NEW YORK STATE OF OPPORTUNITY. | New York Convention Center Development Corporation

A Subsidiary of Empire State Development

NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION

MEETING OF THE DIRECTORS

To Be Held at
Empire State Development - New York City Offices
5 Grand Central East (655 Third Avenue) – 4th Floor Board Room
New York, New York 10017

Wednesday

April 8, 2026 – 2:30 p.m.

AGENDA

I. CORPORATE ACTION

A. New York Convention Center Development Corporation – Bond Financing Committee - Authorization to Appoint a Member to the Bond Financing Committee of the New York Convention Center Development Corporation; and Authorization to Take Related Actions

II. FOR CONSIDERATION

A. New York Convention Center Development Corporation – Issuance of Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2026 (the "Bonds") - Approval of Application to the Public Authorities Control Board for Issuing the Bonds to Refund Prior Bonds; Appointment of Senior Managing Underwriter; Appointment of Additional Underwriters; Appointment of Financial Advisor; Authorization to Proceed with the Preparation of Related Documents; and Authorization to Take Related Actions

B. New York Convention Center Development Corporation – Procurement of Legal Services - Nixon Peabody LLP - Authorization to Enter into a Contract for Legal Services in Connection with Issuing Bonds; and Authorization to Take Related Actions

C. New York Convention Center Development Corporation – Procurement of Legal Services - BurgherGray LLP - Authorization to Enter into a Contract for Legal Services in Connection with Issuing Bonds; and Authorization to Take Related Actions

D. New York Convention Center Development Corporation – Procurement of Legal Services - Bryant Rabbino LLP - Authorization to Enter into a Contract for Legal Services in Connection with Issuing Bonds; and Authorization to Take Related Actions

Item I. A.

NEW YORK STATE OF OPPORTUNITY.

New York Convention Center Development Corporation

A Subsidiary of Empire State Development

FOR CONSIDERATION
April 8, 2026

TO: The Directors

FROM: Rebecca Pellegrini

SUBJECT: New York Convention Center Development Corporation – Bond Financing Committee

REQUEST FOR: Authorization to Appoint a Member to the Bond Financing Committee of the New York Convention Center Development Corporation; and Authorization to Take Related Actions

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I. BACKGROUND

At the July 26, 2005 meeting of the Directors of the New York Convention Center Development Corporation (the "Corporation"), in anticipation of the issuance by the Corporation of the Hotel Unit Fee Secured Revenue Bonds Series 2005, the Directors considered and passed a resolution establishing a Bond Financing Committee (the "Committee") consisting of three (3) members of the Board of Directors. The Board delegated to the Committee the full power and authority of the Directors to undertake or cause to be undertaken all actions and responsibilities that may be necessary or appropriate for the issuance of bonds.

The Corporation anticipates undertaking an issuance of bonds to refund bonds previously issued by the Corporation. The Committee currently has one vacancy. It is recommended that Adam Schuman be appointed to the Committee to fill that vacancy.

II. ENVIRONMENTAL REVIEW

Staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations for the New York Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

III. REQUESTED ACTION

The Directors are requested to appoint Adam Schuman to the Bond Financing Committee.

IV. ATTACHMENT

Resolution

April 8, 2026

NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION – Bond Financing Committee - Authorization to Appoint a Member to the Bond Financing Committee of the New York Convention Center Development Corporation; and Authorization to Take Related Actions

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RESOLVED, that in accordance with the materials presented at this meeting and ordered filed with the records of the Corporation (the "Materials"), the Corporation hereby appoints Adam Schuman to the Corporation's Bond Financing Committee; and be it further

RESOLVED, that the President and her designee(s) be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Corporation, to execute and deliver any and all documents and to take all actions as may be necessary or proper to effectuate the foregoing.

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Item II. A.

NEW YORK STATE OF OPPORTUNITY.

New York Convention Center Development Corporation

A Subsidiary of Empire State Development

FOR CONSIDERATION
April 8, 2026

TO: The Directors

FROM: Rebecca Pellegini

SUBJECT: New York Convention Center Development Corporation – Issuance of Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2026 (the "Bonds")

REQUEST FOR: Approval of Application to the Public Authorities Control Board for Issuing the Bonds to Refund Prior Bonds; Appointment of Senior Managing Underwriter; Appointment of Additional Underwriters; Appointment of Financial Advisor; Authorization to Proceed with the Preparation of Related Documents; and Authorization to Take Related Actions

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I. BACKGROUND

The Directors of the New York Convention Center Development Corporation (the "Corporation") are being asked to approve the submission of an application (the "Application") to the Public Authorities Control Board ("PACB") in connection with the proposed issuance of the Bonds to refund the outstanding Revenue Refunding Bonds (Hotel Unit Fee Secured) Series 2015 and Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016A (collectively, the "Prior Bonds").

