NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a Empire State Development

Empire State Development works to promote business investment and growth that leads to job creation and prosperous communities across New York State

Meeting of the Directors

Thursday

August 16, 2012 – 9:30 a.m.

AGENDA

FOR CONSIDERATION

I. CORPORATE ACTION

A. Approval of Minutes of the July 18, 2012 Directors' Meetings (Corporate Action)

II. DISCRETIONARY PROJECTS

NEW YORK CITY REGION

A. Long Island City (New York City Region – Queens County) – MechoShade Systems Capital – Empire State Economic Development Fund – General Development Financing Capital (Capital Grant) – Findings and Determinations Pursuant to Sections 16-m and 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

DISCRETIONARY PROJECTS CONSENT CALENDAR

B. Discretionary Projects Consent Calendar – Findings and Determinations Pursuant to Sections 10(g) and 16-m and of Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determinations of No Significant Effect on the Environment

General Development Financing Projects

A. Water Lilies Food MAP Capital (Queens County) - $100,000

II. DISCRETIONARY PROJECTS

STATEWIDE – RESTORE NEW YORK COMMUNITIES – CAPITAL GRANTS

C. Statewide – Restore New York Communities – Capital Grant – Land Use Improvement Findings and Determinations Pursuant to Sections 10(c), 10(g) and 16-n of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Adoption of Findings Pursuant to the State Environmental Quality Review Act; Determination of No Significant Effect on the Environment

   A. New York – Restore III – Bush Terminals (Kings County) - $10,000,000

III. REGIONAL COUNCIL AWARDS – ROUND I

FINGER LAKES REGION

A. Regional Council Award – Priority Project – Various Locations (Finger Lakes Region - Nine Counties) – Regional Internal Harvesting and Economic Gardening Program Working Capital – Economic Development Purposes Fund (Working Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make a Grant and to Take Related Actions

IV. NON-DISCRETIONARY PROJECTS

A. Non-Discretionary Projects - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plans; Authorization to Make Grants and to Take Related Actions

   Capital Projects Fund (Senate)

   A. City of Yonkers – Saw Mill River Daylighting Property Acquisition Capital (Westchester County) - $8,000,000

NEW YORK HARBOR AGREEMENT WITH PORT AUTHORITY OF NEW YORK AND NEW JERSEY

B. New York Harbor – Agreement with the Port Authority of New York and New Jersey ("PANYNJ") for Funding with Regard to the Transportation, Economic Development and Infrastructure Renewal Master Agreement – ("TEDIR Agreement") – Authorization to (i) Approve Funding to the Brooklyn Navy Yard Development Corporation for the Brooklyn Navy Yard Green Manufacturing Center; (ii) Adopt the Proposed General Project Plan; (iii) Amend the TEDIR Agreement to Include this Project; and (iv) Authorization to Take Related Actions

V. ADMINISTRATIVE ACTION

A. Harlem River Park Towers Residential Project – UDC Loan No. 18 – Authorization to (i) Accept a Partial Prepayment of Cash and Allow the Assumption of the Remaining Balance of Outstanding Indebtedness and (ii) Take All Related Actions

B. Procurement of: Legal Services - Authorization to Enter into a Retainer Agreement for Legal Services and to Take Related Actions

VI. INFORMATION

A. Budget Variance Reports for Quarter Ended June 30, 2012

B. Information Report – Agriculture (Oral Report)

DRAFT – SUBJECT TO REVIEW AND REVISION

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a Empire State Development Corporation
Meeting of the Directors
New York City Regional Office
633 Third Avenue
37th Floor Conference Room
New York, New York 10017

July 18, 2012

MINUTES

In Attendance

Directors:
Julie Shimer – Chair (Via telephone)
Kenneth Adams
Paul Ciminelli
Robert Dyson
Joyce Miller
Anthony Albanese – Designee for Superintendent – Department of Financial Services

Present for ESD:
Maria Cassidy, Deputy General Counsel
Vikas Gera, Project Manager – Affirmative Action
Justin Ginsburgh – Chief of Staff
Rhoda Glickman, Senior Vice President - Business Services
Eunice Jackson, Senior Counsel
Edwin Lee, Assistant Vice President – Loans and Grants
Sheri Lippowitsch, Vice President – Loans and Grants
Eileen McEvoy, Corporate Secretary
Kathleen Mize, Deputy CFO and Controller
Natasha Pallan, Director – Subsidiary Finance
Susan Shaffer, Vice President – Loans and Grants
Frances A. Walton, Chief Financial and Administrative Officer
David J. Wright, Assistant Commissioner (via telephone)

Also Present

Curtis Archer, President – Harlem Community Development Corporation
Robin Alpaugh, Southern Tier Regional Office
James Fayle, Director - Central New York Regional Office
Jessica Gabriel, Director – Capital Region Office
Steve Gawlik, Vice President – Capital Projects and Senior Counsel – Western New York Regional Office
Robert McNary, Director – Finger Lakes Regional Office
Ed Muszynski, Area Director - Finger Lakes Regional Office
Paul Taxter, Economic Development Program Specialist
Aimee Vargas, Director – Mid-Hudson Regional Office
Arnold Will – Capital Regional Office

Also Present:

The Press
The Media

The meeting of the Directors of the New York State Urban Development Corporation ("UDC") d/b/a Empire State Development ("ESD" or the "Corporation") was called to order at 9:41 a.m. by Chair Shimer. It was noted for the record that the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

Next, Chair Shimer set forth the guidelines regarding comments by the public on matters on the Agenda.

Chair Shimer then asked the Directors to approve the Minutes of the June 26, 2012 Directors' meeting. There being no changes or corrections, upon motion duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE JUNE 26, 2012 MEETING OF THE DIRECTORS OF THE NEW YORK STATE URBAN DEVELOPMENT CORPORATION

RESOLVED, that the Minutes of the meeting of the Corporation held on June 26, 2012, as presented to this meeting, are hereby approved and all actions taken by the Directors presented at such meeting as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

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The Chair then asked Mr. Lee to present a summary of the Discretionary Project items on the Agenda. Chair Shimer explained that following this brief presentation, she would call upon the individual Regional Directors or their representatives to present the projects from their region.

Mr. Lee noted that the Directors will be asked to approve eight discretionary projects in total. Mr. Lee explained that there are five Economic Development Fund Grants totaling $872,500; two grants from the Urban and Community Development Program totaling $107,424 and one JOBS Now Grant for $1,500,000.

In addition, Mr. Lee noted that there are three Regional Council Award Projects this month – two Regional Council Capital Fund Awards totaling $4,837,500 and one Economic Development Purposes Fund Project for $2,036,000.

Mr. Lee added that these projects will leverage over $149 million of additional

investments and will assist in retaining 731 jobs and in creating approximately 621 jobs in New York State.

Mr. Lee added that today's projects also include a request to reallocate funds within nine projects previously approved by the Directors under the Small Business Revolving Loan Fund.

Following the full summary, the Chair asked Mr. Alpaugh to present the Chobani JOBS Now item for the Directors' consideration.

Mr. Alpaugh explained that the Directors are being asked to authorize ESD to make a $1,500,000 grant to Chobani Yogurt located in Chemung County. These funds, he added, will be used to assist Chobani with the costs associated with the acquisition and installation of machinery and equipment.

Mr. Alpaugh added that Chobani Yogurt is an amazing success story for the Southern Tier and for New York State as a whole. The Company, he continued, is essentially doubling in size at their facility in New Berlin in Chenango County.

Mr. Alpaugh also noted that the project will create 450 new jobs and retain 386 existing jobs.

Following the full presentation, Chair Shimer called for any questions or comments. Directors Dyson and Ciminelli commented favorably with regard to the project noting, in part, the magnitude of the project for the entire area as it not only involves agriculture but also high end food.

A lengthy discussion then followed with regard to the impact of this project and various other yogurt producing projects that ESD is involved with on the dairy industry. Among other things, concerns regarding the fact that the federal government sets commodity prices for products such as milk were discussed. Director Adams noted that ESD is part of a task force convened by the Governor to address issues relating to New York State dairy farmers.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

New Berlin (Southern Tier Region – Chenango County) – Chobani Capital – JOBS Now Program (Capital Grant) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Chobani Capital – JOBS Now Program (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with

such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Chobani, Inc., a grant for a total amount not to exceed One Million Five Hundred Thousand Dollars ($1,500,000) from the JOBS Now Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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New Berlin (Southern Tier Region - Chenango County) – Chobani Capital – JOBS Now Program (Capital Grant) – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the Chobani Capital – JOBS Now Program (Capital Grant) Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

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Chair Shimer then asked Mr. McNary, the Director of ESD's Finger Lakes Regional Office,

to present the Rochester Midland EDF Capital Grant item for the Directors' consideration.

Mr. McNary asked the Directors to approve a $300,000 grant to Rochester Midland for the purchase and renovation of a building.

Mr. McNary explained that the Company is a chemical company with divisions in food process-safety, water treatment washroom sanitation and industrial cleaners.

Mr. McNary further noted that the Company has had its headquarters in two buildings in the City of Rochester since 1946. He added that this has hampered its ability to grow.

Mr. McNary explained that in 2009, the Company approached ESD for assistance and was offered a $300,000 capital grant which allowed the Company to remain in the area.

The alternative Mr. McNary added, was to relocate the manufacturing portion of its operations to one of its other facilities in Illinois or in North Carolina.

Instead, McNary explained, the Company purchased the current facility in the Town of Ogden close to the City of Rochester.

The new facility, he added, has enhanced manufacturing efficiencies and provided room for growth.

In closing, Mr. McNary noted that the project has allowed the Company to create 16 new jobs and to retain 175 jobs, including 78 that were at risk of being relocated.

Following this presentation, Chair Shimer called for questions or comments. Director Ciminelli asked if the Company retained any presence in the City of Rochester and Mr. McNary said that it had not. He explained that the Company had to abandon its operations there simply because they had to move the entire facility in order to accommodate the expansion.

Director Miller asked if that meant that those jobs were lost or if the jobs were simply moved.

