



Central Harlem Mixed Use

Release Date: Tuesday, May 15, 2012

Submission: Friday, July 13, 2012

Empire State Development

NYCEDC
New York City Economic Development Corporation

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INTRODUCTION

New York City Economic Development Corporation (“NYCEDC”) in partnership with the New York State Urban Development Corporation, d/b/a Empire State Development (“ESD”) is seeking proposals for the acquisition and redevelopment (the “Project”) of an approximately 42,000 sq. ft. site located at 121 West 125th Street, NY, NY, Block 1910, part of Lot 1 in Manhattan, (the “Site”).

Located between Adam Clayton Powell Boulevard and Lenox Avenues, the Site is at the center of the 125th Street’s Arts & Entertainment Core and is part of the City’s 125th Street planning and revitalization initiative. This request for proposals (“RFP”) presents a unique opportunity to develop a central retail, office and cultural exhibition space in the heart of Upper Manhattan. Each party submitting a proposal in response to this RFP (“Proposal”) is referred to herein as a “Respondent”. The Respondent that is ultimately selected for the Project through this RFP process is referred to herein as the “Developer”.

125th Street is a high traffic commercial corridor offering a variety of services and retail opportunities. The Site is proximate to iconic cultural institutions such as the renowned Studio Museum in Harlem, the National Black Theater, the Apollo Theater and Harlem USA (a commercial complex that includes the Magic Johnson Theater). It is adjacent to the Adam Clayton Powell Jr. State Office Building, the largest and most prominent commercial building on 125th Street (please refer to the Cultural Landmarks Map below).



SITE DESCRIPTION

Site Context

125th Street, also known as Martin Luther King, Jr. Boulevard, is a vibrant commercial corridor that has long been recognized as a place for arts, culture and entertainment. Taking advantage of its many public transit assets, the Boulevard also serves as a gateway to Upper Manhattan for local residents and the nearly 800,000 tourists that visit the greater Harlem area every year. The 125th Street Rezoning built upon Harlem's many assets to facilitate public and private investments along Harlem's "Main Street". The site, which is situated within a Business Improvement District, is:

- Half a block from the 2 and 3 subway lines,
- Two blocks from the A, B, C and D subway lines,
- Three blocks west of the MTA Metro North station,
- Four blocks west of the 4, 5 and 6 subway lines, and
- Within close proximity to the 7, Bx15, 60, 100,101,102

Please see Transportation Map below.



The Site is currently exempt from real property taxes. The current tax-exempt status will cease upon its conveyance to a taxable entity. All assumptions regarding property taxes will be the responsibility of the Respondent.

The existing structure on the site is an approximately 160,000 sq. ft., four-story, 450 space public parking garage. It includes parking on the roof, basement and two levels above grade. The Site also contains six small retail spaces at grade level, fronting 125th Street. Currently, the last expiration of the retail leases is August 2015. For more information regarding the leases, please refer to the Site File.

Current Ownership

The Site is currently owned by the State of New York (the “State”) and the City of New York (the “City”) and managed by NYCEDC.

The Site consists of two parcels: (i) a Lower Parcel that extends vertically to a horizontal plane at an elevation of 80.20 ft., which is owned by the City and managed by NYCEDC, and (ii) an Upper Parcel that consists of a certain volume of space that lies above an elevation of 80.20 ft., which is owned by the State. It is anticipated that the State will transfer its interests in the Site to ESD and that ESD and the City will then convey their interests to NYCEDC, prior to disposition to the Developer.

Land Use

The Site enjoys 200 linear feet of frontage on the vibrant commercial hub of 125th Street, supporting the highest volume of foot traffic in Upper Manhattan. The Site is an approximately 42,000 sq. ft. through lot that extends from 125th Street to 126th Street, which allows for secondary ingress/egress access at 126th street, without obstructing valuable 125th Street retail frontage (please refer to the Site Map below).



The Site is located within a C4-7 zone, which permits retail and commercial uses, and is subject to the 125th Street Follow-Up Text Amendment adopted in 2008 (<http://www.nyc.gov/html/dcp/html/125th/125th10.shtml>). The Site also lies within the parameters of the Special 125th Street Core Sub-District, the use and zoning regulations of which are outlined in the New York City Zoning Resolution. The maximum allowable floor area ratio (FAR) is 7.2 for commercial use, allowing for approximately 302,000 sq. ft. of development rights. With applicable bonuses for a visual or performing arts facility, the FAR can increase to 8.65 FAR, which would allow for approximately 363,000 sq. ft. of development. The zoning consists of a height limit of 195 ft. and 150 as-of-right parking spaces. Additional parking spaces may be possible but would require a further approvals.

For more information on zoning uses in the area, please refer to the Land Use Map below.



The Site is subject to a light and air easement from the adjacent Harlem Center property that requires a 15 ft. setback on the eastern elevation of the proposed building, starting at a height of 80.2 ft. This should be factored into any zoning calculations and illustrated in the relevant massings, schematics or renderings. A copy of the easement can be found in the Site File.

In addition, the Site shares Tax Lot 1 with the Adam Clayton Powell, Jr. State Office Building. It will be the responsibility of the Selected Developer to subdivide the lot in order to obtain a certificate of occupancy and this should be reflected in the Proposal.

Development of the Site is also informed by a Points of Agreement Letter with certain Council Members, dated April 15th 2008, which is entered as Exhibit A of this RFP.

DEVELOPMENT GOALS

A substantial part of the 125th Street corridor and its immediate vicinity was rezoned in April 2008 as part of a comprehensive initiative by the City to strengthen the 125th Street corridor as a regional business district and bolster its historic role as an arts, entertainment and retail hub. The plan was designed to reinforce 125th Street as a commercial corridor and catalyze new development.

At the center of the 125th Street revitalization area, the Site represents a unique opportunity to develop one of the few underutilized parcels in what has become one of New York's most active and lucrative retail destinations. Goals of this RFP include, but are not limited to:

- Supporting the rezoning by physically and economically activating the street, especially during evening hours;
- Strengthening the critical mass of local arts, cultural, and entertainment venues;
- Fostering uses that complement the existing attractions and extend visitors' stays;
- Creating construction and permanent employment opportunities;
- Demonstrating design excellence, innovation and sustainability which reflect the Site's prominent location ;
- Demonstrate a clear relationship to the rich cultural history of the local community;
- Utilize the 125th Street grade level frontage for active retail space;

In addition, proposals seek to

- Develop at least 5% of the total retail space at below market rents, with priority for non-formula retail businesses;
- Develop at least 5% of the total floor area for an arts and entertainment use, as per zoning, in the form of a cultural exhibition center;
- Develop at least 5% of total office space for below market rents for local non-retail businesses;
- Develop the remaining floor area for commercial office space; and
- Maintain as many parking spaces as possible with the objective that as many of the spaces as possible be located below grade.

Preference will be given to Proposals that incorporate as many of the above development goals as possible, whilst offering a purchase price or lease payments appropriate to the value of the Site.

DESIGN GUIDELINES

Designs should take into account the aesthetic context of the neighborhood and take advantage of its prominent visibility to a high volume of pedestrians and vehicular traffic.

NYCEDC supports green building and active design. Green building seeks to support environmentally sustainable development, while active design uses architectural and urban

design strategies to promote public health and increase physical activity in daily life. The goal of green building and active design is to reduce the negative impact buildings have on the health of the environment and communities as well as to create a healthy indoor and outdoor environment for occupants through integrated design, best practices and emerging technologies. While green development and active design certainly convey benefits to the natural, human and built environments, they can also reduce long term operating costs through increased energy efficiency. Further information on Green Building Design can be found in Appendix J of this RFP. Further information on Active Design guidelines can be found at the following link:

http://www.nyc.gov/html/ddc/html/design/active_design.shtml

PROPOSAL REQUIREMENTS

Respondent's financial offer for the Site should assume that it will be disposed of in as-is condition. Each complete Proposal must contain the following elements:

A. Purchase Price/Lease Payment

The proposed purchase price must be expressed in a fixed, non-contingent dollar amount. For a lease, the term and key lease provisions should also be indicated. In the case of a purchase, the purchase price will be paid in full at closing.

The purchase price/lease payments should reflect the fact that NYCEDC will contribute \$20 per square foot for grants for local retail and/or non-retail businesses capped at \$200,000, in order to make the inclusion of such business viable.

B. Project Description

The Project description should include a detailed narrative describing relevant aspects of the Project, including type and size of development, proposed uses, type and number of commercial tenants, and a list of potential tenants for the proposed Project along with letters of interest and/or intent from tenants. The Project description must address each of the issues detailed in the Development Controls section of this RFP. Employment generation Projections (direct and indirect, construction and permanent jobs) must also be supplied.

C. Financial Information

Please submit the following:

- Pro forma cash flows, in hard copy and in Excel format on computer disk for the development, lease-up, and Project operation periods, including details of any as-of-right or discretionary real estate tax, other tax, energy, or other governmental benefits assumed in the model. *NOTE: Indicate clearly if the proposed Project is contingent on the receipt of assumed governmental benefits.* The cash flows should include a section outlining all assumptions on which all calculations were based, including assumptions regarding the number of proposed rental units/tenants and the rental rate by unit size, the minimum IRRs sought and those relating to exit strategies. This data should extend out to 20 years of operations from stabilization and include all necessary capital improvements over time, and

reserves and debt service payments associated with the financings.

- Construction sources and uses of funds, including details of equity and financing sources and a break out of all soft and hard costs and development and financing fees to be paid on the “uses” side. Please clearly indicate escalation rates to account for any increases in construction costs in your budget or contingencies.
- Permanent sources and uses of funds including details of equity and financing sources and all development fees and financing fees to be paid.
- Letters of interest and/or intent from equity sources and lenders.
- Market comparables, in the form of a detailed listing of at least three properties/projects with similar operations, as back-up for revenue and cost assumptions.

D. Respondent Description

Each entity submitting a Proposal must demonstrate sufficient financial resources and professional ability to develop the Site in a manner consistent with its Proposal. In addition, each entity must complete and submit a NYCEDC Background Investigation Form (aka VENDEX), a copy of which is attached as Appendix A. Each Proposal must include a description of the management and/or development team, including:

- The intended form and structure of any proposed partnership or joint venture must be clearly explained and a chart/diagram of the purchaser and/or development entity, showing structure (percentages) of ownership and investment must be included.
- Name, address, telephone number and qualifications of each member of the development team, including all persons or entities that will design, develop, manage, operate or lease space in the facility, as well as the lawyer and other professionals, as appropriate, who will be involved in this Project. Respondents must provide the Federal EIN numbers of the development entity and the Social Security number of its principals.
- Background information on all members of the Respondent’s team, including the relevant experience of all principal members thereof and their availability for commitment to the Project. This information must be submitted for every participant in a joint venture.
- If available, the latest credit report for each of the principals and any relevant business entities and the most recent financial statements for the purchasing entity and each of its principals. Certified net worth statements must be submitted for every participant in a partnership or joint venture.
- Any additional documentation or information evidencing the strength of the

Respondent and its ability to complete the Project.