The Corporation intends to issue the Bonds pursuant to Chapter 35 of the Laws of 1979 and Chapter 3 of the Laws of 2004 (collectively, the "Act") in an amount not to exceed $575,000,000 to refund the Prior Bonds and fund the costs (including financing costs).

II. FINANCING

The Corporation proposes to issue the Bonds, at one time or from time to time in one or more series, as fixed rate, tax-exempt senior lien revenue bonds with a term (for each series) of up to 30 years and in an aggregate principal amount not to exceed $575,000,000. The Bonds will mature and bear interest at rates resulting in a true interest cost not exceeding 7.5% for tax-exempt bonds

The Bonds will not be general obligations of the Corporation but will be special, limited obligations payable principally from a $1.50/unit/day Convention Center Hotel Unit Fee imposed pursuant to Section 1104 of the Tax Law (added by Chapter 3 of the Laws of 2004). The Bonds will have the benefit of a senior debt service reserve fund, already fully funded at maximum

annual debt service, subject to Federal tax constraints. The Bonds will be additionally secured by an account in the Mortgage Insurance Fund of the State of New York Mortgage Agency.

III. SELECTION OF SENIOR MANAGING UNDERWRITER

The staff proposes engaging Wells Fargo Bank, N.A. ("Wells Fargo") as the senior managing underwriter. Wells Fargo is on the pre-qualified list of underwriters of Empire State Development ("ESD") (the "Pre-Qualified List of Underwriters"). The Pre-Qualified List of Underwriters was created after an RFP Process by ESD and was adopted by ESD on February 15, 2024. Wells Fargo was selected for its extensive experience in all aspects of municipal finance, and thorough and thoughtful structuring and credit analysis of this financing, and its response and rating in the pre-qualification process. The Corporation will have the option to select other underwriters from the Pre-Qualified List of Underwriters, including co-managers from the Pre-Qualified List of Underwriters to the extent necessary to satisfy the requirements in Section V below.

The Corporation staff now seeks the consent of the Board of Directors to adopt the selection of the senior managing underwriter for the Bond issuance and to delegate to the Corporation the ability to appoint additional underwriters as the deal progresses.

IV. SELECTION OF FINANCIAL ADVISOR

Public Resources Advisory Group, Inc. ("PRAG") has been selected as the Corporation's financial advisor for the Bond issuance. PRAG is on ESD's Pre-Qualified List of Financial Advisors ("FAs"). The Pre-Qualified list of FAs was created after an RFP process by ESD and adopted by ESD on February 15, 2024.

PRAG was selected based on its (i) extensive experience in all aspects of municipal finance, (ii) hourly rate proposal subject to a cap of $250,000, (iii) extensive experience as a financial advisor on other bond issuances and (iv) responses and ratings in the pre-qualification process.

V. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

Pursuant to New York State Executive Law Articles 15-A and Article 3 of New York State Veterans' Services Law, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State certified minority-and women-owned business enterprises (MWBEs) and service-disabled veteran-owned businesses (SDVOBs) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that MWBE and SDVOB participation goals will not apply to this project.

VI. DOCUMENTS

It is intended that the Bonds will be issued to refund the Prior Bonds. Accordingly, the related Bond documents must be drafted and approved for the issuance of the Bonds expeditiously. The Board of Directors is requested to consent to the commencement of drafting

documents. An additional Board of Directors meeting will occur to approve the form of final documents.

VII. ENVIRONMENTAL REVIEW

Staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations for the New York Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VIII. REQUESTED ACTION

Staff recommends that the Board of Directors take actions related to approving the submission of the attached Application to PACB, authorizing the selection of senior managing underwriter, authorizing the appointment of additional underwriters, authorizing the appointment of financial advisor, and authorizing the preparation of the required Bond documents and take any related actions.

IX. ATTACHMENTS

Resolution
Proposed PACB Resolution

April 8, 2026

NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION – Issuance of Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2026 (the "Bonds") - Approval of Application to the Public Authorities Control Board for Issuing the Bonds to Refund Prior Bonds; Appointment of Senior Managing Underwriter; Appointment of Additional Underwriters; Appointment of Financial Advisor; Authorization to Proceed with the Preparation of Related Documents; and Authorization to Take Related Actions

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WHEREAS, the State of New York has enacted Chapter 35 of the Laws of 1979 and Chapter 3 of the Laws of 2004 (collectively, the "Act"), which authorized the New York Convention Center Development Corporation (the "Corporation") to issue bonds and refunding bonds for the purposes described herein.

