

LOWER MANHATTAN DEVELOPMENT CORPORATION
MEETING OF THE BOARD OF DIRECTORS

9/11 Memorial Museum Auditorium
180 Greenwich Street
New York, New York

PROPOSED – NOT YET ACTED UPON.

March 14, 2023 at 9:00AM

DRAFT AGENDA

- I. Call to Order
 - ACTION ITEM: Approval of the July 19, 2022 Minutes
- II. Audit and Finance Committee Report (No material)
- III. Administrative Authorization Requests
 - ACTION ITEMS:
 - A. Ratification of Action Taken to Amend and Extend the Office Space Contract with The Council for State Governments through April 14, 2023
 - B. Request to Approve LMDC 2023/2024 Operating Budget
 - C. Request to Amend and Extend the Office Space Contract with The Council for State Governments
 - D. Request to Amend and Extend the Website Services Contract with NGenious Inc.
 - E. Request to Extend the Advertisement Placement Services Contract with Miller Advertising Agency
 - F. Request to Amend and Extend the Pre-Qualified Legal Counsel Contracts with Carter Ledyard & Milburn LLP and Venable LLP Allocation
 - G. Request to Extend the Environmental Services Contract with AKRF
- IV. Action Plan Amendments
 - ACTION ITEM:
 - A. Request to Amend Partial Action Plans 2, 10, S-2 and the Final Action Plan
- V. Adjournment

LOWER MANHATTAN DEVELOPMENT CORPORATION

Meeting of the Directors

Conducted Via Teleconference

July 19, 2022

MINUTES

In Attendance

Directors:

Holly Leicht, Chair
Catherine McVay Hughes
Thomas Johnson
Joshua Kraus
Mehul Patel
Carl Rodrigues
Carl Weisbrod

Staff Attending:

For Lower Manhattan Development Corporation

Daniel Ciniello, President
Stephen Konopko, Vice President, Internal Audit
Debbie Royce, Corporate Secretary

For Empire State Development

Matthew Acocella, Associate Counsel
Tobi Jaiyesimi, Assistant Vice President – Real Estate and
Community Relations

The meeting of the Directors of Lower Manhattan Development Corporation (“LMDC”) was called to order at 3:30 p.m. It was noted for the record that notice to the public and news media of the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

The Chair noted for the record that due to the public health concerns and in accordance with current legislation, the meeting would be conducted by teleconference. The Chair also noted for the record that the public was given the opportunity to comment on Agenda items by

submitting written comments on or before 4:00 p.m. Monday, July 18, 2022 to publiccomment@renewnyc.com and noted that eight (8) comments were received.

Before beginning with the substantive portion of the meeting the Chair asked the Directors whether anyone had any potential conflicts of interest with respect to any of the items on the proposed Agenda.

Director Weisbrod stated that he would recuse himself from the World Trade Center Site 5 Agenda item.

Hearing no additional conflicts, the Chair called for a motion to approve the Minutes of the Directors' meeting of April 20, 2022. Noting no corrections, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Approval of Minutes

RESOLVED, that the minutes of the meeting of the Corporation held on April 20, 2022, as presented to this meeting, are hereby approved and all actions taken by the Corporation's employees, officers or Directors in furtherance of the matters referred to therein are hereby ratified and approved as actions of the Corporation.

* * *

The Chair then called on Daniel Ciniello, LMDC's President, to present the Administrative item on the Agenda.

Mr. Ciniello presented a request to ratify an emergency action taken by staff and approved by the Chair to increase the contract amount for The Alliance for Downtown New York (the "Alliance") by \$29,000 to a total of \$113,000 in order to cover the costs of the ongoing Albany Street temporary plaza maintenance and continued operating costs. He noted that the funds already exist in the 130 Liberty Street Activity in Partial Action Plan S2, so there is no reallocation of funds involved. He further noted that the Alliance has been maintaining the site since 2014 and it has been doing a tremendous job, and since the site is still available for use pending the World Trade Center Site 5 approvals, LMDC will continue to keep the plaza open for the time being with the Alliance's assistance.

Hearing no response to a call for questions or comments from the Directors and, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Ratification of The Alliance for Downtown New York Contract Amendment

RESOLVED, that the Corporation is hereby authorized to amend the agreement with The Alliance for Downtown New York for Albany Street Temporary Plaza maintenance and other costs, to increase the contract value by \$29,000, to a total of \$113,000, as described in the materials presented to this meeting; and be it

FURTHER RESOLVED, that the expenditures approved hereby shall be allocated from funds included in the 130 Liberty Street activity in Action Plan S-2; and be it

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized to take any such action and to execute such instruments as may be necessary or appropriate to effect the foregoing; and be it

FURTHER RESOLVED, that all such actions previously taken in furtherance of the foregoing by the Corporation's employees, Officers or Directors are hereby ratified and approved in all respects.