Mr. McNary stated that the jobs were moved to the Town of Ogden which is very close to the City or Rochester and that all of the employees were kept on at the Ogden facility.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

> Ogden (Finger Lakes Region - Monroe County) – Rochester Midland Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Findings and Determinations Pursuant to Sections 16-m and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Rochester Midland Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Sections 16-m and 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that

1. The proposed project would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a municipality or region of the state or would enhance or help to maintain the economic viability of family farms;

2. The project would be unlikely to take place in New York State without the requested assistance;

3. The project is reasonably likely to accomplish its stated objectives and that the likely benefits of the project exceed costs;

4. There are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Rochester Midland Corporation a grant for a total amount not to exceed Three Hundred Thousand Dollars ($300,000) from the Empire State Economic Development Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the

approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Next, Mr. Taxter, representing ESD's Mid-Hudson Regional Office, asked the Directors to authorize ESD to make a $150,000 capital grant and a $241,500 training grant to Precision Pipeline Solutions, a company that was founded in Orange County in 2002. The Company, he added, offers design, construction and operating services to the natural gas pipeline and electrical utility infrastructure industry.

Mr. Taxter stated that over a relatively short period of time, the Company has grown into a business with sales over $18 million and a work force of 125.

Mr. Taxter went on to explain that at the time of ESD's offer, the Company faced several challenges, namely they had leased two facilities in Orange County and recent recapitalization that put them in an enormous cash squeeze. Mr. Taxter added that at that same time, New Jersey was presenting them with a very attractive opportunity to relocate there.

Mr. Taxter explained that the project has allowed the Company to enter into a long term lease and consolidate their two facilities into a 17,000 square foot space in New Windsor. He added that the Company intends to invest approximately $5.9 million into the project over the

next three years.

Mr. Taxter also noted that the project involves retaining 125 jobs and creating 109 new jobs.

Chair Shimer then called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

New Windsor (Mid-Hudson Region – Orange County) – Precision Pipeline Solutions Capital and Training – Economic Development Fund – General Development Financing (Capital and Training Grants) – Findings and Determinations Pursuant to Sections 16-m and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make Grants and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the New Windsor (Mid-Hudson Region – Orange County) – Precision Pipeline Solutions Capital and Training – Economic Development Fund (Capital and Training Grants) Project (the "Project"), the Corporation hereby determines pursuant to Sections 16-m and 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that

1. The proposed project would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a municipality or region of the state or would enhance or help to maintain the economic viability of family farms;

2. The project would be unlikely to take place in New York State without the requested assistance;

3. The project is reasonably likely to accomplish its stated objectives and that the likely benefits of the project exceed costs;

4. There are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to

this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Precision Pipeline Solutions, LLC grants for a total amount not to exceed Three Hundred Ninety-One Thousand Five Hundred Dollars ($391,500) from the Economic Development Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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Chair Shimer then asked Mr. Cohen to present the Small Business Revolving Loan Fund item. Mr. Cohen opened his presentation by explaining that in November of 2010, the Directors approved $25 million in Small Business Revolving Loan Fund dollars to 20 intermediary lenders around the State. That program, he added, was launched early on in the Cuomo Administration.

The $25 million from ESD, Mr. Cohen continued, is matched with at least $25 million from those intermediary lenders to lend to the mainstream, everyday small businesses around the State thus increasing access to capital for small businesses.

Mr. Cohen continued and explained the process involved in this funding in greater detail. Among other things, Mr. Cohen explained that included in the contract amount and ESD's understanding with the lenders is the provision that ESD is able to redeploy funds from those lenders that are not deploying according to the projections to lenders that are doing exceptionally well under that program. That redevelopment of funds, he explained, is what the Directors are being asked to approve today.

Specifically, Mr. Cohen asked the Directors to approve the reallocation of $2.8 million from five participating lenders and to redeploy those funds to four other participants who are all 100 percent deployed under the program.

Mr. Cohen added that all have been contacted and understand the redeployment.

Following the full presentation, the Chair called for questions and comments. Director Miller asked if an effort was made to redistribute the funds to the same regions that the unsuccessful grantees were in. She expressed concern that the reallocation that is going to New York City is coming from the Southern Tier, the Mid-Hudson Region and the Finger Lakes.

Mr. Cohen noted that the local participating lenders in those areas have not been able to reach their milestones. In some cases, he continued, that is because there are other lenders that serve that region and act locally. He noted, for example, that the Mid-Hudson Region is served by the Business Outreach Center Network.

Mr. Cohen added that ESD's statewide lender is going to prioritize the Southern Tier and the Finger Lakes Region where there is some reallocation.

Mr. Cohen added that it is not an entire redeployment of funds but rather a reduction in the amount of funds allocated to those local lenders.

Director Miller then asked if ESD knows why the grantees are having difficulty deploying funds.

Mr. Cohen stated that it is believed to be a blend of a perceived lack of demand where they have a presence and the institutional capacity of those lenders.

Director Adams asked if it was correct that the funds that will not get their full allocation recognize that they cannot fully deploy the allocation and therefore are fully supportive of it being reallocated.

Mr. Cohen said that that was correct and that it is recognized that this is a reasonable

action to get the funding into the hands of small businesses over a reasonable time period.

Director Miller asked if it's possible that instead of it being a lack of demand issue, it is actually a marketing issue.

Mr. Cohen stated that that may be a part of the issue and he expects that the other lenders which have been asked to prioritize those regions will be able to move the money. In any event, he added, it is a matter that ESD will track going forward.

There being no further questions or comment, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Statewide – Small Business Revolving Loan Fund Program – Authorization to Reallocate Funds for Loans; and Authorization to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials), relating to the Small Business Revolving Loan Fund Program (the "Program"), the Corporation is authorized to reallocate and redeploy Program funding and to enter into loan agreements and related documentation with each borrower and in such amounts as set forth in the Materials, in order to redeploy such reallocated Program funding in an aggregate not to exceed $25 million that is entirely funded by State appropriations eligible to fund the Program; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to take such actions and make such modifications to the terms of each loan as he or she may deem necessary or appropriate in the administration of the loan; and be it further

RESOLVED, that the provision by the Corporation of this financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable; (2) receipt of all other necessary approvals; and (3) the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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Mr. Lee then presented the July Discretionary Project Consent Calendar for the Directors' consideration.

Mr. Lee explained that there were four projects for consideration and he provided a brief synopsis of each of those projects.

Mr. Lee explained that the first project involves a $100,000 grant to ASB Greenworld Capital, a worldwide producer of organic gardening and plant materials.

Mr. Lee further noted that to meet the increased demand for its product in the New York/New England area, the Company has purchased a 54 acre site in Sullivan County and has built a new 20,000 square foot manufacturing facility. Mr. Lee added that the $3.2 million project was completed in June 2012 and is expected to create 17 jobs, six of which are already in place.

Mr. Lee then noted that the second project involves an $82,000 grant to Upstate Door, Inc., a manufacturer of custom-made hardwood doors.

The Company, he further explained, has purchased a 49,000 square foot facility in Wyoming County to expand its operations and accommodate additional machinery and equipment.

This $1.5 million project, Mr. Lee stated, is expected to be completed in September of 2012 and will create a total of 20 new jobs by 2014. He added that the Company has already created 12 jobs.

Mr. Lee then explained that the third project relates to a $99,924 working capital grant for the Research Foundation of the State University of New York. This grant, he continued, will support the second year of operations of a Small Enterprise Economic Development (SEED) Program.

Lastly, Mr. Lee noted that the fourth project involves a $7,500 working capital grant for the Buffalo Niagara Partnership for real estate market analysis of commercial vacancy in downtown Buffalo.

Mr. Lee added that the analysis was completed in December of 2011 and offered recommendations to convert over two million square feet of working space to mixed use development.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted (It was noted for the record that Director Ciminelli recused himself with regard to the vote on the Buffalo Building Reuse Market Analysis item.):

Empire State Economic Development Fund – Findings and Determinations Pursuant to Sections 16-m and 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Empire State Economic Development Fund Projects identified below (the "Projects"), the Corporation hereby determines pursuant to Section 16-m of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that

1. The Projects would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a municipality or region of the State or would enhance or help to maintain the economic viability of family farms.

2. The Projects would be unlikely to take place in New York State without the requested assistance.

3. The Projects are reasonably likely to accomplish its stated objectives and the likely benefits of the project exceed costs.

4. There are no families or individuals to be displaced from the project area(s); and be it further

RESOLVED, that with respect to the General Development Financing Capital Projects, the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Projects submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the

Corporation or his designee(s), that no substantive negative testimony or comment has been received at the public hearings held on the Plan, such Plan shall be effective at the conclusion of such hearings, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the Empire State Economic Development Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grants, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grants as he or she may deem necessary or appropriate in the administration of the grants; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals;

Empire State Economic Development Fund

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
	General Development Financing Projects			
A.	ASB Greenworld Capital	X580	ASB Greenworld, Inc.	$100,000
B.	Upstate Door Capital	X251	Upstate Door, Inc.	82,000
			TOTAL	**$182,000**

and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

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Urban and Community Development Program - Findings and Determinations Pursuant to Sections 5(4) and 16-d of the Act; Authorization to Make a Grant and to Take Related Actions

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Urban and Community Development Program Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the Urban and Community Development Program, for the purposes, and substantially on the terms and conditions, set forth in the Materials, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals;

<u>Urban and Community Development Program</u>

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
	Urban and Community Technical Assistance			
C.	SEED - SUNY Albany - Working Capital	X877	The Research Foundation of State University of New York	$99,924
	Urban and Community Project Development Assistance			
D.	Buffalo Building Reuse Market Analysis	X552	Buffalo Niagara Partnership	7,500
			TOTAL	**$107,424**

and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to

execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Shimer moved on to the Regional Council Awards – Round 1 items and asked Mr. Taxter to present the first of those items.

Mr. Taxter asked the Directors to authorize ESD to make a $4,000,000 grant to the New York Medical College located in Westchester County.

