

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION

MEETING OF THE DIRECTORS

THURSDAY

December 19, 2019

11:30 a.m.

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION

Meeting of the Directors

Thursday

December 19, 2019 – 11:30 a.m.

PROPOSED AGENDA

CORPORATE ACTION

1. Approval of the Minutes of the September 16, 2019 Meeting of the Directors

FOR CONSIDERATION

2. New York Transportation Development Corporation – John F. Kennedy International Airport New Terminal One Project – Appointment of Underwriter; Appointment of Additional Underwriters; Authorization to Take Actions Related to the Tax Equity and Fiscal Responsibility Act (“TEFRA”); Appointment of Financial Advisor; Authorization to Induce a Project for Private Activity Financing; Authorization to Proceed with the Review and Preparation of Related Documents; and Authorization to Take All Related Actions
3. Procurement of Legal Services – BurgherGray LLP - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Issuing Bonds to Fund a New Terminal One at John F. Kennedy International Airport in Queens and to Take Related Actions
4. Procurement of Legal Services – D. Seaton and Associates, P.A., P.C. - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Financings to Fund a New Terminal One at John F. Kennedy International Airport in Queens and to Take Related Actions
5. Procurement of Legal Services – Katten Muchin Rosenman LLP - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Financings to Fund a New Terminal One at John F. Kennedy International Airport in Queens and to Take Related Actions

6. New York Transportation Development Corporation – John F. Kennedy International Airport Terminal Eight (American Airlines) Redevelopment Project - Appointment of Underwriter; Appointment of Additional Underwriters; Authorization to Take Actions Related to the Tax Equity and Fiscal Responsibility Act (“TEFRA”); Appointment of Financial Advisor; Authorization to Induce a Project for Private Activity Bond Financing; Authorization to Proceed with the Review and Preparation of Related Documents; and Authorization to Take All Related Actions
7. Procurement of Legal Services – BurgherGray LLP - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Issuing Bonds to Renovate, Expand, and Refund Bonds Previously Issued for, Terminal 8 at John F. Kennedy International Airport in Queens and to Take Related Actions
8. Procurement of Legal Services – Katten Muchin Rosenman LLP - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Issuing Bonds to Renovate, Expand, and Refund Bonds Previously Issued for, Terminal 8 at John F. Kennedy International Airport in Queens and to Take Related Actions
9. Procurement of Legal Services – Pearlman & Miranda, LLC - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Issuing Bonds to Renovate, Expand, and Refund Bonds Previously Issued for, Terminal 8 at John F. Kennedy International Airport in Queens and to Take Related Actions

ITEM 1

New York Transportation Development Corporation
Meeting of the Directors
Held at the NYC Offices of
Empire State Development
633 Third Avenue
New York, New York 10017

September 16, 2019

MINUTES

In Attendance

Directors: Mehul Patel, The Acting Chairman
George Haggerty
Kathleen Mize

NYTDC Staff: Elaine A. Kloss – CFO
Regina Stephens – Assistant Secretary

ESD Staff: Julene Beckford, Senior Counsel and Records
Access Appeal Officer
Jonathan Beyer – Senior Counsel
Douglas Bressette – Treasurer
Elizabeth Fine, Executive Vice President, Legal and General Counsel
Peter Heilbrunn, Assistant Treasurer, Debt Management
Wendy Kwan, Director, Controller Dept.
Benson Martin, Director of Compliance

The meeting of the New York Transportation Development Corporation (the “Corporation” or “TDC”), a Local Development Corporation created under New York State law, was called to order at approximately 2:00 p.m. It was noted for the record that notices to the public and news media of the time and place of the meeting had been given in compliance with the New York State Open Meetings Law and that the meeting was being webcast. Acting Chair Mehul Patel also noted that the Directors had received relevant written materials in advance of

the meeting; and the record the Corporation's policy of welcoming public comments on the current meeting Agenda items.

Before beginning the substantive portion of the meeting, Acting Chair Patel asked the Directors whether anyone had any potential conflict of interest with respect to any of the items on the proposed Agenda. Hearing none, the Acting Chair called for a motion to approve the Minutes of the July 25, 2018 Directors' meeting.

There being no corrections or deletions, upon motion duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE JULY 25, 2018 MEETING OF THE DIRECTORS OF NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION

RESOLVED, that the Minutes of the meeting of the Corporation held on JULY 25, 2018 as presented to the Directors at this meeting, are hereby approved and all actions taken by the Directors present at such meeting as set forth in such Minutes, are hereby in all respect ratified and approved as actions of the Corporation.

* * *

Acting Chair Patel then called on Julene Beckford to present the next item on the Agenda, a request to appoint Empire State Development ("ESD") Treasurer to the office of Treasurer of the Corporation.

Ms. Beckford explained that the officer position of Treasurer of the Corporation is currently vacant and as a matter of corporate housekeeping, and to ensure that the Corporation has a complement of officers at any given time who can execute required documentation on the Corporation's behalf, it is recommended that Douglas Bressette be appointed to the Corporation as the Treasurer. He is currently the Treasurer of ESD.

Following Ms. Beckford’s presentation, Acting Chair Patel asked if the Directors had any questions or comments regarding the item. There being no questions or comments from the Directors and no comments from the public, Acting Chair Patel requested a motion for approval. Upon motion duly made and seconded, the following resolution was unanimously adopted:

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – CORPORATION – Appointment of Officer; and Authorization to Take Related Actions

WHEREAS, the Certificate of Incorporation of the Corporation was duly filed in the office of the Secretary of State of the State of New York on October 30, 2015; and

WHEREAS, it is now appropriate for the Board of Directors of the Corporation to Appoint an Officer and transact such other business as may be necessary or advisable; and

RESOLVED, that the following individual be, and hereby is, appointed to the office which appears opposite their name, until earlier resignation or removal, their appointment being effective as of the date indicated in the attached materials, a copy of which is hereby ordered to be filed with the records of the Corporation:

Treasurer - Douglas Bressette

and be it further

RESOLVED, that within the meaning of the New York Not-for-Profit Corporation Law and in accordance with and for all purposes of the Corporation’s By-Laws, including but not limited to the indemnification provisions thereof, the above-referenced individual is an “officer” of the Corporation.

RESOLVED, that any and all actions taken by the proper officers of the Corporation, in connection with and in furtherance of the matters referred to in any of the foregoing resolutions be, and they hereby are, ratified, confirmed, approved and adopted in all respects.

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to take all such further actions and to execute, deliver, certify and file all such further agreements, undertakings, certificates, instruments and documents, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to pay all such costs, fees and expenses as such officers shall approve as necessary or advisable to carry out the intent and accomplish the purpose of the foregoing

resolutions and the transactions contemplated thereby, the taking of such actions and the execution, delivery, certification and filing of such documents to be conclusive evidence of such approval.

* * *

Ms. Beckford then presented the next Agenda item, a request for authorization to adopt the Corporation's annual report.

Ms. Beckford informed the Directors that the New York Not-For-Profit Corporation Law requires that the board of a non-for-profit corporation, such as the New York Transportation Development Corporation, present an annual report to its members showing in detail information regarding assets and liabilities, revenues and receipts and expenses or disbursements, among other things.

Ms. Beckford explained that to comply with these requirements, staff recommends that the board adopt Note 3E, dedicated to the Corporation of the audited combined financial statements of the New York Job Development Authority as of March 31, 2019 and 2018. The Note 3E is attached as an Exhibit to the board materials.

Following the presentation of the item, Acting Chair Patel asked if the Directors had any questions for Ms. Beckford.

Acting Chair Patel commented that the Corporation is generating a good amount of fees as well as bond revenues.

There being no other questions or comments from the Directors, the Chair asked if there were any comments from the public. Hearing none, the Acting Chair requested a motion for approval. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – Adoption of the Annual Report and Authorization to Take Related Actions

WHEREAS, the Certificate of Incorporation of the Corporation was duly filed in the office of the Secretary of State of the State of New York on October 30, 2015; and

WHEREAS, Section 519 of the of the New York Not-For-Profit Corporation Law requires that the board of a not-for-profit corporation present annually a financial report to the members; and

NOW, therefore, the Board, in accordance with the materials presented at this meeting, including the Board Memorandum and the Exhibits annexed to this Resolution (collectively, the “Materials”), upon motion duly made and seconded, duly adopts the following Resolution:

RESOLVED, that copies of the Materials are hereby ordered to be filed with the records of the Corporation and are deemed to be incorporated herein by reference; and further

RESOLVED, that the Corporation adopts note 3 of the audited combined financial statements of the New York Job Development Authority (“NYJDA”) as of March 31, 2019 and 2018 as the annual report of the Corporation and directs such annual report to be presented to the Members, a copy of which is attached to this Resolution as Exhibit A; and that the Board of Directors of the Corporation ratifies the adoption and presentation to the Members of the

applicable note(s) of the audited financial statements of NYJDA as of each fiscal year as the respective annual report of the Corporation.

* * *

Acting Chair Patel requested that Ms. Beckford present the next item on the Agenda, a request for authorization to prepare documents for the issuance of bonds to refund special project bonds for the JFK International Air Terminal LLC project.

Ms. Beckford explained that JFK International Air Terminal LLC, (“JFK IAT”) has requested that the Corporation issue Special Facility Revenues Bonds, and loan the net proceeds thereof to JFK IAT, to refund bonds that were previously issued by the Port Authority

of New York and New Jersey to finance the construction of Terminal 4 at John F. Kennedy International Airport.

Ms. Beckford stated that she would be referring to the bonds previously issued as the prior bonds. She explained that the proceeds of the prior bonds were provided to JFK IAT to, among other things, finance a portion of the costs related to design, construction, equipping and expansion of Terminal 4; and now that Terminal 4 is complete and is an operating facility, JFK IAT now wishes to refinance approximately \$554 million aggregate principal of the prior bonds.

Ms. Beckford informed the Directors that to issue the bonds, the Corporation would need to select underwriters, comply with the federal tax laws, specifically the Tax Equity and Fiscal Responsibility Act, or TEFRA and commence the drafting of documents.

Ms. Beckford stated that staff is seeking the consent of the Directors to adopt the selection of J.P. Morgan's Securities LLC as the senior managing underwriter and to authorize the Corporation, in consultation with the borrower, JFK IAT, to retain additional underwriters as the deal progresses.

Ms. Beckford further explained that TEFRA requires a hearing prior to the issuance of qualified private activity bonds. Additionally, TEFRA requires a public hearing and the approval of an applicable elected representative of the issuer of qualified activity bonds, in this case the Governor, to approve the transaction.

As such, the Board of Directors is requested to authorize the holding of the public hearing, the publication of prior notice of the hearing and the subsequent request to the Governor for approval of the bonds.

