

To: NYBAC Board of Directors
Acting Commissioner, Andrew Schwartz
First Deputy Commissioner, Andrew Schwartz
Deputy Commissioner, Gregg Bishop
Assistant Commissioner, Shaazad Ali
Executive Director Corporate Partnership, Ophelia Gabrino

From: Yajaira Clemente, Secretary 

Re: Meeting of the Members and Board of the Corporation

Date: March 17, 2014

Attached for your review are the following documents relating to the Members' and Board of Directors' meeting scheduled for March 17, 2014 at 11am in the Boardroom of the Department of Small Business Services, 110 William Street, 7th floor, New York, New York:

1. Notice of Special Meeting of the Members
2. Agenda for the Special Meeting of the Members
3. Proposal to elect Directors and Officers of the Corporation
4. Minutes of the Board of Directors' meeting held on June 13, 2013
5. Meeting expenses \$5,000
6. Bookkeeping service for NYBAC
7. Beach 116th Street Initiatives
8. Beach 116th Street Executive Director
9. Beach 116th Street "Rolling Up the Gates"
10. Storefront Improvement Program
11. Neighborhood Challenge
12. City's Build Business Capacity Program
13. NYC Business Solution & Small Business Technology Coalition
14. Corporation's Audited Financial Statement and Management Letter for FY2013
15. New Business

NEW YORK CITY BUSINESS ASSISTANCE CORPORATION

NOTICE OF SPECIAL MEETING OF MEMBERS

To the Directors of New York City Business Assistance Corporation:

You are hereby notified, pursuant to and in accordance with the by-laws of the New York City Business Assistance Corporation (NYBAC), that a special meeting of the members of NYBAC will be held in the Boardroom of the Department of Small Business Services, 110 William Street, 7th floor, New York, New York, on the 17th day of March, 2014, at 12 PM for the purpose of electing members of the Board of Directors and to consider such other business as may come before the meeting.

Date: 3/17/14



Yajaira Clemente, Secretary

NEW YORK CITY BUSINESS ASSISTANCE CORPORATION

Minutes of a meeting of the Members

A meeting of the Members of the New York City Business Assistance Corporation was held in at 110 William Street, New York, NY, March 17, 2014 on due notice.

Andrew Schwartz, Acting Commissioner called the meeting to order at 12:12 pm and presided over the meeting. Yajaira Clemente served as Secretary of the meeting.

The following members were present and constituted a quorum:

Andrew Schwartz, Acting President and Vice President

The following individuals were present by invitation:

Shaazad Ali, Treasurer

Gregg Bishop, Deputy Commissioner

Ophelia Gabrino, Executive Director Corporate Partnership

Yajaira Clemente, Secretary

Mr. Schwartz stated that the first order of business was the approval of the minutes of the meeting of the Board of Members held on June 13, 2013 a copy of which was distributed to the Board members with notice of the meeting.

Ms. Schwartz moved to approve the minutes and to place them in the record book of the Corporation.

Mr. Schwartz seconded the motion, and it was unanimously

RESOLVED, that the minutes of the meeting of the members held on June 13, 2013, are hereby approved, and be it further

RESOLVED, that the Secretary is instructed to file the minutes and to place them in the record book of the Corporation.

Mr. Schwartz then stated that the next order of business was the elections of Shaazad Ali and Gregg Bishop and Ophelia Gabrino members of the Board of Directors of the Corporation.

Mr. Schwartz moved to approve the election of Mr. Ali, Mr. Bishop and Ms. Gabrino as members of the Board of Directors.

Mr. Schwartz seconded the motion, and it was unanimously

RESOLVED, those in accordance with Section 5 of Article III of the By-laws of the Corporation, Shaazad Ali, Gregg Bishop and Ophelia Gabrino are hereby elected to serve as members of the Board of Directors of the Corporation.

Mr. Schwartz then asked if there was any further business to come before the meeting. There being no response, Mr. Schwartz moved to adjourn the meeting.

The motion duly made, and the meeting was adjourned at 12:30 pm.

DATED: 3/17/14
New York, New York

Yajaira Clemente, Secretary

NEW YORK CITY BUSINESS ASSISTANCE CORPORATION

Minutes of a meeting of the Board of Directors

A meeting of the Board of Directors of the New York City Business Assistance Corporation was held in at 110 William Street, New York, NY, March 17, 2014 on due notice.

Mr. Andrew Schwartz called the meeting to order at 12:35 pm and presided over the meeting. Yajaira Clemente served as Secretary of the meeting.

The following members were present and constituted a quorum:

Andrew Schwartz, Vice President and Acting President
Gregg Bishop, Board Member
Shaazad Ali, Treasurer
Ophelia Gabrino, Board Member

The following individuals were present by invitation:

Yajaira Clemente, Secretary

Mr. Schwartz stated that the first order of business was the approval of the minutes of the meeting of the Board of Members held on June 13, 2013 a copy of which was distributed to the Board members with notice of the meeting.