The funds, he explained, will be used to create incubator and laboratory space for entrepreneurs, a shared resource facility for virtual incubator participants and a workforce training program for all of the Region's biotechnology companies. Mr. Taxter further noted that the project is expected to create 121 directs jobs, 51 indirect jobs and 82 induced jobs in the first five years of operation.

Following Mr. Taxter's full presentation, the Chair called for questions and comments.

Director Adams spoke favorably with regard to the project noting that he had recently toured the facility with Aimee Vargas, the Director of ESD's Mid-Hudson Regional Office and the leaders of Bio-Hud Valley which is a consortium of economic development organizations advancing the bioscience and life sciences center in Hudson Valley.

Director Adams noted that there is a great deal of support for this project and it is a priority of the Mid-Hudson Regional Council.

Chair Shimer asked if this is why the percentage of participation by ESD is higher than average and Director Adams stated that that was correct.

Director Miller then asked if there are target companies for participation in the incubator. Director Miller further asked if it is limited to companies that are affiliated with or technologies that were developed by the New York Medical College.

Mr. Taxter stated that he did not know if there were targeted companies. He stated that it is his understanding, however, that it is not limited to only companies that are affiliated with the College.

Director Miller asked if there are any provisions whereby the College or the State will benefit from the upside of any of the companies that becomes successful.

Mr. Taxter and Director Adams noted that they were not aware of any such conditions being in place.

A discussion was then had with regard to including such conditions with regard to this type of project going forward. The Chair stated that this is an excellent point to consider

sending as a policy recommendation to those individuals in Albany who can act on such matters. It was recommended that a meeting of the Policy Committee of the ESD Directors be scheduled in the near future.

The Chair then called for any further questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Regional Council Award - Priority Project - Valhalla (Mid-Hudson – Westchester County) – New York Medical College Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the New York Medical College Capital Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to New York Medical College a grant for a total amount not to exceed Four Million Dollars ($4,000,000) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Chair Shimer then asked Ms. Gabriel, the Director of ESD's Capital Regional Office, to present the University of Albany RNA Institute Economic Development Purposes Fund for the Directors' consideration.

Ms. Gabriel provided the relevant background information with regard to this request noting in part that the grant of $2,036,000 will be used for a portion of the costs to establish and advance the instrumentation of a laboratory for RNA research, the construction of a flexible state-of-the-art facility designed for and dedicated to RNA research.

Following the full presentation and the referenced comments, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was adopted:

Regional Council Award – Priority Project - Albany (Capital Region - Albany County) –

University at Albany Capital - RNA Institute Capital – Economic Development Purposes Fund (Capital and Working Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the University at Albany - RNA Institute Capital -- Economic Development Purposes Fund Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to University at Albany a grant for a total amount not to exceed Two Million Thirty-Six Thousand Dollars ($2,036,000) from the Economic Development Purposes Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

The Chair then asked Mr. Fayle, the Director of the Central New York Regional Office, to present the Merchants Commons item for the Directors' consideration.

Mr. Fayle asked the Directors to approve an $837,500 Regional Council Grant to Merchants Commons, LLC.

Mr. Fayle explained, among other things, that this request involves a $12.5 million project involving environmental remediation and renovation of two buildings in Syracuse, New York.

Mr. Fayle further noted that these buildings have been vacant for over ten years and that this project represents the City's focus on revitalizing its downtown and creating a living space for people to move into in the downtown area.

Following the full presentation, the Chair called for questions or comments. Director Miller asked if the buildings, when renovated, will incorporate green building and energy efficient technology and Mr. Fayle answered that they would.

There being no further questions or comment, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

Regional Council Award – Priority Project - Syracuse (Central New York – Onondaga County) - Merchants Commons Capital —Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Merchants Commons Capital Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Merchants Commons, LLC a grant for a total amount not to exceed Eight Hundred Thirty-Seven Thousand Five Hundred Dollars ($837,500) from the Regional Council Capital Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion

consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Regional Council Award – Priority Project - Syracuse (Central New York – Onondaga County) - Merchants Commons Capital - Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the Merchants Commons Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Next, Ms. Lippowitsch presented the July Non-Discretionary Consent Calendar for approval.

Ms. Lippowitsch noted that the Directors were being asked to approve three projects totaling $4,550,498 in assistance authorized or re-appropriated in the fiscal year 2012-2013 New York State Budget.

Ms. Lippowitsch went on to explain that due diligence has been exercised by ESD staff and that the recipients have provided ESD with the required disclosure and accountability certifications.

Ms. Lippowitsch provided a brief outline of each of the projects to be approved.

Ms. Lippowitsch explained that the first item is an Executive sponsored Project relating

to the Merchants Commons item previously presented by Mr. Fayle. The grant, she continued, is in the amount of $612,500 and will go to the Syracuse IDA.

Ms. Lippowitsch further explained that the Directors previously approved a $2,000,000 grant to the IDA in April of 2008 for the construction of a mixed-use facility in the Franklin Square District of Syracuse. That project, she added, did not go forward and the IDA requested that the funds be reallocated.

Of the original $2,000,000, Ms. Lippowitsch noted, the Directors approved a reallocation of $500,000 in December of 2010 for the development of a Marriott Hotel Complex in downtown Syracuse's historical district.

Ms. Lippowitsch further noted that the second reallocation of $275,000 was approved in May for building improvements and machinery and equipment for a full service Tops Market grocery store in Onondaga County.

Today's request, she continued, is the third reallocation for $612,500 and it does not involve the authorization of any funding.

Ms. Lippowitsch then explained that the second project is also Executive sponsored. Ms. Lippowitsch explained that this request involves three grants totaling $3,150,498 for the Research Foundation or SUNY for working capital expenses and lab equipment related to the

Buffalo Center of Excellence in Bioinformatics and Life Science in Erie County.

The third project, Ms. Lippowitsch explained, is a Senate sponsored project involving a $1.4 million grant to the Webster Senior Building C, LLC, for a portion of the cost of construction of 51 units of senior residential housing in Bronx County.

Ms. Lippowitsch added that the projects presented today were funded from the general fund or loan proceeds.

Following the presentation, the Chair asked for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was adopted:

Empire Opportunity Fund – Land Use Improvement Findings and Determinations Pursuant to Sections 10 (c) and 10 (g) of the Act; Authorization to Adopt the General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further resolved:

Land Use Improvement Project

1) That the area in which the project is to be located is a substandard or unsanitary area, or is in danger of becoming a substandard or unsanitary area and tends to impair or arrest the sound growth and development of the municipality;

2) That the project consists of a plan or undertaking for the clearance, replanning, reconstruction and rehabilitation of such area and for recreational and other facilities incidental or appurtenant thereto;

3) That the plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole;

4) That the proposed facilities or project is consistent with any existing local or regional comprehensive plan; and

5) The requirements of Section 10(g) of the Act are satisfied.

and be it further

RESOLVED, the Project is in compliance with Chapter 84 of the Laws of 2002 and the Corporation's guidelines established thereunder. Individual Project funding does not exceed 25 percent of the total project costs, or if project funding does exceed 25 percent of total project costs, the Director of the Division of the Budget has authorized the provision of such amount; and be it further

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the Empire Opportunity Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

<u>Empire Opportunity Fund – Executive - Project Summary Table</u>

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
A	SIDA – Merchants Commons – Upstate City-by-City EOF Capital	X755	Syracuse Industrial Development Agency	0[1]
	1 – a $2 million grant was			

	approved for this grantee by the ESD Directors on April 17, 2008, but that project did not move forward. This request is to reallocate $612,500 of the $2 million for the subject project, and does not involve new funding.			
			TOTAL	**$0**

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Local Assistance - Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make Grants and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Local Assistance Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area(s); and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make grants to the parties and for the amounts listed below from Local Assistance, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive

Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grants, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grants as he or she may deem necessary or appropriate in the administration of the grants; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

Local Assistance – Executive – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
B	The Research Foundation – Buffalo COE in Bioinformatics & Life Sciences	W874, W876, W884	The Research Foundation of State University of New York	3,150,498
			TOTAL	**$3,150,498**

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Capital Projects Fund - Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Capital Projects Fund project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief

Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the Capital Projects Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

Capital Projects Fund - Senate - Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
C	Webster – Senior Residential Housing Capital	X737	Webster Senior Building C, LLC	1,400,000
			TOTAL	**$1,400,000**

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Bronx (New York City Region – Bronx County) – Webster - Senior Residential Housing Capital – Capital Projects Fund (Capital Grant) – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the Webster - Senior Residential Housing Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Mr. Archer, the President of ESD's subsidiary, the Harlem Community Development Corporation, presented the Victoria Theatre Redevelopment Land Use Improvement and Civic Project for the Directors' consideration.

Mr. Archer outlined the various components of the project noting, in part, that the project will include among other uses, the construction of a mixed-use, 26 story, approximately 360,000 square foot facility that will include a 210-room hotel with a 5,000 square foot ballroom, 229 units of mixed-income rental housing with 50 percent of the units being affordable to low and moderate income households.

The project, Mr. Archer added, will also include historic preservation elements such as the retention of the existing theater south building and the restoration of the building's façade, lobby and grand staircase as well as the replication of the original marquee and blade sign.

Mr. Archer then noted that the project was cited in the New York City Regional Council's five year plan as a transformative project for 125th Street.

Mr. Archer further noted that the project will generate significant economic and

community development benefits for the 125th Street corridor and for the community, enhance the vitality of 125th Street, strengthen Harlem as a destination for business tourism and the arts and will generate approximately 576 construction jobs and 373 permanent jobs.

Mr. Archer then proceeded to provide the relevant background information with regard to the status of the site and the project thus far including the process involved in selecting Danford Development Partners, LLC as the developer.

Mr. Archer went on to state the requests being made to the Directors were follows (a) to adopt the Land Use Improvement Project and Civic Project Findings required under the UDC Act; (b) to adopt the Proposed General Project Plan; (c) to accept the Draft Environmental Impact Statement ("DEIS") as satisfactory with respect to its scope and content; and (d) to authorize a Public Hearing pursuant to the UDC Act, SEQRA and other applicable law on the DEIS, the General Project Plan and the Essential Terms of the proposed Ground Lease and related documents.