Lastly, Ms. Beckford explained it is intended that the bonds will be issued to loan the proceeds to refinance the prior bonds. She further explained that, the bond documents must be drafted and approved for the issuance of the bonds quickly. As such, staff is requesting consent by the Board of Directors to commence the drafting of these documents. Ms. Beckford informed the Directors that an additional meeting will be held so that the Directors can approve the form of final documents.

Following the full presentation of the item, Acting Chair Patel asked if there were any questions or comments from the Directors.

Director George Haggarty asked Ms. Beckford, if there is a greater principal amount being issued than is outstanding, as it relates to the cost of refinancing.

Ms. Beckford responded that she did not believe so. Douglass Bressette, ESD's treasurer and the newly elected Corporation treasurer, added that there is no new money being raised for additional build out; and that the bond issuance will raise enough money to refinance all of the bonds.

Director Kathleen Mize then asked if \$554 million is the full issuance of the amount of the prior bonds? Ms. Beckford and Mr. Bressette responded that \$554 million is the full amount of the prior bonds. Director Mize also asked if the bonds are being refunded? Mr. Bressette responded that he wanted to be clear that the Directors understood what is meant by all is being refunded. He continued and explained that there are two Series of bonds, of which all of Series 6 is being refunded, and part of Series 8 which is callable now is being refunded, the sum of which is \$554 million.

Director Mize further inquired if \$554 million is the full amount of the prior bond issuance? Elaine Kloss responded, no. Director Mize then asked if the sum amount is all of one bond series and part of the other bond series. Mr. Bressette responded, that is correct.

Chairman Patel then inquired about the time line of the required public hearing. Ms. Beckford responded that she anticipates the public hearing will be scheduled within the next few weeks, however, staff will meet and consult with the team to determine the best time.

Lastly, Director Mize asked if the authorization for additional underwriters, once determined, will not have to come back to the board for approval. Ms. Beckford responded yes, that is correct.

There being no other questions from the Directors, Acting Chair Patel asked if there were any comments from the public. Hearing none, the Acting Chair requested a motion for approval. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION —Bonds – JFK Terminal 4 – Appointment of Underwriter; Appointment of Additional Underwriters; Authorization to Take Actions Related to the Tax Equity and Fiscal Responsibility Act (“TEFRA”) and Authorization to Proceed with the Preparation of Documents for the Issuance of Bonds to Refund Series 6 Special Project Bonds Previously Issued by the Port Authority of New York and New Jersey for JFK International Air Terminal LLC Project and Bonds and Take Related Actions

WHEREAS, the New York Transportation Development Corporation has been requested to issue bonds to refinance the Prior Bonds; and

WHEREAS, in order to facilitate the issuance of the Bonds as requested, the officers of the Corporation propose to authorize selection of a senior managing underwriter and appointment of additional underwriters, take actions related to the Tax Equity and Fiscal Responsibility Act (“TEFRA”), authorize the preparation of documents necessary or desirable in connection with the issuance of the Bonds and to take any related actions.

RESOLVED, 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 Corporation takes the

following actions:

Actions Related to selection of Underwriter

RESOLVED, that the Corporation hereby authorizes the selection of a senior managing underwriter and the appointment of additional underwriters.

Actions Related to TEFRA

RESOLVED, that the Corporation hereby authorizes the holding of public hearings (“TEFRA Hearings”), the publication of prior notices of the TEFRA Hearings and the submission to the Governor of requests for approval following such TEFRA Hearings, all in accordance with and as required by the Internal Revenue Code of 1986, as amended.

Preparation of Bond Documents

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

Miscellaneous

RESOLVED, that the President and his 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 documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing. Any actions previously taken by the Corporation consistent with this authorization are hereby ratified and affirmed.

* * *

Next, Acting Chair Patel informed the Directors that Ms. Beckford would make one presentation on the next three procurement items, requesting authorization to enter into contracts with co-bond counsels and disclosure counsel. He also noted for the record, if there were no objections, that one vote would be taken at the end of the presentation on all three items.

Ms. Beckford explained that bond counsel is needed for this transaction to ensure the Corporation’s compliance with disclosure requirements for issuers of tax-exempt bonds under

federal securities' laws and market practices. Further bond counsel expertise is required to ensure compliance with applicable securities' laws and market practices.

Ms. Beckford further explained that disclosure counsel is needed to ensure the Corporation is following disclosure requirements for issuers of tax-exempt bonds under federal securities' laws and market practices. She explained that for this specific transaction, the Corporation contacted law firms identified on our pre-qualified list as having senior and junior bond financing expertise and based on interviews, as well as other relevant criteria, specifically, working with the Corporation, ESD and working on similar transactions, staff recommends the retention of Squire Patton Boggs LLP; and, The Law Offices of Joseph C. Reid as co-bond counsel. Additionally, staff recommends the retention of Hardwick Law Firm LLC as bond disclosure counsel in connection with the issuance of these bonds.

Ms. Beckford also explained that the appointments of these firms would represent an equitable distribution of work among our rotating slate of senior and junior bond firms, as well as MWBE law firms to handle the Corporation's debt in terms of size and number of transactions, fees received, and length of time since their last engagement with the Corporation.

Lastly, Ms. Beckford explained that the contracts will be funded in their entirety by the borrower, JFK IAT, on or about the closing of the bonds. She stated that all of the items have been worked out in the pre-financing agreement; and that counsel will acknowledge that the Corporation will have no obligation to pay any legal fees except to the extent funds are received from JFK IAT for that purpose.

Following the presentation of the items, Acting Chair Patel asked if the Directors had any questions or comments regarding the items.

There being no questions or comments from the Directors, Acting Chair Patel asked if there were any comments from the public. Hearing none, Acting Chair Patel requested a motion for approval. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – Procurement of Legal Services Squire Patton Boggs (US) LLP - Authorization to Enter into a Contract to Serve as Co-Bond Counsel for the New York Transportation Development Corporation in Connection with JFK International Air Terminal LLC Project, and Authorization to Take Related Actions

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 the law firm of Squire Patton Boggs (US) 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 his 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 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.

* * *

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – Procurement of Legal Services – Law Offices of Joseph C. Reid - Authorization to Enter into a Contract to Serve as Co-Bond Counsel for the New York Transportation Development Corporation in Connection with JFK International Air Terminal LLC Project, and Authorization to Take Related Actions

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 the Law Offices of Joseph C. Reid (“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 his 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 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.

* * *

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION (“the Corporation”) – Procurement of Legal Services – Hardwick Law Firm, LLC - Authorization to Enter into a Contract with Hardwick Law Firm LLC to Serve as Disclosure Counsel for the New York Transportation Development Corporation in Connection with JFK International Air Terminal LLC Project; and Authorization to Take Related Actions

RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the record of the Corporation (the “Materials”), the Corporation hereby finds the Hardwick Law Firm, LLC (“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 his 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 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.

* * *

There being no further business, the meeting was adjourned at approximately 2:15 p.m.

Respectfully submitted,

Regina Stephens
Assistant Corporate Secretary

ITEM 2



FOR CONSIDERATION

December 19, 2019

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: New York Transportation Development Corporation (the "Corporation") – John F. Kennedy International Airport New Terminal One Project

REQUEST FOR: Appointment of Underwriter; Appointment of Additional Underwriters; Authorization to Take Actions Related to the Tax Equity and Fiscal Responsibility Act ("TEFRA"); Appointment of Financial Advisor; Authorization to Induce a Project for Private Activity Financing; Authorization to Proceed with the Review and Preparation of Related Documents; and Authorization to Take All Related Actions

I. BACKGROUND

In January 2017, Governor Cuomo advanced a vision of transforming the John F. Kennedy International Airport ("JFK") into a unified, interconnected, world-class airport; improving road access to the airport; and expanding rail mass transit to meet projected passenger growth. One of the components of this vision is a new approximately \$7.4 billion terminal (the New Terminal One) on the JFK's south side to be developed by a consortium of airlines—Société Air France, Japan Airlines Company, Ltd., Korean Air Co., Ltd. and Deutsche Lufthansa Aktiengesellschaft (collectively with Terminal One Management, Inc., "TOGA") and development financial partners—Carlyle Global Infrastructure Opportunity Fund, L.P. ("Carlyle"), a Cayman Islands exempted limited partnership, JLC Infrastructure Fund I, L.P., a Delaware limited partnership ("JLC"), Ullico Infrastructure JFK Holdco, LLC, a Delaware limited liability company ("Ullico") (collectively, the "Financial Sponsors"). The plans call for replacing JFK's Terminal One, which TOGA currently operates, Terminal 2, and the vacant area where Terminal 3 was demolished in 2014 with a single new Terminal One (the "Project"). The New Terminal One will be a 2.8 million square foot/three level facility with 22 wide body gates and one narrow body gate.

The Project will be funded through investments to be made by TOGA and financing to be provided by the Financial Sponsors and through third-party debt to be borrowed by or issued by the Corporation. The third-party debt is expected to include (i) bank loans, letter of credit facilities and interest rate hedging contracts (collectively "Bank Loans") and (ii) tax-exempt and taxable bonds issued by the Corporation (the "Bonds"). A commercial banking syndicate, which does not

include any of the Financial Sponsors, will commit to make the Bank Loans, which will be drawn down and loaned to the Corporation as needed to fund construction costs, thereby reducing the carrying costs of the financing. As capital market conditions warrant, Bonds may be issued to pay for Project costs and/or to refinance the Bank Loans. The interest rate hedging contracts, such as interest rate swaps, will mitigate the risk of interest rates changes on the Bank Loans and the Corporation's liability under these contracts will be limited to payments received from the project company, JFKTerminalOneCo, LP ("TerminalCo").

The Corporation will loan the proceeds of the Bank Loans and the Bonds to TerminalCo, which is the tenant under the lease agreement between TerminalCo and the Port Authority of New York and New Jersey. TerminalCo is a newly formed special purpose Delaware limited partnership, substantially all of the interests in which are initially owned by TOGA. All of the Corporation's liabilities and obligations related to its participation in the Project will be limited solely to payments received from TerminalCo under loans and other agreements between the Corporation and TerminalCo.

The Corporation has the authority to serve as a conduit issuer to incur the Bank Loans, to issue the Bonds and to provide an exemption from the Mortgage Recording Tax (MRT) on any mortgages securing both the Bank Loans and/or the Bonds.

II. SELECTION OF UNDERWRITERS

Citigroup Global Markets Inc. ("Citi") has been selected as the senior managing underwriter for the Bonds. Citi is on the Corporation's pre-qualified list of underwriters (the "Pre-Qualified List of Underwriters"). The Pre-Qualified List of Underwriters was created after an RFP process by Empire State Development ("ESD") and adopted by the Corporation on February 16, 2017.