* * *

After excusing Director Weisbrod for discussion of the next item, the Chair then called on Tobi Jaiyesimi, ESD Assistant Vice President – Real Estate and Community Relations and Project Manager for World Trade Center Site 5 development project, to present the related Agenda items.

Ms. Jaiyesimi explained that the Directors were being asked to take actions related to the commencement of the public review process for the World Trade Center Site 5 development project, including (1) further modification to the General Project Plan for zoning overrides needed for the building described in the proposed draft mixed-use design guidelines, (2) granting a permanent easement on Site 5 to the Port Authority for existing infrastructure that supports the WTC Vehicle Screening Center and Liberty Park; (3) authorization to transfer title to Empire State Development (“ESD”), which would hold title during the term of the proposed long-term ground lease to the conditionally-designated developer; (4) consideration of the proposed terms of an initial agreement with the project sponsors and the conditionally-designated developer, along with other proposed project documents, and (5) to provide authorization to hold the required public hearing.

Upon resuming the call after the connection was lost with Ms. Jaiyesimi, she repeated her prior remarks, and then provided background information on the history of the World Trade Center Site 5 project. She noted that the General Project Plan under consideration today was originally adopted by LMDC in 2004 to provide for memorial and cultural uses, as well as commercial redevelopment of the World Trade Center following the September 11, 2001 attack.

Ms. Jaiyesimi explained that the plan provided for five commercial towers, public open space, and a performing arts center surrounding the memorial and memorial museum. She noted the 2004 General Project Plan permitted commercial and/or a hotel use on Site 5, which is the southernmost site of the WTC campus and the location of the former Deutsche Bank Building. She further noted that LMDC used U.S. Department of Housing and Urban Development (“HUD”) funds to acquire, remediate, and clear Site 5.

Ms. Jaiyesimi advised that in 2006, the Port Authority of New York and New Jersey (“Port Authority”) and LMDC entered into a memorandum of understanding by which LMDC would swap 130 and 140 Liberty Street, including Site 5, with the Port Authority for property the Port Authority owns at the center of the campus to enable the 9/11 memorial and museum, as well as the Performing Arts Center to be built within and proximate to the footprints of the former Twin Towers.

Ms. Jaiyesimi noted that in response to Manhattan Community Board 1 input, LMDC began discussions with the Port Authority about the possibility of allowing residential development at Site 5 and that LMDC and the Port Authority entered into an additional memorandum of understanding to jointly issue a Request for Proposals (“RFP”) for Site 5 that would allow for as-of-right commercial development or mixed-use development, including a requirement for an affordable housing component, which would require modifications to the General Project Plan.

Ms. Jaiyesimi explained that in early 2021, after a competitive RFP process, a development team consisting of Silverstein Properties, Brookfield Properties, Dabar Development Partners, and Omni New York was conditionally designated for a mixed-use project on Site 5. She noted that in the 16 months since the conditional designation had occurred, a Community Advisory Committee was established and ESD and LMDC staffs have made presentations to Community Board 1 and have met with stakeholders including the City, the 100% affordable housing coalition, and local elected officials

Ms. Jaiyesimi further explained that in November 2021 the Directors considered the proposed General Project Plan modifications that provided an option to build a mixed-use building with residential that included affordable housing, and the related environmental assessment. She added that, after the public hearing was held in January 2022 and the public comment period closed in mid-February, the Directors approved in April 2022 the modifications to the General Project Plan.

Ms. Jaiyesimi explained that the actions before the Directors today relate to the start of the public review process for the real estate transactions and zoning override for the proposed project, and that no final determinations were being made by the LMDC Directors at this time. She noted that if the proposed project and the real estate transactions are approved after the public review process, that LMDC would transfer the site to ESD and grant easements to the Port Authority, and that ESD would then enter into a long-term 99-year lease with the conditionally-designated developer. She then provided the financial details of the real estate transactions as detailed in the materials before the Directors.

Ms. Jaiyesimi stated that the proposed project is a development of office space, retail, a community facility, connection to Liberty Park, and approximately 1,200 residential units, of which at least a minimum of 25 percent, or approximately 300 units, will be permanently affordable units, leased to households making at or below an average of 50 percent of area median income (“AMI”). She further noted that the affordable housing requirements would be governed by a regulatory agreement to be administered by New York State’s affordable housing agency, Homes and Community Renewal.

Ms. Jaiyesimi advised that there has been significant public discussion about and attention to the project’s affordability requirements, and that community representatives and elected officials have called for increased affordable housing, including some demands that the project be 100% affordable. She reiterated that today’s action is the start of the process for the proposed project, which provides for a minimum of 25 percent affordable units, but does not preclude increasing the affordability threshold for the project. She stated that the project team has shared with elected officials and community representatives the valuation of the site, which is \$249 million, the total development costs of approximately \$1.2 billion, and the cash subsidy needed to increase affordable housing at the project, which ranges from approximately \$415 million for an increase to 40% affordable, to over \$900 million for a 100% affordable tower.

