

To: NYBAC Board of Directors
Jonnel Doris
Andrew Schwartz
Ismail Mohamed
Donald Giampietro
Ophelia Gabrino

From: Indiana Baldera, Corporate Secretary

Re: Meeting of the Members and Board of the Corporation

Date: Tuesday, June 30th, 2020

Attached for your review are the following documents relating to the Members' and Board of Directors' meeting scheduled for Tuesday, June 30th, 2020 at 12:00 pm via Microsoft Teams of the Department of Small Business Services, 1 Liberty Plaza, 11th floor, New York, New York:

1. Approval of Fiscal Year 2019 Minutes of the Members meeting held on 5/21/2019
2. Proposal to elect Directors and Officers of the Corporation for Fiscal Year 2021
3. Approval of Fiscal Year 2019 Minutes of the Board of Directors' meeting held on 5/21/2019
4. Selection of officers for Fiscal Year 2021
5. Program Updates
6. Fiscal Review
7. EDC Overdue Payments
8. Resolution for staff to create a Relocation Grant Program with remaining funds
9. Reminder to Board of all the corporate items being re-approved
10. Authorization for meeting expenses

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 via Microsoft Teams of the Department of Small Business Services, 1 Liberty Plaza, 11th floor, New York, New York, on the 30th day of June 2020 at 12:00 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: 6/29/20

A handwritten signature in black ink that reads "Indiana Baldera". The signature is written in a cursive style with a horizontal line underneath the name.

Indiana Baldera, Corporate 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 via Microsoft Teams at 12:00 pm at 1 Liberty Plaza, New York, NY, June 30, 2020 on due notice.

The President, Jonnel Doris, was not present therefore Andrew Schwartz called the meeting to order at 12:05 pm and presided over the meeting. Indiana Baldera served as Corporate Secretary of the meeting.

The following members were present and constituted a quorum:

Andrew Schwartz, Vice President
Ismail Mohamed, Treasurer

The following individuals were present by invitation:

Ophelia Gabrino, Board Member
Donald Giampietro, Board Member

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 May 21, 2019, a copy of which was distributed to the Board members with notice of the meeting.

Mr. 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. Mohamed seconded the motion, and it was unanimously

RESOLVED, that the minutes of the meeting of the members held on May 21, 2019, are hereby approved, and be it further

RESOLVED, that the Corporate 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 Ismail Mohamed, Ophelia Gabrino, and Donald Giampietro as members of the Board of Directors of the Corporation.

Mr. Schwartz moved to approve the election of Mr. Mohamed, 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, Ismail Mohamed, 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 12:15 pm.

DATED: 6/30/2020
New York, New York

Indiana Baldera, Corporate 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 via Microsoft Teams at 1 Liberty Plaza, New York, NY, June 30th, 2020 on due notice.

Mr. Schwartz called the meeting to order at 12:20 pm and presided over the meeting. Indiana Baldera served as Corporate Secretary of the meeting.

The following members were present and constituted a quorum:

Jonnel Doris, President
Andrew Schwartz, Vice President
Ismail Mohamed, Treasurer
Donald Giampietro, Board Member
Ophelia Gabrino, Board Member

The following individuals were present by invitation:

Indiana Baldera, Corporate 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 May 21, 2019, a copy of which was distributed to the Board members with notice of the meeting.

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

Ms. Gabrino seconded the motion, and it was unanimously

RESOLVED, that the minutes of the meeting of the Board of Directors held on May 21, 2019 are hereby approved, and be it further

RESOLVED, that the Corporate 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, Jonnel Doris
Vice President, Andrew Schwartz
Treasurer, Ismail Mohamed
Board Member, Ophelia Gabrino
Board Member, Donald Giampietro
Corporate Secretary, Indiana Baldera

Mr. Schwartz then stated that the next order of business was the program updates.

Ms. Baldera indicated that nine (9) programs have incurred expenses under fiscal year 2020 which included the BID Challenge, the CAP Program, Childcare Business Pathways, the Downtown Jamaica Storefront Improvement Program, Immigrant Initiatives, Love Your Local, NY Main Street, NYCHA Food, and the Sector-Specific program. The majority of expenses were grants, consulting services, and service agreements.

Ms. Baldera discussed program success stories. The Downtown Jamaica Storefront Improvement Program assisted five (5) small businesses within fiscal year 2020 totaling to \$141,116.09. The Love Your Local Program assisted fifteen (15) small businesses within fiscal year 2020 totaling to \$262,694.73. The Sector-Specific Business Pathways Program assisted sixteen (16) program participants with reimbursements on LLC formation fees and Food Protection courses within fiscal year 2020 totaling to \$3,369.92.

