

To: NYBAC Board of Directors
Gregg Bishop
Andrew Schwartz
Shaazad Ali
Donald Giampietro
Ophelia Gabrino

From: Bryana Shenton, Secretary

Re: Meeting of the Members and Board of the Corporation

Date: 6/28/2017

Attached for your review are the following documents relating to the Members' and Board of Directors' meeting scheduled for Friday June 30, 2017 at 11:00am in the Fordham Conference Room 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 16, 2016
5. Meeting expenses \$5,000
6. MWBE Corporate Alliance Program
7. Additional support for the Business Pitch Education and Competition Initiative
8. NYCHA Food Business Pathways Program
9. Downtown Jamaica Storefront Improvement Program
10. Love Your Local Grants
11. Neighborhood Challenge Grants
12. Corporation's Audited Financial Statement and Management Letter for FY2016
13. 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 30th day of June, 2017 at 11am for the purpose of electing members of the Board of Directors and to consider such other business as may come before the meeting.

Date: 6/28/17



Bryana Shenton, 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, June 30, 2017 on due notice.

The President, Gregg Bishop, was not present therefore Andrew Schwartz called the meeting to order at 11:01 am and presided over the meeting. Bryana Shenton served as Secretary of the meeting.

The following members were present and constituted a quorum:

Andrew Schwartz, Vice President
Shaazad Ali, Treasurer

The following individuals were present by invitation:

Ophelia Gabrino, Board Member
Donald Giampietro, Board Member
Bryana Shenton, Secretary
Todd Lang, Program Executive Director
Emily Koh, Program Director
Teresa Garcia, Program Manager
William Owh, Program Analyst
Coby Kalter, Senior Program Manager
Lauren Coakley-Vincent, Program Director

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 16, 2016, a copy of which was distributed to the Board members with notice of the meeting.

Ms. Schwartz moved to approve the minutes of the meeting of the Board of Members meeting 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 members held on June 16, 2016, 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, Ophelia Gabrino, and Donald Giampietro as members of the Board of Directors of the Corporation.

Mr. Schwartz moved to approve the election of Mr. Ali, Ms. Gabrino, and Mr. Giampietro 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, Ophelia Gabrino, and Donald Giampietro 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 11:18 am.

DATED: 6/30/2017
New York, New York

Bryana Shenton, 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 at 110 William Street, New York, NY, June 30, 2017 on due notice.

Mr. Schwartz called the meeting to order at 11:20 am and presided over the meeting. Bryana Shenton served as Secretary of the meeting.

The following members were present and constituted a quorum:

Andrew Schwartz, Vice President
Shaazad Ali, Treasurer
Donald Giampietro, Board Member
Ophelia Gabrino, Board Member

The following individuals were present by invitation:

Bryana Shenton, Secretary
Todd Lang, Program Executive Director
Emily Koh, Program Director
Teresa Garcia, Program Manager
William Ow, Program Analyst
Coby Kalter, Senior Program Manager
Lauren Coakley-Vincent, Program Director

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 16, 2016, 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 16, 2016 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:

President, Gregg Bishop
Vice President, Andrew Schwartz
Treasurer, Shaazad Ali
Assistant Treasurer, Ismail Mohamed
Board Member, Ophelia Gabrino
Board Member, Donald Giampietro
Secretary, Bryana Shenton

Mr. Schwartz then stated that the next order of business was the allocation of \$10,000 for the MWBE Corporate Alliance Program.

Ophelia Gabrino indicated that National Grid and Capital One have agreed to contribute \$5,000 each for a total contribution of \$10,000 towards sponsoring the initiatives and related expenses under the Corporate Alliance program.

Don Giampietro wanted to know what cost will be covered. Ms. Gabrino stated it will include expenses such as catering expenses for the CAP Workshop for MWBE and other administrative materials for participants of the workshops.

With no further question, Mr. Schwartz move to approve the request by Ms. Gabrino to authorize NYBAC to receive and expend \$10,000 on this program.