Mr. Archer then outlined several next steps for the Project pending its approval by the ESD Directors.

Following the full presentation, the Chair called for questions or comments. Director Ciminelli asked why the project was not eligible for historic tax credits and Ms. Shatz stated that there is an adverse impact on the site.

Director Ciminelli asked why ESD could not bifurcate the process since part is being restored and then an addition is being made.

Ms. Shatz stated that only the historic façade on the theatre is being restored. The auditorium and the theatre itself are not historical.

Director Miller noted that she was happy to see that this project was finally going to come to fruition. She then asked if a marketing study had been done with regard to the creation of a hotel on 125th Street. Director Miller also asked if the hotel is not successful has any thought been given to a different usage such as additional low income housing.

It was established that a marketing study had been done and updated and that Harlem has continued to flourish and change in a way that there's a demand for hotel services.

Mr. Archer added that in terms of the hotel not being successful, no consideration has been given thus far to other possible uses.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

NEW YORK (NEW YORK COUNTY)-VICTORIA THEATRE REDEVELOPMENT PROJECT – Adoption of Land Use Improvement Project and Civic Project Findings pursuant to Section 10 of the UDC Act; Authorization to Adopt the Proposed General Project Plan

("GPP"); Authorization to Hold a Public Hearing on the GPP pursuant to the UDC Act and Other Applicable Law; Authorization to Accept the Draft Environmental Impact Statement ("DEIS") as Satisfactory with Respect to its Scope, Content and Adequacy under the State Environmental Quality Review Act ("SEQRA") and for Publication, Circulation and Filing; Authorization to Hold a Public Hearing on the DEIS pursuant to SEQRA and Other Applicable Law; Authorization to Hold a Public Hearing on the Essential Terms of a Proposed Lease with Option to Purchase and Related Documents for the Project with Danforth Development Partners, LLC or an Affiliate thereof Pursuant to the UDC Act and Other Applicable Law; and Authorization to Take Related Actions

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RESOLVED, that, on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the Victoria Theater Redevelopment Land Use Improvement and Civic Project (the "Project"), the Corporation hereby finds pursuant to Section 10(c) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"):

(1) That the area in which the project is to be located is a substandard or insanitary area, or is in danger of becoming a substandard or insanitary area and tends to impair or arrest the sound growth and development of the municipality;

(2) That the project consists of a plan or undertaking for the clearance, re-planning, reconstruction and rehabilitation of such area and for recreational and other facilities incidental or appurtenant thereto;

(3) That the plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole;

and be it further

RESOLVED, that, on the basis of the Materials relating to the Project, the Corporation hereby finds pursuant to Section 10(d) of the Act:

(1) That there exists in the area in which the project is to be located, a need for the educational, cultural, recreational, community, municipal, public service or other civic facility to be included in the project;

(2) That the project shall consist of a building or buildings or facilities which are suitable for educational, cultural, recreational, community, municipal, public service or other civic purposes;

(3) That such project will be leased to or owned by the state or an agency or instrumentality thereof, a municipality or an agency or instrumentality thereof, a public corporation, or any other entity which is carrying out a community, municipal, public service or

other civic purpose, and that adequate provision has been or will be, made for the payment of the cost of acquisition, construction, operation, maintenance and upkeep of the project;

(4) That the plans and specifications assure or will assure adequate light air, sanitation and fire protection; and be it further

RESOLVED, that on the basis of the Materials relating to the Project, indicating that there are no families or individuals to be displaced from the Project area, the Corporation hereby finds that the requirements of Section 10(g) of the Act are satisfied; and be it further

RESOLVED, that on the basis of the Materials, and substantially on the terms and conditions described in the Materials, the Corporation does hereby adopt, subject to and pursuant to, and for the purposes of a public hearing required by, Section 16 of the UDC Act, and as may be appropriate pursuant to other applicable laws:

(1) the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the Chairman and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the record of the Corporation; and

(2) the essential terms of the proposed ground lease with option to purchase and related documents between Harlem CDC as Landlord and Danforth Development Partners, LLC (the "Developer") or an affiliate of the Developer; and be it further

RESOLVED, that the Plan shall not be final until action is taken by the Directors as provided in the UDC Act and until such time as all requirements of the UDC Act and other applicable law in connection therewith have been satisfied; and be it further

RESOLVED, that the Chairman and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name of and on behalf of the Corporation to take such actions as may be considered necessary or appropriate in connection with the holding of the public hearing required pursuant to Section 16 of the UDC Act and other applicable law (which hearing may held simultaneously with one or more hearings which may be held pursuant to other applicable law), including without limitation, the providing, filing or making available of copies of the Plan or a digest thereof and the findings required by Section 10 of the UDC Act relating to the Project, the fixing of a date for such hearing, the publication of a notice relating to the Plan and such hearing in accordance with the UDC Act, other applicable law, and the procedures heretofore approved by the Corporation with respect to similar hearing, and the making of a report or reports to the Directors on such hearing, written comments received, and any local governmental recommendations respecting the Plan; and be it further

RESOLVED, that the Draft Environmental Impact Statement ("DEIS") for the Project, as presented to this meeting, a copy of which is hereby ordered filed with the records of the

Corporation relating to the Project, is satisfactory with respect to its scope, content and adequacy for purposes of the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation, and is hereby accepted by the Corporation; and be it further

RESOLVED, that the Corporation is hereby authorized to publish, circulate, and file the accepted DEIS in the manner required under SEQRA and the implementing regulations of the New York State Department of Environmental Conservation; and be it further

RESOLVED, that the Chairman and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name of and on behalf of the Corporation to take such actions as may be considered necessary or appropriate to comply with the requirements of SEQRA, including, without limitation, the holding of a public hearing under SEQRA and other applicable law (which hearing may be held simultaneously with one or more hearings which may be held pursuant to other applicable law), providing, filing or making available copies of the DEIS or the summary thereof, the fixing of a date for such hearing, the publication of a notice relating to the DEIS and such hearing in accordance with SEQRA, the implementing regulations of the New York State Department of Environmental Conservation, other applicable law, and the procedures heretofore approved by the Corporation, with respect to similar hearings, and the making of a report or reports to the Directors on such hearing and written comments received; and be it further

RESOLVED, that the Chairman and Chief Executive Officer, or his designee, be, and each of them hereby is, authorized in the name of and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as may be considered necessary or appropriate in connection with carrying out the public hearing(s) and to effectuate the foregoing resolutions.

* * *

Next, Ms. Roy asked the Directors to authorize ESD to extend a contract with Jacqueline Dalton for six months with an option to extend for an additional year at the discretion of ESD's Chief Financial and Administrative Officer pending New York State Joint Commission on Public Ethics approval.

Ms. Roy noted that Ms. Dalton is currently in the process of applying for MWBE certification. She further noted that Ms. Dalton has been instrumental in assisting the portfolio

management group's administration of the management of approximately 50 properties in the housing portfolio since June, 2010.

Following Ms. Roy's presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

EMPIRE STATE DEVELOPMENT CORPORATION – Authorization to extend the term of a Contract with Jacqueline Dalton to Provide Consulting Services and to Take Related Actions

---

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the "Materials"), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Jacqueline Dalton to be responsible, and be it further

RESOLVED, that the Corporation is hereby authorized to extend a contract with Jacqueline Dalton in an amount not to exceed $12,500, with an option to further extend for an additional year, at the discretion of the Chief Financial & Administrative Officer and with JCOPE approval, in an amount not to exceed $30,000 for a total contract amount including this amendment not to exceed $90,000 for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President & Chief Executive Officer of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution. Any actions taken with respect to this contract prior to the date hereof are hereby ratified and approved.

* * *

Mr. Heilbrunn then asked the Directors to approve ESD's Investment Guidelines and Annual Report in accordance with the requirements of the Public Authorities Law.

Mr. Heilbrunn outlined the pertinent information contained in the report and noted that

there are no recommended changes to the guidelines.

Following the full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT – (the "Corporation") Approval of the Investment Guidelines and Investment Report and Authorization to Take Related Actions

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WHEREAS, the Corporation wishes to comply with Section 2925 of the Public Authorities Law ("Law") which mandates that public benefit corporations annually prepare and approve an investment report ("Report") which includes, among other things, the Corporation's investment guidelines ("Guidelines") and

WHEREAS, said Law also requires the annual review and approval of its Guidelines; and

WHEREAS, the Corporation has prepared the Report for the fiscal year ended March 31, 2012; and

WHEREAS, the Corporation adopted Guidelines in 1984 which have been amended and were most recently approved by the Corporation on July 13, 2011; and

WHEREAS, the Corporation has reviewed said Report and said Guidelines and found them to be satisfactory;

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Guidelines as amended are hereby approved and it is further

RESOLVED, that the Report is hereby approved; and it is further

RESOLVED, that the President and Chief Executive Officer, the Chief Financial Officer, the Treasurer or their designees be, and each of them hereby is, authorized and empowered to submit said Report, as required by law, and to take such action and execute such agreements and instruments as he or she may consider necessary or desirable or appropriate in connection with the implementation of the Guidelines, and the Report and to take related actions.

* * *

Ms. Roy then asked the Directors to authorize ESD to consent to the second amendment to the ground lease for the Island House Residential Development on Roosevelt Island. Ms. Roy noted that the ground lease will be accompanied by the implementation of an affordability plan for the preservation of affordable housing and the project's withdrawal from the Mitchell-Lama program.

She added that it also includes modifications to ESD's collection of tax equivalency payments.

Ms. Roy added that Island House was one of four Mitchell-Lama properties financed by UDC in the 1970's on Roosevelt Island. This 400 unit project, she continued, will be converting from affordable rental to a co-operative with rent and sale restrictions administered by the New York State HCR.

Ms. Roy then provided the relevant historical background information with regard to Island House as well as the anticipated transition process going forward.