E. Site Plan and Architectural Design

Respondent should provide schematic drawings for the proposed development including site use plans, floor plans, renderings of the building, and a summary of the proposed building program with all square footages identified. Drawings must indicate the graphic scale.

F. Zoning Calculation

Respondent must submit a preliminary zoning analysis showing all calculations, including proposed use groups, required and proposed parking, and identifying all required permits and authorizations must be provided.

G. Construction Plan

Respondent must provide a construction schedule for the proposed Project.

H. Vendor Information Exchange System (“VENDEX”)

Respondents must complete and submit an original VENDEX form, and pass the investigation (see Appendix A).

I. Doing Business Data Form Local Law 34

Respondents must complete and submit an original Doing Business Data Form (Appendix B) for each entity.

J. Minority Women Business Enterprise (“M/WBE”) Utilization Plan

NYCEDC is dedicated to furthering the participation of minority and women-owned businesses (“M/WBE”) in its work. If a Respondent is proposing to redevelop the Site, they must submit a plan to address M/WBE participation in the Project during the initial redevelopment period (“M/WBE Utilization Plan”). See Appendix C for further details.

K. HireNYC Program

NYCEDC recognizes the importance of creating employment opportunities for low-income persons and enabling them to participate in the City’s economic growth. If a Respondent is proposing development of the Site, it is encouraged to make good faith efforts to achieve the hiring and workforce development goals, comply with the other programmatic requirements outlined in Appendix D, and submit a plan to NYCEDC to address participation through the HireNYC Program (such plan, the “HireNYC Program Plan”).

L. Statement of Agreement

The Respondent must submit a notarized statement signed by an authorized principal or officer of the Respondent that states that the Respondent has read this RFP and the Appendices fully and agrees to the terms and conditions set forth herein (see Appendix E).

SELECTION CRITERIA

NYCEDC and ESD will use the following criteria to review submissions and select a Proposal:

- *Economic Impact on New York City:* Projected expenditures, including purchase price, construction costs and annual operating costs and retail spending. Also any applicable New York City taxes such as real property, sales, and personal income taxes, reduced by any as-of-right and discretionary incentives and benefits assumed;
- *Employment Impact:* Creation of incremental (construction) and permanent on-site employment and payroll;
- *Development Team Qualifications:* experience, development skills, and financial resources necessary to complete a high-quality Project on time and within budget;
- *Financial Feasibility:* the Respondent's demonstrated financial condition to complete the Project; availability of identifiable funding sources to finance the Project; and an economically viable mix of commercial, retail, cultural exhibition space and parking facilities that generate sufficient revenue to support operating expenses, capital costs and debt service; a clear and justifiable intent to pursue as-of-right or discretionary real estate tax incentives or benefits, which would help make the Project more economically feasible. If the Respondent decides to pursue discretionary benefits through the New York City Industrial Development Agency ("IDA"), then the Respondent must meet IDA eligibility requirements;
- *Relationship to Surrounding Community:* pedestrian access, vehicular access and circulation, building massing, parking availability, landscaping, a use for the cultural exhibition space that clearly relates to the local community culture and history, and other aspects of the development's relationship to the surrounding community; and
- *Land Use and Design:* thoughtful and innovative architectural and urban design, innovative environmental development techniques, and the extent to which the development potential of the Site is maximized in a manner consistent with applicable zoning, environmental and other regulatory controls. The design shall maximize the sustainable performance of the development by integrating sustainable design practices as proposed in the Respondent's Green Building Plan.
- *Adherence to development goals:* development of retail, office, garage space, arts and entertainment uses that complement existing critical mass of venues, inclusion of below market retail and office space and opportunities for local businesses.

DEVELOPER DUE DILIGENCE

It is the Respondent's responsibility to conduct due diligence on the Site.

NYCEDC's Site Information File (the "File"), containing important public information regarding the Site, will be available by appointment only. Respondents are encouraged to review the File

prior to submitting a Proposal. The File may be purchased for \$150 or reviewed in NYCEDC's offices at no charge. To review or purchase the File, please contact Serena Vega at svega@nycedc.com or by calling 212.312.3551

The File contains:

- IPIS Report
- 1996 ULURP application and City Planning Commission and City Council resolutions;
- Memorandum of Understanding between the NYCEDC and the State of New York;
- Existing rent rolls and terms of retail tenants at the Site; and
- Easement with the adjacent lot.

DISPOSITION PROCESS

Approval Process

A Proposal that is consistent with as-of-right City zoning regulations may be disposed of as a sale or long term lease with NYCEDC. Proposals for as-of-right Projects will be viewed more favorably than those Proposals requiring further discretionary actions. However, Proposals that require further actions such as zoning modifications will be considered, insofar as they are justified by the Development Goals section of this RFP.

A Proposal that requires a variance from as-of-right City zoning regulations, in addition to the approvals described below will also be subject to the New York City Charter's (197-c and 197-d) Uniform Land Use Review Procedure ("ULURP"). The Selected Respondent will be responsible for the preparation of, and all costs associated with, the ULURP application. For a schedule of fees, please see Appendix G.

For all dispositions the Site will be subject to the following reviews:

City Environmental Quality Review ("CEQR")

The Site requires environmental review and approval under CEQR. It will be the Selected Respondent's responsibility to conduct environmental due diligence and prepare any necessary documents. An NYCEDC planner will assist the Selected Respondent and its consultants in complying with applicable environmental review procedures.

City Charter Section 384(b)(4)

City Charter Section 384(b)(4) provides the public an opportunity to review the business terms of the sale to the Selected Respondent. The Selected Respondent will be required to complete the 384(b)(4) process, which includes both Manhattan Community Board 10 and the Manhattan Borough Board review.

NYCEDC Board Approval & Mayoral Authorization

The Selected Respondent should be prepared to present its plans to the Manhattan Community Board 10, Manhattan Borough Board, elected officials and/or the Manhattan Borough President,

if necessary. The transaction will also be subject to review and approval by the NYCEDC Real Estate Committee, the NYCEDC Board of Directors and Mayoral Authorization.

Contract of Sale/Lease

After a review of the Proposals, NYCEDC and ESD intends to select one of the responses and the Developer will either enter upon a contract of sale or long term lease with NYCEDC. Upon execution of the contract or lease and in accordance with the provisions thereof, the Developer must reimburse NYCEDC for the following costs and fees, which are non-refundable and cannot be used to offset a contract of sale's required down payment or otherwise credited against the purchase price or lease payments:

Disposition:

- Phase I site investigation (generally between \$5,000 and \$10,000)
- Down Payment in the amount of 10% of the purchase price (non-refundable)
- Administrative Fee (non-refundable and cannot be used to offset the contract of sale's required down payment or otherwise credited against the purchase price See Appendix H: Administrative Fee Schedule)
- Appraisal Fee

Pursuant to the contract of sale or long term lease, Developer will be expected to complete its due diligence, including, but not limited to, ordering a title report from a reputable title insurance or abstract company and, if necessary, a survey and metes and bounds description, preparing an EAS, and if necessary, conducting a Phase II site investigation. These due diligence items must be prepared at the sole cost and expense of the Developer. All work products shall become property of NYCEDC upon submission. These expenses are non-refundable and cannot be used to offset the required down payment or otherwise credited against the purchase price or any rent payments or other lease payments under the lease of the site.

The proposed purchase price or lease payment schedule will be confirmed by an appraisal, and the final purchase price or lease payment schedule in the contract of sale or lease will be the higher of the offering price or the appraised value.

A contract of sale or long term lease is not included in the Appendices of this RFP. However a shortlist of Respondents being considered for selection will each be sent either a contract of sale or a long term lease, during the selection process.

INFORMATIONAL MEETING/SITE VISIT

A question and answer session to discuss the Site will be held on Tuesday June 12, 2012 at 11.00am at NYCEDC's Office, located at 110 William Street, 6th Floor. Those who wish to attend the informational meeting must contact centralharlemmixeduse@nycedc.com on or before Thursday June 7, 2012. Interested parties are strongly encouraged to attend the informational meeting.

A Site visit may be held on Tuesday, June 19, 2012 at 10.00am Please RSVP by contacting centralharlemmixeduse@nycedc.com or call 212.312.3551 by Wednesday June 6, 2012.

CONDITIONS, TERMS AND LIMITATIONS

This RFP and any transaction resulting from this RFP are subject to the conditions, terms and limitations set forth in Appendix F.

SUBMISSIONS

Six (6) copies and one (1) electronic version of the Proposal identified by “Central Harlem Mixed Use RFP” on the envelope must be submitted to and received by NYCEDC by July 13, 2012 at 4:00 p.m. Such Proposals must be delivered to the following address:

New York City Economic Development Corporation
110 William Street, 6th Floor
New York, NY 10038
Attn: Maryann Catalano

Submission Checklist

The checklist below is provided for reference purposes only. Please refer to the Proposal Requirements section of the RFP for a comprehensive description of each of the required items below. Submissions that fail to comply with the elements set forth in Proposal Requirements may be considered non-responsive.

- Table of Contents for Proposal package
- Purchase Price/Lease Payment Offer
- Project Description
 - Narrative description of the proposed development and operations
- Project Information
 - CD or memory stick containing pro forma statements in Excel
 - Letter of Interest/Intent from lender (if applicable)
- Respondent Description
 - Description of entity, including equity sources within the entity
 - Background information on members of the Respondent’s Team
 - Financial Statements for purchasing entity and principals
 - Current operating budget and three years of audited financials
 - Additional documentation, if applicable
 - NYCEDC Background Investigation Form
- Zoning Calculation
- Signed Statement of Agreement
- M/WBE Utilization Plan
- HireNYC Plan

- NYCEDC Internal Background Form
- Doing Business Data Form (LL34)

FURTHER INFORMATION

Respondents should submit questions and/or request clarifications from NYCEDC as soon as possible, but at the latest by 4:00 pm July 6, 2012. Questions regarding the subject matter of this RFP should be directed to Centralharlemmixeduse@nycedc.com. Answers to all questions will be posted by 4:00 pm on July 10, 2012 to www.nycedc.com/RFP.

For further information regarding the Proposal requirements or the Site, please contact:

Centralharlemmixeduse@nycedc.com

PROJECT TIMELINE

- | | |
|---------------------------------------|---------------|
| • RFP Release: | May 15, 2012 |
| • Informational Meeting: | June 12, 2012 |
| • Site Visit | June 19, 2012 |
| • Final Question Due Date: | July 6, 2012 |
| • NYCEDC Responds to Final Questions: | July 10, 2012 |
| • RFP Responses Due: | July 13, 2012 |

APPENDIX A: NYCEDC BACKGROUND INVESTIGATION FORM (VENDEX)

Purpose: To satisfy VENDEX requirements for a Company or an Individual entering into a contract under \$100,000, land sale, lease, license, permit, or NYCIDA Project with NYCEDC. The NYCEDC Project Manager should contact the Contracts Department VENDEX Unit to determine what forms are required.