WHEREAS, the Corporation issued its Revenue Bonds (Hotel Unit Fee Secured) Series 2015 Revenue Refunding Bonds (Hotel Unit Fee Secured) and Senior Lien Revenue Bonds (Hotel Unit Fee Secured), Series 2016A (collectively, the "Prior Bonds") for the purpose of funding the expansion and renovation of the Jacob K. Javits Convention Center.

WHEREAS, the Corporation has determined to now issue its Senior Lien Revenue Refunding Bonds (Hotel Unit Fee Secured) Series 2026 (the "Bonds") to refund the Prior Bonds.

WHEREAS, in order to facilitate the issuance of the Bonds, the officers of the Corporation propose the retention of underwriters and financial advisors.

WHEREAS, in accordance with Chapter 38 of the Laws of 1976, the Corporation is seeking approval of the Public Authorities Control Board (the "PACB") for the proposed sale and issuance under the Act of the Bonds.

NOW THEREFORE, IT IS HEREBY RESOLVED, that based on the materials presented to the Corporation, attached hereto and incorporated by reference, the Directors, in the name and on behalf of the Corporation, hereby adopt the following:

PACB Application

RESOLVED, the Corporation's application to the PACB for the Bonds, substantially in the form attached to this resolution, is approved for submission to the PACB.

Selection of Underwriters

RESOLVED, that the Corporation hereby consents to Wells Fargo Bank, N.A. to be the senior managing underwriter for the Bonds, together with the right to appoint other underwriters, including co-managers, if any, as the Corporation shall select.

Selection of Financial Advisors

RESOLVED, that the Corporation hereby consents to Public Resources Advisory Group, Inc. to be the financial advisor for the issuance of the Bonds.

Preparation of Bond Documents

RESOLVED, that the Corporation hereby authorizes the preparation of Bond documents necessary or desirable in connection with the issuance of the Bonds.

Authorized Officers

RESOLVED, that each of the President, the Vice President, the General Counsel, the Chief Financial Officer, the Treasurer, and the Secretary of the Corporation, and any person duly authorized to act in such capacity, is designated as "Authorized Officer" for the purposes of this resolution; and further

Further Action

RESOLVED, that the Authorized Officers are each hereby authorized and directed to approve and execute such documents, make such payments and take such other actions, in the name of the Corporation and on its behalf, as he or she may reasonably deem necessary or appropriate to carry out the foregoing resolutions, and that all such actions heretofore taken in connection with the Bonds by an Authorized Officer, or his or her designee(s), are hereby ratified and approved. Delivery of any documents authorized hereunder shall constitute conclusive evidence of the Corporation's due authorization and approval thereof.

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NEW YORK STATE PUBLIC AUTHORITIES CONTROL BOARD
R E S O L U T I O N No. 26-CCDC-[_]

APPROVING THE ISSUANCE OF THE NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION SENIOR LIEN REVENUE REFUNDING BONDS (HOTEL UNIT FEE SECURED) SERIES 2026

WHEREAS, the New York State Public Authorities Control Board ("PACB"), created pursuant to Chapter 38, Laws of 1976, as amended, is empowered by section 51 of the Public Authorities Law to receive applications from designated public benefit corporations and subsidiaries thereof, for approval of the acquisition, construction or financing of any project by any such public benefit corporation;

WHEREAS, the New York Urban Development Corporation ("UDC") is a designated public benefit corporation obligated to obtain approval by PACB for issuing bonds; the New York Convention Center Development Corporation (the "Development Corporation") is a subsidiary of UDC and is also obligated to obtain approval by PACB to issue bonds.

WHEREAS, the Development Corporation has made an application to the PACB to enable the Development Corporation to issue its Senior Lien Revenue Refunding Bonds (Hotel Unit Fee Secured) Series 2026 (the "Bonds") to refund its Revenue Refunding Bonds (Hotel Unit Fee Secured) Series 2015 (the "Series 2015 Bonds")and Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016A (the "Series 2016A Bonds" and, together with the Series 2015 Bonds, the "Prior Bonds"). The Series 2015 Bonds were issued in 2015 to refund the previously issued Revenue Bonds (Hotel Unit Fee Secured) Series 2005. The Series 2016A Bonds were issued in 2016 to finance a project consisting of the expansion and renovation of an existing convention center and

exhibition facility located in the City of New York and known as the Jacob K. Javits Convention Center (the "Expansion Project"); and

WHEREAS, Chapter 35 of the Laws of 1979 and the 2004 Act (collectively, the "Act") authorizes the Development Corporation to issue bonds for the purpose of funding, and refunding the costs (including "financing costs", as defined in the 2004 Act) of the projects previously funded, including the Expansion Project.