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

RESOLVED, that Board of Directors hereby approves the request for NYBAC to be the recipient of \$10,000 for the MWBE Corporate Alliance Program.

Mr. Schwartz then stated that the next order of business was the additional support for Business Pitch Education and Competition Initiative.

William Owh and Emily Koh indicated that Business Pitch is a program run in partnership with Capital One to help NYC's small business owners and entrepreneurs make a strong and compelling case for a lender, investor, or client to believe in their business. The program has 3 components:

- 1) Business Pitch workshops
- 2) Business pitch borough Meetings
- 3) NYC Business Pitch Final Competition and Meeting

This will entail a series of workshops where 10 finalists will compete in front of a panel.

Ms. Gabrino wanted to know who will be included in the panel. Mr. Owh stated that the judges will consist of investors as well as representative from Capital One, who will be contributing \$25,000 toward this event. Mr. Owh then went on to say that after the competition, attendees will break out into roundtable discussions with industry experts. All different stages of businesses will be impacted.

With no further questions, Mr. Schwartz move to approve the request by Mr. Owh and Emily to authorize NYBAC to receive and expend \$25,000 from Capital One for this initiative.

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

RESOLVED, that Board of Directors hereby approves the request for NYBAC to be the recipient of \$25,000 for the additional support for the Business Pitch Education and Competitive initiative.

Mr. Schwartz then stated that the next order of business was the NYCHA Food Business Pathway Program Year 3.

Todd Lang indicated that City Community Development has agreed to contribute \$100,000 to NYBAC to cover Year 3 costs. Mr. Lang indicated this has been a successful initiative with positive results from the NYCHA residents. Mr. Lang further stated that this initiative is a joint effort among SBS, EDC, Hot Bread Kitchen and City Community Development. This program is an innovative business development program designed exclusively for public housing resident entrepreneurs.

Ms. Gabrino asked about the length of cohort and Mr. Lang said it was 6 months. Also Mr. Lang emphasized that this initiative is designed specifically for NYCHA residents.

With no further questions, Mr. Schwartz moved to approve the request by Mr. Lang to authorize NYBAC to receive and expend an additional \$100,000 for Year 3 of this successful initiative.

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

RESOLVED, that Board of Directors hereby approves the request for NYBAC to be the recipient of \$100,000 to cover Year 3 expenses for the NYCHA Food Business Pathways Program.

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

Teresa Garcia indicated that the Downtown Jamaica Storefront Program will provide funding to local property owners and businesses to complete exterior building renovation project. The program objective is to reimburse 75% of the cost of eligible improvements with a maximum grant of \$20,000 per property. Ms. Garcia stated that EDC has agreed to contribute \$500,000 for a 3 year period. Year 1 will be \$250,000 and Year 2 and 3 will be \$125,000 each.

Mr. Schwartz wanted to know the similarity of this initiative with the one NYBAC participated in after the Sandy Storm. Mr. Ali also confirmed that NYBAC operated in Storefront program in Rockaways after Sandy Storm.

Ms. Garcia said it was very similar and presented a guidelines and application process that will be included in the minutes.

With no further questions, Mr. Schwartz move to approve the request by Ms. Garcia to authorize NYBAC to receive and expend \$500,000 on this program for fiscal year 18 through 20.

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

RESOLVED, that Board of directors hereby approves the request for NYBAC to be the recipient of \$500,000 for the next 3 years for the Downtown Jamaica Storefront Improvement Program.

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

Lauren Coakley-Vincent indicated that for the 5th consecutive year EDC has agreed to fund this initiative. Ms. Coakley-Vincent stated that these grants pair non-profit community organizations and tech companies to create and implement tools that address specific commercial district issues. These

awards continue to find innovative ideas that use data-driven capacity building solutions to improve operations, target services or address local public policy challenges in NYC commercial districts. Since inception of the initiative, over 240 proposals have been received with 27 funded.