To Be Completed By: the Company

Fill out the form. The document must be signed and notarized by the Company or Individual that NYCEDC is doing business with.

Return the ORIGINAL documents to the NYCEDC Project Manager.

The NYCEDC Project Manager must submit the documents along with the VENDEX Investigation Request Memorandum to the Contracts Department.

Contact: Regina McCrory 212.312.3594 or Daniel Cwirka 212.312.3736



Internal Background Investigation Questionnaire

THIS FORM IS FOR:

Contracts under \$100,000,
Land Sales, Leases, Licenses, Permits,
NYCIDA Projects and any Discretionary Reviews

New York City Economic Development Corporation • New York City Industrial Development Agency • Apple Industrial Development Corp.
110 William Street, New York, NY 10038

INSTRUCTIONS FOR COMPLETING NYCEDC INTERNAL BACKGROUND INVESTIGATION QUESTIONNAIRE

1. Please submit, with this Questionnaire, the organizational documents for the submitting business entity.
2. For purposes of completing this Questionnaire, the following defined terms shall have the meanings given to them below (unless provided otherwise with respect to specific questions in the Questionnaire):

“Affiliate” – A Person is “affiliated with” or an “affiliate” of another Person if the Person controls, is controlled by or is under common control with that other Person.

“Applicant” – The submitting business entity.

“Control” – A Person controls another Person if the Person (i) owns ten percent (10%) or more of the voting interest or has a ten percent (10%) or greater ownership interest in that other Person or (ii) directs or has the right to direct the management or operations of that other Person or (iii) is a member of that other Person’s Board of Directors*.

“Executive Officer” – Any individual who serves as chief executive officer, chief financial officer, or chief operating officer of the Applicant, by whatever titles known, and all other executive officers of Applicant.

“Family Member” – With respect to a particular Person, includes spouse, children, grandchildren, parents, parents-in-law, brothers, sisters, brothers-in-law, sisters-in-law, and all family members living in the same household as such Person (except if such individuals are minors).

“Person” – Any individual, corporation, partnership, joint venture, sole proprietorship, limited liability company, trust or other entity.

“Principal” – each of the following Persons is a Principal of the Applicant and must be identified in Section B, Part I on page 2 of the Questionnaire.

- Executive Officers
- Persons that “Control” the Applicant
- For Limited Liability Companies, ALL members
- For Partnerships, ALL general partners and ALL partners performing on the contract or able to bind the Partnership

*For a not-for-profit corporation, ONLY the Chairperson of the Board of Directors and any director who is also an employee of Applicant needs to be considered for purposes of determining “Control” under this clause (iii).

SECTION A

The following questionnaire is to be completed by Persons desiring to do business with the New York City Economic Development Corporation or the New York City Industrial Development Agency or Apple Industrial Development Corp.

This form may be duplicated for additional space. PLEASE COMPLETE THIS QUESTIONNAIRE CAREFULLY AND COMPLETELY.

Refer to attached instruction sheet for specific instructions and definitions of terms required to complete this Questionnaire.

BUSINESS NAME: _____ EIN/SSN: _____

BUSINESS ADDRESS: _____ City _____ State _____ Zip Code _____

BUSINESS TELEPHONE: _____ TYPE OF ENTITY: _____

BUSINESS FAX: _____ BUSINESS E-MAIL: _____

SECTION B

I. PRINCIPALS OF APPLICANT

PRINCIPAL NAME	TITLE	HOME ADDRESS	PERCENTAGE OF VOTING INTEREST	PERCENTAGE OF OWNERSHIP	DATE OF BIRTH	SOCIAL SECURITY NUMBER/EMPLOYER IDENTIFICATION NUMBER
(1)						
(2)						
(3)						
(4)						
(5)						

II. FAMILY MEMBERS OF EACH INDIVIDUAL PRINCIPAL

Note: Only the following Family Members need to be identified in this Section B. Part II:

- Spouse
- Family Members who are employed by, are officers of or have a less than 10% voting or ownership interest in the Applicant
- Family Members who are directly or indirectly providing services and/or supplies with respect to the subject project (e.g. consultants, subcontractors, suppliers or an employee thereof)

PRINCIPAL NAME	IMMEDIATE FAMILY MEMBER	RELATIONSHIP TO PRINCIPAL	HOME ADDRESS
(1)			
(2)			
(3)			
(4)			
(5)			

SECTION B (Continued)

PROVIDE A DETAILED RESPONSE TO ALL QUESTIONS CHECKED "YES" ON THE FOLLOWING PAGE

NO YES

1. Does the Applicant or any Principal have any Affiliates? If yes, please identify the Affiliates, with SSN/EIN and respective addresses, and describe the nature of the affiliation, on the following page.
2. In the past 7 years, has the Applicant, any Principal, or any entity affiliated with the Applicant (each of the foregoing individually, a "Subject Person" and collectively, the "Subject Persons") been adjudicated bankrupt or placed in receivership, filed bankruptcy, or is any Subject Person currently the subject of any bankruptcy or similar proceedings? If yes, please explain on the following page.
3. In the past 5 years, has any Subject Person been a plaintiff or defendant in any civil proceeding (including any court and federal, state and local regulatory agency proceedings) other than a domestic relations proceeding (e.g., divorce, separation, support, alimony, maintenance, adoption, custody)? If yes, please identify all adjudicated, settled and pending lawsuits on the following page.
4. In the past 5 years, has any Subject Person or any Family Member identified in Section B, Part II (a "Subject Family Member"):
 - been disqualified as a bidder, or defaulted or terminated, on a permit, license, concession, franchise, lease, or other agreement with the City of New York or any governmental agency? If yes, please explain on the following page.
 - failed to file any required tax returns or to pay any applicable federal, state, or New York City taxes or other assessed New York City charges or fines, including but not limited to water and sewer charges and administrative fees? If yes, please explain on the following page.
5. In the past 10 years, has any Subject Person or any Subject Family Member used an EIN, SSN, name, trade name, or abbreviation other than the name or number provided in response to Section A or Section B, Part I or II of this Questionnaire or provided in response to question 1 above, as the case may be? If yes, please specify on the following page.
6. In the past 5 years, has any Subject Person, any Subject Family Member, any Affiliate of any Subject Family Member or any managerial employee of Applicant:
 - been the subject of any criminal investigation and/or civil anti-trust investigation (by any federal, state or local prosecuting or investigative agency) and/or investigation by any governmental agency (including, but not limited to federal, state and local regulatory agencies)? If yes, please explain on the following page.
 - had any judgment, injunction or sanction obtained against it in any judicial or administrative action or proceeding other than a domestic relations proceeding or motor vehicle proceeding? If yes, please explain on the following page.
7. In the past 10 years, has any Subject Person, any Subject Family Member, any Affiliate of any Subject Family Member or any managerial employee of Applicant been convicted, after trial or by plea, of any criminal offense and/or are there any felony or misdemeanor charges pending against any of them? If yes, please explain on the following page.

Section C – IDENTIFICATION OF PROPERTY INTERESTS

1. Identify Project Property:

Block & Lot(s): _____

Street Address: _____

Borough of _____

2. The following, together with attachment(s) hereto, if any, is a complete list of properties in which any of the Subject Persons or any of the Subject Family Members have an ownership interest and which are located in the City of New York, together with a statement as to each such property of any current arrears in real estate taxes, sewer rents, sewer surcharges, water charges or assessments due and owing to the City of New York.

PROPERTY OWNED IN THE CITY OF NEW YORK

PROPERTY OWNER	BOROUGH	BLOCK/LOT	STREET ADDRESS	DATE OF PURCHASE	AMOUNT OF ARREARS	TYPE OF ARREARS

SECTION C (Continued)

PROVIDE A DETAILED RESPONSE TO ALL QUESTIONS CHECKED "YES" ON THE FOLLOWING PAGE

NO YES

3. In the past 5 years, has any Subject Person or any Subject Family Member, been a former owner of the Project Property?
4. Is any Subject Person or any Subject Family Member a tenant of the City of New York? If yes, please list below; Agency, Borough, Block, Lot, Account Number, Monthly Rent, and Current Balance.
5. Has any Subject Person or any Subject Family Member previously purchased property from the City of New York? If yes, please list below; Agency, Borough, Block, Lot, Sale Date, Parcel Number, and Closing Date.
6. Does any Subject Person or any Subject Family Member have a mortgage with the City of New York? If yes, please list below; Agency, Borough, Block, Lot, Account Number, Principal Amount, Monthly Installment, and Current Balance.

INDICATE
QUESTION #

BELOW PROVIDE A DETAILED EXPLANATION TO ALL QUESTIONS CHECKED "YES". IF YOU NEED MORE SPACE, PHOTOCOPY THIS PAGE AND ATTACH IT TO THIS QUESTIONNAIRE.

[illegible]

INDICATE
QUESTION #

[illegible]

CERTIFICATION

A FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE OR ANY FALSE INFORMATION WILLFULLY OR FRAUDULENTLY SUBMITTED IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE APPLICANT NOT RESPONSIBLE WITH RESPECT TO THE PRESENT PROJECT OR FUTURE PROJECTS INVOLVING THE NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION, THE NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY, APPLE INDUSTRIAL DEVELOPMENT CORP. AND THE CITY OF NEW YORK AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

I, _____, being duly sworn, state that I have read and understand the items contained in the foregoing 8 pages of this questionnaire and _____ pages of attachments, if any, and that, having made due inquiry, I supplied full, complete, and truthful answers to each item therein to the best of my knowledge, information and belief; that I will notify the New York City Economic Development Corporation, the New York City Industrial Development Agency, or Apple Industrial Development Corp., as the case may be, in writing of any change in circumstance occurring after the submission of this Questionnaire and before (i) the execution of any contract or agreement with any of them and/or the City of New York and (ii) in the case of an agreement to purchase or enter into a ground lease for real property and/or a financing through or straight lease or retention transaction with the New York City Industrial Development Agency, the closing of the transaction; and that all information supplied by me is true to the best of my knowledge, information and belief. I understand that the New York City Economic Development Corporation, the New York City Industrial Development Agency, or Apple Industrial Development Corp., as the case may be, will rely on the information supplied by me in this Questionnaire as an inducement to enter into a contract or agreement and to close a transaction with the Applicant.

Sworn to me

This _____ Day of _____ 200_____

Name of Applicant

Notary Public

By: _____
Signature of Authorized Person

Print Name and Title of Authorized Person

Date

APPENDIX B: Doing Business Data Form (LL34)

All entities that are doing or seeking to do business with the City, as well as their principal officers, owners and senior managers must follow the procedures established in Local Law 34. In order to avoid the actuality or appearance of a link between governmental decisions and large campaign contributions, lower municipal campaign contribution limits apply to the people listed in the Doing Business Database. Transactions covered by LL 34 include most contracts, concessions, franchises and grants greater than \$5,000, economic development agreements, real property transactions, land use actions and pension investment contracts.

