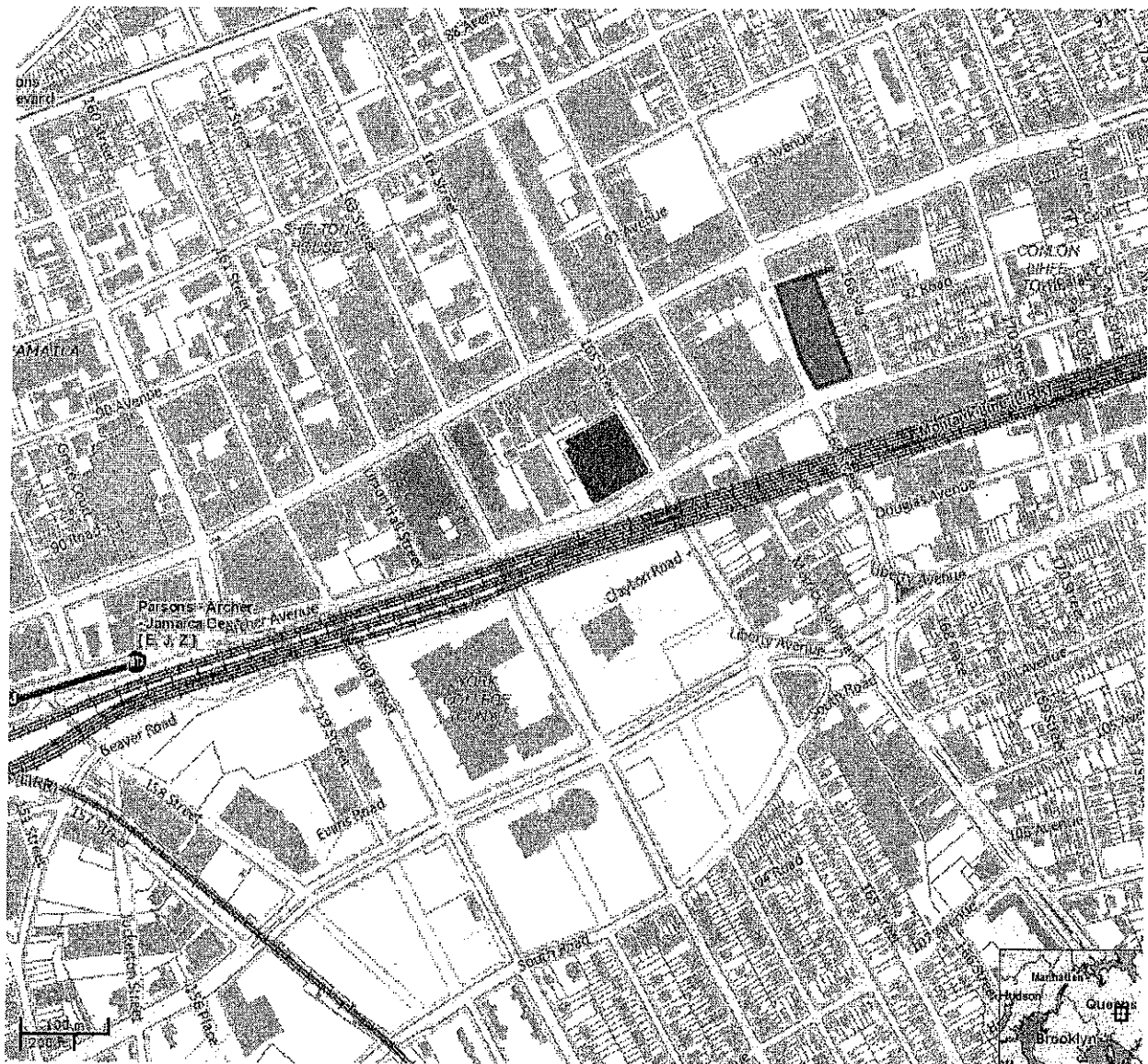
**NYCEDC
PROJECT CODE:**

1999

STAFF:

Gbenga Dawodu, Assistant Vice President, Real Estate Transactions
Gretchen Krueger, Associate, Real Estate Transactions
Astrid Andre, Senior Counsel, Legal

Attachment A: Site Location Map



Temporary Parking Site



Site

Attachment B: Respondents to RFP

Name	Initially Proposed Price	Proposed Project
Kery LLC or an affiliated entity (Withdraw)	\$1	Mixed-use building with affordable housing, retail/commercial, and community facility
Briarwood / Mattone Jamaica Development LLC or an affiliated entity (Withdraw)	\$1	Mixed-use building with affordable housing, retail/commercial, and community facility
BRP Development Corporation or an affiliated entity	\$1	Mixed-use building with affordable housing, retail/commercial, and community facility
JELB 168 th Street Jamaica, LLC (an affiliate of Douglaston Development LLC) or an affiliated entity	\$1	Mixed-use building with affordable housing, retail/commercial, and community facility
Omni New York LLC or an affiliated entity	\$1	Mixed-use building with affordable housing, retail/commercial, and community facility
The Richman Group Development Corporation and Equity One or an affiliated entity	\$1	Mixed-use building with affordable housing, retail/commercial, and community facility

The final proposed project for the Site (as described in the body of this item) includes 100% affordable housing and as a result HPD and New York City Housing Development Corporation ("HDC") subsidy will be provided. NYCEDC projects that are financed with HPD and HDC subsidy generally have nominal purchase prices.