WHEREAS, the Development Corporation intends to issue at one time or from time to time in one or more series, its Bonds in an aggregate principal amount not to exceed $575,000,000 to fund costs to refund the Prior Bonds; and

WHEREAS, the Bonds will be issued as fixed rate, tax-exempt senior lien revenue bonds with a term (for each series) of up to approximately 30 years; and

WHEREAS, the Bonds will have the benefit of the existing senior lien debt service reserve fund, which is currently fully funded at maximum annual debt service on the Prior Bonds; and

WHEREAS, the Bonds will not be general obligations of the Development Corporation but will be special, limited obligations payable principally from a $1.50/unit/day Convention Center Hotel Unit Fee imposed pursuant to the 2004 Act, as amended, and the application of such Fee is not subject to appropriation; and

WHEREAS, the Bonds will be additionally secured by an account in the Mortgage Insurance Fund of the State of New York Mortgage Agency in an amount expected to be $25 million, the same amount as the Prior Bonds, but in no event in excess of $50 million, as provided in the 2004 Act; and

WHEREAS, financing costs will include, without limitation, the costs of issuing the Bonds and other financing costs; and

WHEREAS, the Development Corporation's application has been submitted to the Comptroller, and he has had the opportunity to comment.

NOW THEREFORE BE IT RESOLVED, the PACB approves the Project financing identified below, in accordance with section 51 of the Public Authorities Law.

(Continued on next page)

26-CCDC-[_]

PROJECT IDENTIFICATION

Description of Project

Issuance of New York Convention Center Development Corporation Revenue Refunding Bonds (Hotel Unit Fee Secured) Series 2026 to refund the Prior Bonds and pay costs of issuance of the Bonds and other financing costs.

Source of Funds	Estimated Amount
Par Amount of Bonds	$535,520,000
Premium	$40,180,000
Debt Service Funds	$2,400,000
Total Sources	$578,100,000
Uses of Funds	
Refunding of the Prior Bonds	$ 574,600,000
Other Fund Deposits:	
Cost of Issuance (including Underwriters' Discount and other Financing Costs)	$3,500,000
Total Uses	$ 578,100,000

Amount of Bonds to be issued:
Not to exceed $575,000,000

This resolution shall become effective upon:

1. Approval by the Comptroller of the terms of any private sale of the Bonds as required by Section 5 of Chapter 35 of the Laws of 1979 as amended by Chapter 3 of the Laws of 2004; and
2. Execution of one of more purchase contracts for the sale of Bonds, to be issued at a true interest cost not to exceed 7.5 percent for tax-exempt bonds

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Blake G. Washington, Chair
Public Authorities Control Board

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Edward Braunstein, Member of the Board

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Leroy Comrie, Member of the Board

Item II. B.

NEW YORK STATE OF OPPORTUNITY.

New York Convention Center Development Corporation

A Subsidiary of Empire State Development

FOR CONSIDERATION
April 8, 2026

TO:	The Directors
FROM:	Rebecca Pellegini
SUBJECT:	New York Convention Center Development Corporation – Procurement of Legal Services - Nixon Peabody LLP
REQUEST FOR:	Authorization to Enter into a Contract for Legal Services in Connection with Issuing Bonds; and Authorization to Take Related Actions

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CONTRACT NEED AND JUSTIFICATION

I. CONTRACT SUMMARY

Counsel:	Nixon Peabody LLP ("Nixon" or "Counsel")
Scope of Services:	Counsel would serve as co-bond counsel together with BurgherGray LLP, ("BurgherGray") which the board of directors (the "Board of Directors") of the New York Convention Center Development Corporation (the "Corporation" or "CCDC") will be requested to authorize under a separate resolution to provide legal services to the Corporation in connection with the issuance of bonds (the "Bonds") to refund the outstanding Revenue Refunding Bonds (Hotel Unit Fee Secured) Series 2015 and Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016A (collectively, the "Prior Bonds").
Contract Amount:	All counsel fees for the Bonds, including Counsel's fee and all affiliated eligible costs of the Bond transaction, shall be payable only up to an aggregate amount equal to the lesser of 2% of the (i) par amount of the Bonds or (ii) Issue Price of the Bonds.
Funding Source:	The contract is expected to be funded in its entirety by bond proceeds which are repaid by a collection of $1.50/unit/day Convention Center Hotel Unit Fee imposed by the Tax Law.