Mr. Schwartz then stated that the next order of business was the fiscal review.

Ms. Baldera indicated NYBAC has received \$925,961 from The Goldman Sachs Foundation towards the Small Business Financing Program. NYBAC also received \$100,000 from The PVH Foundation towards the COVID-19 Small Business Continuity Loan Program. Along with \$324.52 of interest income, NYBAC has a total income of \$1,026,285.52 for fiscal year 2020.

Mr. Schwartz then stated that the next order of business was the EDC Overdue Payments.

Ms. Baldera indicated that the Economic Development Corporation (EDC) owes NYBAC funding for three (3) different programs. Those programs are the Downtown Jamaica Storefront Improvement Program - \$125,000, the Love Your Local Program - \$1,100,000, and the We Fund Credit Program - \$560,000. Ms. Baldera also indicated that EDC has confirmed a release of the \$125,000 for the Downtown Jamaica Storefront Improvement Program for this week.

Mr. Mohamed confirmed NYBAC selected new auditors, Padilla & Company, LLC, who will be auditing Fiscal Year 2020. They were the lowest bidders with a contract term of three (3) years and are MWBE certified.

Mr. Schwartz then stated that the next order of business was the resolution for staff to create a Relocation Grant Program with remaining funds.

Mr. Mohamed gave an overview of the NYBAC balance sheet for fiscal year 2020 along with other funding not being utilized that may be repurposed.

With no further questions, Mr. Schwartz thanked Ms. Baldera and Mr. Mohamed for providing an update on NYBAC's finances.

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

Mr. Schwartz 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 instructed the Board that there were several Public Authorities Accountability Act (PAAA) policies and procedures that have been provided to them with the notice of the special meeting of the members for their reference. Mr. Schwartz advised the Board to keep all policies in place and instructed each member to carefully review each policy and let him know if they had any questions.

With nothing further to discuss, Mr. Schwartz asked for a motion to adjourn the meeting.

Mr. Mohamed made a motion, which was seconded by Mr. Giampietro and the meeting was adjourned at 12:57 pm.

Dated: 06/30/2020
New York, New York

Indiana Baldera, Corporate 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;
 - i. 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: Ismail Mohamed
RE: Meeting Expenses
DATE: 6/30/20

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: Indiana Baldera
RE: We Fund Credit Program
DATE: 6/30/20

WE Fund reduces financial barriers women often face as business owners by creating products that address their businesses' needs at every stage of growth.

NYBAC has received \$440,000 from private entities and is to receive \$560,000 from the Economic Development Corporation (EDC).

The EDC contribution has been delayed due to COVID-19 funding difficulties.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Indiana Baldera
RE: Small Business Continuity Loan Program
DATE: 6/30/20

The PVH Foundation contributed \$100,000 towards the Small Business Continuity Loan Program.

The program accepts businesses with fewer than 100 employees who have seen sales decreases of 25% or more are eligible to apply for loans of up to \$75,000 to ensure business continuity.

MEMORANDUM

TO: NYBAC Board of Directors

FROM: Indiana Baldera

RE: Downtown Jamaica Storefront Improvement Program

DATE: 6/30/20

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

NYBAC has received \$375,000 and the remaining \$125,000 has been confirmed to be released the week of June 30th, 2020.

The funding has been 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: Indiana Baldera
RE: Small Business Financing Program
DATE: 6/30/20

The Goldman Sachs Foundation contributed a total of \$925,961 towards the Small Business Financing Program.

The program is to connect low-income entrepreneurs to the financing products that best meets their needs.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Indiana Baldera
RE: Love Your Local Grants
DATE: 6/30/20

New York City Economic Development Corporation (EDC) has agreed to contribute the sum of up to \$1,500,000 to provide fit-our grants to two rounds of grantees.

Thus far \$400,000 has been received and the program is moving forward to round two of the selected grantees.

EDC is to contribute the reaming \$1,100,000 but has failed to do so by fiscal year 2020 due to COVID-19 funding difficulties.

MEMORANDUM

TO: NYBAC Board of Directors
FROM: Indiana Baldera
RE: Audit & Finance Committee
DATE: 6/30/20

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
Ismail Mohamed
Indiana Baldera

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: Indiana Baldera
RE: Governance Committee
DATE: 6/30/20

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.