Mr. Schwartz moved to approve the minutes and to place them in the record book of the Corporation.

Mr. Ali seconded the motion, and it was unanimously

RESOLVED, that the minutes of the meeting of the Board of Directors held on June 13, 2013 are hereby approved, and be it further

RESOLVED, that the Secretary is instructed to file the minutes and to place them in the record book of the Corporation.

Mr. Schwartz stated that the next order of business was the review of a proposal to elect corporate officers.

Mr. Schwartz moved to approve the proposal to elect corporate officers.

All were in agreement, and it was unanimously

RESOLVED, that in accordance with Section 1 of Article V of the Bylaws of the New York City Business Assistance Corporation, the following individuals shall be elected to hold office

until the next annual meeting of the Board of Directors and until their successors shall have been elected and qualified.

Individuals:

Vice President, Andrew Schwartz

Treasurer, Shaazad Ali

Board Member, Gregg Bishop

Secretary, Yajaira Clemente

Board Member, Ophelia Gabrino

Mr. Schwartz then stated that the next order of business was the allocation of \$5,000 for meeting expenses.

Mr. Ali is requesting that NYBAC allocate \$5,000 to cover periodic meeting expenses in the promotion of economic development services. This will enable NYBAC to provide light refreshments for in house staff members and individuals from outside while attending meetings with staff.

With no questions, Mr. Schwartz moved to approve the request to expend \$5,000 for periodic meeting expenses.

The motion duly made, was seconded by Mr. Schwartz and it was unanimously

RESOLVED, that the Board of Directors hereby approves the request for NYBAC to expend \$5,000 for meeting expenses.

Mr. Schwartz then stated that the next order of business was the payment of bookkeeping services for NYBAC.

Mr. Ali stated that with the tremendous increase in the number of programs administered by NYBAC, there is a need for additions bookkeeping services.

With no questions, Mr. Schwartz moved to approve the proposal of Mr. Ali to expend \$5,000 for bookkeeping services.

This motion duly made, was seconded by Ms. Gabrino and it was unanimously

RESOLVED, that the Board of Directors hereby approve the request for NYBAC to expend \$5,000 for the provision of bookkeeping services.

Mr. Schwartz then stated that the next order of business was the Beach 116th Street Initiatives

Mr. Ali stated that the Mayor's Fund to Advance New York City has agreed to give NYBAC an additional \$150,000 for the Beach 116th initiative. Mr. Ali pointed out that NYBAC

was the recipient of \$500,000 for this initiative in FY2013. The additional \$150,000 will provide additional funds to store owners on the Beach 116th Street corridor.

With no questions, Mr. Schwartz moved to approve the request by Mr. Ali to authorize NYBAC to receive and expend an additional \$150,000 on this initiative.

The motion duly made, was seconded by Ms. Gabrino and it was unanimously

RESOLVED, that Board of Directors hereby approves the proposal to accept and additional \$150,000 for the Beach 116th Street Initiative.

Mr. Schwartz then stated that the next order of business was the Beach 116th Street Executive Director.

Mr. Ali indicated EDC has agreed to provide NYBAC with \$75,000 to compensate the Executive Director of the Beach 116th Street Partnership. Mr. Ali pointed out that the Partnership was created as a result of the Hurricane Sandy disaster. This was the initial funding for the Partnership.

Mr. Schwartz asked if the Partnership Board Members will be selecting and approving the candidate. Mr. Ali stated, yes, they will enter into a separate agreement with the potential candidate.

With no further questions Ms. Gabrino moved to approve the request by Mr. Ali to authorize NYBAC to receive and expend \$75,000 for the purpose of compensating the Executive Director of the Beach 116th Street Partnership.

The motion duly made, was seconded by Mr. Bishop and was unanimously

RESOLVED, that the Board of Directors hereby approve the proposal to accept the \$75,000 from EDC for the compensation of the Executive Director of the Beach 116th Street Partnership.

Mr. Schwartz then stated that the next order of business was the Beach 116th Street “Rolling Up the Gates” Initiative

Mr. Ali indicated that Capital One has agreed to provide NYBAC with \$40,000 to carry out the “Rolling Up the Gates” initiative which will be administered by the Beach 116th Street Partnership. Mr. Ali stated that the initiative awards grants to property owners located within the Beach 116th Street commercial corridor. The additional \$40,000 will be used towards eligible interior improvements, including general cleanup and IT services.

With no question, Mr. Schwartz moved to approve the Beach 116th Street “Rolling Up the Gates” Initiative

The motion duly made, was seconded by Mr. Schwartz and it was unanimously.

RESOLVED, that the Board of Directors hereby approve the request for NYBAC to be the recipient of \$40,000 for the “Rolling Up the Gates” Initiative.

Mr. Schwartz then stated that the next order of business was the Storefront Improvement Program.

Mr. Ali indicated that the Mayor's Fund to Advance New York City gave NYBAC \$1,350,000 to launch the Storefront Improvement Initiative. Mr. Ali stated that the businesses located in areas impacted by Hurricane Sandy, will be eligible to apply for grants to engage in storefront renovations, such as lighting, signage, or other works to the exterior.