II. BACKGROUND

In 2005, the Corporation issued $700,000,000 of bonds (the "Initial Bonds") to finance a project consisting of the expansion and renovation of an existing convention center and exhibition facility located in The City of New York and known commonly as the Jacob K. Javits Convention Center. The Initial Bonds were issued by the Corporation under the "Revenue Bond (Hotel Unit Fee Secured) Resolution" adopted on November 3, 2005 (the "General Resolution"), as amended and supplemented. The Initial Bonds were refunded in 2015 under the same General Resolution with the $632,075,000 Revenue Refunding (Hotel Unit Fee Secured) Series 2015. In 2016, the Corporation issued $193,104,715.20 Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016A and $227,109,438.70 Subordinated Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016B to finance a project consisting of the expansion and renovation of an existing convention center and exhibition facility located in the City of New York and known as the Jacob K. Javits Convention Center.

The Corporation now intends to issue the Bonds to refund for savings, the Prior Bonds.

The Corporation staff will seek the consent of the Board of Directors to the form of the Bond documents, as well as the approval by the Board of Directors of the terms of the transaction, at a subsequent Board meeting.

III. COUNSEL SELECTION PROCESS

In March 2025, New York State Urban Development Corporation d/b/a Empire State Development ("ESD") staff placed an advertisement in the New York State Contract Reporter requesting proposals from law firms in the following seventeen (17) areas of law (including, in each instance, litigation capabilities): real estate and land use; construction; environmental; condemnation; taxation; bond financing; labor & employment; venture capital investments and other investments; bankruptcy/foreclosure/workout; general litigation; intellectual property; landlord-tenant; constitutional law; corporate governance; federal practice; insurance law and admiralty and maritime law.

74 firms responded to the solicitation. The responses were evaluated by a Review Committee consisting of fourteen (14) members of the Legal team. The Review Committee's recommendations then were discussed with the General Counsel. The Review Committee recommended a new Pre-Qualified Counsel List, which ESD approved on September 18, 2025.

Corporation staff recommends that Nixon serve as co-bond counsel for this transaction. Selection of Counsel for this transaction was predicated on the experience of the attorneys from Nixon who previously served as co-bond counsel for the Prior Bond issuances. Accordingly, staff recommends the retention of Counsel for the Bonds based on: (a) Counsel's specific and necessary expertise as bond counsel, (b) Counsel's performance with distinction on other transactions, (c) Counsel's rate proposal, and (d) the ESD pre-qualification process.

IV. SCOPE OF WORK

Counsel will advise the Corporation in securities, bonds, taxes and other related legal matters in connection with the issuance and sale of the Bonds. Such work may include, but not be limited to, drafting, negotiating, and finalizing the Bond sale contracts, resolution amendments, disclosure documents and tax opinions. Counsel also would coordinate documentation with other involved agencies.

V. CONTRACT - NEED, PRICE AND FUNDING

A. NEED FOR CONTRACT

In accordance with federal tax law, an opinion from bond counsel is required to opine upon tax-exempt bonds. In addition, bond counsel expertise is necessary to ensure compliance with applicable securities laws and market practices. The Corporation has used experienced bond counsel on every issuance of its bonds.

B. CONTRACT PRICE AND FUNDING

All CCDC counsel costs and expenses with respect to the Bonds are expected to be paid from bond proceeds on or about the closing on the Bonds. All fees charged by such counsel, including BurgherGray and all affiliated eligible costs of the Bond transaction, shall be payable only up to an aggregate amount equal to the lesser of (i) 2% of the par amount of the Bonds or (ii) the Issue Price of the Bonds and will charge their usual rate subject to a maximum rate structure.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, Corporation staff has: (a) considered Counsel's ability to perform the services provided for in the proposed contract; and (b) consulted the list of offerors determined to be non-responsible bidders and debarred offerors maintained by the New York State Office of General Services. Based on the foregoing, staff considers Counsel to be responsible.

VII. ENVIRONMENTAL REVIEW

Staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations for the New York Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

Pursuant to New York State Executive Law Articles 15-A and Article 3 of New York State Veterans' Services Law, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State certified minority-and women-owned

business enterprises (MWBEs) and service-disabled veteran-owned businesses (SDVOBs) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that MWBE and SDVOB participation goals will not apply to this project.

IX. REQUESTED ACTION

The Board of Directors is asked to authorize the retention of Nixon as counsel to the Corporation for such legal services as are described in these materials.

X. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

XI. ATTACHMENT

Resolution

April 8, 2026

NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION – Procurement of Legal Services - Nixon Peabody LLP - Authorization to Enter into a Contract for Legal Services in Connection with Issuing Bonds; and Authorization to Take Related Actions

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RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the "Materials"), the Corporation hereby finds Nixon Peabody LLP ("Counsel") to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with Counsel for the purposes and services, and substantially on the terms and conditions, as set forth in the Materials; and be it further

RESOLVED, that the President and her designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to execute and deliver any and all Bond documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing. Any actions previously taken by the Corporation or Counsel consistent with this authorization are hereby ratified and affirmed.

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Item II. C.

NEW YORK STATE OF OPPORTUNITY.

New York Convention Center Development Corporation

A Subsidiary of Empire State Development

FOR CONSIDERATION
April 8, 2026

TO:	The Directors
FROM:	Rebecca Pellegini
SUBJECT:	New York Convention Center Development Corporation – Procurement of Legal Services - BurgherGray LLP
REQUEST FOR:	Authorization to Enter into a Contract for Legal Services in Connection with Issuing Bonds; and Authorization to Take Related Actions

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CONTRACT NEED AND JUSTIFICATION

I. CONTRACT SUMMARY

Counsel:	BurgherGray LLP ("BurgherGray" or "Counsel")
Scope of Services:	Counsel would serve as co-bond counsel together with Nixon Peabody LLP ("Nixon") which the board of directors (the "Board of Directors") of the New York Convention Center Development Corporation (the "Corporation" or "CCDC") will be requested to authorize under a separate resolution to provide legal services to the Corporation in connection with the issuance of bonds (the "Bonds") to refund the outstanding Revenue Refunding Bonds (Hotel Unit Fee Secured) Series 2015 and Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016A (collectively, the "Prior Bonds").
Contract Amount:	All counsel fees for the Bonds, including Counsel's fee and all affiliated eligible costs of the Bond transaction, shall be payable only up to an aggregate amount equal to the lesser of 2% of the (i) par amount of the Bonds or (ii) Issue Price of the Bonds.
Funding Source:	The contract is expected to be funded in its entirety by bond proceeds which are repaid by a collection of $1.50/unit/day Convention Center Hotel Unit Fee imposed by the Tax Law.

II. BACKGROUND

In 2005, the Corporation issued $700,000,000 of bonds (the "Initial Bonds") to finance a project consisting of the expansion and renovation of an existing convention center and exhibition facility located in The City of New York and known commonly as the Jacob K. Javits Convention Center. The Initial Bonds were issued by the Corporation under the "Revenue Bond (Hotel Unit Fee Secured) Resolution" adopted on November 3, 2005 (the "General Resolution"), as amended and supplemented. The Initial Bonds were refunded in 2015 under the same General Resolution with the $632,075,000 Revenue Refunding (Hotel Unit Fee Secured) Series 2015. In 2016, the Corporation issued $193,104,715.20 Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016A and $227,109,438.70 Subordinated Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016B to finance a project consisting of the expansion and renovation of an existing convention center and exhibition facility located in the City of New York and known as the Jacob K. Javits Convention Center.

The Corporation now intends to issue the Bonds to refund for savings, the Prior Bonds.

The Corporation staff will seek the consent of the Board of Directors to the form of the Bond documents, as well as the approval by the Board of Directors of the terms of the transaction, at a subsequent Board meeting.

III. COUNSEL SELECTION PROCESS

In March 2025, New York State Urban Development Corporation d/b/a Empire State Development ("ESD") staff placed an advertisement in the New York State Contract Reporter requesting proposals from law firms in the following seventeen (17) areas of law (including, in each instance, litigation capabilities): real estate and land use; construction; environmental; condemnation; taxation; bond financing; labor & employment; venture capital investments and other investments; bankruptcy/foreclosure/workout; general litigation; intellectual property; landlord-tenant; constitutional law; corporate governance; federal practice; insurance law and admiralty and maritime law.

74 firms responded to the solicitation. The responses were evaluated by a Review Committee consisting of fourteen (14) members of the Legal team. The Review Committee's recommendations then were discussed with the General Counsel. The Review Committee recommended a new Pre-Qualified Counsel List, which ESD approved on September 18, 2025.

Corporation staff recommends that BurgherGray serve as co-bond counsel for this transaction. Selection of Counsel for this transaction was predicated on (i) knowledge and expertise of the firm; (ii) prior satisfactory work which the firm has performed for ESD; and (iii) the fact that BurgherGray is a certified Minority-Owned Business Enterprise ("MBE"). Accordingly, staff recommends the retention of Counsel for the Bonds based on: (a) Counsel's specific and necessary expertise as bond counsel, (b) Counsel's status as an MBE, (c) Counsel's performance with distinction on other transactions, (d) Counsel's rate proposal, and (e) the ESD pre-qualification process.