Citi was selected by the Corporation, and supported by the Financial Sponsors, for its extensive experience in all aspects of municipal finance, their extensive experience as underwriters on other Corporation and ESD bond issuances and their responses and ratings in the pre-qualification process.

The Corporation, in consultation with the Financial Sponsors, will have the option to select additional co-managers from the Pre-Qualified List of Underwriters to the extent necessary to satisfy the requirements in section IV below.

Corporation staff now seeks the consent of the Corporation's Board of Directors (the "Board of Directors") to adopt the selection of underwriters for the Bond issuance and to delegate to the Corporation, in consultation with the Financial Sponsors, the ability to appoint additional underwriters as the deal progresses.

III. SELECTION OF FINANCIAL ADVISOR

Public Resources Advisory Group, Inc. ("PRAG") has been selected as the Corporation's financial advisor for the Project. PRAG is on the Pre-qualified List of Financial Advisors for the Corporation (the "Pre-Qualified List of FAs"). The Pre-Qualified List of FAs was created after an RFP process by ESD and adopted by the Corporation on February 16, 2017.

PRAG was selected based on its: (i) extensive experience in all aspects of municipal finance, particularly airport financing, (ii) hourly rate proposal subject to a total 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. Relative to section IV below, PRAG will sub-contract to Mohanty, a Minority and Women-Owned Business Enterprise (MWBE), and will satisfy applicable participation goals.

Corporation staff now seeks to consent of the Board of Directors to adopt the selection of PRAG as financial advisor for the Bond issuance for the reasons and on the terms noted above. The firm will be paid by TerminalCo and the Financial Sponsors pursuant to a Pre-Financing Agreement with the Corporation.

IV. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

The Corporation's Non-Discrimination and Contractor & Supplier Diversity policies will apply to these contracts. The Underwriter shall be required to include minorities and women in any job opportunities created, to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve MWBE Participation. Establishment of specific goals for Underwriters related to the total value of funding is still pending.

In accordance with Article 17-B of the Executive Law, the goal for the Financial Advisors will be 30% related to the total value of financial advisor services and PRAG will be strongly encouraged to the maximum extent practical and consistent with legal requirements to use responsible and responsive Service-Disabled Veteran-Owned Businesses in the fulfillment of the requirements of this contract.

V. FEDERAL TAX LAW REQUIREMENTS

Federal tax law, specifically TEFRA, requires a public hearing prior to the issuance of tax-exempt qualified private activity bonds, in certain circumstances. The Corporation has been requested to act as issuer of tax-exempt qualified private activity bonds for the Project. Consequently, one or more TEFRA hearings may be required and the applicable notice period for a TEFRA hearing is seven days.

TEFRA also requires that, following each hearing, the applicable elected representative of the issuer of tax-exempt qualified private activity bonds, in this case the Governor, approve the

Project and the Bonds or the plan of financing for the Project.

Accordingly, the Board of Directors is requested to authorize the holding of one or more public hearings, the publication of the prior notices of the hearings and the subsequent requests to the Governor for approval of the Project and the Bonds or the plan of financing for the Project.

VI. INDUCEMENT

Inducement of the Project will enable proceeds of the Bank Loans and the Bonds in an expected maximum principal amount of up to \$8 billion (or such larger amount as is needed to fund the costs of the Project) to be used, among other things, to reimburse expenditures made for the Project by TerminalCo, TOGA and/or the Financial Sponsors prior to the date or dates of the Bank Loan borrowings and/or issuance of the Bonds, thereby expediting the Project. Prior to the Bank Loan borrowings or issuance of the Bonds, the form of financing documents, the Bank Loan borrowings and the issuance of the Bonds must be reviewed and approved by the Corporation. Prior to such review and approval, the Project's compliance with all applicable procedures, guidelines and requirements must be fully and formally confirmed including, without limitation, the New York State Environmental Quality Review Act. The Corporation is not obligated to approve the Project, to enter into the Bank Loans, to issue the Bonds or to take any other actions related to the Project.

The attached Resolution does not authorize or require the Corporation to enter into the Banks Loans or to issue the Bonds. Without the inducement, only limited types of expenditures for the Project by TerminalCo, the Financial Sponsors or TOGA, as the case may be, made more than 60 days prior to the Bank Loan borrowings or the issuance of the Bonds, could be reimbursed with tax-exempt bond proceeds.

VII. DOCUMENTS

It is intended that the Bank Loans and Bonds will be utilized in to finance the Project. Accordingly, the documents relating to such financing must be reviewed and drafted expeditiously. Staff is requesting the Board of Directors' consent to commence review and drafting such documents. An additional Board meeting will occur so that the Board of Directors can approve the form of final documents and authorize transaction terms, including participation in interest rate swaps and providing mortgage recording tax exemptions.

VIII. ENVIRONMENTAL REVIEW

The actions authorized in connection with the proposed Financings do not constitute an action as defined in the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York Department of Environmental Conservation ("NYSDEC"). Therefore, no environmental review is required in connection with this authorization. Prior to the authorization of the Financings, the Project will have completed any applicable environmental review requirements pursuant to SEQRA.

IX. REQUESTED ACTION

Corporation staff recommends that the Board of Director's take actions related to TEFRA for the Bonds, authorize the selection of the senior managing underwriter, the appointment of additional underwriters, the appointment of financial advisors, authorize the inducement of the Project, authorize the preparation of documents in connection with the Bank Loans and the Bonds and take any related actions.

X RECOMMENDATION

Based on the foregoing, staff recommends approval of the requested actions.

XI. ATTACHMENT

Resolution

December 19, 2019

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – John F. Kennedy International Airport New Terminal One Project – Appointment of Underwriter; Appointment of Additional Underwriters; Authorization to Take Actions Related to the Tax Equity and Fiscal Responsibility Act (“TEFRA”); Appointment of Financial Advisors; Authorization to Induce a Project for Private Activity Financing; Authorization to Proceed with the Review and Preparation of Related Documents; and Authorization to Take Related Actions

WHEREAS, the New York Transportation Development Corporation (the “Corporation”) has been requested to borrow funds under loans (which may require interest hedging arrangements) and letter of credit facilities provided by commercial banks (collectively, the “Bank Loans”) and to issue bonds (“Bonds”) to finance the John F. Kennedy International Airport New Terminal One Project (the “Project”); and

WHEREAS, in order to facilitate entering into the Bank Loans and issuing the Bonds as requested, the officers of the Corporation propose to authorize selection of a senior managing underwriter and appointment of additional underwriters, take actions related to TEFRA, authorize the retention of a financial advisor, induce the Project, authorize the preparation of documents necessary or desirable in related to the forgoing and to take any related actions.

RESOLVED, in accordance with the materials presented to this meeting a copy of which is incorporated by reference and hereby ordered to be filed with the records of the Corporation, the Corporation takes the following actions:

Selection of Underwriter

RESOLVED, that the Corporation hereby consents to Citigroup Global Markets Inc. to be the senior managing underwriter for the Bonds, together with the right to appoint such co-managers, if any, as the Corporation, in consultation with the Financial Sponsors, shall select.

Selection of Financial Advisor

RESOLVED, that the Corporation hereby consents to Public Resources Advisors Group to be the financial advisor for the Project.

Actions Related to the Tax Equity and Fiscal Responsibility Act (“TEFRA”)

RESOLVED, that the Corporation hereby authorizes the holding of public hearings (“TEFRA Hearings”), the publication of prior notices of the TEFRA Hearings and the submission to the

Governor of requests for approval following such TEFRA Hearings, all in accordance with and as may be required by the Internal Revenue Code of 1986, as amended.

Inducement Resolution

RESOLVED, that the Corporation hereby declares its official intent, solely for purposes of United States Treasury Regulations §1.150-2, to incur the Bank Loans and to issue the Bonds and use the proceeds thereof to pay or reimburse TerminalCo, TOGA and/or the Financial Sponsors (collectively, "Project Participants") for costs of the Project. This declaration of official intent is subject to subsequent approval of the Project by the Corporation. The Corporation understands that the Project Participants have paid and will pay certain capital expenditures in connection with the Project prior to the borrowing of funds under the Bank Loans and the issuance of the Bonds for the Project. The Project Participants may use temporary funds that are or will be available on a short term basis to pay for preliminary expenditures, construction costs and certain equipping costs for the Project. Said declaration is based upon the representations of one or more of the Project Participants that the Project Participant or Project Participants reasonably expect to be reimbursed for the use of such funds with the proceeds of the Bank Loans to be borrowed by the Corporations and/or of the Bonds to be issued by the Corporation or another authorized governmental issuer to finance the costs of the Project. The maximum principal amount of Bank Loans and/or Bonds (exclusive of refinancings) currently expected to be issued for the Project is \$8 Billion or such larger amount as may be needed to finance the costs of the Project.

Preparation of Bond Documents

RESOLVED, that the Corporation hereby authorizes the review and preparation of documents necessary or desirable in connection with the financing of the Project.

Miscellaneous

RESOLVED; that the President and his or 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 documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing. Any actions previously taken by the Corporation consistent with this authorization are hereby ratified and affirmed.

* * *

ITEM 3



FOR CONSIDERATION

December 19, 2019

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Procurement of Legal Services – BurgherGray LLP

REQUEST FOR: Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Issuing Bonds to Fund a New Terminal One at John F. Kennedy International Airport in Queens and to Take Related Actions

I. CONTRACT SUMMARY

Counsel: BurgherGray LLP (“Counsel” or “Burgher”)

Scope of Services: Counsel would serve as disclosure counsel for the New York Transportation Development Corporation (the “Corporation”) in connection with proposed term loan facilities, liquidity facilities, working capital facilities, interest rate swap contracts, the issuance of revenue bonds and any other financing structures acceptable to the Corporation (collectively, the “Financings”) for the purpose of funding a portion of the construction of a new Terminal One at John F. Kennedy International Airport (“JFK”).

Contract Amount: All counsel fees for the Financings, including Counsel’s fee and all affiliated eligible costs, shall be payable only up to an aggregate amount equal to 2% of the par amount of the Financings.

Funding Source: The contract will be funded through the initial closing of the Financings by three investment funds, The Carlyle Group, JLC Infrastructure and Union Labor Life Insurance Company (collectively, the “Financial Sponsors”) and JFKTerminalOneCo (the “Borrower”), a single purpose entity controlled by Terminal One Group Association, which is a consortium of Air France, Japan Airline, Korean Air and Lufthansa. After the initial closing, the Borrower will solely fund the contract on or about the closing of the Financings in tranches or as otherwise agreed upon by, the Financial Sponsors, the Borrower and the Corporation in a pre-financing agreement.