With no questions, Mr. Schwartz moved to approve the request by Mr. Ali to authorize NYBAC to receive and expend the \$1,350,000 to launch the Storefront Improvement Initiative.

The motion duly made, was seconded by Ms. Gabrino and it was unanimously.

RESOLVED, that the Board of Directors hereby approve the request for NYBAC to be the recipient of these funds and enter into the appropriate agreements for these initiatives and disbursed accordingly.

Mr. Schwartz then stated that the next order of business was the Neighborhood Challenge.

Mr. Ali stated that EDC has agreed to give NYBAC \$400,000 to carry out Neighborhood Grants Initiative. Grants are awarded to not-for profit organizations that have innovative economic development and revitalization programs. The goal is to assist neighborhoods and commercial corridors that are most in need, due to limited organizational capacities and funding of its not-for-profits.

Mr. Bishop asked if there are restrictions to the not-for-profits that are eligible to receive the grant, and Mr. Ali stated that only not-for profits entities with an annual economic development budget of less than 2 million dollars are eligible.

With no further questions, Mr. Schwartz moved to approve the request by Mr. Ali to authorize NYBAC to receive and expend the \$400,000 to launch the Neighborhood Challenge.

The motion duly made, was seconded by Mr. Bishop and it was unanimously.

RESOLVED, that the Board of Directors hereby approve the request for NYBAC to be the recipient of these funds and enter into the appropriate agreements for these initiatives and disbursed accordingly.

Mr. Schwartz then stated that the next order of business was the City's Build Business Capacity Program.

Mr. Ali indicated that EDC has agreed to fund NYBAC \$52,336 for the purpose of the City's Build Business Capacity Program. This initiative will assist immigrant-owned businesses to start and grow in NYC. A third party will be contracted for translating and providing a series of multi-lingual business education courses with the goal of promoting small business growth in the immigrant community.

With no questions, Mr. Schwartz moved to approve the request by Mr. Ali to authorize NYBAC to receive and expend the \$52,336 to launch the City's Build Business Capacity Program.

The motion duly made, was seconded by Ms. Gabrino and it was unanimously.

RESOLVED, that the Board of Directors hereby approve the request for NYBAC to be the recipient of these funds by EDC to launch and expend these funds accordingly.

Mr. Schwartz then stated that the next order of business was the NYC Business Solution and Small Business Technology Coalition.

Mr. Ali stated that Citi bank has agreed to give NYBAC \$225,000 which will be divided among two specific programs within the division of Business Solutions.

- NYC Business Solutions will receive \$100,000 to fund personnel at NYC Business Solutions Centers. The funded staff will conduct financing assistance and targeted outreach to business in Low-Moderate-Income communities in NYC.
- NYC Small Business Technology Coalition will receive \$125,000, in order to continue work in delivering technology focused courses in partnership with 5 non-profits in NYC. These courses will also target Low-Moderate-Income small businesses.

There being no questions, Mr. Schwartz moved to approve the request by Mr. Ali to authorize NYBAC to receive and expend the \$225,000 on these two initiatives.

The motion duly made, was seconded by Mr. Bishop and it was unanimously.

RESOLVED, that the Board of Directors hereby approve the request for NYBAC to be the recipient of these funds and enter into the appropriate agreements for these initiatives and disbursed accordingly.

Mr. Schwartz then stated that the next order of business was the approval of the Corporation's Management Letter and Audited Financial Statement for Fiscal Year 2013.

Mr. Ali stated that the independent auditor, Padilla & Company noted no material weakness in its Independent Auditors' Management letter report for the year ended June 30, 2013. He noted that as of June 30, 2013 the Corporation had total assets of \$2,748,698. This amount is composed of \$213,233 in unrestricted funds that can be used for general activities and \$2,448,497 in temporary restricted funds. For the year, the Corporation had revenue of \$3,017,424 and expenses of \$1,815,376. The bulk of revenue was attributed to funds from the Mayor's Fund to Advance NYC for Sandy Relief efforts.

There being no further questions, Mr. Schwartz moved to approve the Financial Statements as presented by Mr. Ali.

RESOLVED, that the Board of Directors hereby approve the corporation's audited financial statements for the year ending June 30, 2013 as presented by Mr. Ali.

Mr. Schwartz then stated that the next order of business was New Business

Mr. Ali indicated that he is recommending that the \$16,828 allocations for the Made in New York Initiative be transferred to the General Fund. He pointed out that there has been no activity under the program for over 5 years and he wants to close the books on that program.

Mr. Schwartz asked if there are restrictions ties to these funds and Mr. Ali stated that there are not any.

There being no further questions, Mr. Schwartz moved to transfer the unexpended funds from the Made in New York initiative to general funds.

The motion duly made, was seconded by Mr. Bishop and it was unanimously.