Ms. Jaiyesimi stated that the project team remains committed to continue public engagement throughout this process, including discussions with the City, the Community Advisory Committee, Community Board 1, local elected officials, the 100% Affordable WTC Site 5 Coalition, and other stakeholders.

Ms. Jaiyesimi noted that several comments and questions were received relating to how the initial agreement is described in the materials, and that as a result staff would modify the Resolutions to further clarify that this is the beginning of the public review process, and that none of the documents described will be executed without final approval from the Directors, and that the materials would be updated for the Corporate Record to reflect this modified Resolution.

Ms. Jaiyesimi reiterated that the Directors were being asked to authorize a public hearing and comment period to allow members of the public to make comments on the proposed project, to comment on the proposed amendments to the General Project Plan modifications, to comment on the proposed disposition of property, and to respond to the materials that have been presented as part of this meeting. She noted that the documents described in the materials cannot be executed until final approval from the Directors, following the required public hearing and comment period.

Ms. Jaiyesimi explained that the public hearing is expected to be held in fall 2022, and the public hearing notice will be issued in the newspaper, posted on LMDC's website, and distributed to the Community Board, other stakeholders and elected officials. She then concluded her remarks and asked whether the Directors had any questions.

The Chair asked how many days in advance of the hearing must the required notice be posted, and for how long afterwards would the comment period be open. Ms. Jaiyesimi responded that the notice must be published at least 30 days before the hearing, and that the comment period would be open for 30 additional days after the public hearing.

The Chair then noted that the Directors had received copies of the ten comments, not eight as previously stated, and that all comments were posted and shared with the Directors in advance of the meeting. The Chair then asked if the Directors had any further questions.

Director Glen asked what the expectations were for when the LMDC Directors would be reconvening to review the final deal. Ms. Jaiyesimi responded that, in light of the anticipated public hearing in the fall, she expected that this matter would not be brought before the Directors again until the end of 2022 at the earliest.

Director Glen then asked that, to the extent that there are changes contemplated as a result of the comments, that the appropriate LMDC Directors' subcommittee and the Directors in general will have time to discuss and review. Ms. Jaiyesimi answered that the Directors would be given time to review and consider any further changes to the project. She noted that another time constraint was that HUD is seeking to wind down LMDC operations in 2023 and that this Site 5 transaction must occur before that time.

The Chair noted that some of the comments received dealt with the language of the initial agreement, but the majority of the rest of the comments were a request to have LMDC consider a study that is being done by the 100% Affordable Coalition. Ms. Jaiyesimi responded that staff has been in touch with the Coalition and met with them numerous times, and that the study would be received and reviewed as part of the public comment period.

The Chair reiterated that there would be plenty of time for consideration of the study and that it should come in imminently, and that this is the start of the process and that there would be multiple opportunities for more public engagement, starting with the public hearing and with the public comment period thereafter.

Hearing no other questions or comments from the Directors, upon motion duly made and seconded, the following Resolution was unanimously adopted:

Adoption of Amendment to Modified General Project Plan; Override of Local Zoning Regulations; Adoption of Essential Terms of VSC Easement, Deed and Project Documents; Authorization to Hold Public Hearing(s); Authorization to Dispose of Real Property in accordance with the Applicable Provisions of the Urban Development Corporation Act and Public Authorities Law; and Authorization to Take Related Actions

RESOLVED, that, on the basis of the materials presented to this meeting (the "Materials"), a copy of which is hereby ordered filed with the records of the Corporation relating to the World Trade Center Memorial and Cultural Program Land Use Improvement and Civic Project (the "MGPP"), the Corporation does hereby affirm the findings previously made by the Corporation in connection with the MGPP as required by Section 10(c)(1), (2) and (3) of the New York State Urban Development Corporation Act (the "Act"); and be it

RESOLVED, that, on the basis of the Materials, after full consideration of the matters set forth or referred to therein, the Corporation hereby affirms the findings previously made by the Corporation in connection with the MGPP as required by Sections 10(d)(1), (2), (3) and (4) of the Act; and be it

RESOLVED, that, on the basis of the Materials, after full consideration of the matters set forth or referred to therein, the Corporation hereby affirms the finding previously made by the Corporation in connection with the MGPP that the requirements of Section 10(g) of the Act are satisfied; and be it

RESOLVED, subject to Section 16 of the Act, the Corporation does hereby adopt the Proposed Amendment to MGPP as presented to this meeting, together with such changes therein as any officer of the Corporation may deem appropriate, in such officer's sole discretion, a copy of which Proposed Amendment to MGPP, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that, on the basis of the Materials, the Corporation hereby finds, pursuant to Section 16(3) of the Act, that it is not feasible or practicable for the Proposed Project described in the Materials to comply with all local zoning regulations and, accordingly, the Corporation hereby overrides the local zoning regulations as and to the extent described in the Proposed Amendment to MGPP for the specified purposes of the Proposed Project; and be it further