Counsel will agree that the Corporation will not be obligated to pay any amounts for services described herein except to the extent, if any, that the Corporation receives funds from the Financial Sponsors and/or the Borrower for that purpose.

II. BACKGROUND

The Financial Sponsors and the Borrower have requested that the Corporation serve as the issuer for the Bonds and related liquidity facilities, loans, and swap contracts in the approximate amount of \$7.4 billion which will fund the demolition of existing Terminals One and Two and the construction of new Terminal One on the combined sites thereof and the vacant area where Terminal Three, demolished in 2014, previously stood, which will be leased from the Port Authority of New York and New Jersey by the Borrower, and other related improvements at JFK.

Staff of the Corporation will seek the consent of the Directors to the form of Financing documents, as well as the approval by the Directors of the terms of the transaction, at a subsequent meeting. Staff will also obtain the approval of the Governor and conduct a hearing as required by Federal tax law.

III. COUNSEL SELECTION PROCESS

On June 27, 2016 New York State Urban Development Corporation d/b/a Empire State Development ("ESD") staff reached out to multiple firms, including firms on the existing Pre-Qualified Counsel List and placed an advertisement in the New York State Contract Reporter requesting proposals from law firms to create a new Pre-Qualified Counsel List, in the following practicing areas (including, in each instance, litigation capabilities): (1) real estate and land use; (2) construction; (3) environmental; (4) condemnation; (5) bankruptcy; (6) taxation; (7) bond financing; (8) foreclosure; (9) employment; (10) transactional direct and indirect investments; and (11) regulatory litigation.

78 firms responded to the solicitation. The responses were evaluated by a Review Committee consisting of seven ESD attorneys, including the Senior Counsels responsible for environmental, litigation, contractor and supplier diversity, and employment matters and the Deputy General Counsel. The Review Committee recommended a new Pre-Qualified Counsel List which ESD approved on February 16, 2017. Based on ESD's review process and board approval, the Corporation's Directors adopted the ESD List of pre-qualified counsel on February 16, 2017. Counsel is on the Pre-Qualified Counsel List for bond counsel services.

It is recommended that Burgher serve as disclosure counsel for this transaction. The Corporation reached out to four firms on the Pre-Qualified List to assess their qualifications and experience. Selection of Counsel for this transaction was based on the fact that Burgher is a certified Minority Owned Business Enterprise ("MBE") and recently hired a very senior and qualified attorney who has extensive public sector, tax exempt bond, real estate and

sophisticated transaction experience. 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 expertise on other transactions, including real estate, (c) Counsel's rate proposal, and (d) the ESD pre-qualification process.

The appointment of this firm also represents an equitable distribution of work among ESD's rotating slate of Senior and Junior Tier law firms and MWBE firms to handle ESD's and the Corporation's debt in terms of size of transaction, fees received, length of time since their last engagement and total number of transactions.

IV. SCOPE OF WORK

Counsel would advise the Corporation in securities, bonds, taxes and other related disclosure matters in connection with the issuance and sale of the Financings. Such work may include, but not be limited to, drafting, negotiating, and finalizing the following types of documents: sale contracts, resolutions, amendments, disclosure documents and tax opinions.

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 disclosure counsel. This additional expertise will help ensure compliance with applicable securities laws and market practices.

B. CONTRACT PRICE AND FUNDING

This is a conduit financing with no Corporation funds at risk. All counsel costs and expenses are expected to be paid by the Financial Sponsors and the Borrower through the closing on the first Financing and thereafter by the Borrower from the Financing Proceeds, or other source, on or about the closings of, the Financings, or such other dates, as set forth in a pre-financing agreement. All counsel fees associated with the Bonds, including bond counsel, and other affiliated eligible costs of the Bond transaction shall be payable only up to an aggregate amount equal to 2% of the par amount of the Bonds. Counsel would work at their typical hourly rates less a discount for a term expiring on December 31, 2025. In addition, Counsel will acknowledge that the Corporation will have no obligation to pay any legal fees except to the extent funds, if any, are received from the Financial Sponsors, the Borrower or from any source for that purpose.

VI. RESPONSIBLE PARTY

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

VII. ENVIRONMENTAL REVIEW

The authorization to enter into contracts with Counsel in connection with the Financings constitutes a Type II action as defined by the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization. Prior to a subsequent authorization by the Corporation of the terms of the Financings, the Project will have completed any applicable environmental review requirements pursuant to SEQRA.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this contract. Counsel shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-Owned Business Enterprises ("MWBE's") for any contractual opportunities generated in connection with this procurement, and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR § 142.8) to achieve an overall MWBE participation goal of 30% related to the total amount of the Corporation's disclosure counsel fees. Counsel is an MWBE and will satisfy this requirement.

IX. REQUESTED ACTION

The Directors are asked to authorize the retention of Burgher as disclosure 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 action.

XI. ATTACHMENT

Resolution

December 19, 2019

**NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION– Procurement of Legal Services –
BurgherGray LLP - Authorization to Enter into a Contract to Provide Legal Services for the New
York Transportation Development Corporation (the “Corporation”) in Connection with Financings
to Fund Construction of a New Terminal One at John F. Kennedy International Airport in Queens
and to Take Related Actions**

RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the record 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 his 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 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 4



FOR CONSIDERATION

December 19, 2019

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Procurement of Legal Services – D. Seaton and Associates, P.A., P.C.

REQUEST FOR: Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Financings to Fund a New Terminal One at John F. Kennedy International Airport in Queens and to Take Related Actions

I. CONTRACT SUMMARY

Counsel: D. Seaton and Associates P.A., P.C. (“D. Seaton Associates” or “Counsel”)

Scope of Services: Counsel would serve as co-bond counsel, together with the law firm of Katten Muchin Rosenman LLP (“Katten”) for which the directors (the “Directors”) of the New York Transportation Development Corporation (the “Corporation”) will be requested to authorize under a separate resolution, to provide legal services to the Corporation in connection with proposed term loan facilities, liquidity facilities, working capital facilities, interest rate swap contracts, the issuance of revenue bonds (the “Bonds”) and any other financing structures acceptable to the Corporation (collectively, the “Financings”) for the purpose of funding a portion of the construction of a new Terminal One at John F. Kennedy International Airport (“JFK”).

Contract Amount: All counsel fees for the Financings, including Counsel’s fee, and all affiliated eligible costs of the Financing transactions, and amounts paid, if any, pursuant to a Notice to Proceed dated December 10, 2018 shall be payable only up to an aggregate amount equal to 2% of the amount of the Financings. Katten and Counsel will be required to use good faith efforts to have a division of labor such that Counsel as a certified Minority Owned Business Enterprise will be allocated at least 30% participation in this matter.

Funding Source: The contract will be funded through the initial closing of the Financings by three investment funds, The Carlyle Group, JLC Infrastructure and Union Labor Life Insurance Company (collectively, the "Financial Sponsors") and JFKTerminalOneCo (the "Borrower"), a single purpose entity controlled by Terminal One Group Association, which is a consortium of Air France, Japan Airline, Korean Air and Lufthansa. After the initial closing, the Borrower will solely fund the contract on or about the closing of the Financings in tranches or as otherwise agreed upon by, the Financial Sponsors, the Borrower and the Corporation in a pre-financing agreement. Counsel will agree that the Corporation will not be obligated to pay any amounts for services described herein except to the extent, if any, that the Corporation receives funds from the Financial Sponsors and/or the Borrower for that purpose.

II. BACKGROUND

The Financial Sponsors and the Borrower have requested that the Corporation serve as the issuer for the Bonds and related liquidity facilities, loans, and swap contracts in the approximate amount of \$7.4 billion which will fund the demolition of existing Terminals One and Two and the construction of new Terminal One on the combined sites thereof and the vacant area where Terminal Three, demolished in 2014, previously stood, which will be leased from the Port Authority of New York and New Jersey by the Borrower, and other related improvements at JFK.

Staff of the Corporation will seek the consent of the Directors to the form of Financing documents, as well as the approval by the Directors of the terms of the transaction, at a subsequent meeting. Staff will also obtain the approval of the Governor and conduct a hearing as required by Federal tax law.

III. COUNSEL SELECTION PROCESS

On June 27, 2016, New York State Urban Development Corporation d/b/a Empire State Development ("ESD") staff reached out to multiple firms, including firms on the existing Pre-Qualified Counsel List, and placed an advertisement in the New York State Contract Reporter requesting proposals from law firms to create a new Pre-Qualified Counsel List in the following practice areas (including, in each instance, litigation capabilities): (1) real estate and land use; (2) construction; (3) environmental; (4) condemnation; (5) bankruptcy; (6) taxation; (7) bond financing; (8) foreclosure; (9) employment; (10) transactional direct and indirect investments, and (11) regulatory litigation.

78 Firms responded to the solicitation. The responses were evaluated by a Review Committee consisting of seven ESD attorneys, including the Senior Counsels responsible

for environmental, litigation, contractor and supplier diversity and employment matters and the Deputy General Counsel. The Review Committee recommended a new Pre-Qualified Counsel List which ESD approved on February 16, 2017. Based on ESD's review process and board approval, the Corporation's Directors adopted the ESD Pre-Qualified Counsel List on February 16, 2017. Counsel is on this Pre-Qualified Counsel List for bond counsel services.

Staff recommended the retention of Counsel as bond counsel for the Financings based on: (a) knowledge and expertise of the firm; (b) prior satisfactory work which the firm has performed for ESD and the Corporation including serving as co-bond or disclosure counsel on four other Corporation airport financings; (c) rate proposal; and (d) the ESD pre-qualification process. For all the reasons stated above, staff is requesting that Counsel be retained for this transaction.

The appointment of this firm also represents an equitable distribution of work among ESD's rotating slate of Senior and Junior Tier law firms and MWBE firms to handle ESD's and the Corporation's debt in terms of size of transaction, fees received, length of time since their last engagement and total number of transactions.

IV. SCOPE OF WORK

Counsel would advise the Corporation in securities, bonds, taxes and other related legal matters in connection with the Financings. Such work may include, but not be limited to, drafting, negotiating, and finalizing the following types of documents: 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

This is a conduit financing with no Corporation funds at risk. All counsel costs and expenses are expected to be paid by the Financial Sponsors and the Borrower through the closing on the first Financing and thereafter by the Borrower from Financing proceeds, or other source, on or about the closings of the Financings, or such other dates, as set forth in a pre-financing agreement. All counsel fees on the Financing transactions, including D. Seaton Associates and other affiliated eligible costs of the Financing transactions, shall be

payable only up to an aggregate amount equal to 2% of the amount of the Financings. Counsel would work at their typical hourly rates less a discount for a term expiring on December 31, 2025. In addition, Counsel will acknowledge that the Corporation will have no obligation to pay any legal fees except to the extent funds are received from the Sponsors, the Borrower or from any source for that purpose.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, 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

The authorization to enter into contracts with bond counsel in connection with the Financings constitutes a Type II action as defined by the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization. Prior to a subsequent authorization of the terms of the Financings, the Project will have completed any applicable environmental review requirements pursuant to SEQRA.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this contract. Counsel shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-Owned Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with this procurement, and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR § 142.8) to achieve an overall MWBE participation goal of at least 30% related to the total amount of the Corporation's bond counsel fees. Counsel is a certified Minority-Owned Business Enterprise and will utilize its certification to satisfy the above requirement. Katten has agreed to use good faith efforts to achieve this participation goal.