RESOLVED, that the Board of Directors hereby authorize the transfer of the unspent funds from Made in New York Initiative to general funds.

Mr. Schwartz then asked if there was any new business

Mr. Ali indicated that he wanted the Board to get a formal approval of the Board for the following items:

- Governance Committee
- Audit Committee
- Updated Procurement procedures
- Code of Ethics

NYBAC has been operating under these procedures but there has not been a formal approval in the minutes of the corporation. We had to update the procurement policy to reflect the changes in the City's small purchases procedures. Included within the package are the names of the individuals that will be serving on these committees. If there is a name change we will update the information accordingly.

Mr. Schwartz move to approve the establishment of the Governance Committee and Audit Committee. Also to reflect the establishment of Code of Ethics and the update of the procurement procedures.

The motion duly made, was seconded by Gregg Bishop and it was unanimously

Resolved that the Board of Directors hereby approve the establishment of the two committees, Code of Ethics and upgrade of procurement procedures.

Mr. Schwartz asked for a motion to adjourn the meeting.

Mr. Ali made a motion, which was seconded by Ms. Gabrino and the meeting was adjourned at 1:35 pm.

DATED: 3/17/14
New York, New York

Yajaira Clemente, Secretary

ATTACHMENT A

**NEW YORK CITY BUSINESS ASSISTANCE CORPORATION
POLICY ON SALARY, COMPENSATION, REIMBURSEMENTS,
TIME AND ATTENDANCE**

The salary paid to any member of the senior management of the New York City Business Assistance Corporation ("NYBAC") shall be derived from the amount of salary received by New York City officials in similar positions and titles under the Mayor's Personnel Orders regarding Managerial Pay Plans. The policies regarding other compensation (including pension), reimbursement, time and attendance shall be the same as for all NYBAC employees and are substantially similar to the policies of the New York City Department of Small Business Services.

ATTACHMENT B

NEW YORK BUSINESS ASSISTANCE CORPORATION POLICY ON TRAVEL ALLOWANCE

The purpose of this policy is to establish guidelines for the reimbursement of business related out-of-town travel expenses. There is no reimbursement for out-of-town travel expenses that are not business related.

The New York Business Assistance Corporation (the "NYBAC") is a tax-exempt organization and, as such, an employee should whenever possible bring along a sales-tax exempt certificate for car rental, lodging and making any purchase in New York State.

Approvals

All out of town travel plans require prior approval of Andrew Schwartz, NYBAC's Vice President, or in the case of the Andrew Schwartz, by the Board of Directors, and shall be consistent with New York City's policy on travel allowance.

ATTACHMENT C

NEW YORK BUSINESS ASSISTANCE CORPORATION POLICY ON PROTECTION FOR WHISTLEBLOWERS

No employee, officer, or director of the New York Business Assistance Corporation (the "NYBAC") may retaliate against any employee of NYBAC who makes a good faith report of wrongdoing, misconduct, malfeasance or other inappropriate behavior, such as fraud, criminal activity or conflict of interest, by an officer, employee, or director of NYBAC by taking an adverse personnel action against the "whistleblower". Therefore, the "whistleblower" cannot be fired, demoted or disciplined as a result of his/her having reported behavior of a type described above to any employee, officer, or director of NYBAC or any governmental body or official.

ATTACHMENT D

NEW YORK BUSINESS ASSISTANCE CORPORATION POLICY ON ACQUISITION AND DISPOSITION OF PERSONAL PROPERTY

I. Personal Property Valued at \$5,000 or Less

Whenever the New York Business Assistance Corporation (the "NYBAC") intends to transfer title to or a beneficial interest in an item of personal property or an interest therein with an estimated value of \$5,000 or less, it shall obtain offers from one or more persons or entities as NYBAC's contracting officer ("Contracting Officer") or his/her designee deems appropriate. NYBAC shall maintain a record of the persons or entities approached and their responses. NYBAC may conduct discussions with some or all of the persons and entities. The property may be sold to whichever person or entity that the Contracting Officer or his/her designee selects based on the proposed price and any other factors that the Contracting Officer or his/her designee deems appropriate.

All personal property that the Contracting Officer or his/her designee considers to be of both no sale value and no use to NYBAC may be destroyed or otherwise disposed of in such manner as is determined by the Contracting Officer or his/her designee.

No approval of a disposition of a type described above is required from the Board of Directors or any committee thereof. All disposal documents must be approved and executed by an officer who is an authorized signatory of all agreements of NYBAC.

Personal Property Valued in Excess of \$5,000

Whenever the NYBAC intends to transfer title to or a beneficial interest in an item of personal property or an interest therein with an estimated value in excess of \$5,000, it shall first obtain an appraisal of the property if, because of its unique nature, the property is not subject to fair market pricing. However, an appraisal of the property is not required if the property or a similar property has been appraised within the past 2 years.