IV. SCOPE OF WORK

Counsel will advise the Corporation in securities, bonds, taxes and other related legal matters in connection with the issuance and sale of the Bonds. Such work may include, but not be limited to, drafting, negotiating, and finalizing the Bond sale contracts, resolution amendments, disclosure documents and tax opinions. Counsel also would coordinate documentation with other involved agencies.

V. CONTRACT - NEED, PRICE AND FUNDING

A. NEED FOR CONTRACT

In accordance with federal tax law, an opinion from bond counsel is required to opine upon tax-exempt bonds. In addition, bond counsel expertise is necessary to ensure compliance with applicable securities laws and market practices. The Corporation has used experienced bond counsel on every issuance of its bonds.

B. CONTRACT PRICE AND FUNDING

All CCDC counsel costs and expenses with respect to the Bonds are expected to be paid from bond proceeds on or about the closing on the Bonds. All fees charged by such counsel, including Nixon, and all affiliated eligible costs of the Bond transaction, shall be payable only up to an aggregate amount equal to the lesser of (i) 2% of the par amount of the Bonds or (ii) the Issue Price of the Bonds and will charge their usual rate subject to a maximum rate structure.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, Corporation staff has: (a) considered Counsel's ability to perform the services provided for in the proposed contract; and (b) consulted the list of offerors determined to be non-responsible bidders and debarred offerors maintained by the New York State Office of General Services. Based on the foregoing, staff considers Counsel to be responsible.

VII. ENVIRONMENTAL REVIEW

Staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations for the New York Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

Pursuant to New York State Executive Law Articles 15-A and Article 3 of New York State Veterans' Services Law, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State certified minority-and women-owned business enterprises (MWBEs) and service-disabled veteran-owned businesses (SDVOBs) in the

performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that MWBE and SDVOB participation goals will not apply to this project.

IX. REQUESTED ACTION

The Board of Directors is asked to authorize the retention of BurgherGray as Counsel to the Corporation for such legal services as are described in these materials.

X. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

XI. ATTACHMENT

Resolution

April 8, 2026

NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION – Procurement of Legal Services - BurgherGray LLP - Authorization to Enter into a Contract for Legal Services in Connection with Issuing Bonds; and Authorization to Take Related Actions

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RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the "Materials"), the Corporation hereby finds BurgherGray LLP, ("Counsel") to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with Counsel for the purposes and services, and substantially on the terms and conditions, as set forth in the Materials; and be it further

RESOLVED, that the President and her designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to execute and deliver any and all Bond documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing. Any actions previously taken by the Corporation or Counsel consistent with this authorization are hereby ratified and affirmed.

* * *

Item II. D.

NEW YORK STATE OF OPPORTUNITY.

New York Convention Center Development Corporation

A Subsidiary of Empire State Development

FOR CONSIDERATION
April 8, 2026

TO:	The Directors
FROM:	Rebecca Pellegini
SUBJECT:	New York Convention Center Development Corporation – Procurement of Legal Services - Bryant Rabbino LLP
REQUEST FOR:	Authorization to Enter into a Contract for Legal Services in Connection with Issuing Bonds; and Authorization to Take Related Actions

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I. CONTRACT SUMMARY

Counsel:	Bryant Rabbino LLP ("Bryant Rabbino" or "Counsel")
Scope of Services:	Counsel would serve as issuer counsel which the board of directors (the "Board of Directors") of the New York Convention Center Development Corporation (the "Corporation" or "CCDC") will be requested to authorize under a separate resolution to provide legal services to the Corporation in connection with the issuance of bonds (the "Bonds") to refund the outstanding Revenue Refunding Bonds (Hotel Unit Fee Secured) Series 2015 and Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016A (the "Prior Bonds").
Contract Amount:	All counsel fees for the Bonds, including Counsel's fee and all affiliated eligible costs of the Bond transaction, shall be payable only up to an aggregate amount equal to the lesser of 2% of the: (i) par amount of the Bonds or (ii) Issue Price of the Bonds.
Funding Source:	The contract is expected to be funded in its entirety by bond proceeds which are repaid by a collection of $1.50/unit/day Convention Center Hotel Unit Fee imposed by the Tax Law.

II. BACKGROUND

In 2005, the Corporation issued $700,000,000 of bonds (the "Initial Bonds") to finance a project consisting of the expansion and renovation of an existing convention center and exhibition facility located in The City of New York and known commonly as the Jacob K. Javits Convention Center. The Initial Bonds were issued by the Corporation under the "Revenue Bond (Hotel Unit Fee Secured) Resolution" adopted on November 3, 2005 (the "General Resolution"), as amended and supplemented. The Initial Bonds were refunded in 2015 under the same General Resolution with the $632,075,000 Revenue Refunding (Hotel Unit Fee Secured) Series 2015. In 2016, the Corporation issued $193,104,715.20 Senior Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016A and $227,109,438.70 Subordinated Lien Revenue Bonds (Hotel Unit Fee Secured) Series 2016B to finance a project consisting of the expansion and renovation of an existing convention center and exhibition facility located in the City of New York and known as the Jacob K. Javits Convention Center.