Following Ms. Roy's full presentation, the Chair called for questions or comments. Director Miller asked Ms. Roy to review the provisions for renting or sale of apartments after the building is converted to a co-op.

Director Miller also asked if the tenants who decide to remain as tenants will be eligible to remain under rent stabilization.

Ms. Roy explained that the existing tenants will have the option to stay as rental tenants or have the option to purchase their property at an affordability level that is set by HCR, therefore, they will be maintained as affordable units in either home ownership or rental.

Ms. Roy added that the standard rent stabilization will not apply because they will be considered affordable units that will be administered by HCR.

Further discussion was had regarding the effects of the privatization on the Island House tenants going forward.

A brief discussion was also had with regard to the effects of the expiration of the Mitchell-Lama program in general.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was adopted (It was noted for the record that Director Miller abstained with regard to the vote on the following resolution.):

> ROOSEVELT ISLAND – (NEW YORK COUNTY) ISLAND HOUSE RESIDENTIAL PROJECT (UDC LOAN NO. 53) AUTHORIZATION TO (I) CONSENT TO SECOND AMENDMENT TO THE GROUND LEASE, (II) REVISE TAX EQUIVALENT PAYMENT ("TEP") TERMS UPON IMPLEMENTATION OF AFFORDABILITY PLAN FOR PRESERVATION OF AFFORDABLE HOUSING AND WITHDRAWAL FROM MITCHELL-LAMA PROGRAM ("AFFORDABILITY

PLAN" OR "PLAN"), WHICH IS INCORPORATED AND MADE PART OF SECOND AMENDMENT TO THE GROUND LEASE, (III)ASSIGN MORTGAGE TO THE NEW LENDER, AND (IV) TAKE ALL RELATED ACTIONS.

RESOLVED, that based on the materials presented to this meeting and ordered filed with the records of the New York State Urban Development Corporation, relating to the Island House Residential Project (UDC Loan No. 53) the Corporation be and hereby is authorized to (i) Consent to Second Amendment to the Ground Lease, (ii) Revise Tax Equivalent Payment ("TEP") Terms Upon Implementation of Affordability Plan for Preservation of Affordable Housing and Withdrawal from Mitchell-Lama Program ("Affordability Plan" or "Plan"), Which Is Incorporated and Made Part of Second Amendment to the Ground Lease, (III) Assign Mortgage to the New Lender, and (iv) Take All Related Actions, and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) are, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

Next, Ms. Roy asked the Directors to authorize ESD to take various actions in connection with the Vernon Avenue Housing in Brooklyn, New York.

Ms. Roy provided background information with regard to this request and asked the Directors to authorize ESD to accept a partial prepayment in satisfaction of the outstanding mortgage; allow an assumption of the remaining balance of the outstanding mortgage; allow an assumption of a tenant repair and improvement loan and take all related actions.

Following Ms. Roy's full presentation, the Chair called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

KINGS COUNTY – VERNON AVENUE HOUSES (UDC LOAN NO. 237) – REQUEST FOR AUTHORIZATION TO (I) ACCEPT A PARTIAL PREPAYMENT IN SATISFACTION OF THE OUTSTANDING MORTGAGE, (II) ALLOW AN ASSUMPTION OF THE REMAINING BALANCE OF THE OUTSTANDING MORTGAGE, (III) ALLOW AN ASSUMPTION OF A TENANT REPAIR AND IMPROVEMENT LOAN, AND (IV) TAKE ALL RELATED ACTIONS.

RESOLVED, that, based on the materials submitted to this meeting and ordered filed with the records of the New York State Urban Development Corporation ("Corporation") relating to the Vernon Avenue Houses (UDC Loan No. 237), the Corporation be and hereby is authorized to: (i) Accept a Partial Prepayment in Satisfaction of the Outstanding Mortgage, (ii) Allow an Assumption of the Remaining Balance of the Outstanding Mortgage, (iii) Allow an Assumption of a Tenant Repair and Improvement Loan, and (iv) Take All Related Actions, and be it further.

RESOLVED, that the Officers of the Corporation, be, and each of them hereby is authorized and directed to take any and all actions necessary to carry out the foregoing resolutions and to carry out any authority or delegation granted to the Corporation or in conjunction with such authorizations, including, but not limited to, the preparation and execution of any agreements, instrumentation and/or documents as such authorized officer may deem necessary or appropriate.

* * *

Ms. Roy then asked the Directors to authorize ESD to take various actions in connection with the Ocean Village Residential Project in the Arverne section of Queens.

Ms. Roy provided the relevant historical background with regard to this project and asked the Directors to authorize ESD to accept partial prepayment and allow the assumption of the remaining balance of the outstanding indebtedness and take all related actions.

Ms. Roy stated that staff recommends that the Directors accept the prepayment and assign the remaining outstanding indebtedness to HDC so this project may be rehabilitated and the 1,093 units may remain as an affordable resource.

Following Ms. Roy's full presentation, the Chair called for questions or comments. Director Ciminelli asked how long the current landlord has been in place and Ms. Roy explained that the partners on this project have been in place since the project was created and that the management company has been there for the entire time as well.

Mr. Roy explained that this represents part of the way the Mitchell-Lama's were originally created.

Ms. Roy further noted that the disrepair has been caused in large part by the way it was constructed. She further explained that it is on the ocean and the useful life of the windows and the roof have expired.

Director Ciminelli stated that it seems like a good area and asked why they were not able to pay debt service. Mr. Archer stated that the highest concentration of public housing in New York is in the Rockaways. Directors Adams and Miller noted that it is a poor area and has been a problem for many years.

A discussion then ensued regarding the prudence of recapitalizing and it was established that there would be new management brought in as well as oversight of the project by the City.

Director Adams stressed the importance of ESD interacting with the local and elected

officials regarding this project and Ms. Roy explained that that process was being undertaken.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

QUEENS COUNTY - OCEAN VILLAGE RESIDENTIAL PROJECT - (UDC LOAN NO. 33) - REQUEST FOR AUTHORIZATION TO (i) ACCEPT A PARTIAL PREPAYMENT AND ALLOW THE ASSUMPTION OF THE REMAINING BALANCE OF OUTSTANDING INDEBTEDNESS AND (ii)TAKE ALL RELATED ACTIONS.

RESOLVED, that, based on the materials submitted to this meeting and ordered filed with the records of the New York State Urban Development Corporation ("Corporation") relating to the Ocean Village Residential Project (UDC Loan No. 33), the Corporation be and hereby is authorized to: (i) Accept a Partial Prepayment and Allow the Assumption of the Remaining Balance of Outstanding Indebtedness and (ii) Take All Related Actions, and be it further

RESOLVED, that the Officers of the Corporation, be, and each of them hereby is authorized and directed to take any and all actions necessary to carry out the foregoing resolutions and to carry out any authority or delegation granted to the Corporation or in conjunction with such authorizations, including, but not limited to, the preparation and execution of any agreements, instrumentation and/or documents as such authorized officer may deem necessary or appropriate.

* * *

Lastly, Mr. Gilchrist, the President of the Moynihan Station Development Corporation, provided a detailed report on the current status of the Project. Mr. Gilchrist provided the Directors with the historical background as well as the next steps in connection with this project.

There being no further business, the meeting was adjourned at 11:54 a.m.

Respectfully submitted,

Eileen McEvoy
Corporate Secretary

FOR CONSIDERATION
August 16, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Long Island City (New York City Region – Queens County) – MechoShade Systems Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Sections 16-m and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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General Project Plan

I. Project Summary

Grantee: MechoShade Systems, Inc. (the "Company")

ESD* Investment: A grant of up to $600,000 to be used for a portion of the cost of facility renovation and acquisition of new machinery and equipment.

* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")

Project Location: 42-03 35th Street, Long Island City, Queens County

Proposed Project: The project involves the renovation of a 46,000 square-foot manufacturing building into the Company's corporate offices.

Project Type: Capital improvements involving job retention and creation.

Regional Council: The New York City Regional Council has been made aware of this item and the project is consistent with the Regional Plan. The Incentive Offer was accepted in July 2006 and revised on August 2009, predating the Regional Council Initiative.

Employment:	Initial employment at time of ESD Incentive Offer:	119
	Current employment level:	209
	Minimum employment on January 1, 2013:	157*
	*Include up to 3 Full-time Contract Employees	

II. Project Cost and Financing Sources

Financing Uses	Amount
Infrastructure, Construction and Renovations	$7,983,199
Machinery & Equipment	1,611,765
Soft Costs including Legal, Permits, A&E fees, Consultants, Insurance and Miscellaneous	1,236,158
Total Project Costs	$10,831,122

Financing Sources	Amount	Percent	Rate/Term/Lien
ESD-Grant	$600,000	5%	
HSBC-Loan	8,500,000	79%	5.47*%/15* yrs/first lien on RE
Company Equity	1,731,122	16%	
Total Project Financing	$10,831,122	100%	

III. Project Description

A. Company

Industry: MechoShade Systems, Inc. designs, manufactures and markets solar shading systems for commercial, institutional and residential buildings.

Company History: MechoShade Systems, Inc. was formed out of HomeCraft Drapery and Upholstery Corporation. Since its first roller shade 50 years ago, the Company has become the standard manufacturer of manual, motorized and automated shading systems and controls. In addition, the Company now offers automated dimming and lighting controls required in many architectural designs of glass facades to comply with energy codes and more energy-efficient buildings.

Ownership: Privately owned

Size: MechoShade corporate office is located in Long Island City, New York, and manufacturing facilities in Phoenix, Arizona; Edison, New Jersey, and Milton Keynes, United Kingdom.

Market: MechoShade Systems location in NYS is important to maintain its position as leader in the industry. Major clients include: Goldman Sachs headquarters, NY and London, UK; Hess Oil, Houston, Texas; and MGM/City Center, Las Vegas, Nevada. Some of MechoShade competitors are: Hunter-Douglas, Pearl River, NJ; Draper, Inc., Spiceland, Indiana; and Levolor, Atlanta, Georgia.