RESOLVED, that the officers of the Corporation or any such officer's designee, acting singly, be, and each of them hereby is, authorized in the name and on behalf of the Corporation to take all actions necessary or proper, in their respective sole discretion, to comply with the requirements of the Act in connection with the adoption of the Proposed Amendment to MGPP; and be it further

RESOLVED, that the Proposed Amendment to MGPP shall not be final until action is taken by the Corporation and by the Directors of the New York State Urban Development Corporation d/b/a Empire State Development ("ESD") as provided in the Act and until such time as all requirements of the Act and other applicable law in connection therewith have been satisfied; and be it further

RESOLVED, that, on the basis of the Materials, the Corporation hereby finds that there is no reasonable alternative to the proposed below-market dispositions of the Development Site described in the Materials that would achieve the same purpose of such dispositions; and be it

RESOLVED, that on the basis of the Materials and subject to Section 6 of the Act, the Corporation does hereby adopt the essential terms of the VSC Easement, Deed, and other Project Documents described in the Materials, together with such changes therein as any officer of the Corporation may deem appropriate, in such officer's sole discretion, and hereby finds that the same are in conformity with the MGPP, as amended; and be it further

RESOLVED, that the officers of the Corporation or any such officer's designee, acting singly, be, and each of them hereby is, authorized in the name and on behalf of the Corporation to hold public hearings on the Proposed Amendment to MGPP and the proposed disposition of property pursuant to the VSC Easement and Deed and the transactions contemplated thereby in accordance with the requirements of the Act; and be it further

RESOLVED, that the Chair and President of the Corporation or their respective designee(s), acting singly, be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation to execute and deliver any and all documents and to take any and all actions necessary or proper, in their respective sole discretion, as may be necessary or appropriate to effectuate the foregoing resolutions.

* * *

There being no further business, the meeting was adjourned at 3:55 p.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary

**RATIFICATION OF EMERGENCY ACTION TAKEN TO AMEND THE
THE LMDC OFFICE SPACE AGREEMENT**

Proposed Budget and Contract

LMDC staff requests ratification of the emergency action taken that extended the office space agreement with The Council of State Governments (“CSG”) for an additional six months to continue using a portion of the office space located at 22 Cortlandt Street on the 22nd Floor. The amendment increased the contract from \$245,400 to \$293,400 and extended the agreement through April 14, 2023. Funds for this amendment were included in LMDC’s March 31, 2023 Fiscal Year Budget.

Background

LMDC moved from the 11th floor at 22 Cortlandt Street to the 22nd floor of the same building in July 2020 and has been operating at 22 Cortlandt Street, either on the 11th or 22nd floor since March 2016. LMDC has saved significant time and money not having to relocate from the building and has reduced monthly rent by offloading space as LMDC winds down operations.

Scope of Services

LMDC continued to occupy approximately 1,800 sq. ft. of CSG’s current office space, located on the 22nd floor of 22 Cortlandt Street, pursuant to an agreement with CSG. The Amendment added six additional months through April 14, 2023 at a cost of \$7,800 per month which includes all costs for LMDC’s use, electricity, real estate taxes, maintenance, internet connectivity and water.

Selection Process

The agreement with CSG included a six month option to extend LMDC’s occupancy which staff exercised for efficiency purposes.

PROPOSED – NOT YET ACTED UPON.
 AVAILABLE TO THE PUBLIC PURSUANT TO NEW YORK STATE OPEN MEETINGS LAW

**REQUEST FOR APPROVAL OF THE
 LMDC 2023/2024 ADMINISTRATIVE BUDGET**

Proposed Budget

LMDC staff requests Board approval of LMDC's proposed planning & administration budget for Fiscal Year End (FYE) March 31, 2024 in the amount of \$760,785, which is approximately 12% less than the 2023 budget. The budget reflects a 15% reduction in *Personnel* costs and a 4% reduction in *Other Than Personnel Services* costs. For most of the current fiscal year, LMDC operated with four full time equivalents (FTE) and some temporary employee assistance. The proposed budget reduces staff capacity to three FTE supported by temporary or other shared employees, as warranted. This staff level is expected to be sufficient for the anticipated workload which includes managing and monitoring the remaining projects through completion.

Over the next few months, staff will work towards transitioning LMDC projects, programs and other responsibilities that will not be completed in 2023 to Empire State Development for the purpose of winding down LMDC operations. The proposed budget is intended to cover operating and transition costs through FYE March 31, 2024.

Below please find the proposed LMDC Fiscal Year End March 31, 2024 Administrative Budget.