Pursuant to Local Law 34 of 2007(as it may be amended from time to time, “LL 34”), amending the City’s Campaign Finance Law, the City is required to establish a computerized database containing the names of any “person” that has “business dealings with the city” as such terms are defined in the Local Law. In order for the City to obtain the necessary information to establish the required database, all entities that are doing or seeking to do business with the City, as well as their principal, officers, owners and senior managers are required to follow the procedures established in LL34.

All Respondents submitting a Proposal in response to this solicitation must complete the attached Doing Business Data Form (“LL34 Form”) and return it with this Proposal submission. If the Respondent is a proposed joint venture, the entities that comprise the proposed joint venture must each complete a Data Form. If it is determined that a Respondent has failed to submit a LL34 Form or submitted a LL34 Form that is incomplete, the Respondent will be notified and will be given four (4) calendar days from receipt of notification to cure the specified deficiencies and return a complete LL34 Form. Failure to do so will result in a determination that the Proposal submission is non-responsive. Receipt of notification is defined as the day notice is emailed or faxed (if the Respondent has provided an email address or fax number), or no later than five (5) days from the date of mailing or upon delivery, if delivered.



The City of New York
Mayor's Office of Contract Services
Doing Business Accountability Project

Doing Business Data Form: Real Property Transactions

To be completed prior to distribution	
Agency: _____	Submission Date: _____
Transaction ID: _____	
Check One: <input type="checkbox"/> Competitive Solicitation (P)	<input type="checkbox"/> Application or Award (A)
Check One: <input type="checkbox"/> Acquisition	<input type="checkbox"/> Disposition
<input type="checkbox"/> Leasing to City	<input type="checkbox"/> Leasing from City

Any entity participating in a transaction for the acquisition or disposition of real property with the City of New York must complete a Doing Business Data Form (see Q&A sheet for more information). Please either type responses directly into this fillable form or print answers by hand in black ink, and be sure to fill out the certification box on the last page. **Submission of a complete and accurate form is required for any entity to enter into a real property transaction.**

This Data Form requires information to be provided on principal officers, owners and senior managers. The name, employer and title of each person identified on the Data Form will be included in a public database of people who do business with the City of New York; no other information reported on this form will be disclosed to the public. **This Data Form is not related to the City's VENDEX requirements.**

Please return the completed Data Form to the City office that supplied it. Please contact the Doing Business Accountability Project at DoingBusiness@cityhall.nyc.gov or 212-788-8104 with any questions regarding this Data Form. Thank you for your cooperation.

Section 1: Entity Information

Entity Name: _____

Entity EIN/TIN: _____

Entity Filing Status (select one):

- ☐ Entity has never completed a Doing Business Data Form. *Fill out the entire form.*
- ☐ Change from previous Data Form dated _____. *Fill out only those sections that have changed, and indicate the name of the persons who no longer hold positions with the entity.*
- ☐ No Change from previous Data Form dated _____. *Skip to the bottom of the last page.*

Entity is a Non-Profit: ☐ Yes ☐ No

Entity Type: ☐ Corporation (any type) ☐ Joint Venture ☐ LLC ☐ Partnership (any type)
☐ Sole Proprietor ☐ Other (specify): _____

Address: _____

City: _____ State: _____ Zip: _____

Phone : _____ Fax : _____

E-mail: _____

Provide your e-mail address and/or fax number in order to receive notices regarding this form by e-mail or fax.

Section 2: Principal Officers

Please fill in the required identification information for each officer listed below. If the entity has no such officer or its equivalent, please check "This position does not exist." If the entity is filing a Change Form and the person listed is replacing someone who was previously disclosed, please check "This person replaced..." and fill in the name of the person being replaced so his/her name can be removed from the *Doing Business Database*, and indicate the date that the change became effective.

Chief Executive Officer (CEO) or equivalent officer☐ This position does not exist

The highest ranking officer or manager, such as the President, Executive Director, Sole Proprietor or Chairperson of the Board.

First Name: _____ MI: _____ Last: _____

Office Title: _____

Employer (if not employed by entity): _____

Birth Date (mm/dd/yy): _____ Home Phone #: _____

Home Address: _____

☐ This person replaced former CEO: _____ on date: _____

Chief Financial Officer (CFO) or equivalent officer☐ This position does not exist

The highest ranking financial officer, such as the Treasurer, Comptroller, Financial Director or VP for Finance.

First Name: _____ MI: _____ Last: _____

Office Title: _____

Employer (if not employed by entity): _____

Birth Date (mm/dd/yy): _____ Home Phone #: _____

Home Address: _____

☐ This person replaced former CFO: _____ on date: _____

Chief Operating Officer (COO) or equivalent officer☐ This position does not exist

The highest ranking operational officer, such as the Chief Planning Officer, Director of Operations or VP for Operations.

First Name: _____ MI: _____ Last: _____

Office Title: _____

Employer (if not employed by entity): _____

Birth Date (mm/dd/yy): _____ Home Phone #: _____

Home Address: _____

☐ This person replaced former COO: _____ on date: _____

For information or assistance, call the Doing Business Accountability Project at 212-788-8104.

Section 3: Principal Owners

Please fill in the required identification information for all individuals who, through stock shares, partnership agreements or other means, **own or control 10% or more of the entity**. If no individual owners exist, please check the appropriate box to indicate why and skip to the next page. If the entity is owned by other companies, those companies do **not** need to be listed. If an owner was identified on the previous page, fill in his/her name and write "See above." If the entity is filing a Change Form, list any individuals who are no longer owners at the bottom of this page. If more space is needed, attach additional pages labeled "Additional Owners."

There are no owners listed because (select one):

- ☐ The entity is not-for-profit ☐ There are no individual owners ☐ No individual owner holds 10% or more shares in the entity
☐ Other (explain): _____

Principal Owners (who own or control 10% or more of the entity):

First Name: _____ MI: _____ Last: _____

Office Title: _____

Employer (if not employed by entity): _____

Birth Date (mm/dd/yy): _____ Home Phone #: _____

Home Address: _____

First Name: _____ MI: _____ Last: _____

Office Title: _____

Employer (if not employed by entity): _____

Birth Date (mm/dd/yy): _____ Home Phone #: _____

Home Address: _____

First Name: _____ MI: _____ Last: _____

Office Title: _____

Employer (if not employed by entity): _____

Birth Date (mm/dd/yy): _____ Home Phone #: _____

Home Address: _____

Remove the following previously-reported Principal Owners:

Name: _____ Removal Date: _____

Name: _____ Removal Date: _____

Name: _____ Removal Date: _____

For information or assistance, call the Doing Business Accountability Project at 212-788-8104.

Section 4: Senior Managers

Please fill in the required identification information for all senior managers who oversee any of the entity's real property transactions with the City. Senior managers include anyone who, either by title or duties, has substantial discretion and high-level oversight regarding the solicitation, letting or administration of any real property transaction with the City. **At least one senior manager must be listed, or the Data Form will be considered incomplete.** If a senior manager has been identified on a previous page, fill in his/her name and write "See above." If the entity is filing a Change Form, list individuals who are no longer senior managers at the bottom of this section. If more space is needed, attach additional pages labeled "Additional Senior Managers."

Senior Managers:

First Name: _____ MI: _____ Last: _____

Office Title: _____

Employer (if not employed by entity): _____

Birth Date (mm/dd/yy): _____ Home Phone #: _____

Home Address: _____

First Name: _____ MI: _____ Last: _____

Office Title: _____

Employer (if not employed by entity): _____

Birth Date (mm/dd/yy): _____ Home Phone #: _____

Home Address: _____

First Name: _____ MI: _____ Last: _____

Office Title: _____

Employer (if not employed by entity): _____

Birth Date (mm/dd/yy): _____ Home Phone #: _____

Home Address: _____

Remove the following previously-reported Senior Managers:

Name: _____ Removal Date: _____

Name: _____ Removal Date: _____

Certification

I certify that the information submitted on these four pages and _____ additional pages is accurate and complete. I understand that willful or fraudulent submission of a materially false statement may result in the entity being found non-responsible and therefore denied future City awards.

Name: _____

Signature: _____ Date: _____

Entity Name: _____

Title: _____ Work Phone #: _____

Return the completed Data Form to the agency that supplied it.

For information or assistance, call the Doing Business Accountability Project at 212-788-8104.



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APPENDIX C: M/WBE Hiring Utilization Plan

M/WBE Hiring Utilization Plan

NYCEDC is dedicated to furthering the participation of minority and women-owned businesses (“M/WBE”) in its work. If a Respondent is proposing to redevelop the Site, they must submit a plan to address M/WBE participation in the Project (“M/WBE Utilization Plan”). M/WBE Utilization Plans should include, but not be limited to:

Establishment of numerical M/WBE contracting utilization goals or targets;
Strategies and methods that will facilitate participation by M/WBE firms, such as carve-outs and/or unbundling bid packages;
Identification of M/WBE firms seeking construction work in connection with such redevelopment; and
Establishment of administrative procedures for implementation, monitoring and reporting of M/WBE participation.

Businesses that have been certified as being women- or minority-owned by the Port Authority of New York and New Jersey may be eligible to receive expedited certification from the City’s Department of Small Business Services (“DSBS”) after completing the DSBS Expedited Certification Affidavit”, which may be obtained by calling DSBS at (212) 513-6311.

Job Creation Table (next page)

INITIAL EMPLOYMENT REPORT

In order to comply with Local Law reporting requirements, the Company is required to complete and return this form to NYCEDC, 110 William Street, Attention: Compliance, New York, NY 10038 on or before the execution and delivery of its Project Agreement. **The Company shall submit one report that covers (i) the Company and its Affiliates and (ii) Tenants and subtenants of Tenants.** Each Tenant must complete a copy of this form with respect to itself and any of its subtenants and return it to the Company.

1. Please provide the total number of Full-Time Employees, Part-Time Employees, and Contract Employees that will be employed at the Project Location(s) by the Company and its Affiliates and any Tenants and subtenants of Tenants on or about the date of the Project Agreement (for land sales please use the date of the deed):

Full-Time Equivalent
 Full-Time Employees: _____ Part-Time Employees: _____ Employees: _____ Contract Employees: _____

2. Please estimate the total number of Full-Time Employees, Part-Time Employees, and Contract Employees that will be employed (both retained and created jobs) at the Project Location(s) by the Company and its Affiliates and any Tenants and subtenants of Tenants on June 30th of the next eight (8) years following the Closing date:

Projected Retained and Created Employment for (i) the Company and its Affiliates and (ii) Tenants and subtenants of Tenants on an Annual basis:

	1 st	2 nd	3 rd	4 th	5 th	6 th	7 th	8 th year
Full-Time Employees								
Part-Time Employees								
Full-Time Equivalent Employees								
Contract Employees								

DEFINITIONS:

"Affiliate" is (i) a business entity in which more than fifty percent is owned by, or is subject to a power or right of control of, or is managed by, an entity which is a party to a Project Agreement, or (ii) a business entity that owns more than fifty percent of an entity which is a party to a Project Agreement or that exercises a power or right of control of such entity.