The person or entity to which the property shall be disposed of shall be determined through a procurement conducted in accordance with Title 5-A of Article 9 of the Public Authorities Law. NYBAC shall publicly advertise for proposals for the disposal of the property in accordance with Title 5-A, provided that it may dispose of the property without public advertising, obtaining such competition as is feasible under the circumstances, when permitted to do so under Title 5-A. All requirements of Title 5-A and other applicable laws, if any, related to the disposition shall be complied with.

The disposal must be approved by the Board of Directors if the disposal is on a sole source basis for an amount in excess of \$20,000 or is for an amount in excess of \$100,000 and has been competitively procured. For disposals for less than those amounts, no approval is required of the Board of Directors or a committee thereof. In all cases, the disposals must be approved by the Contracting Officer or his or her designee and disposal documents must be approved and executed by an officer who is an authorized signatory of all agreements of NYBAC.

The Contracting Officer shall cause a record to be maintained of all personal property disposed of for an amount in excess of \$5,000 and shall cause to be prepared and transmitted all reports relating to the disposition of personal property required by Title 5-A.

ATTACHMENT E

NEW YORK BUSINESS ASSISTANCE CORPORATION POLICY ON PROCUREMENT OF GOODS AND SERVICES

If the New York City Business Assistance Corporation (“NYBAC”) proposes to enter into a contract or agreement for goods or services and will receive funds for this contract or agreement under or through a contract between NYBAC and the City of New York (the “City”), such contract or agreement shall be procured in accordance with the procurement provisions required by the City in the applicable contract between NYBAC and the City.

If NYBAC procures goods or services using funds that are not provided under or through a contract between NYBAC and the City, it shall use such procurement method as is required by the source of funds. If the source of funds does not specify a procurement method to be followed, NYBAC shall use a procurement method similar to a method required under its contracts with the City.

If NYBAC procures goods or services using private funds, it shall procure such goods or services in accordance with the following procedures:

I. SELECTION PROCESS FOR CONTRACTS FOR GOODS AND SERVICES

1. Goods and Services Costing Less Than \$20,000

For procurements of goods and services the value of which is less than \$20,000 in any single fiscal year, no competition is required except that in making purchases below this limit NYBAC staff shall ensure that the price is reasonable. Documentation of such purchases shall identify the contractor from whom the item or services was purchased, a brief description of the item/services purchased, and the amount paid. Contracts for goods and services the value of which is less than \$20,000 in any single fiscal year shall not require approval of the Board of Directors of the Corporation.

2. All Other Goods and Services

a. Contracts for goods and services the value of which is \$20,000 or more in any single fiscal year are to be awarded on a competitive basis to the maximum extent practical, in accordance with the general procedures set forth below; provided, however, that, upon approval of the Board of Directors, payroll, employee benefits, insurance, and banking services may be procured without competition from any party satisfactorily providing related services to the City, a local development corporation or similar not-for-profit entity.

b. For procurements of goods and services the value of which is less than \$100,000, proposals may be solicited from contractors via

written notice or via telephone, where the Executive Director determines that the issuance of a written solicitation is impracticable. Where practicable, offers or proposals should be solicited from at least three (3) offerors/proposers.

c. For procurements of goods and services the value of which is greater than \$100,000, offers or proposals shall be solicited by written requests for proposals ("RFPs") or competitive sealed bids. RFPs shall set forth the nature of the goods or services NYBAC is seeking to procure, including specifications where applicable or available, and shall solicit proposed prices, fees, charges or billing rates, where appropriate. RFPs shall contain such other information and shall request from proposers such other information as NYBAC may deem necessary or desirable. RFPs shall be advertised in at least one appropriate periodical at least five business days before proposals are due, and shall be posted on the City's website.

d. Regardless of value, all solicitations for the services of contract employees shall be done by transmission of a written notice or telephone call to at least three contractors, except in the case of contracts entered directly between NYBAC and an individual where there has been a public job posting.

e. In procuring contracts, NYBAC practices should encourage the utilization of small businesses, minority-owned and women-owned businesses whenever practicable.

f. NYBAC may request prospective vendors to submit background information sufficient to perform, at a minimum, a VENDEX inquiry for the purposes of determining the vendor is responsible based upon such criteria as NYBAC may deem appropriate for the procurement.

3. Waiver of Selection Criteria

Notwithstanding any requirement of these Guidelines, contracts may be awarded to persons or firms on a non-competitive basis subject to the approval of the NYBAC Chairperson or his/her designee, without regard to the procedures set forth above, when the NYBAC Chairperson or his/her designee determines that one of the following circumstances exists and determines that it is in the best interest of the Corporation to award on a non-competitive basis:

- i. In the event an emergency or other extraordinary circumstances exist which make competition impracticable or inappropriate;
- ii. Only one source for the goods or services is reasonably available;