LOWER MANHATTAN DEVELOPMENT CORP.			
FISCAL YEAR APRIL 1, 2023 - MARCH 31, 2024 ADMINISTRATIVE BUDGET			
DEPARTMENT	BUDGET FYE 2023	ESTIMATED ACTUAL SPENDING FYE 2023	BUDGET FYE 2024
Administrative Funds			
All Combined Operations	860,955	777,521	760,785
Total Administrative Funds	<u>\$ 860,955</u>	<u>\$ 777,521</u>	<u>\$ 760,785</u>
 Personnel	 623,442	 557,500	 532,312
Other Than Personnel	<u>237,513</u>	<u>220,021</u>	<u>228,473</u>
Total Administrative Funds	<u>\$ 860,955</u>	<u>\$ 777,521</u>	<u>\$ 760,785</u>

**REQUEST TO AMEND AND EXTEND THE LMDC OFFICE SPACE AGREEMENT WITH THE
COUNCIL FOR STATE GOVERNMENTS**

Proposed Budget and Contract

LMDC staff is requesting Board authorization to amend and extend our agreement with The Council of State Governments (“CSG”) to continue using the same or a smaller portion of the office space located at 22 Cortlandt Street on the 22nd Floor. The amendment will increase the contract by up to \$41,600, from \$293,400 to \$335,000 to ensure sufficient funding to cover the period through March 14, 2024, if needed. Funding for this contract amendment will come from the anticipated fiscal year end 2024 Administrative budget.

Background

LMDC moved from the 11th floor at 22 Cortlandt Street to the 22nd floor of the same building in July 2020 and has been operating at 22 Cortlandt Street, either on the 11th or 22nd floor since April 2016. LMDC has saved significant time and money by not having to relocate from the building while simultaneously negotiating periodic reductions in monthly rent, including through offloading space as LMDC winds down operations.

Scope of Services

LMDC will occupy approximately 1,000 sq. ft. of CSG’s current office space, located on the 22nd floor of 22 Cortlandt Street. The agreement would be on a month-to-month basis, with a 90-day termination notice period for both parties, should CSG secure a sublet tenant willing to take the whole space or a portion of the space, or in the event that LMDC chooses to terminate the license agreement. Monthly rent will be no higher than \$7,800 for the first month to allow time for the downsizing and will be reduced to approximately \$4,000 per month thereafter. The monthly rent will include all costs for LMDC’s use, electricity, real estate taxes, maintenance, internet connectivity and water.

Selection Process

CSG has and appears willing to continue to provide the flexibility we need to reduce space and related expenses as we wind down operations. LMDC’s ability to avoid the time and costs associated with moving enables staff to focus on closing projects, activities and ultimately the LMDC grants.

**REQUEST TO AMEND AND EXTEND THE CONTRACT WITH NGENIOUS INC.
FOR WEBSITE HOSTING, MAINTENANCE, AND SUPPORT SERVICES**

Proposed Budget and Contract

LMDC staff requests Board authorization to amend and extend its contract with NGenious Solutions Inc. (“NGenious”) for website hosting, maintenance, support and content management services through March 31, 2024 and increase the contract by \$34,000 to an amount not to exceed \$230,000. Funding for this agreement is provided in LMDC’s Fiscal Year End (FYE) 2024 Budget.

Background

LMDC’s website www.renewnyc.com communicates information regarding LMDC’s mission to revitalize Lower Manhattan in the aftermath of September 11 and offers access to public documents relating to our action plans, quarterly activity reports, the environmental review process, board meetings, public meetings, press releases, and other relevant information. The website serves as an avenue for receiving public comment on action plans and environmental matters, ensuring the public is included in the process. LMDC’s website also serves a vital purpose as an archive for the rebuilding process in Lower Manhattan, providing historical information and images of the World Trade Center site and other Lower Manhattan areas.

Scope of Services

Staff is requesting authorization to extend this utility agreement with NGenious for hosting the LMDC website on a secured environment with enterprise class firewall, site maintenance, and content management through March 31, 2024. NGenious will maintain coding, software, comment information and provide the capability for live broadcasts of LMDC Board meetings.

Selection Process

NGenious was selected in 2018 through a mini-bid because they were willing to provide required services, including content management, using LMDC’s existing website platform and functionality. This enabled LMDC to avoid costs and risks associated with replacing our web application needed for only a few additional years. NGenious has offered the same services as our previous website provider for a slightly lower cost, which will remain at no more than \$2,700 through March 2024. NGenious has been very responsive to LMDC requests, and their familiarity with our legacy system has enabled them to provide effective and efficient service. The company’s familiarity with all aspects and uses of the website utility including LMDC’s content management needs will allow NGenious to proceed effectively and efficiently. NGenious is a New York State Certified Minority or Woman-Owned Business Enterprise (MWBE).

Firm Description

NGenious is a New Jersey-based company established in 2005 which has become a global enterprise solutions provider delivering technology-enabled services and solutions. NGenious is a Microsoft Gold Partner and Microsoft Cloud Solution provider that offers boutique style, personalized services to its clients. NGenious is New York State MWBE Certified and a national minority business enterprise.