"Company" includes any entity that is a party to a Project Agreement.

"Contract Employee" is a person who is an independent contractor (i.e., a person who is not an "employee"), or is employed by an independent contractor (an entity other than the Company or its Affiliate, a Tenant or a subtenant of a Tenant), who provides services at a Project Location.

"Full-Time Employee" is an employee who works at least 35 hours per week at a Project Location.

"Full-Time Equivalent Employee" is two or more Part-Time Employees who collectively work at least 35 hours per week at a Project Location.

"Part-Time Employee" is an employee who works less than 35 hours per week at a Project Location.

"Project Agreement" is any agreement or instrument (such as a lease agreement or deed) pursuant to which an entity purchases or leases (directly or by assignment from NYCEDC) property from NYCEDC.

"Project Location" is any location that is leased (directly or by assignment from NYCEDC) or purchased by the Company from NYCEDC.

"Tenant" is a tenant or subtenant (excluding the Company and its Affiliates) that leases or subleases facilities from the Company or its Affiliate at any Project Location.

Certification: I, the undersigned, an authorized officer or principal owner of the Company/Affiliate/Tenant, hereby certify to the best of my knowledge and belief, that all information contained in this report is true and complete. This form and information provided pursuant hereto may be disclosed to the New York City Economic Development Corporation ("NYCEDC") and may be disclosed by NYCEDC in connection with the administration of the programs of NYCEDC and/or the City of New York; and, without limiting the foregoing, such information may be included in (x) reports prepared by NYCEDC pursuant to New York City Charter Section 1301 et. seq., (y) other reports required of NYCEDC, and (z) any other reports or disclosure required by law.

Entity Name: _____

Signature By: _____ Date: _____

Name (print): _____ Title: _____

APPENDIX D: HireNYC Program

NYCEDC recognizes the importance of creating employment opportunities for low-income persons and enabling them to participate in the City's economic growth. If a Respondent is proposing development of the Site, it is encouraged to make good faith efforts to achieve the hiring and workforce development goals, comply with the other programmatic requirements outlined below, and submit a plan to NYCEDC to address participation through the HireNYC Program (such plan, the "HireNYC Program Plan").

The hiring and workforce development goals to be incorporated into the HireNYC Program Plan shall include the following goals (collectively, the "Goals"):

- Hiring Goal: 50 percent (50%) of all new permanent jobs created in connection with the Project (including jobs created by tenants but excluding jobs relocated from other sites) will be filled by members of the target population for a period beginning, for each employer, at commencement of business operations and continuing for eight (8) years thereafter.
- Retention Goal: 40 percent (40%) of all employees whose hiring satisfied the Hiring Goal will be retained for at least nine (9) months from the date of hire.
- Advancement Goal: 30 percent (30%) of all employees whose hiring satisfied the Hiring Goal will be promoted to a higher paid position within one (1) year.
- Training Goal: All tenants will cooperate with DSBS to provide skills-training or higher education opportunities to members of the target population.

The Program must include the following elements:

1. Designation of a workforce development liaison to interact with NYCEDC and the Designated City Agency during the course of the Program.
2. Commitment by the Selected Respondent (or its successors and assigns, as applicable) to do the following (and provide in each tenant lease, if any, that the tenant will do the following):
 - a. make good faith efforts to achieve the Goals with respect to its operations;

- b. provide the Designated City Agency with the approximate number and type of jobs that will become available, and for each job type, a description of the basic job qualifications, at least three (3) months before commencing hiring;
 - c. notify Designated City Agency six (6) weeks prior to commencing business operations;
 - d. during initial hiring for any new permanent jobs, consider only applicants referred by the Designated City Agency for the first ten (10) business days, until the Hiring Goal is achieved or until all open positions are filled, whichever occurs first;
 - e. during ongoing hiring for any new permanent jobs, consider only applicants referred by the Designated City Agency for the first five (5) business days, until the Hiring Goal is achieved or until all open positions are filled, whichever occurs first (unless the Designated City Agency reaches a different agreement with the tenant regarding ongoing hiring practices);
 - f. submit to NYCEDC and the Designated City Agency, for eight (8) years following the date of the commencement of business operations, an annual employment and benefits survey that will include, but not be limited to: targeted hiring statistics, wages and job retention, training and advancement data;
 - g. cooperate with annual site visits and satisfaction survey following the date of the commencement of business operations; and
 - h. allow information collected by the Designated City Agency and NYCEDC to be included in public communications, including press releases and other media events.
3. Commitment by the Selected Respondent (or its successors and assigns, as applicable) to facilitate targeted hiring by (a) arranging meetings and other events at which HireNYC and the Designated City Agency staff can introduce potential or actual tenants to the menu of services available from the Designated City Agency and (b) assisting with information sharing, providing space for hiring activities and transmitting feedback from tenants regarding results of hiring initiatives.

NYCEDC strongly encourages Respondents to include one or more of the following elements in each such Respondent's Program:

1. Commitment by the Selected Respondent (or its successors and assigns, as applicable) of resources for training efforts, such as making financial investments in employee training and creating a website or other technology-based tools and supports to:
 - a. promote and track workforce development efforts;
 - b. notify tenants of potential grant opportunities; and
 - c. provide assistance to tenants to apply for grants, and share other opportunities or information as may be relevant.
2. Commitment by the Selected Respondent (or its successors and assigns, as applicable) to provide temporary space and personnel for a satellite outreach or workforce development site to provide outreach and screening of local jobseekers, including, but not limited to, distributing job applications and informing the public of available job opportunities leading up to the commencement of business operations.
3. Commitment by the Selected Respondent (or its successors and assigns, as applicable) to support connections to education and training. The workforce development liaison will work in partnership with HireNYC staff to connect individuals interested and in need of education and training to training programs and further education, at Designated City Agency service provider locations, or through relationships with other accredited training providers.

NYCEDC may impose liquidated damages in the event that the Selected Respondent fails to make good faith efforts to achieve the Goals and/or fails to comply with the other programmatic requirements described herein or in the HireNYC Program.

HireNYC is a free program that connects the City's workforce development services to economic development Projects. For more information about HireNYC contact:

Dalsie Andrade

Senior Project Manager, Workforce Development

Phone: 212-312-3876

Email: dandrade@nycedc.com

Program website:

<http://www.nycedc.com/BusinessInNYC/WorkforceDevelopment/Pages/HireNYC.aspx>

APPENDIX E: Statement of Agreement

SAMPLE

(On company letterhead)

Date:

New York City Economic Development Corporation
110 William Street, 6th Floor
New York, NY 10038
Attn: Maryann Catalano, Agency Chief Contracting Officer

Dear Ms. Catalano:

This letter hereby certifies that [Respondent] has read this RFP and the Appendices fully and agrees to the terms and conditions set forth in this RFP and Appendices.

Sincerely,

Respondent

Respondent Title *[must be authorized principal or officer of the respondent]*

APPENDIX F: CONDITIONS, TERMS AND LIMITATIONS

NYCEDC, acting on behalf of the City of New York, is issuing this Request for Proposals (“RFP”). In addition to those stated elsewhere, this RFP and any transaction resulting from this RFP are subject to the conditions, terms and limitations stated below:

- A. The Site is to be disposed of in “as is” condition and is to be conveyed subject to all applicable title matters.
- B. The City and NYCEDC, and their respective officers, employees, and agents, make no representation or warranty and assume no responsibility for the accuracy of the information set forth in this RFP, the physical condition of the Site, the status of title thereto, its suitability for any specific use, the absence of hazardous waste, or any other matter. All due diligence is the responsibility of the Respondent and Respondents are urged to satisfy themselves with respect to the physical condition of the Site, the information contained herein, and all limitations or other arrangements affecting the Site. As stated in the RFP, NYCEDC will make available for review, to any Respondent so requesting, the File. Neither NYCEDC nor the City will be responsible for any injury or damage arising out of or occurring during any visit to the Site.
- C. The proposed development, if disposed as a sale, will be subject to, the provisions of the New York City Zoning Resolution, all other applicable laws, regulations, and ordinances of all Federal, State and City authorities having jurisdiction, and any applicable Urban Renewal Plan, design guidelines or similar development limitations, as all of the foregoing may be amended from time to time. Without limiting the foregoing, closing on a proposed development that requires a variance from the New York City Zoning Resolutions, shall be subject to the New York State Urban Development Act and Public Authorities Accountability Act requirements, including but not limited to ESD’s adoption and filing of a general Project plan for the proposed development, either City or State environmental quality review (“CEQR” or “SEQRA”), publication of notice of the filing of the general Project plan, scheduling and conducting a public hearing and responding to negative comments, if any. All disposition, whether compliant with New York City Zoning Resolutions or not, shall require completion of the CEQR or SEQRA, approval by the applicable Community Board, compliance with Section 384(b)(4) of the New York City Charter, and approval by NYCEDC’s Board of Directors. CEQR or SEQRA compliance shall be solely at the expense of the Developer. NYCEDC or ESD will cooperate with the Developer in obtaining necessary approvals.
- D. A Respondent submitting a Proposal in response to this RFP may be rejected if it or, if the Respondent is a business entity, any of its principal shareholders, principals, partners or members is determined, in NYCEDC’s sole discretion, to be within a category of persons or entities with whom or which the City or NYCEDC will not generally do business or otherwise to be a “prohibited person” as defined by the City. Respondent and all officers and principals thereof must complete a background questionnaire and shall be subject to investigation by NYCEDC and the City’s Department of Investigation. Any designation may be revoked in NYCEDC’s sole discretion in the event any derogatory

information is revealed by such investigation.

- E. Neither NYCEDC, the State of New York, or the City is obligated to pay and shall not pay any costs incurred by any Respondent at any time unless NYCEDC or the City has expressly agreed to do so in writing.

NYCEDC invites the participation of real estate brokers acting on behalf of and with the authorization of identified principals, provided that the broker arranges for the payment of its commission or other compensations exclusively by the Developer of the premises. It shall be a condition to the designation of the Developer of the Project that the Developer agrees to pay any commission or other compensation due to any broker in connection with the development of the premises, and to indemnify and hold harmless NYCEDC and the City from any obligation, commission or compensation brought by any broker by reason of the Project or the development of the premises. NYCEDC warrants and represents that it has not retained any broker in connection with the proposed development of the Site, liability, cost and/or expense incurred by NYCEDC and/or the City as a result of any claim of commission or compensation brought by any broker by reason of the Project or the development of the premises.