IX. REQUESTED ACTION

The Directors are asked to authorize the retention of D. Seaton Associates as co-bond 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 action.

XI. ATTACHMENT

Resolution

December 19, 2019

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – Procurement of Legal Services D. Seaton and Associates, P.A., P.C. - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation (the “Corporation”) in Connection with Financings to Fund Construction of a New Terminal One at John F. Kennedy International Airport and to Take Related Actions

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 the law firm of D. Seaton and Associates, P.A., P.C. (“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 his 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 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 5



FOR CONSIDERATION

December 19, 2019

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Procurement of Legal Services – Katten Muchin Rosenman LLP

REQUEST FOR: Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Financings to Fund a New Terminal One at John F. Kennedy International Airport in Queens and to Take Related Actions

I. CONTRACT SUMMARY

Counsel: Katten Muchin Rosenman LLP (“Katten” or “Counsel”)

Scope of Services: Counsel would serve as co-bond counsel, together with the law firm of D. Seaton and Associates P.A., P.C. (“D. Seaton Associates”) for which the directors (the “Directors”) of the New York Transportation Development Corporation (the “Corporation”) will be requested to authorize under a separate resolution, to provide legal services to the Corporation in connection with proposed term loan facilities, liquidity facilities, working capital facilities, interest rate swap contracts, the issuance of revenue bonds and any other financing structures acceptable to the Corporation (collectively, the “Financings”), including subcontracting other counsel, Bryan Cave Leighton Paisner LLP (the “Subcontractor”) for any necessary environmental matters, for the purpose of funding a portion of the construction of a new Terminal One at John F. Kennedy International Airport (“JFK”).

Contract Amount: All counsel fees for the Financings, including Counsel’s fee and all affiliated eligible costs of the Financing transactions, including environmental counsel, and amounts paid, if any, pursuant to a Notice to Proceed dated December 10, 2018, shall be payable only up to an aggregate amount equal to 2% of the amount of the Financings. D. Seaton Associates and Counsel will be required to use

good faith efforts to have a division of labor such that D. Seaton Associates as a certified Minority Owned Business Enterprise will be allocated at least 30% participation in this matter.

Funding Source: The contract will be funded through the initial closing of the Financings by three investment funds, The Carlyle Group, JLC Infrastructure and Union Labor Life Insurance Company (collectively, the "Financial Sponsors") and JFKTerminalOneCo (the "Borrower"), a single purpose entity controlled by Terminal One Group Association, which is a consortium of Air France, Japan Airline, Korean Air and Lufthansa. After the initial closing, the Borrower will solely fund the contract on or about the closing of the Financings in tranches or as otherwise agreed upon by, the Financial Sponsors, the Borrower and the Corporation in a pre-financing agreement. Counsel will agree that the Corporation will not be obligated to pay any amounts for services described herein except to the extent, if any, that the Corporation receives funds from the Financial Sponsors and/or the Borrower for that purpose.

II. BACKGROUND

The Financial Sponsors and the Borrower have requested that the Corporation serve as the issuer for the bonds and related liquidity facilities, loans, and swap contracts in the approximate amount of \$7.4 billion which will fund the demolition of existing Terminals One and Two and the construction of new Terminal One on the combined sites thereof and the vacant area where Terminal Three, demolished in 2014, previously stood, which will be leased from the Port Authority of New York and New Jersey by the Borrower, and other related improvements at JFK.

Staff of the Corporation will seek the consent of the Directors to the form of Financing documents, as well as the approval by the Directors of the terms of the transactions, at a subsequent meeting. Staff will also obtain the approval of the Governor and conduct a hearing as required by Federal tax law.

III. COUNSEL SELECTION PROCESS

On June 27, 2016 staff of New York State Urban Development Corporation d/b/a Empire State Development ("ESD") reached out to multiple firms, including firms on the existing Pre-Qualified Counsel List and placed an advertisement in the New York State Contract Reporter requesting proposals from law firms to create a new Pre-Qualified Counsel List in the following practice areas (including, in each instance, litigation capabilities): (1) real estate and land use; (2) construction; (3) environmental; (4) condemnation; (5) bankruptcy; (6) taxation; (7) bond financing; (8) foreclosure; (9) employment; (10) transactional direct and indirect investments; and (11) regulatory litigation.

78 Firms responded to the solicitation. The responses were evaluated by a Review Committee consisting of seven ESD attorneys, including the Senior Counsels responsible for environmental, litigation, contractor and supplier diversity and employment matters and the Deputy General Counsel. The Review Committee recommended a new Pre-Qualified Counsel List which ESD approved on February 16, 2017. Based on ESD's review process and board approval, the Corporation's Directors adopted the ESD Pre-Qualified Counsel List on February 16, 2017. Winston & Strawn LLP ("Winston") is on this Pre-Qualified Counsel List for bond counsel services.

The Pre-Qualified Counsel List provides that in the event that the principal partners and attorneys from a firm identified as being responsible for a particular area, such as the Corporation's bond financing matters, leave the firm, the pre-qualification will "follow" these key law firm member(s) to the new firm. The principal bond financing partners and attorneys from Winston moved to Katten on or about February 14, 2017. Accordingly, these attorneys, now at Katten, are eligible to work on the Corporation's bond matters, including the Financings.

It is recommended that Katten serve as co-bond counsel for this transaction. Selection of Counsel for this transaction was predicated on the experience of the attorneys from Winston (that are now with Katten) that previously served as bond counsel on multiple World Trade Center bond transactions and State Personal Income Tax transactions. Bond Counsel from Winston, now at Katten, also served as co-bond counsel on the recent issuances of bonds by the Corporation to refinance two airport terminals. Finally, Katten served as disclosure counsel for the Corporation on the financing of a new Delta Terminal at LaGuardia Airport that closed in May, 2018. Accordingly, staff recommends the retention of Counsel for the Financings based on: (a) Counsel's specific and necessary expertise as bond counsel, (b) Counsel's performance with distinction on other airport transactions, (c) Counsel's rate proposal; and (d) the ESD pre-qualification process. It is further recommended that Katten separately engage the Subcontractor with respect to environmental matters.

IV. SCOPE OF WORK

Counsel would advise the Corporation in securities, bonds, taxes and other related legal matters in connection with the Financing. Such work may include, but not be limited to, drafting, negotiating, and finalizing the following types of documents: sale contracts, resolution amendments, disclosure documents and tax opinions. Counsel also would coordinate documentation with other involved agencies. Counsel would also be authorized to hire Subcontractor to address any necessary compliance with State Environmental Quality Review Act ("SEQRA"), the implementing regulations of the New York Department of Environmental Conservation ("NYSDEC") or other environmental matters.

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

This is a conduit financing with no Corporation funds at risk. All counsel costs and expenses are expected to be paid by the Financial Sponsors and the Borrower through the closing on the first Financing and thereafter by the Borrower from Financing proceeds, or other source, on or about the closings of the Financings, or such other dates, as set forth in a pre-financing agreement. All counsel fees on the Financing transactions, including Katten and other affiliated eligible costs of the Financing transactions, shall be payable only up to an aggregate amount equal to 2% of the amount of the Financings. Counsel would work at their typical hourly rates less a discount for a term expiring on December 31, 2025. In addition, Counsel will acknowledge that the Corporation will have no obligation to pay any legal fees except to the extent funds are received from the Sponsors, the Borrower or from any source for that purpose.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, 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

The authorization to enter into contracts with bond counsel in connection with the Financings constitutes a Type II action as defined by SEQRA and the implementing regulations of NYSDEC. No further environmental review is required in connection with this authorization. Prior to a subsequent authorization of the terms of the Financings, the Project will have completed any applicable environmental review requirements pursuant to SEQRA.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this contract. Counsel shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-Owned Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with this procurement, and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR § 142.8) to achieve an overall MWBE participation goal of 30% related to the total amount of ESD's bond counsel fees. Katten has agreed to use good faith efforts to allocate work to D. Seaton

Associates. The Directors are simultaneously being asked to separately retain D. Seaton Associates as MWBE counsel for this bond transaction to meet these requirements.

IX. REQUESTED ACTION

The Directors are asked to authorize the retention of Katten as co-bond counsel to the Corporation and authorize the retention of the Subcontractor for such legal services as are described in these materials.

X. RECOMMENDATION

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

XI. ATTACHMENT

Resolution

December 19, 2019

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – Procurement of Legal Services Katten Muchin Rosenman LLP - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation (the “Corporation”) in Connection with Financings to Fund Construction of a New Terminal One at John F. Kennedy International Airport and to Take Related Actions

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 the law firm of Katten Muchin Rosenman 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 his 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 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 6



FOR CONSIDERATION

December 19, 2019

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: New York Transportation Development Corporation – John F. Kennedy International Airport Terminal Eight (American Airlines) Redevelopment Project

REQUEST FOR: Appointment of Underwriter; Appointment of Additional Underwriters; Authorization to Take Actions Related to the Tax Equity and Fiscal Responsibility Act (“TEFRA”); Appointment of Financial Advisor; Authorization to Induce a Project for Private Activity Bond Financing; Authorization to Proceed with the Review and Preparation of Related Documents; and Authorization to Take All Related Actions

I. BACKGROUND

The New York Transportation Development Corporation has been requested by American Airlines, Inc. (“AA” or the “Company”) to issue up to approximately \$475 million of bonds (the “Bonds”) to finance the renovation and expansion of Terminal 8 (“Terminal Eight”) at the John F. Kennedy International Airport (“JFK”) and to refund a portion of outstanding bonds issued by the Corporation in 2016 that were used to refinance a portion of the cost of the acquisition and construction of Terminal 8 (collectively, the “Project”).