- iii. Legal services or other specialized services are required for which a certain person or firm's expertise is unique;
- iv. Information is obtained which indicates that all persons or firms that submitted proposals on a prior NYBAC solicitation or which were to submit proposals are not qualified, responsive or responsible based upon the appropriate criteria for the project;
- v. In the event that the City of New York (the "City") or another governmental unit, a local development corporation or similar not-for-profit entity can provide or cause to be provided needed services directly or pursuant to contracts entered into by any such entity, or a present provider of services to such an entity agrees to extend its rates or rate formulas on such services to the Corporation;
- vi. There is a time-sensitive situation where a vendor must be retained quickly because one of the following situations exist, 1) there is a need to respond to a court order or consent decree, 2) funds available from a funding source will be lost, 3) an existing vendor has been terminated, has defaulted, has withdrawn from, or has repudiated a contract, or has become otherwise unavailable, or 4) there is some other compelling need for goods or services that cannot be met in a timely manner through a competitive process;
- vii. There is a limited number of vendors available and able to perform the work;
- viii. There is a compelling need to continue existing services or to purchase goods from a previous supplier for purposes of continuity or compatibility.

If a contract is awarded pursuant to a waiver, the Board of Directors of the Corporation shall be notified prior to contract award.

II. Contracts

For all services, contracts must be executed between NYBAC and the service provider which set forth the terms and conditions for the provision of services. In addition, NYBAC requires the inclusion of the City's equal opportunity provisions in its contracts.

ATTACHMENT F

**NEW YORK BUSINESS ASSISTANCE CORPORATION POLICY ON
INDEMNIFICATION AND DEFENSE OF DIRECTORS**

The defense and indemnification of the Board of Directors of the New York Business Assistance Corporation (the "NYBAC") shall be provided by NYBAC in the manner and to the extent set forth in NYBAC's Amended and Restate By-Laws.

The By-Laws of NYBAC provide generally that NYBAC shall indemnify each Director of the Board to the maximum extent permitted by law for judgments, settlements and legal defense fees arising out of their acts or omissions as Directors of the Board of NYBAC.

ATTACHMENT G

NEW YORK CITY BUSINESS ASSISTANCE CORPORATION

CODE OF ETHICS

1. PURPOSE

The New York City Business Assistance Corporation (“NYBAC” or “Corporation”) Board of Directors (“Board”) has adopted this Code of Ethics (“Code”) with respect to its directors, officers and employees (collectively “Directors”).

Each Director is expected to read and understand this Code and to review it periodically in order to be alert to situations that could create a conflict of interest or otherwise be contrary to the established policies of the Corporation.

2. DEFINITIONS

A. “Interest.” A Director is deemed to be “interested” in cases in which the Director’s personal and/or financial interest conflicts or may conflict with the interest of the Corporation. For example, a Director is deemed to be interested where the Director or a person or entity associated with the Director (as defined below) is an officer, director, trustee, member, owner or managerial employee of an entity:

- (i) from which the Corporation purchases or proposes to purchase services or supplies; or
- (ii) with which the Corporation contracts or proposes to contract; or
- (iii) with which the Corporation negotiates or effects a transaction; or
- (iv) that substantially benefits from an action or transaction that the Corporation negotiates or effects; or
- (v) that has a financial interest in any action, transaction, agreement or other arrangement in which the Corporation or any affiliate of the Corporation is a participant.

B. A person or entity “Associated” with a Director includes (a) spouse or domestic partner as defined in N.Y. Public Health Law § 2994-a; brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren and great- grandchildren, and spouses of brothers, sisters, children, grandchildren and great- grandchildren; (b) a person with whom the Director has a business or other financial relationship; and (c) each entity in which the Director has a present or potential Interest (individually or collectively “Associates”).

C. “Owner” means a person who, together with the person’s Associates, holds:

- (i) a direct or indirect ownership or beneficial interest in an entity that exceeds 5% of the entity’s equity,
- (ii) an equity investment in the entity of \$48,000[†] or more in cash or other form of commitments,
- (iii) 5% of the entity’s indebtedness,

- (iv) \$48,000[†] or more of the entity's indebtedness, or
- (v) managerial control or responsibility regarding any such entity, provided that, in the case of:
 - a. an entity (other than a partnership or professional corporation) in which the Director and his or her Associates in the aggregate do not have at least a 35% ownership or beneficial interest, and
 - b. any partnership or professional corporation in which the Director and his or her Associates in the aggregate do not have a direct or indirect ownership or beneficial interest in excess of 5%.

A Director will not be considered to own interests held in any blind trust that holds or acquires an ownership interest or in any pension plan, deferred compensation plan or mutual fund, the investments of which are not controlled by the person and/or an Associate or an entity in which the person and/or an Associate is an owner.

A person has a beneficial ownership interest if the person directly or indirectly has or shares voting power and/or investment power or the right to acquire beneficial ownership within 60 days.

A Director shall not be deemed to be interested by virtue of his or her status as an official or employee of the City of New York.