- G. Only Proposals from principals will be considered responsive. Individuals in representative, agency or consultant status may submit Proposals only under the direction of identified principals, where the principals are solely responsible for paying for such services.
- H. This is a Request for Proposals not a Request for Bids. NYCEDC shall be the sole judge of each response's conformance with the requirements of this RFP and of the merits of the individual Proposals. NYCEDC reserves the right to waive any conditions or modify any provision of this letter with respect to one or more applicants, to negotiate with one or more of the applicants with respect to all or any portion of the Site, to require supplemental statements and information from any Respondents, to establish additional terms and conditions, to encourage applicants to work together, or to reject any or all responses, if in its judgment it is in the best interest of NYCEDC and the City to do so. If all Proposals are rejected, this RFP may be withdrawn and the Site may be retained, and re-offered under the same or different terms and conditions, or disposed of by another method, such as auction or negotiated disposition. In all cases, NYCEDC shall be the sole judge of the acceptability of the Proposals. NYCEDC will enforce the submission deadline stated in the RFP. The timing of the conditional selection may differ depending upon the degree to which further information on individual Proposals must be obtained or due to other factors that NYCEDC may consider pertinent. All Proposals become the property of NYCEDC.
- I. All terms in this RFP related to the permitted use and bulk of the Site shall be as defined in the New York City Zoning Resolution and any applicable Urban Renewal Plan, design guidelines, or similar development limitations and controls. Where any conflict arises in such terms, the most restrictive shall prevail.
- J. Except as specifically provided herein, the Developer will pay all applicable taxes

payable with respect to the Project, including transfer and mortgage recording taxes. Developer will be required to pay the New York City Real Property Transfer Tax and New York State Real Estate Transfer Tax, notwithstanding any exemption from sale on account of the City's or NYCEDC's involvement in the transaction.

- K. This transaction will be structured as a "net" deal to NYCEDC, with the Developer being responsible for all fees relating to the Project and all costs incurred by NYCEDC including, but not limited to, costs for outside legal counsel, if any, studies, and outside consultants.
- L. All Proposals and other materials submitted to NYCEDC in response to this RFP may be disclosed in accordance with the standards specified in the Freedom of Information Law, Article 6 of the Public Officers Law ("FOIL"). The entity submitting a Proposal may provide in writing, at the time of submission a detailed description of the specific information contained in its submission, which it has determined is a trade secret and which, if disclosed, would substantially harm such entity's competitive position. This characterization shall not be determinative, but will be considered by NYCEDC when evaluating the applicability of any exemptions in response to a FOIL request.
- M. In furtherance of NYCEDC's mission of economic development, the disposition of the Site will be subject to NYCEDC's standard provisions for similar transactions. The deed conveying the Site to the Developer shall contain redevelopment obligations as well as restrictions on use and transfer of the Site. Failure to comply with these restrictions will result in a right by NYCEDC or the City to re-enter and re-acquire the Site for no consideration.
- N. The Developer will be required to deliver evidence to NYCEDC of the creation of employment opportunities at the Site for the first eight (8) years after the closing of the Project. The Developer must also agree in good faith to consider any Proposals made by the City or City-related entities with regard to jobs Developer is seeking to fill and to provide the City with the opportunity to make job referrals and create a training program for City residents. Developer will be required to cause commercial tenants to agree to these provisions at the time it enters into leases with such tenants.
- O. Upon submission of a Proposal to this RFP, Respondents, and their representatives and agents, shall treat their Proposals and all information obtained from the File or otherwise obtained from NYCEDC or the City in connection with this RFP (the "Confidential Information") confidentially, and shall not discuss, publish, divulge, disclose or allow to be disclosed the Confidential Information to any other Respondents or any other person, firm or entity, including press or other media, without NYCEDC's prior written approval. Respondents shall refer all press and other inquiries concerning the RFP and the Confidential Information, without further comment, to NYCEDC.

APPENDIX G: CEQR/ULURP DESCRIPTION AND FEE SCHEDULE

Subchapter A of Chapter 3 of Title 62 of the Rules of the City of New York

City Environmental Quality Review (CEQR) (Department of City Planning and Department of Environmental Protection)

§3-01 Fee for CEQR Applications

Except as specifically provided in this section, every application made pursuant to Executive Order 91 (August 24, 1977) and Chapter 5 of these rules, on or after June 29, 2007, shall include a non-refundable fee which shall be submitted to the lead agency for the action or to an agency that could be the lead agency pursuant to §5-03 of the rules of the Commission, and shall be in the form of a check or money order made out to the "City of New York".

The fee for an application shall be as prescribed in the following Schedule of Charges, §3-02 of these rules. The fee for modification for an action, which modification is not subject to §197-c of the New York City Charter, shall be twenty percent of the amount prescribed in the Schedule of Charges for an initial application. The fee for any modification for an action, which modification is subject to § 197-c of the New York City Charter, shall be the amount set forth in the Schedule of Charges (§3-02) as if the Modification were an initial application for the action. Where the fee for an application is set pursuant to §3-02(a) and the square footage of the proposed modification is different from the square footage of the original action, the fee for an application for the modification shall be based upon the square footage of the modified action or as set forth in §3-02(b), as determined by the lead agency.

Agencies of the federal, state or city governments shall not be required to pay fees, nor shall a neighborhood, community or similar association consisting of local residents or homeowners organized on a non-profit basis be required to pay fees, if the proposed action for purposes of CEQR review consists of a zoning map amendment for an area of at least two blocks in size, in which one or more of its members or constituents reside. Fees shall be paid when the application is filed, and these fees may not be combined in one check or money order with fees required pursuant to other land use applications submitted to the Department of City Planning or the City Planning Commission. No application shall be processed by the lead agency until the fee has been paid and twenty-five copies of the application have been filed with the lead agency.

§3-02 Schedule of Charges

Effective Date 5/26/07

(a) Projects measurable in square feet (square footage of total Project).

Less than 10,000 square feet	\$425
10,000 to 19,999 square feet	\$1,250
20,000 to 39,999 square feet	\$2,720
40,000 to 59,999 square feet	\$5,060
60,000 to 79,999 square feet	\$7,590

80,000 to 99,999 square feet	\$12,650
100,000 to 149,999 square feet	\$25,300
150,000 to 199,999 square feet	\$44,275
200,000 to 299,999 square feet	\$66,125
300,000 to 499,999 square feet	\$119,025
500,000 to 1,000,000 square feet	\$178,535
over 1,000,000 square feet	\$290,950

- (b) Projects not measurable in square feet (Ex. bus franchises) -- \$1,740
Type II Actions -- \$100

FEES FOR APPLICATIONS PURSUANT TO CITY CHARTER § 197-C AND OTHER APPLICATIONS

Except as specifically provided in this section, every type of application listed in Section 3.07, Schedule of Charges, made on or after [Insert effective date], shall include a non- returnable fee which shall be paid by check or money order made out to the City of New York.

The fee of an initial application, or for a modification, renewal or follow-up action, shall be as prescribed in the following Schedule of Charges, provided that if an applicant simultaneously submits applications for several actions relating to the same Project, the maximum fee imposed shall be two hundred percent of the single highest fee. However, an additional fee shall be charged for any application later filed in relation to the same Project, while such Project is pending review and determination.

Agencies of the federal, state or city governments shall not be required to pay fees nor shall any fees be charged if a neighborhood, community or similar association consisting of local residents or homeowners organized on a non-profit basis applies for a zoning map amendment for an area of at least two blocks in size, in which one or more of its members or constituents reside.

SCHEDULE OF FEES FOR ULURP APPLICATIONS

Effective 5/26/07

§ 3-07 Schedule of Charges

- (a) Applications for Special Permits and Zoning Map Amendments pursuant to Section 197-c of the City Charter:

1. Applications relating for special permits:

For special permits, the total amount of floor area, or in the case of open uses, area of the zoning lot:

Less than 10,000 square feet	\$1,890
------------------------------	---------

10,000 to 19,999 square feet	\$2,870
20,000 to 39,999 square feet	\$3,780
40,000 to 69,999 square feet	\$4,830
70,000 to 99,999 square feet	\$5,670
100,000 to 239,999 square feet	\$6,300
240,000 to 500,000 square feet	\$16,450
over 500,00 square feet	\$27,300

For this purpose, the amount of floor area shall be calculated based upon the floor area for the entire development or enlargement.

2. Applications for zoning map amendments, the area of all zoning lots in the area to be rezoned:

Less than 10,000 square feet	\$2,030
10,000 to 19,999 square feet	\$3,010
20,000 to 39,999 square feet	\$3,990
40,000 to 69,999 square feet	\$5,040
70,000 to 99,999 square feet	\$5,950
100,000 to 239,999 square feet	\$6,580
240,000 to 500,000 square feet	\$17,080
over 500,00 square feet	\$28,350

(b) Applications for changes to the City Map, Landfills:

Except for applications to eliminate a mapped but unimproved street from the property of an owner-occupied, one-or two family residence, for which no fee shall be charged, fees are as follows:

Elimination of a paper street	\$1,610
Establishment of a Landfill	\$3,150
Any other change in The City Street Map	\$5,040

(c) Applications for franchises and revocable consents:

1. Applications pursuant to Section 197-c of the City Charter -- \$3,150
2. Sidewalk cafes pursuant to New York City Administrative Code section 20-225: \$50 per seat/minimum of \$1,260

(d) Applications for amendments to the text of the Zoning Resolution pursuant to Section 201 of the City Charter -- \$5,040

(e) Applications for Zoning Certifications and Zoning Authorizations:

- (1) For certification for public school space pursuant to Section 107-123 of Article X, Chapter 7 (Special South Richmond Development District) of the Zoning Resolution, the fee shall be \$150.
- (2) Pursuant to Article VI, Chapter 2 (Special Regulations Applying in The Waterfront Area), Article X, Chapter 5 (Natural Area District), Chapter 7 (Special South Richmond Development District) and Article XI, Chapter 9 (Special Hillside Preservation District) of the Zoning Resolution.

Certifications - For an application for one zoning lot with no more than two existing or proposed dwelling units...\$350

For all other applications the fee for each zoning lot shall be \$400.

Authorizations For an application for one zoning lot with no more than two existing or proposed dwelling units...\$700

For all other applications the fee shall be based upon the number of dwelling units being proposed, in the amount of \$770 per dwelling unit, however, in cases of open uses, the area of the zoning lot, as follows:

Less than 10,000 square feet	\$980
10,000 to 19,999 square feet	\$1,470
20,000 to 39,999 square feet	\$1,890
40,000 to 69,999 square feet	\$2,450
70,000 to 99,999 square feet	\$2,870
100,000 square feet and over	\$3,150

(3) Pursuant to Section 95-04 (Transit Easements) of the Zoning Resolution -- \$250

(4) Pursuant to all other sections of the Zoning Resolution:

Total amount of floor area, or in the cases of open uses, area of the zoning lot:

Less than 10,000 square feet	\$980
10,000 to 19,999 square feet	\$1,470
20,000 to 39,999 square feet	\$1,890
40,000 to 69,999 square feet	\$2,450
70,000 to 99,999 square feet	\$2,870
100,000 square feet and over	\$3,150

In the case of area transfer of development rights or floor area bonus, the fee shall be based upon the amount of floor area associated with such transfer or bonus.