ESD Involvement: In 2006, the Company approached ESD for financial assistance to renovate and equip a former manufacturing building into the Company's corporate headquarters. Keeping its presence in NYS is vital to sustaining the Company's growth, retaining its NYC workforce, and to maintain its proximity to architectural firms. As a result, ESD offered a $600,000 Empire State Economic Development Fund capital grant that was accepted in July 2006.

Competition: The Company considered relocating to New Jersey or Connecticut.

Past ESD Support: This is the Company's first project with ESD.

B. The Project

Completion: March 2012

Activity: The project involves the renovation of a 93-year-old 46,000 square-foot manufacturing building into the Company's corporate offices. The renovated facility supports corporate operations, sales, customer service, and engineering and design functions. Highlights of the building's renovations include a 26.48kW photovoltaic electrical system, white roofing, fully automated and zoned HVAC system, elevator, automated dimming and solar shading. The building is expected to achieve a LEED Gold certification later this year.

Results: As a result of the project, the Company has retained 119 jobs including 1 Full time Contract Employee and will create 38 new jobs including up to 3 Full time Contract positions.

Grantee Contact: Norman E. Rathfelder, CFO
42-03 35th Street
Long Island City, NY 11101
Phone: (718) 729-2020
Fax: (718) 729-2941

ESD Project No.: U331

Project Team:	Origination	Aida Reyes Kuehn
	Project Management	Javier Roman-Morales
	Contractor & Supplier Diversity	Vikas Gera
	Finance	Jonevan Hornsby
	Design & Construction	Peter Topor
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $600,000 capital grant ($6,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Company will demonstrate no materially adverse changes in its financial condition prior to disbursement.

3. JB Industries will guarantee the grant repayment obligation of its subsidiary, MechoShade Systems, Inc., in the event of an Employment Shortfall or other default, as defined in these materials or the Grant Disbursement Agreement.

4. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Company's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

5. Prior to disbursement, the Company must employ at least the number of Full-time Permanent Employees set forth as the Baseline Employment in the table below. A Full-time Permanent Employee shall mean (a) a full-time, permanent, private-sector employee on the Grantee's payroll, who has worked at the Project Location for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Grantee's payroll, who have worked at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties. A Full-time Contract Employee is a full time private sector employee (or self-employed person) who is not on the grantee's payroll but who works exclusively for the grantee at the project location for a minimum of 35 hours per week for not less than 4 consecutive weeks, providing services that would otherwise be provided by a

Full-time Permanent Employee. The position held by a Full-time Contract Employee must be a year-round position.

6. Up to $600,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($300,000), upon completion of the project substantially as described in these materials, as evidence by the issuance of a Temporary Certificate of Occupancy, documentation of purchase and installation of M&E and documentation of the employment of at least 118 Full-time Permanent Employees and up to 1 Full-time Permanent Contract Employee at the Project Location, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of an amount equal to 25% of the grant ($150,000) will be disbursed upon documentation of the employment of at least 154 Full-time Permanent Employees and up to 3 Full-time Contract Employees for a total Full-time workforce of 157 at the Project Location (Employment Increment of 36 Full-time Permanent Employees and Employment Increment of up to 2 Full-time Contract Employees), and evidence of issuance of a Certificate of Occupancy, provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to 25% of the grant ($150,000) one year following the Second Disbursement will be disbursed upon documentation of the employment of at least 154 Full-time Permanent Employees and up to 3 Full-time Contract Employees for a total Full-time workforce of 157 at the Project Location, provided Grantee is otherwise in compliance with program requirements.

   Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses reimbursed by ESD's grant must be incurred on or after July 10, 2006, to be considered eligible project costs.

7. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $600,000 for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

8. In consideration for the making of the Grant, Grantee will achieve the Employment Goals set forth in Column B of the table below. If the Full-time Permanent Employee Count for the year prior to the reporting date set forth in Column A of the table below is less than eighty-five percent (85%) of the Employment Goal set forth in Column B (an "Employment Shortfall"), then upon demand by ESD, Grantee shall be obligated to repay to ESD a portion of each disbursement of the Grant, as follows:

   The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the Employment Shortfall occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

(i) 100% of the disbursed amount if the Employment Shortfall occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
(ii) 80% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;
(iii) 60% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;
(iv) 40% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;
(v) 20% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.

The Grantee's number of Full-time Permanent Employees shall be deemed to be the greater of the number as of the last payroll date in the month of December for such year or the average employment for the 12 month period computed by quarter.

Baseline Employment	119*

A	B
Reporting Date	Employment Goals
February 1, 2013	119*+X
February 1, 2014	119*+X
February 1, 2015	119*+X
February 1, 2016	119*+X
February 1, 2017	119*+X

*118 Full-time Permanent Employees and up to 1 Full-time Contract Employee

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X=38, and Employment Goals shall equal [119 + X = 157[1] if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.

[1] May include up to 3 Full-time Contract Employees

IV. Statutory Basis

1. The proposed project would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a municipality or region of the state or would enhance or help to maintain the economic viability of family farms.

As a result of this project, the Company will maintain its employment level of 119 and create 38 new jobs.

2. The proposed project would be unlikely to take place in New York State without the requested assistance.

Without ESD assistance, this project would likely have been relocated to an existing facility in New Jersey or Connecticut.

3. The project is reasonably likely to accomplish its stated objectives and the likely benefits of the project exceed costs.

Evaluated over a seven-year period, the following are anticipated project impacts (dollar values are present value):

- Fiscal benefits to NYS government from the project are estimated at $7,267,946;
- Fiscal cost to NYS government is estimated at $600,000;
- Project cost to NYS government per direct job is $5,385;
- Project cost to NYS government per job (direct plus indirect) is estimated at $1,687;
- Ratio of project fiscal benefits to costs to NYS government is 12.11:1;
- Fiscal benefits to all governments (state and local) are estimated at $13,047,023;
- Fiscal cost to all governments is $600,000;
- All government cost per direct job is $5,385;
- All government cost per total job is $1,687;
- The fiscal benefit to cost ratio for all governments is 21.75:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $54,387,098, or $152,915 per job (direct and indirect);
- The economic benefit to cost ratio is 90.65:1;
- Project construction cost is $9,219,357, which is expected to generate 53 direct job years and 31 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 2.20 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is one year.

(See Project Summary Benefit-Cost Evaluation attached for detail and definitions.)

4. The requirements of Section 10(g) of the Act are satisfied.

No residential relocation is required because there are no families or individuals residing on the site.

V. Design and Construction

MechoShade Systems Inc. completed renovation of 46,000-square-foot manufacturing building into corporate offices.

Prior to disbursement of the grant's initial installment , ESD's Design and Construction ("D&C") staff requires the grantee to provide the renovation close-out documentation including as-built drawings, Contractor's Payment Requisition Form, Contractor Waivers of Lien and

Certificate of Occupancy and other reasonable documentation as listed in the D&C requirements.

Upon receipt of the close out documentation a site visit will be performed by D&C staff to confirm that the completed work complies with the submitted documents.

VI. Environmental Review

ESD staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

VII. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority-and women-owned businesses ("MWBE") in the performance of ESD projects and procurements. For purposes of this project, however, project performance has been completed, and therefore, MWBE participation goals cannot be established.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolutions
New York State Map
Project Finance Memorandum
Benefit-Cost Analysis

August 16, 2012

Long Island City (New York City Region – Queens County) – MechoShade Systems Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) Findings and Determinations Pursuant to Sections 16-m and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the MechoShade Systems Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) Project (the "Project"), the Corporation hereby determines pursuant to Sections 16-m and 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that

1. The proposed project would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a municipality or region of the state or would enhance or help to maintain the economic viability of family farms;

2. The project would be unlikely to take place in New York State without the requested assistance;

3. The project is reasonably likely to accomplish its stated objectives and that the likely benefits of the project exceed costs;

4. There are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to MechoShade Systems, Inc. a grant for a total amount not to exceed Six Hundred Thousand Dollars ($600,000) from the Empire State Economic Development Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval

of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Project Summary
Benefit-Cost Evaluation[1]

MechoShade Systems, Inc.

Initial Jobs: **119** **Construction Job Years (Direct):** **53**
New Jobs: **38 over five years** **Construction Job Years (Indirect)**: **31**

Evaluation Statistics	Project Result NYS Govt.	NYS Govt. Benchmarks for ESD Projects[2]	Project Results State & Local Governments	State & Local Government Benchmarks for ESD Projects
Fiscal Costs[3]	$600,000	$794,250	$600,000	$1,020,500
Fiscal Benefits[4]	$7,267,946	$2,085,600	$13,047,946	$4,271,980
Fiscal Cost /Direct Job	$5,385	$3,000	$5,385	$4,110
Fiscal Cost/Total Jobs	$1,687	$1,424	$1,687	$1,964
Fiscal B/C Ratio	12.11	7.00	21.75	10.60

	Project Results	Benchmarks for ESD Projects
Economic Benefits[5]	$54,387,098	$119,468,000
Econ. Benefits/Total Jobs	$152,915	$147,600
Economic B/C Ratio	90.65	50.00

[1] Dollar values are present value calculated over a 7-year period. Separate evaluations are made and reported for New York State government assistance alone and for State and Local government.

[2] The current project evaluation results (both fiscal and economic) are compared to performance measure benchmarks based on results of a sample of ESD non-retail projects.

[3] Fiscal cost includes the value of grants, loans and associated default risks, and discretionary subsidies (such as tax exemptions or abatements on sales, property, and interest income).

[4] Fiscal benefits are the loan repayments and tax revenues to New York State and Local governments generated by project activity. This includes estimated taxes on personal incomes from project direct and indirect employment, corporate and business incomes, excise and user taxes, property taxes, and other taxes.

[5] Economic benefits are estimated project benefits measuring fiscal flows to government plus net resident disposable income from project direct and indirect employment net of transfers, without adjusting for individual income earners' opportunity cost of employment.

Empire State Development

FINANCE MEMORANDUM

TO: Frances Walton

CC: Robert Kwon

FROM: Jonevan Hornsby

DATE: July 25, 2012

RE: MechoShade Systems, Inc.