The Company operates Terminal Eight, which consists of an approximately 1.5 million square foot building, including a remote concourse, public concession space, related service facilities and a total of 35 aircraft gates. The new facilities to be financed by the Bonds include: (i) the reconfiguration or elimination of certain existing gates and the construction of jumbo gates, resulting in a total of 30 or 31 gates, plus new aircraft parking hardstands, (ii) the construction of approximately 51,000 square feet of new terminal building space and the refurbishment of 73,300 square feet of existing terminal space, (iii) expansion of the baggage system capacity and (iv) improvements to the premier passenger lounges, check-in and security access areas. The estimated construction cost of the Project is \$344 million. The Company also has requested the refunding of up to \$45,560,000 principal amount of the \$725,165,000 aggregate outstanding principal amount of bonds issued by the Corporation in 2016.

The Corporation has the authority to serve as a conduit issuer for tax-exempt debt financings and to provide an exemption from the Mortgage Recording Tax (MRT) on any mortgages securing the Bonds. The Corporation will be fully indemnified by the Company for all liabilities and obligations related to its participation in the Project.

II. SELECTION OF UNDERWRITERS

Citigroup Global Markets Inc. ("Citi") has been selected as the senior managing underwriter for the Bonds. Citi is on the Corporation's pre-qualified list of underwriters (the "Pre-Qualified List of Underwriters"). The Pre-Qualified List of Underwriters was created after an RFP process by Empire State Development ("ESD") and adopted by the Corporation on February 16, 2017.

Citi was selected by the Corporation, and supported by the Company, for its extensive experience in all aspects of municipal finance, their extensive experience as underwriters on other Corporation and ESD bond issuances and their responses and ratings in the pre-qualification process.

The Corporation, in consultation with the Company, will have the option to select additional co-managers from the Pre-Qualified List of Underwriters to the extent necessary to satisfy the requirements in section IV below.

Corporation staff now seeks the consent of the Corporation's Board of Directors (the "Board of Directors") to adopt the selection of underwriters for the Bond issuance and to delegate to the Corporation, in consultation with the Company, the ability to appoint additional underwriters as the deal progresses.

III. SELECTION OF FINANCIAL ADVISOR

Public Resources Advisory Group, Inc. ("PRAG") has been selected as the Corporation's financial advisor for the Project. PRAG is on the Pre-Qualified List of Financial Advisors for the Corporation (the "Pre-Qualified List of FAs"). The Pre-Qualified List of FAs was created after an RFP process by ESD and adopted by the Corporation on February 16, 2017.

PRAG was selected based on its: (i) extensive experience in all aspects of municipal finance, particularly airport financing, (ii) hourly rate proposal subject to a cap of \$250,000, (iv) extensive experience as a financial advisor on other bond issuances and (iv) responses and ratings in the pre-qualification process. Relative to section IV below, PRAG will sub-contract to Mohanty, a Minority and Women-Owned Business Enterprise (MWBE) to address applicable participation goals.

Corporation staff now seeks to consent of the Board of Directors to adopt the selection of PRAG as financial advisor for the Bond issuance for the reasons and on the terms noted above. The firm will be paid by the Company pursuant to a Pre-Financing Agreement.

IV. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

The Corporation's Non-Discrimination and Contractor & Supplier Diversity policies will apply to these contracts. The underwriters shall be required to include minorities and women in any job opportunities created, to solicit and utilize MWBEs for any contractual opportunities generated in connection with the issuance of the Bonds and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve MWBE Participation. Establishment of specific goals for underwriters related to the total value of funding is still pending.

In accordance with Article 17-B of the Executive Law, the goal for the financial advisors will be 30% related to the total value of financial advisor services and PRAG will be strongly encouraged to the maximum extent practical and consistent with legal requirements to use responsible and responsive Service-Disabled Veteran-Owned Businesses in the fulfillment of the requirements of this contract.

V. FEDERAL TAX LAW REQUIREMENTS

Federal tax law, specifically TEFRA, requires a hearing prior to the issuance of qualified private activity bonds in certain circumstances. The Corporation has been requested to act as an issuer of qualified private activity bonds for the Project. Consequently, a TEFRA hearing may be required and the applicable notice period for the TEFRA hearing is seven days.

TEFRA also requires that, following the hearing, the applicable elected representative of the issuer of qualified private activity bonds (in this case the Governor) approve the Project and/or the plan of financing for the Project.

Accordingly, the Board of Directors is requested to authorize the holding of a public hearing, the publication of the prior notice of the hearing and the subsequent request to the Governor for approval of the Project and/or the plan of financing for the Project.

VI. INDUCEMENT

Inducement of the Project will enable proceeds of the issuance and sale of the Bonds in an amount of up to \$475 million to be used, among other things, to reimburse expenditures made for the Project by the Company prior to the date of issue of the Bonds, thereby expediting the Project. Prior to any issuance of the Bonds, the form of Bond documents and the issuance of the Bonds must be reviewed and approved by the Corporation. Prior to such review and approval, the Project's compliance with all applicable procedures, guidelines and requirements must be fully and formally confirmed including, without limitation, the New York State Environmental Quality Review Act ("SEQRA"). The Corporation is not obligated to approve the Project or the issuance of the Bonds.

The attached Resolution does not authorize or require the issuance of Bonds. Without the inducement, only limited types of expenditures for the Project by the Company, made more than 60 days prior to the issuance of the Bonds, could be reimbursed with tax-exempt bond proceeds.

VII. DOCUMENTS

It is intended that the Bonds will be utilized to finance the Project. Accordingly, the documents relating to such financing must be reviewed and drafted expeditiously. Staff is requesting consent by the Board of Directors to commence review and drafting documents. An additional meeting of the Board will occur so that the Board of Directors can approve the form of final documents and authorize transaction terms, including providing mortgage recording tax exemptions.

VIII. ENVIRONMENTAL REVIEW

The actions authorized in connection with the proposed Financings do not constitute an action as defined in SEQRA and the implementing regulations of the New York Department of Environmental Conservation. Therefore, no environmental review is required in connection with this authorization. Prior to the authorization of the Financings, the Project will have completed any applicable environmental review requirements pursuant to SEQRA.

IX. REQUESTED ACTION

Corporation staff recommends that the Board of Director's take actions related to TEFRA for the Bonds, authorize the selection of the senior managing underwriter, the appointment of additional underwriters, the appointment of financial advisors, authorize the inducement of the Project, authorize the preparation of documents in connection with the Bonds, and take any related actions.

X. RECOMMENDATION

Based on the foregoing, staff recommends approval of the requested actions.

IX. ATTACHMENT

Resolution

December 19, 2019

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – John F. Kennedy International Airport Terminal Eight (American Airlines) Redevelopment Project - Appointment of Underwriter; Appointment of Additional Underwriters; Authorization to Take Actions Related to the Tax Equity and Fiscal Responsibility Act (“TEFRA”); Appointment of Financial Advisors; Authorization to Induce a Project for Private Activity Bond Financing; Authorization to Proceed with the Review and Preparation of Related Documents; and Authorization to Take Related Actions

WHEREAS, the New York Transportation Development Corporation (the “Corporation”) has been requested to issue bonds (“Bonds”) to finance the renovation and expansion of Terminal Eight at John F. Kennedy International Airport Redevelopment Project and to refund a portion of prior bonds issued by the Corporation in 2016 to refinance a portion of the cost of the acquisition and construction of Terminal Eight (the “Project”); and

WHEREAS, in order to facilitate the issuance of the Bonds as requested, the Corporation propose to authorize: selection of a senior managing underwriter and appointment of additional underwriters; actions related to TEFRA; retention of a financial advisor, inducement of the Project; preparation of documents necessary or desirable related to the forgoing; and taking any related actions.

RESOLVED, in accordance with the materials presented to this meeting a copy of which is incorporated by reference and hereby ordered to be filed with the records of the Corporation, the Corporation takes the following actions:

Selection of Underwriter

RESOLVED, that the Corporation hereby consents to Citigroup Global Markets Inc. to be the senior managing underwriter for the Bonds, together with the right to appoint such co-managers, if any, as the Corporation, in consultation with the Company, shall select.

Selection of Financial Advisor

RESOLVED, that the Corporation hereby consents to Public Resources Advisors Group to be the financial advisor for the Project.

Actions Related to the Tax Equity and Fiscal Responsibility Act (“TEFRA”)

RESOLVED, that the Corporation hereby authorizes the holding of public hearings (“TEFRA Hearings”), the publication of prior notices of the TEFRA Hearings and the submission to the Governor of requests for approval following such TEFRA Hearings, all in accordance with, and as may be required by, the Internal Revenue Code of 1986, as amended.

Inducement Resolution

RESOLVED, that the Corporation hereby declares its official intent, solely for purposes of United States Treasury Regulations §1.150-2, to issue the Bonds and use the proceeds thereof to pay or reimburse American Airlines, Inc. (the "Company") for costs of the Project. This declaration of official intent is subject to subsequent approval of the Project by the Corporation. The Corporation understands that the Company has paid and will pay certain capital expenditures in connection with the Project prior to the issuance of the Bonds for the Project. The Company has or may use temporary funds that are or will be available on a short term basis to pay for preliminary expenditures, construction and certain equipping costs for the Project. Said declaration is based upon the representations of the Company that the Company reasonably expects to be reimbursed for the use of such funds with the proceeds of Bonds to be issued by the Corporation or another authorized governmental issuer to finance the costs of the Project. The maximum amount of Bonds currently expected to be issued for the Project is Five Hundred Million Dollars (\$500,000.000).

Preparation of Bond Documents

RESOLVED, that the Corporation hereby authorizes the review and preparation of documents necessary or desirable in connection of the financing of the Project.

Miscellaneous

RESOLVED, that the President and his or 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 documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing. Any actions previously taken by the Corporation consistent with this authorization are hereby ratified and affirmed.

* * *

ITEM 7



FOR CONSIDERATION

December 19, 2019

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Procurement of Legal Services – BurgherGray LLP

REQUEST FOR: Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Issuing Bonds to Renovate, Expand, and Refund Bonds Previously Issued for, Terminal 8 at John F. Kennedy International Airport in Queens and to Take Related Actions

I. CONTRACT SUMMARY

Counsel: BurgherGray LLP (“Burgher” or “Counsel”)

Scope of Services: Counsel would serve as co-bond counsel, together with the law firm of Katten Muchin Rosenman LLP (“Katten”) for which the directors (the “Directors”) of the New York Transportation Development Corporation (the “Corporation”) will be requested to authorize under a separate resolution, to provide legal services to the Corporation in connection with the issuance of revenue bonds (the “Bonds”), for any necessary environmental matters, in order to renovate, expand, and refund bonds previously issued for, Terminal 8 at John F. Kennedy International Airport (“JFK”).

Contract Amount: All counsel fees for the Bonds, including Counsel’s fee and all affiliated eligible costs of the Bonds including environmental counsel and amounts paid, if any, pursuant to a Notice to Proceed dated November 22, 2019, shall be payable only up to an aggregate amount equal to 2% of the amount of the Bonds. Katten and Counsel will be required to use good faith efforts to have a division of labor such that Burgher as a certified Minority Owned Business Enterprise will be allocated at least 30% participation in this matter.