REQUEST TO EXTEND AD PLACEMENT SERVICES CONTRACT WITH MILLER ADVERTISING

Proposed Budget and Contract

LMDC staff requests Board authorization to amend the contract with Miller Advertising Agency, Inc. (“Miller”) for advertising (ad) placement services by extending the term for one year through March 31, 2024. No additional funds are being sought; funding for ad placement services exists in relevant Partial Action Plans and LMDC’s Planning and Administration funds, as appropriate.

Background

Since its inception, LMDC has used paid advertising, along with other methods, to inform the public about the agency’s activities and to provide opportunities for public participation in the rebuilding of the World Trade Center site and other lower Manhattan revitalization efforts. LMDC is required to publicize many activities, meetings and notices under federal and state laws. LMDC issued Requests for Proposals for Advertising Services resulting in the selection of Miller. In 2015, the LMDC Board approved contracts and amendments with Miller, raising the contract value to \$260,000. This contract was extended four more times through March 2023 without further funding increases. Currently, over \$35,000 remains available for future ad placements.

Over the past several years, mini-bids were conducted to determine the reasonableness of the prices quoted by Miller. Miller has consistently quoted and charged the lowest overall ad placement prices and has served as a “one-stop shop” by providing translation services and formatting for public notices. Staff anticipates that LMDC’s advertising needs will be limited to the placement of HUD and/or State required public notices through March 31, 2024, with sufficient funds remaining in the contract to cover these costs.

Scope of Services

Miller Advertising will provide ad placement services for legally required LMDC notices in accordance with the agency’s mission. Such advertisements will publicize action plan amendments, environmental and legal notices, public meetings and hearings, community outreach, and major redevelopment milestones. Although Miller is a full-service advertising agency, the services sought by LMDC will be limited to the placement of media advertisements, including layout and translation services, in newspapers, foreign language mediums, and web media.

Selection Process

Miller was selected for Advertising Services through past RFPs and subsequent mini-bids. Staff has determined that direct placement with individual newspapers is much more time consuming and often more expensive than working with Miller to handle the placements on LMDC’s behalf. Miller consistently offers comparable or better pricing and the quickest turnaround. Ongoing retention of Miller allows LMDC to capitalize on efficiencies gained through Miller’s experience and work performed to date. As noted, no additional funds are being sought at this time.

Firm Description

Miller Advertising, headquartered in New York City, is the largest public notice advertiser in the metropolitan New York area and the northeast. Established in 1919, Miller is a full-service advertising agency offering a wide range of products, service and solutions with extensive experience serving government agencies.

**REQUEST TO AMEND AND EXTEND THE PRE-QUALIFIED COUNSEL
AGREEMENTS FOR LEGAL SERVICES**

Proposed Budget and Contracts

LMDC staff requests Board authorization to increase funding and extend for one year the term of contracts with one or more law firms on the Empire State Development (ESD) Pre-Qualified Counsel List established March 24, 2022. LMDC staff requests an additional \$150,000, thus increasing authorized funding over the term of these contracts from \$6,850,000 to \$7,000,000, to be used as needed by management for one or more of the Pre-Qualified firms. Funds for the proposed contracts and amendments are provided in the fiscal year end 2023 and anticipated 2024 Administrative budgets, the appropriate project-related Partial Action Plans, or will be paid by the World Trade Center Site 5 (“Site 5”) conditionally-designated developer (“Developer”). The Developer for Site 5 has entered into a Project Expenses Reimbursement and Imprest Account Agreement that established an imprest account to fund, among other items, LMDC’s legal expenses for Site 5. This requested increase is necessary primarily for Site 5 work due to project schedule changes and the drafting of an increased number of project documents.

Background

LMDC requires legal advice and services related to complex construction, environmental, land use, and real estate matters arising out of federally-funded planning and development programs in Lower Manhattan. Such programs include the World Trade Center Memorial and Redevelopment Plan and the related General Project Plan for the World Trade Center Memorial and Cultural Program (WTC GPP), the Modified WTC GPP (MGPP), as well as off-site projects. To provide such advice and services, LMDC has utilized several firms that historically provided services to ESD and LMDC given their familiarity with similar issues.

The Board previously authorized up to \$6,850,000 for law firms included in the 2008, 2012, 2017 and most recent ESD Pre-Qualified Counsel Lists for contract terms through December 2023. Additional Site 5 legal work will be required by these firms through December 2024.

Scope of Work

LMDC will continue to require legal services in the following areas of law: (1) construction, (2) environmental, and (3) real estate and land use, as well as any related litigation. In addition, LMDC may require legal advice and services in other areas of the law given the diverse nature of LMDC’s work. The need for legal services exists in connection with the Site 5 development and other matters related to the completion of the remaining LMDC projects. LMDC seeks to increase contract values accordingly up to the proposed Pre-qualified contracts limit and extend its existing retainer agreements, that expire December 31, 2023, by an additional year to December 31, 2024, with the following firms: (i) Carter Ledyard & Milburn LLP, for matters related to environmental compliance in connection with active LMDC projects and the implementation of and potential modifications to the WTC GPP (including compliance with historic preservation obligations related to the WTC Ship Remnant; and (ii) Venable LLP, for project-specific environmental, insurance and real estate matters including ongoing and anticipated WTC site land transfers.

