

FOR CONSIDERATION

March 23, 2011

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Officers of the Corporation

REQUEST FOR: Appointment of Officers

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BACKGROUND

It is proposed that the individuals named and described below be appointed to the offices indicated.

Leecia Eve: Senior Vice President – Legal and General Counsel, ESD

As Senior Vice President – Legal and General Counsel, ESD, Ms. Eve’s area of responsibility will be the delivery of all legal services to the Corporation and its subsidiaries, the Job Development Authority and the Department of Economic Development (collectively, “ESD”).

A graduate of Harvard Law School and the John F. Kennedy School of Government, Ms. Eve is a former partner at Hodgson Russ, LLP, Western New York’s largest law firm. She served as a judicial clerk to New York State Court of Appeals Judge Fritz W. Alexander II, as Judiciary Committee Counsel to then-Senator Joseph R. Biden, Jr., and as Senate Counsel to then-Senator Hillary Rodham Clinton. Most recently, Ms. Eve served as Vice President for Policy at the No Limits Foundation, a not-for-profit organization that promotes economic issues at home and abroad and advocates transforming American foreign policy around the world, including advancing the rights of women.

A former resident of Buffalo, Ms. Eve has served on the boards of the Community Service Society of New York, the Greater Buffalo Chapter of the American Red Cross, the Buffalo Philharmonic Orchestra, and the Buffalo and Erie County Botanical Gardens Society. She is a former Vice President of the Minority Bar Association of Western New York and a current member of The Links Incorporated, Buffalo Chapter. Ms. Eve will be based in ESD’s New York City office.

Juanita Scarlett: Executive Vice President

As Executive Vice President, Ms. Scarlett's general area of responsibility will be public affairs.

Throughout Ms. Scarlett's career, she has held vital roles in both government and public relations including Director of Intergovernmental and Community Affairs at the New York State Office of Attorney General Andrew M. Cuomo and Executive Advisor for Public and Governmental Affairs at the Port Authority of New York and New Jersey, where she provided strategic communications and government relations for the Chairman and Board of the Port Authority and oversaw imaging of major projects in New York, such as the redevelopment of the World Trade Center site, operations at JFK and LaGuardia International Airports, and ports across the State. Ms. Scarlett has also had substantial private-sector experience, including executive positions at the American Stock Exchange and MTV Networks.

Irene Baker: Executive Vice President

As Executive Vice President, Ms. Baker's general area of responsibility will be the Regional Council initiative.

A *magna cum laude* graduate of St. John's University School of Law, Ms. Baker served as a judicial clerk to the Hon. Joseph M. McLaughlin of the U.S. Court of Appeals for the Second Circuit, as a litigation associate of Simpson Thacher & Bartlett, LLC and as Chief of Staff to the President and Chief Executive Officer of Marsh & McLennan Companies, Inc. Most recently, Ms. Baker served as Executive Counsel to Attorney General Andrew M. Cuomo.

REQUESTED ACTION

The Directors are requested to approve the appointment of the individuals identified above to the offices indicated, to confirm that each such individual is an officer of the Corporation within the meaning of the indemnification provisions of the Corporation's bylaws and to ratify any and all actions taken by any of them since their nomination to these positions.

RECOMMENDATION

Based upon the foregoing, I recommend approval of the above-named requested actions.

ATTACHMENT

Resolutions

March 23, 2011

APPOINTMENT OF OFFICERS – Senior Vice President – Legal and General Counsel,  
ESD; and Executive Vice Presidents

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BE IT RESOLVED, that the following individuals be, and they hereby are, appointed to the offices which appear opposite their respective names, until their earlier resignation or removal:

<u>NAME</u>	<u>OFFICE</u>
Leecia Eve	Senior Vice President - Legal and General Counsel, ESD;
Juanita Scarlett	Executive Vice President; and
Irene M. Baker	Executive Vice President;

and be it further

RESOLVED, that in accordance with and for all the purposes of the New York State Urban Development Corporation (the “Corporation”) Act and the bylaws of the Corporation, including but not limited to the indemnification provisions thereof, each of the foregoing individuals is an “officer” of the Corporation; and be it further

RESOLVED, that any and all actions taken by each of the foregoing individuals since their nomination to the offices identified herein be and hereby are ratified as the acts and deeds of the Corporation.