Funding Source: The contract will be funded in its entirety by a by American Airlines, Inc. (“AA” or the “Company”) on or about the closing of the Bonds in

tranches or as otherwise agreed by the AA and the Corporation in a pre-financing agreement. Counsel will agree that the Corporation will not be obligated to pay any amounts for services described herein except to the extent, if any, that the Corporation receives funds from the AA for that purpose.

II. BACKGROUND

The Corporation has been requested by AA to issue Bonds in the approximate amount of \$475 million to finance the renovation and expansion of Terminal 8 JFK and to refund a portion of outstanding bonds issued by the Corporation in 2016 to refinance a portion of the cost of the acquisition and construction of Terminal 8 (collectively, the "Project"). Terminal 8 is operated by the Company and consists of an approximately 1.5 million square foot building, including a remote concourse, public concession space, related service facilities and a total of 35 aircraft gates.

The new facilities to be financed by the Bonds include: (i) the reconfiguration or elimination of certain existing gates and the construction of jumbo gates, resulting in a total of 30 or 31 gates, plus new aircraft parking hardstands, (ii) the construction of approximately 51,000 square feet of new building space and the refurbishment of 73,300 square feet of existing space, (iii) expansion of the baggage system capacity, and (iv) improvements to the premier passenger lounges, check-in and security access areas. The estimated expansion and renovation cost of the Project is \$344 million. The Company has also requested the refunding of \$45,560,000 principal amount of the \$725,165,000 aggregate principal outstanding amount of bonds issued by the Corporation in 2016 in order restructure its debt service obligations with respect to Terminal 8.

Staff of the Corporation will seek the consent of the Directors to the form of Bond documents, as well as the approval by the Directors of the terms of the transactions, at a subsequent meeting. Staff will also obtain the approval of the Governor and conduct a hearing as required by Federal tax law.

III. COUNSEL SELECTION PROCESS

On June 27, 2016 staff of New York State Urban Development Corporation d/b/a Empire State Development ("ESD") reached out to multiple firms, including firms on the existing Pre-Qualified Counsel List and placed an advertisement in the New York State Contract Reporter requesting proposals from law firms to create a new Pre-Qualified Counsel List in the following practice areas (including, in each instance, litigation capabilities): (1) real estate and land use; (2) construction; (3) environmental; (4) condemnation; (5) bankruptcy; (6) taxation; (7) bond financing; (8) foreclosure; (9) employment; (10) transactional direct and indirect investments; and (11) regulatory litigation.

78 Firms responded to the solicitation. The responses were evaluated by a Review Committee consisting of seven ESD attorneys, including the Senior Counsels responsible for environmental, litigation, contractor and supplier diversity and employment matters and the Deputy General Counsel. The Review Committee recommended a new Pre-Qualified Counsel List which ESD approved on February 16, 2017. Based on ESD's review process and board approval, the Corporation's Directors adopted the ESD Pre-Qualified Counsel List on February 16, 2017. Burgher is on this Pre-Qualified Counsel List for bond counsel services.

It is recommended that Burgher serve as co-bond counsel for this transaction. Selection of Counsel for this transaction was based on the fact that Burgher is a certified Minority Owned Business Enterprise ("MBE") and recently hired a very senior and qualified attorney who has extensive public sector, tax-exempt bond, real estate and sophisticated transaction experience. In addition, Burgher capably served as disclosure counsel in connection with the recently completely refunding by Liberty Development Corporation of outstanding bonds issued for Bank of America Tower at One Bryant Park. 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 another transaction, (c) Counsel's rate proposal; and (d) the ESD pre-qualification process.

The appointment of this firm also represents an equitable distribution of work among ESD's rotating slate of Senior and Junior Tier law firms and MWBE firms to handle ESD's and the Corporation's debt in terms of size of transaction, fees received, length of time since their last engagement and total number of transactions.

IV. SCOPE OF WORK

Counsel would advise the Corporation in securities, bonds, taxes and other related legal matters in connection with the Bonds. Such work may include, but not be limited to, drafting, negotiating, and finalizing the following types of documents: sale contracts, resolution amendments, disclosure documents and tax opinions. Counsel also would coordinate documentation with other involved agencies. Counsel would also be authorized to hire Subcontractor to address any necessary compliance with State Environmental Quality Review Act ("SEQRA"), the implementing regulations of the New York Department of Environmental Conservation ("NYSDEC") or other environmental matters.

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

This is a conduit financing with no Corporation funds at risk. All counsel costs and expenses are expected to be paid by AA or other source, on or about the closing of the Bonds, or such other dates as set forth in a pre-financing agreement. All counsel fees on the Bonds, including Burgher and other affiliated eligible costs of the Bond transactions including any amounts paid, if any pursuant to a Notice to Proceed dated November 22, 2019 and environmental counsel, shall be payable only up to an aggregate amount equal to 2% of the amount of the Bonds. Counsel would work at their typical hourly rates less a discount. In addition, Counsel will acknowledge that the Corporation will have no obligation to pay any legal fees except to the extent funds are received from AA or from any source for that purpose.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, 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

The authorization to enter into contracts with bond counsel in connection with the Bonds constitutes a Type II action as defined by SEQRA and the implementing regulations of NYSDEC. No further environmental review is required in connection with this authorization. Prior to a subsequent authorization of the terms of the Bonds, the Project will have completed any applicable environmental review requirements pursuant to SEQRA.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this contract. Counsel shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-Owned Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with this procurement, and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR § 142.8) to achieve an overall MWBE participation goal of 30% related to the total amount of ESD's bond counsel fees. Counsel is an MWBE and will satisfy this requirement.

IX. REQUESTED ACTION

The Directors are asked to authorize the retention of Burgher as co-bond counsel to the Corporation and authorize the retention of the Subcontractor for such legal services as are described in these materials.

X. RECOMMENDATION

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

XI. ATTACHMENT

Resolution

December 19, 2019

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – Procurement of Legal Services-- BurgherGray LLP -- Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation (the “Corporation”) in Connection with Issuing Bonds to Renovate, Expand, and Refund Bonds Previously Issued for, Terminal 8 at John F. Kennedy International Airport and to Take Related Actions

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 the law firm of 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 his 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 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 8



FOR CONSIDERATION

December 19, 2019

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Procurement of Legal Services – Katten Muchin Rosenman LLP

REQUEST FOR: Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Issuing Bonds to Renovate, Expand, and Refund Bonds Previously Issued for, Terminal 8 at John F. Kennedy International Airport in Queens and to Take Related Actions

I. CONTRACT SUMMARY

Counsel: Katten Muchin Rosenman LLP (“Katten” or “Counsel”)

Scope of Services: Counsel would serve as co-bond counsel, together with the law firm of BurgherGray LLP (“Burgher”) for which the directors (the “Directors”) of the New York Transportation Development Corporation (the “Corporation”) will be requested to authorize under a separate resolution, to provide legal services to the Corporation in connection with the issuance of revenue bonds (the “Bonds”), including subcontracting other counsel, Bryan Cave Leighton Paisner LLP (“Subcontractor”), for any necessary environmental matters, in order to renovate, expand, and refund bonds previously issued for, Terminal 8 at John F. Kennedy International Airport (“JFK”).

Contract Amount: All counsel fees for the Bonds, including Counsel’s fee and all affiliated eligible costs of the Bonds including environmental counsel and amounts paid, if any, pursuant to a Notice to Proceed dated November 22, 2019, shall be payable only up to an aggregate amount equal to 2% of the amount of the Bonds. Burgher and Counsel will be required to use good faith efforts to have a division of labor such that Burgher as a certified Minority Owned Business Enterprise will be allocated at least 30% participation in this matter.

Funding Source: The contract will be funded in its entirety by American Airlines, Inc. ("AA" or the "Company") on or about the closing of the Bonds in tranches or as otherwise agreed by the AA and the Corporation in a pre-financing agreement. Counsel will agree that the Corporation will not be obligated to pay any amounts for services described herein except to the extent, if any, that the Corporation receives funds from the AA for that purpose.

II. BACKGROUND

The Corporation has been requested by AA to issue Bonds in the approximate amount of \$475 million to finance the renovation and expansion of Terminal 8 JFK and to refund a portion of outstanding bonds issued by the Corporation in 2016 to refinance a portion of the cost of the acquisition and construction of Terminal 8 (collectively, the "Project"). Terminal 8 is operated by the Company and consists of an approximately 1.5 million square foot building, including a remote concourse, public concession space, related service facilities and a total of 35 aircraft gates.

The new facilities to be financed by the Bonds include: (i) the reconfiguration or elimination of certain existing gates and the construction of jumbo gates, resulting in a total of 30 or 31 gates, plus new aircraft parking hardstands, (ii) the construction of approximately 51,000 square feet of new building space and the refurbishment of 73,300 square feet of existing space, (iii) expansion of the baggage system capacity, and (iv) improvements to the premier passenger lounges, check-in and security access areas. The estimated expansion and renovation cost of the Project is \$344 million. The Company has also requested the refunding of \$45,560,000 principal amount of the \$725,165,000 aggregate principal outstanding amount of bonds issued by the Corporation in 2016.

Staff of the Corporation will seek the consent of the Directors to the form of Bond documents, as well as the approval by the Directors of the terms of the transactions, at a subsequent meeting. Staff will also obtain the approval of the Governor and conduct a hearing as required by Federal tax law.

III. COUNSEL SELECTION PROCESS

On June 27, 2016 staff of New York State Urban Development Corporation d/b/a Empire State Development ("ESD") reached out to multiple firms, including firms on the existing Pre-Qualified Counsel List and placed an advertisement in the New York State Contract Reporter requesting proposals from law firms to create a new Pre-Qualified Counsel List in the following practice areas (including, in each instance, litigation capabilities): (1) real estate and land use; (2) construction; (3) environmental; (4) condemnation; (5) bankruptcy; (6) taxation; (7) bond financing; (8) foreclosure; (9) employment; (10) transactional direct and indirect investments; and (11) regulatory litigation.

78 Firms responded to the solicitation. The responses were evaluated by a Review Committee consisting of seven ESD attorneys, including the Senior Counsels responsible for environmental, litigation, contractor and supplier diversity and employment matters and the Deputy General Counsel. The Review Committee recommended a new Pre-Qualified Counsel List which ESD approved on February 16, 2017. Based on ESD's review process and board approval, the Corporation's Directors adopted the ESD Pre-Qualified Counsel List on February 16, 2017. Winston & Strawn LLP ("Winston") is on this Pre-Qualified Counsel List for bond counsel services.