LMDC may also need to retain additional firms on the ESD Pre-Qualified Counsel List in the event that new legal issues arise with respect to other projects. Fee caps will be in place representing lower rates as compared to market billing rates where such work is not being reimbursed by a third party, and fees will be paid for actual work performed and expenses incurred, as requested by LMDC on an as-needed basis.

Selection Process

On March 24, 2022, ESDC established a list of pre-qualified counsel to provide legal services in the areas of expertise noted above. The pre-qualified counsel list facilitates the procurement of legal service in a prompt and timely manner and will be in effect for the selection of firms from the list made by or before March 31, 2025. LMDC has reviewed the list and recognizes the distinguished history of the firms, many of which have already provided or currently provide legal services to LMDC, including Carter Ledyard & Milburn LLP and Venable LLP.

REQUEST TO EXTEND THE CONTRACT WITH AKRF FOR ENVIRONMENTAL SERVICES**Proposed Budget and Contract**

LMDC staff is requesting Board authorization to amend the existing environmental consulting contract with AKRF, Inc., herein after referred to as “AKRF”, by extending the terms of the contract by one year through March 31, 2024. No additional funds are being sought. Funds will be allocated on an as-needed basis from the fiscal year end 2023 and anticipated 2024 Administrative budgets, appropriate project-related Partial Action Plans, or will be paid by the World Trade Center Site 5 (“Site 5”) conditionally-designated developer (“Developer”).

Background

As the recipient of HUD Community Development Block Grant program funds, LMDC is the lead environmental agency under state and federal law and must complete the appropriate level of environmental review for each HUD-funded project before implementation can begin. LMDC is also responsible for environmental compliance monitoring for individual subrecipients and Lower Manhattan as a whole. These environmental services must continue to fulfill LMDC’s obligations under the National Environmental Policy Act and the State Environmental Quality Review Act.

LMDC has relied on services provided by AKRF for a variety of Lower Manhattan projects ranging from small to very large in scale, including environmental work associated with the World Trade Center (WTC) Site including Site 5. AKRF was selected through multiple LMDC Requests for Qualifications and is currently included on Empire State Development’s (ESD’s) Pre-Qualified Real Estate Development and Planning Related Consultants List. In September 2011, the LMDC Board authorized an additional \$1,950,000 for contracts with four environmental consultants, including AKRF, for up to two years. In October 2013 and September 2014, the Board authorized extensions of the terms for these respective contracts through September 2015. In November 2015, March 2018, March 2019, and March 2021 the Board authorized further extensions of the AKRF contract which currently expires on March 31, 2023. AKRF consulting services may be needed going forward particularly related to the development of Site 5.

Scope of Services

AKRF may be asked to provide environmental services related to the development of Site 5 including but not limited to the updated environmental assessment and modification of the General Project Plan. AKRF may also continue to provide environmental consulting services associated with other LMDC-funded projects on an as-needed basis subject to detailed work orders.

Selection Process

AKRF is included on ESD’s pre-qualified list of firms available to provide Environmental Site Assessment, Environmental Review and Historic Preservation and Adaptive Reuse services. The firms on the Pre-Qualified List were selected through an ESD 2021 Request for Qualifications for Real Estate Development and Planning Related Consultants selected through October 2025. Additionally, AKRF has provided environmental consulting services with respect to the World Trade Center Redevelopment Plan since the inception of the Plan and their particular experience and expertise with respect to the Site, the relevant Site documents, and with LMDC make them best suited to continue to provide environmental consulting services on this project.

Firm Descriptions

AKRF, Inc. is a leading environmental planning firm in New York City. They provide services in environmental analysis, land use planning, historic and archeological resources, and hazardous materials. They have extensive first-hand experience with the planning and rebuilding efforts in Lower Manhattan and have been supporting LMDC since 2002.

PROPOSED – NOT YET ACTED UPON.
AVAILABLE TO THE PUBLIC PURSUANT TO NEW YORK STATE OPEN MEETINGS LAW

REQUEST TO AMEND PARTIAL ACTION PLANS 2, 10, THE FINAL ACTION PLAN, AND S-2

LMDC staff requests Board authorization to prepare and issue amendments to Partial Action Plans 2, 10, S-2 and the Final Action Plan (FAP) for public comment with later review by LMDC and submission for approval by the U.S. Department Housing and Urban Development (HUD), to the extent necessary. The proposed amendments will reduce the completed Partial Action Plan (PAP) 2 *Job Creation and Retention Program* budget and the PAP 10 completed *East River Waterfront Access* and ongoing *East River Waterfront Pier 42* budgets. These activity budget reductions will make \$31,527,943.32 of unused and available funds from activities that are completed or sufficiently funded (from another activity budget) available for a transfer to the FAP *Affordable Housing* and *Administrative and Planning* activities in the amounts of \$31,100,003.07 and \$427,940.25, respectively. The full amount of funding needed to fulfill the previously authorized East River Waterfront Pier 42 grant obligations is available in the *East River Esplanade* activity in PAP S-2 which will be updated for clarification purposes. These amendments, if approved, will result in the closing of multiple activities and PAPs 2 and 10 while preserving the reallocated funds with the FAP Affordable Housing activity.

