

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: 6/5/2018

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Attached for your review are the following documents relating to the Members' and Board of Directors' meeting scheduled for Friday June 8, 2018 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 30, 2017
5. Meeting expenses \$5,000
6. MWBE Corporate Alliance Program
7. Translation Services for IBI Guide
8. Business Education Courses for Immigrant Entrepreneurs
9. NYS Main Street Grant
10. Corporation's Audited Financial Statement and Management Letter for FY2017
11. New Business

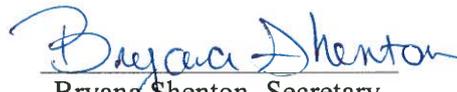
**NEW YORK CITY BUSINESS ASSISTANCE CORPORATION**

**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 8<sup>th</sup> day of June, 2018 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: 6/5/18

  
Bryana Shenton, Secretary

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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 8, 2018 on due notice.

The President, Gregg Bishop, was not present therefore Andrew Schwartz called the meeting to order at 11:07 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  
Ismail Mohamed, Treasurer  
Bryana Shenton, Secretary  
Teresa Garcia, Program Manager

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 30, 2017, 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 30, 2017, 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.

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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 11:11 am.

DATED: 6/8/2018  
New York, New York

Bryana Shenton, Secretary

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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 8, 2018 on due notice.

Mr. Schwartz called the meeting to order at 11:13 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  
Ismail Mohamed, Assistant Treasurer  
Donald Giampietro, Board Member  
Ophelia Gabrino, Board Member  
Bryana Shenton, Secretary

The following individuals were present by invitation:

Teresa Garcia, Program Manager

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 30, 2017, 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 30, 2017 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 \$26,000 for the MWBE Corporate Alliance Program.

Bryana Shenton indicated that National Grid and Manpower International Inc. have agreed to contribute \$5,000 each, Waste Management has agreed to contribute \$10,000, and CDW Corporation has agreed to contribute \$6,000 for a total combined contribution of \$26,000 towards sponsoring the initiatives and related expenses under the Corporate Alliance program.

Ophelia Gabrino stated that the contributions represent membership fees which are used to execute programs for MWBEs. Ophelia also then stated that her team was working to refocus the efforts of the CAP Program to work with corporations and city prime vendors to engage and direct city primes to help them reach their 30% MWBE goals.

Donald Giampietro wanted to know how many members the Corporate Alliance Program currently had. Ms. Gabrino stated all together there were currently 15 members.

Mr. Schwartz asked if there was minimum membership fee that was required, and Ms. Gabrino stated that for new members the membership was \$6,000, however most members usually contribute \$5,000. It is only required that new members contribute \$6,000.

With no further question, Mr. Schwartz move to approve the request by Ms. Gabrino to authorize NYBAC to receive and expend \$26,000 on this program.

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

RESOLVED, that Board of Directors hereby approves the request for NYBAC to be the recipient of \$26,000 for the MWBE Corporate Alliance Program.

Mr. Schwartz then stated that the next order of business was the translation services of the Immigrant Business Initiative Guides.

Bryana Shenton stated that Citi Community Development has agreed to contribute a total of \$16,736 to cover the cost and expenses associated with the translation services of the Immigrant Business Initiative guide into the following languages:

- Arabic
- Bengali
- Russian
- Spanish (US)
- Haitian Creole
- Korean

- Chinese (Traditional)

Ms. Shenton stated that as part of an ongoing commitment to serving the City's immigrant entrepreneurs, the Department of Small Business Services (SBS) has developed services and resources to address specific needs of entrepreneurs in immigrant communities. One of these resources, developed by SBS in partnership with Citi Community Development and the New York City Business Assistance Corporation, Building Your Business in New York City: A Guide for Immigrant Entrepreneurs, offers step-by-step advice for immigrant entrepreneurs planning, launching, or growing a small business. Topics include: signing a commercial lease, navigating government, and understanding the rights of immigrant New Yorkers. In order to better serve and reach the City's immigrant entrepreneurs

With no further questions, Mr. Schwartz moved to approve the request by Bryana Shenton to authorize NYBAC to receive and expend \$16,736 from Citi Community Development to cover the cost and expenses associated with the translation services of the Immigrant Business Initiative guide.

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

RESOLVED, that Board of Directors hereby approves the request for NYBAC to be the recipient of \$16,736 to cover the cost and expenses associated with the translation services of the Immigrant Business Initiative guide.