Grantee

- Name: MechoShade Systems, Inc.
- Corporate Location: Long Island City, NY
- Corporate Form: Corporation
- Ownership: Privately-held (wholly-owned by J.B. Industries, Inc.)
- Nature of Business: Designs, manufactures, and markets solar shading systems for commercial, institutional, and residential buildings.
  - Major Customers: Goldman Sachs, The New York Times, Hess Oil, MGM/City Center
  - Major Competitors: Hunter-Douglas, Draper, Inc., and Levolor

Guarantor

- Name: J.B. Industries, Inc. (the "Company")
- Corporate Location: Long Island City, NY
- Corporate Form: Corporation
- Ownership: Privately-held

Financial Information

- Information provided for: J.B. Industries, Inc.
- Industry: Window Treatment Stores
- NAICS Code: 442291
- ESD Finance Rating (Score): Marginal (1)
  - Profitability:
    - Sales: Decreasing over 3 year historical period
    - Profit Margin: Below the industry median in most recent year
    - EBITDA: Positive but decreasing over 3 year historical period
    - Net Income: Decreasing over 3 year historical period
  - Liquidity:
    - Current Ratio: Above the industry median and above 1.0 in most recent full year of operations

- Solvency:
  - Total Debt/Total Assets: Above the industry median but less than 65%.
  - EBITDA/Debt Service: Weak.
- Other:
  - Audit Status: 2009 and 2010 financials are audited; 2011 financials are unaudited.

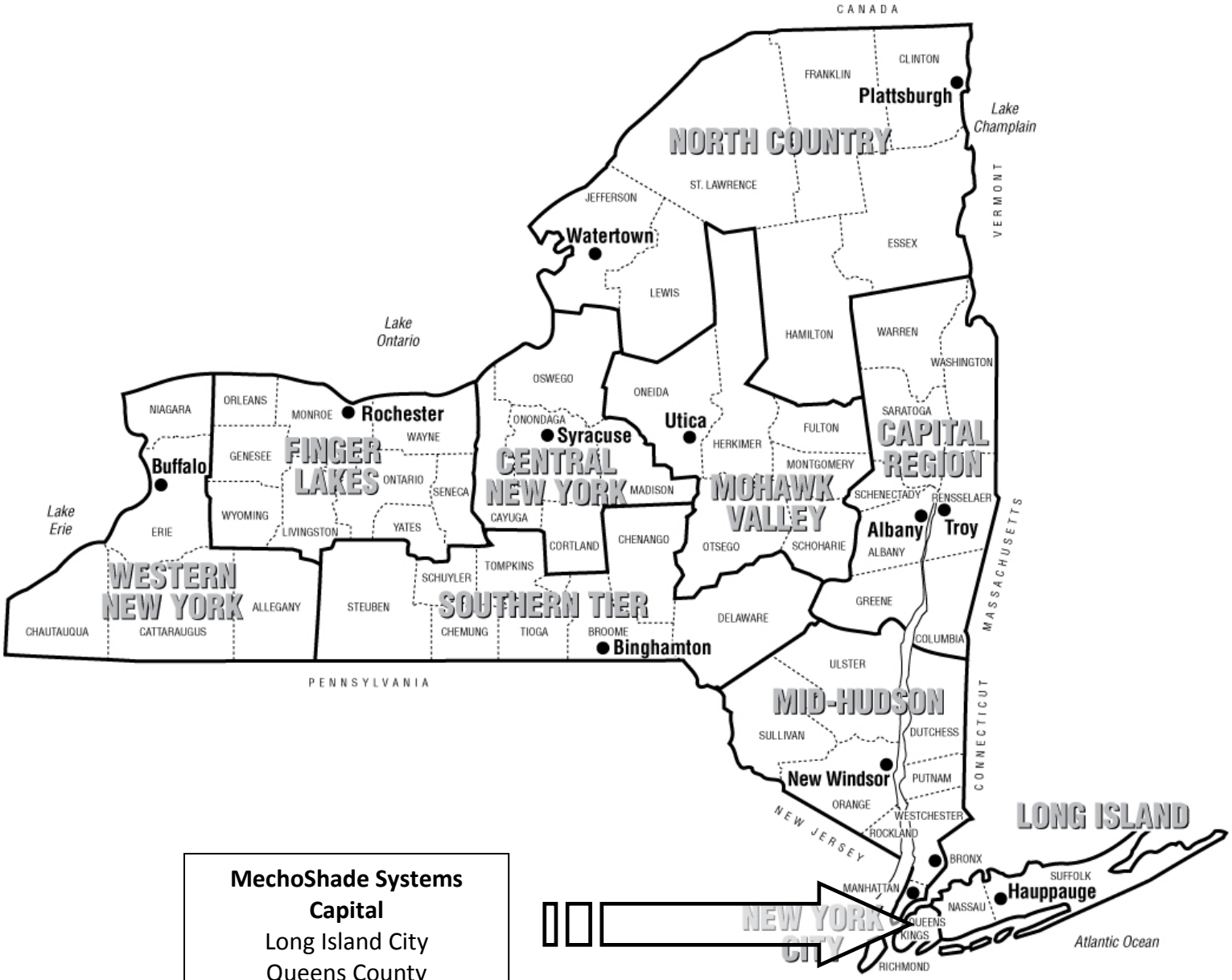
J.B. Industries, Inc. & Subsidiaries

		Years Ending December 31,		
	Industry Median	**2009**	**2010**	**2011**
Net Sales		$ 97,056,481	$ 82,127,219	$ 87,028,001
EBITDA		$ 8,686,605	$ 2,111,926	$ 926,691
Pre-tax Profit		$ 8,081,595	$ 1,296,804	$ 72,743
Pre-tax profit/net sales	2.60%	8.33%	1.58%	0.08%
Net Income		$ 7,843,526	$ 1,220,057	$ 59,580
Current Assets		$ 29,695,992	$ 29,776,262	$ 32,313,129
Current Liabilities		$ 15,844,412	$ 16,378,277	$ 17,103,613
Current Ratio	1.80x	1.87x	1.82x	1.89x
Total Assets		$ 38,627,207	$ 46,275,765	$ 46,071,092
Long-term Debt		$ 2,106,151	$ 8,707,737	$ 9,538,640
Total Debt		$ 6,326,652	$ 11,885,286	$ 13,566,975
Total Liabilities		$ 19,506,908	$ 26,426,506	$ 26,642,253
Net Worth		$ 19,120,299	$ 19,849,259	$ 19,428,839
Total debt/total assets	18.80%	16.38%	25.68%	29.45%
EBITDA/Debt Service		1.94x	0.62x	0.21x

*2009 and 2010 financials are audited; 2011 financials are unaudited.

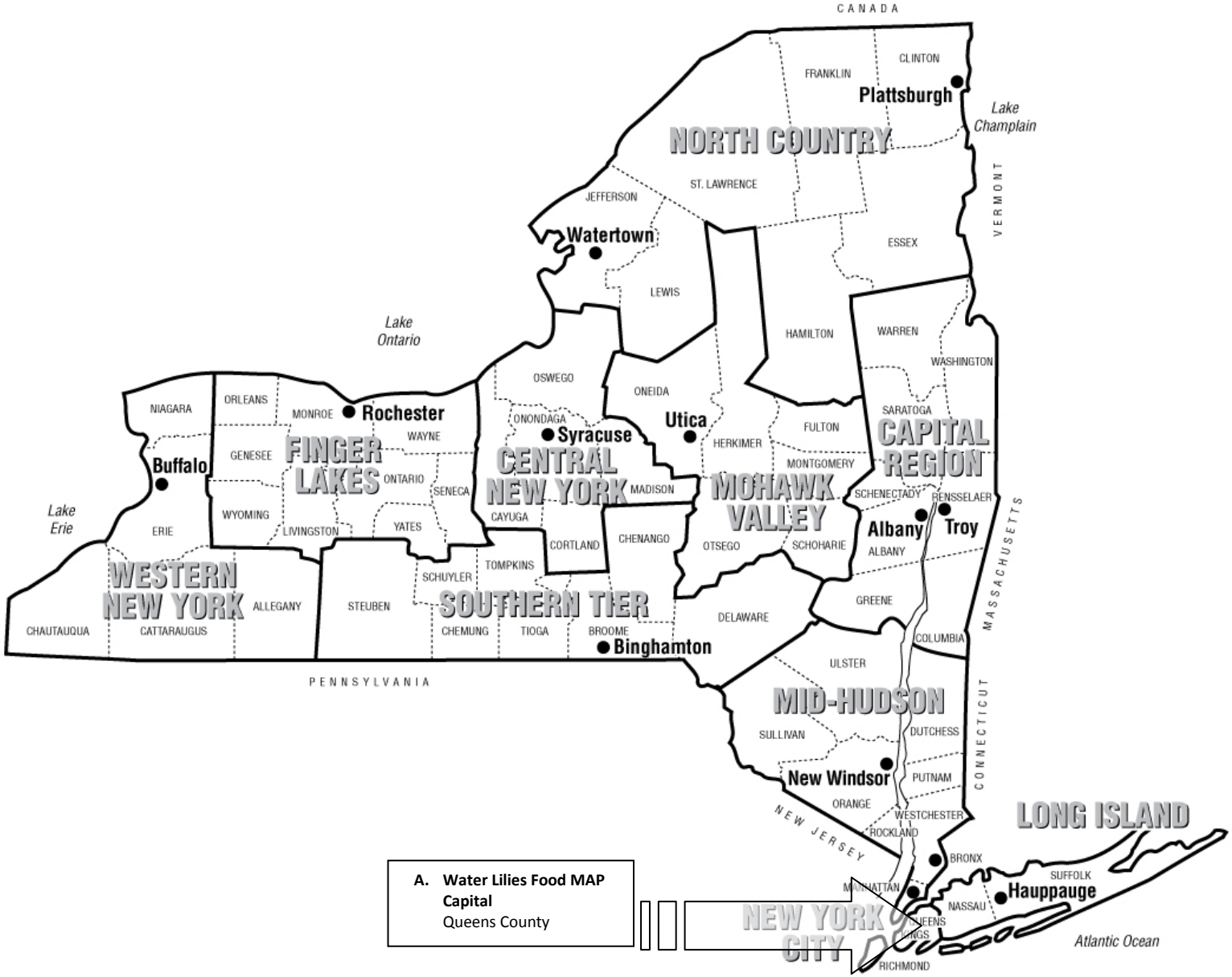
Additional Information

- The Company's profits have declined primarily due to a decrease in sales, an increase in its general and administrative expenses, and an increase in its provision for doubtful receivables.
- Cash flow from operations is not sufficient to cover current debt service.