The Pre-Qualified Counsel List provides that in the event that the principal partners and attorneys from a firm identified as being responsible for a particular area, such as the Corporation's bond financing matters, leave the firm, the pre-qualification will "follow" these key law firm member(s) to the new firm. The principal bond financing partners and attorneys from Winston moved to Katten on or about February 14, 2017. Accordingly, these attorneys, now at Katten, are eligible to work on the Corporation's bond matters, including the Bonds.

It is recommended that Katten serve as co-bond counsel for this transaction. Selection of Counsel for this transaction was predicated on the experience of the attorneys from Winston (that are now with Katten) that previously served as bond counsel on multiple World Trade Center bond transactions and State Personal Income Tax transactions. Bond Counsel from Winston, now at Katten, also served as co-bond counsel on the recent issuances of bonds by the Corporation to refinance two airport terminals. Finally, Katten served as disclosure counsel for the Corporation on the financing of a new Delta Terminal at LaGuardia Airport that closed in May, 2018. 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 airport transactions, (c) Counsel's rate proposal; and (d) the ESD pre-qualification process. It is further recommended that Katten separately engage the Subcontractor with respect to environmental matters.

IV. SCOPE OF WORK

Counsel would advise the Corporation in securities, bonds, taxes and other related legal matters in connection with the Bonds. Such work may include, but not be limited to, drafting, negotiating, and finalizing the following types of documents: sale contracts, resolution amendments, disclosure documents and tax opinions. Counsel also would coordinate documentation with other involved agencies. Counsel would also be authorized to hire Subcontractor to address any necessary compliance with State Environmental Quality Review Act ("SEQRA"), the implementing regulations of the New York Department of Environmental Conservation ("NYSDEC") or other environmental matters.

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

This is a conduit financing with no Corporation funds at risk. All counsel costs and expenses are expected to be paid by AA or other source, on or about the closing of the Bonds, or such other dates, all as set forth in a pre-financing agreement. All counsel fees on the Bonds, including Burgher and other affiliated eligible costs of the Bond transactions including any amounts paid, if any pursuant to a Notice to Proceed dated November 22, 2019 and environmental counsel, shall be payable only up to an aggregate amount equal to 2% of the amount of the Bonds. Counsel would work at their typical hourly rates less a discount. In addition, Counsel will acknowledge that the Corporation will have no obligation to pay any legal fees except to the extent funds are received from AA or from any source for that purpose.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Sections 139-j and 139-k and the Corporation's policy related thereto, 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

The authorization to enter into contracts with bond counsel in connection with the Bonds constitutes a Type II action as defined by SEQRA and the implementing regulations of NYSDEC. No further environmental review is required in connection with this authorization. Prior to a subsequent authorization of the terms of the Bonds, the Project will have completed any applicable environmental review requirements pursuant to SEQRA.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this contract. Counsel shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-Owned Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with this procurement, and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR § 142.8) to achieve an overall MWBE participation goal of 30% related to the total amount of ESD's bond counsel fees. Katten has agreed to use good faith efforts to allocate work to Burgher.

The Directors are simultaneously being asked to separately retain Burgher as MWBE counsel for this bond transaction to meet these requirements.

IX. REQUESTED ACTION

The Directors are asked to authorize the retention of Katten as co-bond counsel to the Corporation and authorize the retention of the Subcontractor for such legal services as are described in these materials.

X. RECOMMENDATION

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

XI. ATTACHMENT

Resolution

December 19, 2019

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION – Procurement of Legal Services Katten Muchin Rosenman LLP - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation (the “Corporation”) in Connection with Issuing Bonds to Renovate, Expand, and Refund Bonds Previously Issued for, Terminal 8 at John F. Kennedy International Airport and to Take Related Actions

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 the law firm of Katten Muchin Rosenman 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 his 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 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 9



FOR CONSIDERATION

December 19, 2019

TO: The Directors

FROM: Howard A. Zemsky

SUBJECT: Procurement of Legal Services – Pearlman & Miranda, LLC

REQUEST FOR: Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation in Connection with Issuing Bonds to Renovate, Expand, and Refund Bonds Previously Issued for, Terminal 8 at John F. Kennedy International Airport in Queens and to Take Related Actions

I. CONTRACT SUMMARY

Counsel: Pearlman & Miranda, LLC (“Counsel” or “Pearlman”)

Scope of Services: Counsel would serve as disclosure counsel for the New York Transportation Development Corporation (the “Corporation”) in connection with the issuance of revenue bonds (the “Bonds”), in order to renovate, expand, and refund bonds previously issued for, Terminal 8 at John F. Kennedy International Airport (“JFK”).

Contract Amount: All counsel fees for the Bonds, including Counsel’s fee and all affiliated eligible costs of the Bonds and amounts paid, if any, pursuant to a Notice to Proceed dated November 22, 2019, shall be payable only up to an aggregate amount equal to 2% of the amount of the Bonds.

Funding Source: The contract will be funded in its entirety by American Airlines, Inc. (“AA” or the “Company”) on or about the closing of the Bonds in tranches or as otherwise agreed by the AA and the Corporation in a pre-financing agreement. Counsel will agree that the Corporation will not be obligated to pay any amounts for services described herein except to the extent, if any, that the Corporation receives funds from the AA for that purpose.

II. BACKGROUND

The Corporation has been requested by AA to issue Bonds in the approximate amount of \$475 million to finance the renovation and expansion of Terminal 8 JFK and to refund a portion of outstanding bonds issued by the Corporation in 2016 to refinance a portion of the cost of the acquisition and construction of Terminal 8 (collectively, the "Project"). Terminal 8 is operated by the Company and consists of an approximately 1.5 million square foot building, including a remote concourse, public concession space, related service facilities and a total of 35 aircraft gates.

The new facilities to be financed by the Bonds include: (i) the reconfiguration or elimination of certain existing gates and the construction of jumbo gates, resulting in a total of 30 or 31 gates, plus new aircraft parking hardstands, (ii) the construction of approximately 51,000 square feet of new building space and the refurbishment of 73,300 square feet of existing space, (iii) expansion of the baggage system capacity, and (iv) improvements to the premier passenger lounges, check-in and security access areas. The estimated expansion and renovation cost of the Project is \$344 million. The Company has also requested the refunding of \$45,560,000 principal amount of the \$725,165,000 aggregate principal outstanding amount of bonds issued by the Corporation in 2016.

Staff of the Corporation will seek the consent of the Directors to the form of Bond documents, as well as the approval by the Directors of the terms of the transactions, at a subsequent meeting. Staff will also obtain the approval of the Governor and conduct a hearing as required by Federal tax law.

III. COUNSEL SELECTION PROCESS

On June 27, 2016 New York State Urban Development Corporation d/b/a Empire State Development ("ESD") staff reached out to multiple firms, including firms on the existing Pre-Qualified Counsel List and placed an advertisement in the New York State Contract Reporter requesting proposals from law firms to create a new Pre-Qualified Counsel List, in the following practicing areas (including, in each instance, litigation capabilities): (1) real estate and land use; (2) construction; (3) environmental; (4) condemnation; (5) bankruptcy; (6) taxation; (7) bond financing; (8) foreclosure; (9) employment; (10) transactional direct and indirect investments; and (11) regulatory litigation.

78 firms responded to the solicitation. The responses were evaluated by a Review Committee consisting of seven ESD attorneys, including the Senior Counsels responsible for environmental, litigation, contractor and supplier diversity, and employment matters and the Deputy General Counsel. The Review Committee recommended a new Pre-Qualified Counsel List which ESD approved on February 16, 2017. Based on ESD's review process and board approval, the Corporation's Directors adopted the ESD List of pre-qualified counsel on February 16, 2017. Counsel is on the Pre-Qualified Counsel List for bond counsel services.

It is recommended that Pearlman serve as disclosure counsel for this transaction. The Corporation reached out to four firms on the Pre-Qualified List to assess their qualifications and experience. Selection of Counsel for this transaction was based on the fact that Pearlman is a certified Minority Owned Business Enterprise ("MBE") and has extensive public sector, tax exempt bond, real estate and sophisticated transaction experience. 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 expertise on other transactions, including real estate, (c) Counsel's rate proposal, and (d) the ESD pre-qualification process.

The appointment of this firm also represents an equitable distribution of work among ESD's rotating slate of Senior and Junior Tier law firms and MWBE firms to handle ESD's and the Corporation's debt in terms of size of transaction, fees received, length of time since their last engagement and total number of transactions.

IV. SCOPE OF WORK

Counsel would 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 following types of documents: sale contracts, resolutions, amendments, disclosure documents and tax opinions.

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 disclosure counsel. This additional expertise will help ensure compliance with applicable securities laws and market practices.

B. CONTRACT PRICE AND FUNDING

This is a conduit financing with no Corporation funds at risk. All counsel costs and expenses are expected to be paid by AA, or other source, on or about the closing of the Bonds, or such other dates, all as set forth in a pre-financing agreement. All counsel fees associated with the Bonds, including bond counsel, and other affiliated eligible costs of the Bond transaction shall be payable only up to an aggregate amount equal to 2% of the par amount of the Bonds. Counsel would work at their typical hourly rates less a discount. In addition, Counsel will acknowledge that the Corporation will have no obligation to pay any legal fees except to the extent funds, if any, are received from AA or from any source for that purpose.

VI. RESPONSIBLE PARTY

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

VII. ENVIRONMENTAL REVIEW

The authorization to enter into contracts with Counsel in connection with the Financings constitutes a Type II action as defined by the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with this authorization. Prior to a subsequent authorization by the Corporation of the terms of the Financings, the Project will have completed any applicable environmental review requirements pursuant to SEQRA.

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this contract. Counsel shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women-Owned Business Enterprises ("MWBE's") for any contractual opportunities generated in connection with this procurement, and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR § 142.8) to achieve an overall MWBE participation goal of 30% related to the total amount of the Corporation's disclosure counsel fees. Counsel is an MWBE and will satisfy this requirement.

IX. REQUESTED ACTION

The Directors are asked to authorize the retention of Pearlman as disclosure 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 action.

XI. ATTACHMENT

Resolution

December 19, 2019

NEW YORK TRANSPORTATION DEVELOPMENT CORPORATION– Procurement of Legal Services – Pearlman & Miranda, LLC - Authorization to Enter into a Contract to Provide Legal Services for the New York Transportation Development Corporation (the “Corporation”) in Connection with Issuing Bonds to Renovate, Expand, and Refund Bonds Previously Issued for, Terminal 8 at John F. Kennedy International Airport and to Take Related Actions

RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the record of the Corporation (the “Materials”), the Corporation hereby finds Pearlman & Miranda, LLC (“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 his 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 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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