The Corporation now intends to issue the Bonds to refund for savings, the Prior Bonds.

The Corporation staff will seek the consent of the Board of Directors to the form of the Bond documents, as well as the approval by the Board of Directors of the terms of the transaction, at a subsequent Board meeting.

III. COUNSEL SELECTION PROCESS

In March 2025, New York State Urban Development Corporation d/b/a Empire State Development ("ESD") staff placed an advertisement in the New York State Contract Reporter requesting proposals from law firms in the following seventeen (17) areas of law (including, in each instance, litigation capabilities): real estate and land use; construction; environmental; condemnation; taxation; bond financing; labor & employment; venture capital investments and other investments; bankruptcy/foreclosure/workout; general litigation; intellectual property; landlord-tenant; constitutional law; corporate governance; federal practice; insurance law and admiralty and maritime law.

74 firms responded to the solicitation. The responses were evaluated by a Review Committee consisting of fourteen (14) members of the Legal team. The Review Committee's recommendations then were discussed with the General Counsel. The Review Committee recommended a new Pre-Qualified Counsel List, which ESD approved on September 18, 2025.

Corporation staff recommends that Bryant Rabbino serve as issuer's counsel for this transaction. Selection of Counsel for this transaction was predicated on (i) knowledge and expertise of the firm; (ii) prior satisfactory work which the firm has performed for ESD; and (iii) the fact that Bryant Rabbino is a certified Minority-Owned Business Enterprise ("MBE"). Accordingly, staff recommends the retention of Counsel for the Bonds based on: (a) Counsel's specific and necessary expertise as issuer's counsel, (b) Counsel's status as an MBE, (c) Counsel's performance with distinction on other transactions, and (d) the ESD pre-qualification process.

IV. SCOPE OF WORK

Counsel will advise the Corporation in securities, bonds, taxes and other related disclosure matters in connection with the issuance and sale of the Bonds. Such work may include, but not be limited to, drafting, negotiating, and finalizing the Bond sale contracts, resolution amendments, and disclosure documents.

V. CONTRACT - NEED, PRICE AND FUNDING

A. NEED FOR CONTRACT

As a result of recent changes to federal securities laws, in particular the Dodd-Frank Act, there are an increasing number of rules and an increasing amount of oversight with respect to disclosure and continuing disclosure for issuers of tax-exempt bonds. In order to fully address these requirements many issuers are retaining separate issuer counsel. This additional expertise will help ensure compliance with applicable securities laws and market practices.

B. CONTRACT PRICE AND FUNDING

All CCDC counsel costs and expenses with respect to the Bonds are expected to be paid from bond proceeds on or about the closing on the Bonds. All fees charged by such counsel, including Bryant Rabbino, and all affiliated eligible costs of the Bond transaction, shall be payable only up to an aggregate amount equal to the lesser of (i) 2% of the par amount of the Bonds or (ii) Issue Price of the Bonds and will charge their usual rate subject to a maximum rate structure.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, Corporation staff has: (a) considered Counsel's ability to perform the services provided for in the proposed contract; and (b) consulted the list of offerors determined to be non-responsible bidders and debarred offerors maintained by the New York State Office of General Services. Based on the foregoing, staff considers Counsel to be responsible.

VII. ENVIRONMENTAL REVIEW

Staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations for the New York Department of Environmental Conservation. No further environmental review is required in connection with this authorization.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

Pursuant to New York State Executive Law Articles 15-A and Article 3 of New York State Veterans' Services Law, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of New York State certified minority-and women-owned business enterprises (MWBEs) and service-disabled veteran-owned businesses (SDVOBs) in the

performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that MWBE and SDVOB participation goals will not apply to this project.

IX. REQUESTED ACTION

The Board of Directors is requested to authorize the retention of Bryant Rabbino as Counsel to the Corporation for such legal services as are described in these materials.

X. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

XI. ATTACHMENT

Resolution

April 8, 2026

NEW YORK CONVENTION CENTER DEVELOPMENT CORPORATION – Procurement of Legal Services - Bryant Rabbino LLP - Authorization to Enter into a Contract for Legal Services in Connection with Issuing Bonds; and Authorization to Take Related Actions

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