3. CONDUCT WHEN AN INTEREST EXISTS

- A. When a Director is interested in a matter before the Board or a committee (each a "body"):
 - (i) if the Director is present at the meeting of the body at which the matter is considered, the Director must disclose all material facts concerning the interest to the body, including the nature and extent of the interest;
 - (ii) a Director shall not participate in the Corporation's deliberations or vote on such a matter and must not attempt to influence the consideration, determination or approval of, or deliberations on, the matter on the part of the Corporation.
- B. Nothing in this section shall prohibit the body from requesting that an interested Director present information concerning a matter at a meeting of the body prior to the commencement of deliberations or voting relating thereto.
- C. A Director shall not engage in any transaction as representative of the Corporation with a business entity in which the Director has an interest.

[†] This amount shall be automatically increased each time the dollar amount in the definition of "ownership interest" set forth in Rule 1-11 of New York City's Conflicts of Interest Board is increased so as to equal the increased dollar amount set forth in the Rule.

D. A Director must disclose each interest held by the Director on an annual disclosure statement to the Secretary of the Corporation and must promptly update such disclosure in an amendment thereto in the event the Director becomes aware of an undisclosed interest.

4. CONFIDENTIAL AND INSIDE INFORMATION

A. Confidential information acquired by a Director in the course of his or her duties as a Director must be held in confidence and may not be used as a basis for personal gain by the Director, his or her Associates or others. Information relating to transactions pending with the Corporation is not to be given to any person unless it has been published or otherwise made generally available to the public by the Corporation.

B. A Director must refrain from transmitting any information about the Corporation or its deliberations or decisions or any other information the Director obtained from the Corporation that might be prejudicial to the interests of the Corporation to any person other than in connection with the discharge of the Director's responsibilities, except to the extent the information is publicly available.

C. A Director must not accept employment or engage in any business or professional activity that will require him or her to disclose confidential information that he or she has gained by reason of his or her official position of authority.

5. GRATUITIES/CONDUCT

A Director must not be placed under actual or apparent obligation to anyone by accepting, or permitting his or her Associates to accept, gifts or other favors where it might appear that they were given for the purpose of improperly influencing the Director in the performance of his or her corporate duties. In addition, a Director should never use his or her official position to secure unwarranted privileges or exemptions; nor should a Director, by his or her conduct, give any reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties or that he or she is affected by the kinship, rank, position or influence of any party or person. Instead, a Director should endeavor to pursue a course of conduct that will not raise suspicion that he or she is likely to be engaged in acts that are in violation of his or her trust.

6. Prohibitions

A Director shall not make personal investments in enterprises that he or she has reason to believe may be directly involved in unavoidable decisions to be made by him or her as a Director of the Corporation, or that will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest. Additionally, a Director is prohibited from accepting employment that unavoidably impairs his or her independence of judgment in the exercise of his or her service as a Director.

7. DISCLOSURE PROCEDURE

- A. If at any time a Director is in doubt as to the proper application of this Code, the Director should immediately make all the facts known to the General Counsel of the Corporation and be guided by the Counsel's instructions.
- B. Each Director shall make the annual filings required of Directors under N.Y. Public Authorities Law § 2825(3).
- C. Each Director must complete a disclosure statement in the form attached hereto promptly after his/her initial appointment and annually thereafter approximately at the time required for the filing by directors of an annual financial disclosure statement pursuant to N.Y. Public Authorities Law § 2825(3). Such disclosure statement shall be updated promptly if the information in the disclosure statement changes. Such disclosure statement and updates shall be submitted to the Secretary and the General Counsel of the Corporation.
- D. The Corporation's records, including related minutes, should document any "interest" disclosed to a Board or committee considering a matter.

8. VIOLATIONS

If a Director violates any of the provisions of this Code, such Director shall be subject to an appropriate remedy under the circumstances. In addition to any penalty contained in any provision of law, the Director may be subject, at the Board's discretion, to removal for cause.

9. OFFICERS WHO ARE EMPLOYEES OF THE CORPORATION

Notwithstanding anything contained herein, if an officer is also an employee of the City of New York, that officer shall be subject to the restrictions set forth in Chapter 68 of the City Charter and not subject to this Code.

Part II

The following is a list of entities in which I and/or any of my Associates (as defined in the Code) have, directly or indirectly, in the aggregate, at least a 35% ownership or beneficial interest, except for any interest in a partnership or professional corporation (if the answer is "None", please indicate in the space provided; otherwise indicate who has such interest):

The following is a list of partnerships and professional corporations in which I and/or any of my Associates (as defined in the Code) have, directly or indirectly, in the aggregate, more than a 5% ownership or beneficial interest (if the answer is "None", please indicate in the space provided; otherwise indicate who has such interest):

Attach additional sheets as needed.

Date: _____

Name (Please print or type)

Signature

TO: NYBAC Board of Directors
FROM: Ismail Mohamed
RE: Meeting Expenses
DATE: March 17, 2014

I hereby request that the NYBAC allocate \$5,000 to cover periodic meeting expenses in the promotion of economic development services.

On occasions light refreshments are provided to in-house staff members and individuals from outside while attending meetings with executive staff. The intent is to set aside funds to pay for these expenses. The meetings are generally in the promotion of agency and economic development.