With no questions, Mr. Schwartz moved to approve the request by Ms. Coakley-Vincent to authorize NYBAC to receive and expend \$500,000 on this program

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

RESOLVED, that Board of Directors hereby approves the request for NYBAC to be the recipient of \$500,000 for the Neighborhood Challenge Grant.

Mr. Schwartz then stated that the next order of business was the Love Your Local initiative.

Mr. Kalter indicated that New York City Economic Development Corporation has agreed to contribute \$1.5 million to this initiative. There will be an initial disbursement of the funding in the beginning of FY18 followed by five biannual installments. Coby stated that a total of 20 businesses will receive grants up to \$90,000 which will be used for various purposes such as but not limited to operational improvements, technology updates, and physical enhancements. Coby stated there were a total of 340 preliminary applications submitted, of which will be vetted down to 50 businesses which will receive an initial assessment free of charge. Of those 50 businesses, based on the initial assessment and the selection criteria which are still being developed, the total application pool will be narrowed down to 20 finalists who will be eligible for grants up to \$90,000.

With no questions, Mr. Schwartz moved to approve the request by Mr. Kalter to authorize NYBAC to receive and expend \$1,500,000 on this 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 \$1,500,000 from EDC to carry out this initiative.

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 members.

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. Giampietro 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 approval of the Corporation's Management Letter and Audited Financial Statement for Fiscal Year 2016.

Mr. Ali stated that the independent Auditor Ballo and Co., noted no material weakness in its Independent Auditors' Management Letter report for the year ended June 30, 2016. Mr. Ali noted that as of June 30, 2016, the Corporation had total net assets of \$3,352,776. This amount is comprised of \$221,161 in unrestricted funds that can be used for general activities and \$3,125,115 in temporary restricted funds. For the FY 2106, the Corporation had revenues of \$1,880,914 and expenses of

\$1,141,899. The bulk of the revenue came from Bid Challenge initiative, Immigration Business Initiative and the transfer of funds from the Business Relocation Assistance Corporation. Mr. Ali did point out that the Financial Statements were also approved by NYBAC Audit Committee.

There being no further questions, Mr. Schwartz moved to approve the FY16 Financial Statements as presented by Mr. Ali.

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

RESOLVED, that the Board of Directors hereby approve the corporation's audited financial statements for the year ending June 30, 2016 as presented by Mr. Ali.

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

Mr. Schwartz then asked if there was any new business.

Mr. Ali then stated that he was requesting the Board's approval to close out three program services listed under the Temporary Restricted Net Assets into the Unrestricted since the programs have been completed and the funds will no longer be needed. The program services are: Industrial Park Improvement (\$2,836.53), NYC Small Business Campaign (\$2,138.44) and Build Business Capacity (\$9,221.49). Mr. Schwartz wanted to know if there were any stipulations from the respective programs that unused or unliquidated funds had to be returned to the contributor. Mr. Ali stated that they were one time contributions with no such stipulation. Mr. Ali also pointed out that this will minimize the accounting record keeping for NYBAC.

Mr. Schwartz moved to approved Mr. Ali request to close out these 3 program activities from temporary restricted to unrestricted.

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

RESOLVED, that the Board of Directors hereby approve the transfer of the Industrial Park Improvement, NYC Small Business Campaign, and Build Business Campaign to Unrestricted Funds.

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

Mr. Ali made a motion, which was seconded by Mr. Giampietro and the meeting was adjourned at 12:11 pm.

Dated: 6/30/2017
New York, New York

Bryana Shenton, 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:

1. In the event an emergency or other extraordinary circumstances exist which make competition impracticable or inappropriate;
1. 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 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

MEMORANDUM

TO: NYBAC Board of Directors

FROM: Shaazad Ali

RE: Meeting Expenses

DATE: 6/28/17

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.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: MWBE Corporate Alliance Program
DATE: 6/28/17

National Grid and Capital One have agreed to contribute \$5,000 each for a total contribution of \$10,000 towards sponsoring the initiatives and related expenses under the Corporate Alliance Program. This includes items such as catering expenses for the CAP workshops for M/WBEs and small businesses, certificates, and other administrative materials for participants of the workshops and the CAP/NYCEO M/WBE Mentorship Program.