The proposed amendments would increase the *Affordable Housing* allocation in the FAP by \$31,100,003.07 to \$45,080,000, while reducing the *Job Creation and Retention Program* budget in PAP 2 and the *East River Waterfront Access* and *East River Waterfront Pier 42* budgets in PAP 10 by the amounts indicated below enabling the closing of those activities. The *Administrative and Planning* budget increase would be sufficient to cover the proposed fiscal year 2024 budget while still remaining below the 5% administration funding limit allowed by HUD.

The following table details the current action plan allocations and the proposed changes:

PAP	Activity	Current Allocation	Proposed Reallocation	Proposed Revised Allocation
2	Job Creation and Retention Program	\$136,900,000	(\$21,326,930.00)	\$115,573,070
10	East River Waterfront Access	\$9,420,000	(\$1,973,913.32)	\$7,446,086.68
10	East River Waterfront Pier 42	\$19,000,000	(\$8,227,100.00)	\$10,772,900
FAP	Affordable Housing	\$13,979,996.93	\$31,100,003.07	\$45,080,000.00
FAP	Administration and Planning	\$2,129,957.80	\$427,940.25	\$2,557,898.05

Scope of the Amendments to the Action Plans

The amendments to Partial Action Plans 2, 10 and the FAP are intended to sweep available funds from activities and programs that are completed or sufficiently funded to the *Affordable Housing* activity to be used to support affordable housing projects and programs. The transfers of funds from the activities in PAPs 2 and 10 to the FAP may be followed by further transfers of funds that become available from other activities in FAP so that all available funds can be moved to the *Affordable Housing* activity for use in support of Lower Manhattan affordable housing. Funds will only be transferred to the *Affordable Housing* activity after a determination is made by LMDC staff that sufficient funds exist to meet the ongoing obligations of the other projects approved by the Board.

Job Creation and Retention Program (JCRP)

The JCRP funds that we are proposing to reallocate represent unused and returned funds from this completed program. Over \$258,000,000 in JCRP grant funds including nearly \$116,000,000 from this LMDC grant activity have been disbursed. Over 66,000 Lower Manhattan jobs were retained or created as a result of this program. With no additional payments being made, residual funds from this activity can be reallocated to the Affordable Housing activity, at which time this activity will be closed enabling the closing of PAP 2.

East River Waterfront Access

The funds that we are proposing to reallocate represent legal, environmental and project funds no longer needed as the East River Waterfront Access project work approved by the Board has been completed and grant payments requests have been fully reimbursed. Planned improvements to the pedestrian connections between the East River in Lower Manhattan and adjacent areas of Lower Manhattan, covering certain sections of Peck, Catherine, Rutgers and Montgomery slips were made, as were improvements to the connections between the East River waterfront and East River Park. Reallocating these funds will enable the closing of this activity.

East River Waterfront Pier 42

The funds that we are proposing to reallocate represent project funds originally intended to cover some of LMDC's East River Waterfront Pier 42 grant obligations. Sufficient funds exist in the PAP S-2 *East River Esplanade* budget to replace the PAP 10 funds and fulfill the grant agreement obligations, thus enabling the closing of the *East River Waterfront Pier 42* activity in PAP 10. By closing the *East River Waterfront Access* (described above) and *Pier 42* activities in PAP 10, we will be able to complete and close PAP 10.

Administrative and Planning

The proposed reallocation of \$427,940.25 to the *Administrative and Planning* activity in the FAP is necessary to cover the proposed fiscal year end March 2024 administrative budget. LMDC staff continues to carry out its grant management, project oversight, environmental and regulatory compliance monitoring, project coordination, grant reporting and payment processing activities. More time and resources than anticipated have been applied to the completion of the approved projects, programs and the property transfers between LMDC and the Port Authority of New York and New Jersey related to the World Trade Center Memorial and Redevelopment Plan. If all of the existing and proposed administrative funds are spent the overall administrative costs will remain less than 5% of total grant expenses.

Affordable Housing

One of the objectives of these Action Plan amendments is to preserve \$31,100,003.07 of the closing activities described above to the *Affordable Housing* activity in the FAP thereby increasing the *Affordable Housing* allocation to \$45,080,000. The specific use or obligation of the Affordable Housing funds will be subject to future Board actions.