(f) Modifications, follow-up actions and renewals

(1) The fee for an application which requests a modification of a previously approved application, where the new application is subject to 197-c of the New York City Charter, shall be the same as the current fee for an initial application, as set forth in this Schedule of Charges.

(2) The fee for an application which requests a modification of a previously approved application, where the new application is not subject to 197-c of the New York City Charter, shall be one-half of the current fee for an initial application, as set forth in this Schedule of Charges.

(3) The fee for a follow up action under the Zoning Resolution, or a restrictive declaration or other legal instrument shall be one-quarter of the amount prescribed in this Schedule of Charges for an initial application.

(4) The fee for the renewal of a previously approved enclosed sidewalk café shall be one-half of the amount prescribed in this Schedule of Charges for an initial application.

(5) The fee for the renewal pursuant to Section 11-43 of the Zoning Resolution of a previously approved special permit or authorization which has not lapsed shall be one-half of the amount prescribed in this Schedule of Charges for an initial application.

Section 6. Section 3-08 of subchapter C of chapter 3 of Title 62 of the Rules of the City of New York is renumbered section 3-10, and new sections 3-08 and 3-09 are added to Subchapter B of chapter 3 of Title 62 of the Rules of the City of New York, to read as follows:

3-08 Natural Feature Restoration Fee.

In the event that an application, pursuant to 105-45, 107-321, 107-65, and 119-40 of the Zoning Resolution, for the restoration of trees that have been removed or topography that has been altered without the prior approval of the City Planning Commission pursuant to 105-40, 107-60, 119-10, 119-20, or 119-30 of the Zoning Resolution is filed, the fee for such application shall be \$.10 per square foot, based upon the total area of the zoning lot, but in no case to exceed \$17,500.00

This section shall not apply to developments for which zoning applications have been approved by the City Planning Commission prior to January 6, 1983 and for which an application for a building permit has been filed prior to January 6, 1983.

3-09 Fee for Zoning Verification

The fee for a request that the Department of City Planning verify in writing the zoning district(s) in which a property is located shall be \$100 per request. Each zoning verification request shall be made in writing, and shall include the address, borough, tax block and lot(s) of the property. Each separate property shall be a separate request; however, a property comprised of multiple contiguous tax lots shall be treated as a single request.

Source: NYC Department of City Planning

APPENDIX H: ADMINISTRATIVE FEE SCHEDULE

Purchase Price:	Fee:
Less than \$100,000	\$5,000
\$100,001-\$500,000	\$20,000
\$500,001-\$1,000,000	\$40,000
\$1,000,001-\$5,000,000	\$50,000
More than \$5,000,000	1% of purchase price

APPENDIX I: ECONOMIC DEVELOPMENT BENEFITS

The following are economic development benefits that may be available to certain types of Projects if the Project meets eligibility requirements, including but not limited to factors such as site use and location. The descriptions are for general informational purposes only. The potential benefits and incentives described herein are subject to approval by the appropriate government agencies. Accordingly, neither the RFP respondents nor any third party should view the contents of this section as a final offer from, or commitment of, the City, NYCEDC or other agencies. For more information on these and other economic development benefits, please refer to www.nycedc.com.

Relocation Employment Assistance Program (“REAP”)

REAP encourages businesses to relocate from Manhattan south of 96th Street, or from outside the city, to eligible premises in Manhattan north of 96th Street and all other boroughs. Qualified businesses (excluding retail activities and hotels) are entitled to a credit against a city business income tax liability of up to \$3,000 per eligible employee per year for up to 12 years. Businesses must relocate either to a building improved by at least 50% of its assessed value or sign a lease of at least three years and spend a minimum of \$25 per square foot on improvements. The city business income taxes against which the credit can be taken include the general corporation tax, unincorporated business tax, banking corporation tax or the utility tax. Credits are refundable for the year of relocation and the succeeding four years. Unused credits from subsequent years may be carried forward for five years.

For more information, including eligibility requirements, please visit:

http://www.nyc.gov/html/dof/html/property/property_tax_reduc_reap.shtml

Industrial and Commercial Incentive Program (“ICIP”)

The Industrial and Commercial Incentive Program (ICIP) provides a partial exemption from or abatement of property taxes for varying periods of up to 25 years for eligible industrial or commercial buildings that are constructed, expanded, modernized, rehabilitated or otherwise physically improved. ICIP benefits are granted "as-of-right" to all applicants whose Projects qualify under the provisions of the legislation. All applicants must file preliminary applications with the Department of Finance prior to the issuance of a building permit or, if no permit is required, prior to the start of construction. All applicants must meet the minimum required expenditure target, which is a percentage of the assessed value of the property determined in the year the building permit is issued or, if no permit is required, at the start of construction.

For more information, including eligibility requirements, please visit:

http://www.nyc.gov/html/dof/html/property/property_tax_reduc_incentive.shtml

New York City Industrial Development Agency (“IDA”)

NYCEDC administers the programs of the New York City Industrial Development Agency. The IDA issues double and triple tax-exempt industrial development revenue bonds to assist eligible commercial, industrial, and nonprofit corporations to finance capital expansion Projects within

the City's five boroughs. These organizations may also qualify for abatements on their sales, real estate and mortgage recording taxes (if applicable). An eligible Project must create or retain permanent jobs in New York City and must need IDA financing in order to move forward. Bond proceeds must be used for acquiring land and/or equipment.

For more information regarding the programs' eligibility requirements and restrictions, contact New York City Economic Development Corporation
Financial Services Division
110 William Street
New York, NY 10038
(212) 312-3600/(888) NYC-0100
www.nycedc.com/nycida

New York City Capital Resource Corporation ("CRC")

The New York City Capital Resource Corporation (CRC) encourages community and economic development and job creation and retention throughout New York City by providing lower-cost financing programs to qualified not-for-profit institutions and manufacturing, industrial, and other businesses for their eligible capital Projects. Currently, through its Loan Enhanced Assistance Program (LEAP), CRC can make direct loans to not-for-profits that are expanding or improving services in New York City. Eligible Projects may include acquisition, construction, renovation and equipping of facilities primarily for the nonprofit's own use located within New York City, and/or, under certain circumstances, reimbursement or refinancing of existing debt used to fund a capital expense.

For more information, including eligibility requirements, please visit:
http://www.nycedc.com/Business_Incentives/Financing/leap.html or email LEAP@nycedc.com

Energy Cost Savings Program ("ECSP")

The energy cost savings program reduces electricity and natural gas bills. Qualifying businesses must either (1) relocate to the Site from outside of New York City or from Manhattan below 96th Street; or (2) make an investment that is greater than 10 percent of the Site's Assessed Value. Retailers, hotels, personal-service providers, and public-benefit corporations are not eligible

For more information regarding these requirements, contact:
Energy Cost Savings Program
New York City Department of Small Business Services
110 William Street
New York, NY 10038
(212) 513-6415
www.nyc.gov/html/sbs

In addition to ECSP, other energy discount programs may be available. For more information, contact:

New York City Economic Development Corporation
Energy Department
110 William Street
New York, NY 10038

(212) 312-3600/(888) NYC-0100

New Markets Tax Credit Program (“NMTC Program”)

The New Markets Tax Credit (NMTC) Program permits taxpayers to receive a credit against Federal income taxes for making qualified equity investments in designated Community Development Entities (CDEs). Substantially all of the qualified equity investment must in turn be used by the CDE to provide investments in low-income communities. The credit provided to the investor totals 39% of the cost of the investment and is claimed over a seven-year credit allowance period.

The NMTC Program is administered by the federal Community Development Financial Institutions (CDFI) Fund. For more information regarding the program’s eligibility requirements and restrictions, as well as a complete listing of CDEs with an allocation of the tax credits that may be used in the financing of Projects and businesses located in low-income areas of New York City please visit: <http://www.cdfifund.gov>

APPENDIX J: GREEN BUILDING INFORMATION

Background Information for High Performance/Green Building Development

Please refer to the following list of Internet resource sites to facilitate with high performance/green building research. In addition, please refer to LEED and the New York State Green Building Tax Credit guidelines.

Green Building Funding Sources:

New York State Green Building Tax Credit

New York State Department of Taxation and Finance

Business Tax Hotline:

1-800-972-1233

General Tax Information Hotline:

1-800-225-5829

New York State Energy Research and Development Authority

Craig Kneeland, Project Manager

(518) 862-1090 ext. 3311

e-mail: cek@nyserda.org

New York State Department of Environmental Conservation

James Austin, Assistant Commissioner

Phone: (518) 485-8437

e-mail: jdaustin@gw.dec.state.ny.us

web site: <http://www.dec.state.ny.us>

Green Building Program Information:

New York State Energy and Research Development Authority

For more information about NYSERDA's building Programs, contact:

NYSERDA

Technical Communications Unit

Corporate Plaza West

286 Washington Avenue Extension

Albany, NY 12203-6399

Phone: (518) 862-1090 ext 3250

web-site: <http://www.nyserda.org>

United States Department of Energy

For more information about USDOE building programs, contact:

Dru Crawley
1000 Independence Avenue, SW
Washington, DC 20585
Phone: (202) 586-2344
Fax: (202) 586-1628
e-mail: drury.crawley@ee.doe.gov
web-site: <http://www.doe.gov>

Green Building Resources:

American Council for an Energy-Efficient Economy
<http://www.aceee.org>

Energy Efficiency and Renewable Energy Network (EREN)
<http://www.eren.doe.gov>

Energy Star Program (U.S. EPA)
<http://www.energystar.gov>

Environmental Building News
<http://www.buildinggreen.com>

Environmental Defense Fund
<http://www.edf.org>

Natural Resources Defense Council
<http://www.nrdc.org>

New York State Energy and Research Development Authority
<http://www.nyserda.org>

Rocky Mountain Institute
<http://www.rmi.org>

Southface Energy Institute
<http://www.southface.org>

US Department of Energy
<http://www.doe.gov>

US Environmental Protection Agency
<http://www.epa.gov>

US Green Building Council
<http://www.usgbc.org>

EXHIBIT A: Points of Agreement Letter



THE CITY OF NEW YORK
OFFICE OF THE MAYOR
NEW YORK, N.Y. 10007

Robert C. Lieber
Deputy Mayor for Economic Development

April 15th, 2008

Honorable Council Member Inez E. Dickens
Honorable Council Member Robert Jackson
Honorable Council Member Melissa Mark Viverito
New York City Council
City Hall
New York, NY 10007

Re: 125th Street Rezoning – City Council ULURP Actions

Honorable Council Member Dickens:

Please find attached to this letter a "Points of Agreement" reflecting recent discussions between the Administration and your offices with respect to the consideration by the City Council of the 125th Street Rezoning and related ULURP actions.