TO: NYBAC Board of Directors

FROM: Ismail Mohamed

RE: Bookkeeping Services

DATE: March 17, 2014

This request is for the continuation of accounting services to maintain the appropriate books for NYBAC.

I hereby request that NYBAC continue to expend \$5000 on an annual basis to compensate staff for the provision of the necessary accounting services

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: Beach 116th Street Initiative
DATE: March 17, 2014

Mayor's Fund to Advance New York City gave NYBAC an additional \$150,000 to Beach 116th Street Initiative. Initially NYBAC received \$500,000 for this initiative in FY 2013 so the additional \$150,000 will continue to provide store owners to enhance the streetscape and design of storefronts. The funds will cover repairs to storm damaged portions of the storefront as well as provide awnings and other design element. The intent is to make the commercial corridor more vibrant and attractive to shoppers from the peninsula and outside areas.

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: Beach 116th Street Executive Director
DATE: March 17, 2014

EDC has agreed to provide NYBAC with \$75,000 to pay for salary of the Executive Director of the Beach 116th Street Partnership. NYBAC will enter into an agreement with the Beach 116th Partnership for this service and upon submission of timesheets the Executive Director will be paid accordingly.

MEMORANDUM

TO: NYBAC Board of Directors

FROM: Shaazad Ali

DATE: March 17, 2014

RE: Beach 116th Street “Rolling Up the Gates”

Capital One Services has provided NYBAC with \$40,000 to carry out this initiative. The Beach 116th Street Partnership “Rolling up the Gates” initiative awards grants to property owners located within the commercial boundaries of the beach 116th street district. The grant funds can only be used for eligible interior improvements. Eligible interior improvements shall include, but not be limited to, general cleanup (e.g. sweeping), exterminator fees, electrical work, mold removal, carpet cleaning/removal, interior wall painting and IT needs.

MEMORANDUM

TO: NYBAC Board of Directors

FROM: Shaazad Ali

RE: Storefront Improvement Program

DATE: March 17, 2014

The Mayor's Fund to Advance New York City gave NYBAC \$1,350,000 to carry out the Storefront Improvement initiative. NYBAC will launch the Citywide Storefront Improvement program. This program will provide grants to groups of businesses located in impacted neighborhoods to conduct storefront renovations. These renovations can include, but not limited to, improvements in lighting, signage or other external work.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: Neighborhood Challenge
DATE: March 17, 2014

EDC has agreed to give NYBAC \$400,000 to carry out this initiative. Grants are awarded to not-for-profit entities with annual economic development budgets of less than 2 million dollars that present the most creative economic development and revitalization programs, with the greatest impact on the community, which would otherwise not be achieved due to limited organizational capacity and/or funding. The grant is intended to spark new ideas and approaches to matters that are of great concern to local neighborhoods and commercial corridors.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: City's Build Business Capacity Program
DATE: March 17, 2014

EDC has agreed to provide NYBAC with \$52,336 to fund this initiative. In accordance with the administration commitment to assist immigration-owned businesses to start and grow in NYC, NYBAC through a third party will be responsible for translating and delivering a series of multi-lingual business education courses intended to promote small business growth within the immigrant entrepreneurial community.

MEMORANDUM

TO: NYBAC Board of Directors

FROM: Shaazad Ali

RE: NYC Business Solution & Small Business Technology Coalition

DATE: March 17, 2014

Citi bank gave NYBAC \$225,000 towards the advancement of two specific programs within the Business Solution Division.

NYC Business Solutions - \$100,000. This contribution will fund personnel at NYC Business Solutions Centers. The goal of the funded positions is to conduct targeted outreach and deliver financing assistance to businesses in Low-Moderate-Income communities across the city. NYBAC will contract with the Centers to deliver these services.

NYC Small Business Technology Coalition - \$125,000. This funding will continue the work of the coalition in delivering technology focused courses in partnership with 5 non-profits across the city. These courses will target Low-Moderate-Income small businesses. NYBAC will contract with these non-profits to deliver these courses.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: Audit & Finance Committee
DATE: March 17, 2014

Pursuant to subdivisions 4 and 8 of Section 2824 of the Public Authorities Law (PAL), an Audit and Finance Committee is hereby formed, being comprised of:

Andrew Schwartz
Shaazad Ali
Ismail Mohamed

For the purpose of recommending to the Board the hiring of certified independent accounting firm, establishing the compensation to be paid to the accounting firm, providing direct oversight of the performance of the independent audit to be performed each fiscal year by the accounting firm hired for such purposes and making necessary recommendations.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: Governance Committee
DATE: March 17, 2014

Pursuant to subdivision 7 of Section 2824 of the PAL, a Governance Committee is hereby formed, being comprised of:

Andrew Schwartz
Gregg Bishop
Ophelia Gabrino

For the purpose of keeping the Board informed of current best governance practices, to review corporate governance trends, to upgrade the organization corporate governance principles and to advise appointing the CDC on skills and experiences required of potential Board members.