Mr. Schwartz then stated that the next order of business was the Business Education Courses for Immigrant Entrepreneurs.

Bryana Shenton stated that Capital One has agreed to contribute \$25,000 to design two new business courses tailored to the needs of immigrant entrepreneurs. This contribution will be used to engage industry experts with fluency in secondary/non-English languages to tailor curricula and to support the production of curriculum materials.

Mr. Giampietro asked if vendors have been selected yet and Ms. Shenton stated that program was currently reviewing proposals from vendors.

With no further questions, Mr. Schwartz moved to approve the request by Ms. Shenton to authorize NYBAC to receive and expend \$25,000 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 \$25,000 to support Business Education Courses for Immigrant Entrepreneurs.

Mr. Schwartz then stated that next order of business was the New York Main Street Grant.

Teresa Garcia indicated that NYBAC has been awarded a total of \$207,555 in grant funding through the New York Main Street Grant Program. Teresa Garcia stated this program was still in the planning and development phase and would be open to property owners in the target area that covers the north and south sides of the 3 blocks between Prospect Avenue and Southern Blvd on E Tremont Avenue in the Bronx in Summer of 2018. Teresa then mentioned that this program also allows for interior renovations and funding to resolve code violations in addition to exterior building renovation and streetscape that other storefront improvement NYBAC programs previously allowed for. The program objective is to reimburse 75% of the cost of eligible improvements with a maximum grant of \$50,000 per building.

Mr. Giampietro asked how many grants were anticipated to be given out through this program, and Teresa stated they had anticipated to fund projects in 4-5 buildings.

With no further questions, Mr. Schwartz move to approve the request by Ms. Garcia to authorize NYBAC to receive and expend \$207,555 on this program through January 2020.

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 \$207,555 for the New York Main Street Grant Program

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 2017.

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, 2017. Mr. Ali noted that as of June 30, 2017, the Corporation had total net assets of \$2,340,148. This amount is comprised of \$232,240 in unrestricted funds that can be used for general activities and \$2,096,474 in temporary restricted funds. For the FY'2017, the Corporation had revenues of \$210,000 and expenses of \$1,229,025. The bulk of the revenue came from additional funding received for the NYCHA Food Business Pathways Program and the Business Pitch Education and Competition Initiative. 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 FY'17 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, 2017 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.

With nothing further to discuss, 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 11:57 pm.

Dated: 6/08/2018  
New York, New York  
Bryana Shenton, Secretary

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**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.

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## **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.

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## **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.

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## 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.

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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.

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## **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.

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**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.

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† 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):

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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):

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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: 6/5/18

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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: 6/5/18

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NYBAC received a total contribution of \$26,000 which will be used to support 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. Please see below for a detailed breakdown of the contributions received:

- Waste Management \$10,000
- Manpower International Inc. \$5,000
- National Grid \$5,000
- CDW Corporation \$6,000

MEMORANDUM

TO: NYBAC Board of Directors  
FROM: Shaazad Ali  
RE: Translation Services for IBI Guides  
DATE: 6/5/18

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Citi Community Development has agreed to contribute a total of \$16,736 to cover the cost and expenses associated with the translation services of the Immigrant Business Initiative Guide in the following languages:

- Arabi
- Bengali
- Russian
- Spanish
- Haitian Creole
- Korean
- Chinese

MEMORANDUM

TO: NYBAC Board of Directors  
FROM: Shaazad Ali  
RE: Business Education Courses for immigrant entrepreneurs  
DATE: 6/5/18

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Capital One Services, LLC has agreed to contribute \$25,000 to support Business Education courses for immigrant entrepreneurs. This contribution will be used to engage industry experts with fluency in secondary/non-English languages to tailor curricula and to support the production of curriculum materials.

MEMORANDUM

TO: NYBAC Board of Directors  
FROM: Shaazad Ali  
RE: New York Main Street Grant  
DATE: 6/5/18

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On behalf of Governor Andrew Cuomo and the Housing Trust Fund Corporation (HTFC), NYBAC has been awarded a total of \$207,555 in New York Main Street (NYMS) Program fund which will be used to support building renovation projects in the Bronx. The target area will cover the north and south sides of 3 blocks between Prospect Avenue and Southern Blvd on E Tremont Avenue in the Bronx.

MEMORANDUM

TO: NYBAC Board of Directors  
FROM: Shaazad Ali  
RE: Audit & Finance Committee  
DATE: 6/5/18

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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: 6/5/18

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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.