As we have discussed, some of the items set forth in the "Points of Agreement" will require changes to the zoning resolution which may be made by the Council now, while other items may require additional follow-up actions by the Administration, the City Council, the Planning Commission and other parties. Where follow-up action is needed, such follow-up is subject to review and consideration under applicable procedures, including land use and environmental review, and the receipt of applicable approvals. We are confident that we can continue to work together to achieve the goals stated in the "Points of Agreement."

The cooperation and input that we have received from you and your staffs has been extremely valuable in helping to identify City commitments that complement the 125th Street Rezoning and assure that the rezoning will maximize benefits for Harlem residents, businesses, arts and cultural organizations. We look forward to working further with you and your colleagues in the Council as this project progresses.

Sincerely,

A handwritten signature in black ink, appearing to read "Christine Quinn".

Cc: **Speaker Christine Quinn**
Honorable Council Member Melinda Katz

Points of Agreement
125th Street Rezoning
April 15th, 2008

I. Affordable Housing

The Administration agrees to significantly increase the number of affordable housing units to be built along the 125th Street corridor through a variety of mechanisms including inclusionary housing, financial and tax incentives and the commitment of public sites.

a. The Administration agrees to seek to maximize the number of affordable, income targeted housing units to be built in the special district and vicinity through the use of inclusionary housing and the development of key publicly-owned sites within or proximate to the corridor. The Administration projects that 3858 total units will be built of which 1785 (46 percent) will be affordable/ income targeted consistent with the following:

- 200 units at 40% AMI and below
- 700 units at 41-60% AMI
- 335 units at 61-80% AMI
- 306 units at 81-130% AMI
- 244 units at 131-165% AMI

- 350 affordable ownership units (included in total unit count of 1785 above)
- 10 – 20 affordable ownership units at East 125th Street project will be at 50% of AMI or below (included in total unit count of 1785 above)
- 700 permanently affordable units (included in total unit count of 1785 above)

- For residential development at Mart 125 site:
 - All units (46) at 60% or below AMI (included in total unit count of 1785 above)
 - 18 units at 40% or below AMI
 - 28 units at 60% or below AMI

b. New public site at 1951 Park Ave

The Administration also commits to the preparation and referral for public review and support of the development at the 1951 Park Avenue site consistent with the following:

- Rezoning to 5 FAR
- 300 total units which would be income targeted (included in total unit count of 1785 above)

- 60 units at 40% AMI, 170 units at 41-60% AMI, 70 units at 81-130% AMI
- Timing to implement would be to release an RFP in the fall of 2008 and ULURP certification in the fall of 2009.

Consistent with Department of Housing Preservation and Development (HPD) practice, 50 percent of the 1785 income targeted units will be two bedrooms or larger. In addition, also consistent with HPD practice, the residents of the community board within which the affordable housing project is located would get a preference for 50 percent of the affordable units.

- c. The Administration commits to the preparation, referral for public review and support of a follow-up zoning text amendment that would amend the citywide inclusionary housing program to provide an ownership option that allows the purchaser to build modest equity while keeping the units permanently affordable.
- The Department of City Planning (DCP) and HPD will jointly develop the zoning text amendment with the goal of referral for public review by the end of 2008. The text amendment and guidelines for administration will incorporate regulations for income eligibility, sales prices, program administration and a mechanism for ensuring long-term affordability.
- As the program is implemented, HPD will reach out to property owners within the rezoning area in order to promote the Inclusionary Home Ownership component. HPD will also work with non profits in the marketing of the low income unit sales.
- HPD will also couple a down payment assistance program with home ownership inclusionary development to increase the attractiveness of the homeownership component.

Height Restriction and Reduced Residential Density for C4-7 District, North Side of Core Sub district

The Administration commits to preparation, referral for public review and support of a follow up text amendment that would:

- Reduce Maximum Height for all uses from 290 feet to 195 feet.
- Reduce Maximum Commercial Density from 10 FAR bonusable to 12 FAR to 7.2 FAR bonusable to 8.65 FAR.
- Reduce Maximum Residential Density from 9 FAR bonusable to 12 FAR to 5.4 FAR bonusable to 7.2 FAR.

Reduced Residential Density for C6-3 District, South Side of Core Sub district

The City Council will modify the zoning regulations for the C6-3 District on the South Side of the Core Sub district as follows:

- Reduce Maximum Residential Density from 6 FAR bonusable to 8 FAR to 5.4 FAR bonusable to 7.2 FAR (Commercial FAR would be 6.0 bonusable to 8).

II. Mart 125

The Mart 125 site is a vacant 2-story building located on the south side of 125th Street between Frederick Douglass Boulevard and Adam Clayton Powell, Jr. Boulevard. The Administration is committed, through the RFQ and RFP process, to enable this site to be redeveloped as a key element of the vision for 125th as a premier street for the arts, together with meeting goals for affordable housing and provide a venue for visitors to the community. New York City Economic Development Corporation (NYCEDC) will advance the following agreements as part of the program outlined below. Prior to the end of 2008, an RFQ and RFP will be issued for the pre-qualification of the cultural group(s) and development of the visitor center, café, retail and cultural facilities on the portion of the lot fronting 125th Street. A separate RFP will be issued for commercial or residential development on the portion of the lot fronting 124th Street with a preference for affordable housing that achieves the income targets stated in the affordable housing section.

a. Visitor Center

To ensure that the Harlem Visitor Center at Mart 125 will be a successful information hub and venue for promoting and supporting local businesses, arts and cultural organizations through Harlem-oriented marketing programs and services, NYC & Company is committed to the following, and accordingly, will present the points below to its Board of Directors:

- Local hiring for both full-time and part-time staff at the Harlem Visitor Center.
- Provide hospitality training to Harlem Visitor Center staff.
- Joint-venture with a local organization that contributes an equity interest and shares in the operating costs of the Harlem Visitor Center in consultation with Council Member Dickens regarding potential opportunities for Harlem businesses and non-profit organizations.
- NYC & Co. is in the preliminary stages of restructuring their overall membership model. Thus, it will be subject to change pending further discussions and approvals by the NYC & Co. Board. NYC & Co. will consult with, and provide Council Member Dickens with an update on the proposed membership model prior to its completion. NYC & Co. commits to significant membership discounts and special services to increase the marketability of Harlem area businesses within the next 120 day period.
- Form an Advisory Committee comprised of local retail businesses and arts and cultural organizations in the hospitality sector to guide and assist NYC & Co. staff on upcoming community events and the creation of programs with enhanced local participation.
- The establishment of 'Hospitality Scholarships' for students from the Harlem community in travel, tourism or related fields. NYC & Co. will seek to create a joint venture with a local or national business to help underwrite the annual program.

- Hiring students for paid internships at the Harlem Visitor Center. NYC & Co. will seek to partner with a local or national business to help underwrite this annual program.
- Invest in the build-out of the Harlem Visitor Center, with a 7 days/week operational commitment anticipated at \$1.5M.
- Work with the local businesses, cultural organizations, and tour operators to provide marketing materials and ticketing services at the Harlem Visitor Center.
- Work with the local business and cultural community to select the local businesses and cultural organizations that are featured in Culture Spot and Business of the Month.
- Produce 4 videos each year to feature and promote local businesses and cultural organizations.
- List Harlem businesses and non-profit organizations that are NYC & Co. members in NYC & Co.'s vendor database for convention planners at no cost.

b. Café/ Retail

- RFP to include a preference for a local café operator and retailer in the 2,500 sf of allocated space.
- RFP to require landlord to outline contributions for fit-out of café and retail space.
- NYCEDC will contribute \$40 psf, capped at \$100,000 for fit-out of the café and retail space, in support of a local café operator and local retailer. These funds are above and beyond the Upper Manhattan Empowerment Zone (UMEZ) 125th Street Pilot Program and the Harlem Business Assistance Fund.

c. Cultural Facility

- NYCEDC will include in the RFQ a first preference to be given to an arts/ cultural organization located in Community District 10 and a second preference for organizations in Community Districts 9 or 11.
- RFQ to include a requirement for respondents to submit a Community Engagement and Access Plan that articulates how the visual, performing, and rehearsal arts space will be made available on a regular basis to local arts groups at affordable rates or for free.
- The Community Engagement and Access Plan will be part of selection criteria in the RFQ.
- RFP to include that the developer provide the arts/ cultural organization(s) with ownership of the cultural facility and for the ownership to be at no cost. Alternately, cultural tenant may elect to be provided with a lease that allows for a purchase option at a later date.
- City to provide \$6 million for cultural facility.
- UMEZ to provide up to \$2 million for cultural facility (approximately 15,000 sq. ft. for performing arts).

d. Housing – discussed in Affordable Housing Section

- The RFP for the portion of the lot fronting 124th Street will ask developers to propose either a commercial or residential development, with a preference for affordable housing that achieves the commitments stated in the Affordable Housing section—that all residential units (estimated 46 units) be at 60% of AMI or below, with 18 units at 40% AMI or below and 28 units at 60% AMI or below.

e. Overall Project:

- NYCEDC to consult with Council Member Dickens on selection of cultural group(s) after issuance of the RFQ, and the selection of the development team after issuance of the two RFPs.
- RFP will include a preference for local and/or MWBE firm as a joint venture partner for the development of the two portions of the lot.
- Developers will have the option of responding to one or both RFPs.
- City will develop enforcement mechanisms potentially including deed restriction or annual reporting.

III. Garage Site

This site on the north side of West 125th Street between Lenox Avenue/ Malcolm X Boulevard and Adam Clayton Powell Jr. Boulevard, is located in the center of the Core Sub district, close to major commercial and public buildings and arts venues. New York City and New York State share interests in this site currently operating as a parking garage. In response to community concerns regarding sustaining and enhancing the commercial character of the 125th Street Core, the City supports the potential redevelopment of the site for primarily commercial use. The Administration will advance the following commitments to New York State in its preparation of a joint NYC and NYS RFQ/RFP that will be subject to consultation with NYS and Council Member Dickens.

- 5% set aside of project total office space at below market rents for local non-retail businesses.
- Minimum of 5% set aside of project total retail space at below market rents, with priority for local, non-formula retail businesses and a preference for RFPs that include a larger set aside in this category.
- NYCEDC will contribute \$20 psf grants for local retail and/or non-retail businesses capped at \$200,000. These funds are above and beyond the UMEZ 125th Street Pilot Program and the Harlem Business Assistance Fund.
- Current number of parking spaces to be maintained.
- Objective of all parking spaces below grade.
- City will develop enforcement mechanisms potentially including deed restriction or annual reporting.
- RFP will include a preference for local and/or MWBE firm as a joint venture partner for the development of the site.