MEMORANDUM

TO: NYBAC Board of Directors

FROM: Shaazad Ali

RE: Additional support for the Business Pitch Education & Competition Initiative

DATE: 6/28/17

The Business Pitch Education & Competition Initiative is designed to help build the capacity of small businesses by developing offerings to help entrepreneurs pitch business concepts. This includes learning to pitch to venture capitalists, leaders, prospective partners, and or new clients. These offerings will be paired with business pitch events and mentorship opportunities for small business entrepreneurs to practice and hoan their pitch skills in real time. This combination of offerings will enhance the ability of small businesses to grow and expand through increased access to customers and capital.

Capital One has agreed to give NYBAC \$25,000 to provide additional support for this initiative. This contribution will enable NYBAC to help the top businesses selected from the Business Pitch competition implement their ideas and plans.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: NYCHA Food Business Pathways Program
DATE: 6/28/17

The NYCHA Food Business pathways Program is an innovative business development program designed exclusively for public housing residents entrepreneurs. The program is built on 4 key innovations, (1) providing resources to address multiple barriers at once, (2) multi-month support of entrepreneurs, through multiple stages of their business journey, (3) designed specifically for NYCHA residents and (4) collaboration between stakeholders.

The program is a joint effort between NYC Small Business Services, New York City Economic Development Corporation, Hot Bread Kitchen and Citi Community Development.

Citi Community Development has contributed an additional \$100,000 to NYBAC, towards this initiative to cover cost for year three.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: Downtown Jamaica Storefront Improvement Program
DATE: 6/28/17

New York City Economic Development Corporation has agreed to contribute the aggregate sum up to \$500,000 as follows to support the Downtown Jamaica Storefront Improvement Program.

- I. up to \$250,000.00 in fiscal year 2018
- II. up to \$125,000.00 in fiscal year 2019; and
- III. up to \$125,000.00 in fiscal year 2020

The funding will be applied to the Program to revitalize building facades, improve commercial corridors and promote the character and stability of Downtown Jamaica; allow longstanding businesses to stay competitive and keep pace with neighborhood change; and to create a stronger, safer neighborhood that attracts local residents and shoppers, all in accordance with the "Downtown Jamaica Storefront Improvement Grant Program."

NYBAC will apply the Funding to pay for up to 75% (or up to \$20,000 per storefront) for improvements to building facades.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: Neighborhood Challenge Grants
DATE: 6/28/17

New York City Economic Development Corporation has agreed to contribute \$500,000 to pay for 5 Neighborhood Challenge grants, individual amounts not to exceed \$100,000.

The Neighborhood Challenge Grants pair nonprofit community organizations and tech companies to create and implement tools that address specific commercial district issues. Awards fund innovative ideas that use data-driven capacity building solutions to improve operations, target services, or address local public policy challenges in New York City commercial districts.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: Love Your Local Grants
DATE: 6/28/17

New York City Economic Development Corporation has agreed to contribute the sum of up to \$1,500,000.

NYCEDC shall make an initial disbursement of the Funding in July 2017, in an amount mutually determined by NYCEDC and NYBAC. Thereafter, NYCEDC shall disburse the Funding to the Funding Recipient in five (5) biannual installments no later than forty-five (45) business days after receipt of each Biannual Report. NYCEDC reserves sole discretion to determine the amount of each disbursement based on the actual and projected number of Fit-Out Grants in the Biannual Reports.

NYBAC has agreed to apply the Funding to pay for Fit-Out Grants to be awarded to Grantees in individual amounts of up to forty percent (40%) of the Grantee Proposed Budget.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Shaazad Ali
RE: Audit & Finance Committee
DATE: 6/28/17

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: 6/28/17

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

Andrew Schwartz
Ophelia Gabrino
Donald Giampietro

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.