MechoShade Systems
Capital
Long Island City
Queens County

Empire State Economic Development Fund



A. Water Lilies Food MAP Capital
Queens County

A. Water Lilies Food MAP Capital (X313)
August 16, 2012

General Project Plan

Grantee: Water Lilies Food, Inc.

ESD Investment: A grant of up to $100,000 to be used for a portion of the cost of acquisition and installation of new machinery and equipment.

Project Location: 45-10 19th Avenue, Astoria, Queens County

Proposed Project: Facility upgrades including renovations and purchase of new machinery and equipment to automate and increase production.

Project Type: Business expansion involving job retention and creation.

Regional Council: The New York City Regional Council has been made aware of this item and the project is consistent with the Regional Plan. The Incentive Offer was accepted in December 2010, predating the Regional Council Initiative.

Employment:

Initial employment at time of ESD Incentive Offer:	70
Current employment level:	76
Minimum employment on January 1, 2016:	82

Background:

Industry – Water Lilies Food is a high-quality Asian food producer for private labels and major retailers. It most popular products include potstickers, egg rolls, and spring rolls.

Company History - Water Lilies Food is a family owned business established in 1995 in Brooklyn. The Company produces Asian appetizers and entrée meal kits for the food service industry and retail chain stores. Due to an increase on demand, the Company relocated to a 48,000 square-feet facility in Queens.

Ownership – Privately owned

Size – Facility located in Queens, New York.

Market - Major competitors include Kahiki Foods (Ohio), Day Lee Foods (California) and Windsor Foods (Illinois). Some of its best customers include Wegmans, Giant/Stop & Shop and Whole Foods (New York), and Walong (California).

A. Water Lilies Food MAP Capital (X313)
August 16, 2012

ESD Involvement – The Company approached ESD for financial assistance to increase production, target new markets and develop new products. ESD offered a $100,000 grant that was accepted in December 2010.

Competition - Without ESD assistance the Company will lose major customers to out-of-state competitors and be forced to reduce its workforce.

Past ESD Support - This is the Company's first project with ESD.

The Project:

Completion – March 2012

Activity – The project consists of a new automated production line to form, cook and freeze egg rolls and spring rolls. The new line includes a dual lane former to automatically roll the egg rolls and spring rolls at speeds of 120 pieces per minute, a tunnel fryer, a 150 HP spiral freezer as well as all connecting conveyors and metal detector. In addition, a meat grinder, two 500-pound mixers and vegetable processing equipment will be incorporated. With the acquisition of new machinery and equipment, the Company will expand production and stay competitive in a state with high labor rates, rent and utility costs.

Results – As a result of the project, the Company has retained 70 existing jobs and will create 12 new jobs.

MAP Project Findings and Outcomes:

This project qualifies as a Manufacturing Assistance Program project because the Company i) is a resident New York State manufacturer with between 50 and 1,000 employees; ii) exports at least 30% of its production beyond its region or provides at least 30% of its production to a manufacturer that exports beyond the Company's region; and iii) is making a substantial investment of at least $1,000,000 in order to improve its competitiveness and productivity and thereby enhance its long-term viability in the State of New York.

The project is expected to produce the following measurable outcomes for the Company:

Primary Outcome: A 23% increase in production of egg/spring rolls from 5.3 to 7 million pieces per year.

Secondary Outcome: A 75% waste reduction from 2% to .05% per year.

A. Water Lilies Food MAP Capital (X313)
August 16, 2012

Total estimated value of competitiveness and project outcomes: $663,770 annually.

Financing Uses	Amount	Financing Sources	Amount	Percent
Facility upgrades including construction, flooring and electrical	$508,000	ESD Grant	$100,000	4%
Purchase of M&E	2,252,000	Company Equity	731,568	26%
Soft Costs	65,000	Bank of America Loans*	1,293,004	46%
		GE Company Loans**	700,428	24%
Total Project Costs	$2,825,000	Total Project Financing	$2,825,000	100%

*Bank of America Loans: $671,258 (5 yrs @ 4.566%), $321,746 (5 yrs @ 4.299%) and $300,000 (4 yrs @ 3.7%)
**GE Company Loans: $384,000 (2 yrs/11 mths @ 4.5%) and $316,428 (3yrs @ 4.5%)

Grantee Contact - Peter Lee, CEO
45-10 19th Avenue
Astoria, Queens
Phone: (718) 777-8899 Fax: (718) 777-8880

Project Team -

Origination	Andrew Fletcher
Project Management	Javier Roman-Morales
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $100,000 capital grant ($1,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Company will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.

3. The Company will be required to contribute at least 10% of the total project cost in the form of equity contributed after the Company's written acceptance of ESD's offer. Equity is defined as cash injected into the project by the Company or by investors, and should be auditable through Company financial statements or Company accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Prior to disbursement, the Company must employ at least the number of Full-time Permanent Employees set forth as the Baseline Employment in the table below. A Full-time Permanent Employee shall mean (a) a full-time, permanent, private-sector employee on the Grantee's payroll, who has worked at the Project Location for a minimum of thirty-five hours per week for not less than four consecutive weeks and who is entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Grantee's payroll, who have worked at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks and who are entitled to receive the usual and customary fringe benefits extended by Grantee to other employees with comparable rank and duties.

5. Up to $100,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($50,000) upon documentation of the acquisition of machinery and equipment project costs totaling $1,900,000, and documentation of the employment of at least 70 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of an amount equal to 25% of the grant ($25,000) will be disbursed upon documentation of additional capital expenditures totaling $250,000, documentation of production of 3,000,000 pieces of commercially acceptable egg and spring rolls in a six month period (on or about September 2012) and the employment of at least 74 Full-time Permanent Employees at the Project Location (Employment Increment of 4), provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to 25% of the grant ($25,000) will be disbursed upon documentation of the employment of at least 82 Full-time Permanent Employees at the Project Location (Employment Increment of 8), provided Grantee is otherwise in compliance with program requirements.

   ESD will be entitled to recoup all or part of ESD's grant if the Recipient fails to reach or retain employment as agreed upon at the Project Location, as described in this materials, and consistent with the disbursement installments.

   Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 10, 2010, to be considered eligible project costs. All disbursements must be requested by April 1, 2014.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $100,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

7. In consideration for the making of the Grant, Grantee will achieve the Employment Goals set forth in Column B of the table below. If the Full-time Permanent Employee Count for the year prior to the reporting date set forth in Column A of the table below is less than eighty-five percent (85%) of the Employment Goal set forth in Column B (an "Employment Shortfall"), then upon demand by ESD, Grantee shall be obligated to repay to ESD a portion of each disbursement of the Grant, as follows:

   The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the Employment Shortfall occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

   (i) 100% of the disbursed amount if the Employment Shortfall occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
   (ii) 80% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;
   (iii) 60% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;
   (iv) 40% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;
   (v) 20% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.

A. Water Lilies Food MAP Capital (X313)
August 16, 2012

The Grantee's number of Full-time Permanent Employees shall be deemed to be the greater of the number as of the last payroll date in the month of December for such year or the average employment for the 12 month period computed by quarter.

Baseline Employment	70

A	B
Reporting Date	Employment Goals
February 1, 2013	70+X+Y
February 1, 2014	70+X+Y
February 1, 2015	70+X+Y
February 1, 2016	70+X+Y

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section 5 above (i.e. X=4, and Employment Goals shall equal [70 + X = 74] if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.
Y = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section 5 above (i.e. Y=8, and Employment Goals shall equal [70 + X + Y = 82] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.

Statutory Basis – Empire State Economic Development Fund:

1. The project would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a municipality or region of the State or would enhance or help to maintain the economic viability of family farms.
   As a result of this project, the Company will maintain its employment level of 70 and create 12 new jobs.

2. The project would be unlikely to take place in New York State without the requested assistance.
   ESD's assistance helped to reduce costs and make the project feasible in New York.

3. The project is reasonably likely to accomplish its stated objectives and the likely benefits of the project exceed costs.
   Evaluated over a seven-year period, project fiscal benefits to New York State government are expected to be $1,439,569, which exceed the cost to the State.

4. The requirements of Section 10(g) of the Act are satisfied.
   See cover memo.

A. Water Lilies Food MAP Capital (X313)

August 16, 2012

FOR CONSIDERATION
August 16, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Discretionary Projects Consent Calendar

REQUEST FOR: Findings and Determinations Pursuant to Sections 10(g) and 16-m of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

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Attached is a summary of a discretionary project requesting ESDC assistance of under $100,000 in the following category:

Empire State Economic Development Fund

	Project Name	Proj #	Grantee	Assistance up to
	General Development Financing Projects			
A.	Water Lilies Food MAP Capital	X313	Water Lilies Food, Inc.	$100,000
			TOTAL	**$100,000**

The provision of ESD* financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

*The New York State Urban Development Corporation doing business as the Empire State Development ("ESD" or the "Corporation")

Environmental Review

Unless otherwise noted on a project summary, ESD staff has determined that the project constitute Type II actions as defined by the New York State Environmental Quality Review Act

and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

Office of Contractor and Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses in the performance of ESD contracts. Accordingly, ESD's Non-discrimination and Supplier Diversity policy will apply to the projects. In the case of training, global export market service and productivity improvement projects, the grantees and/or the beneficiary companies, as applicable, shall use their good faith efforts to provide for the meaningful participation of minorities and women in any job or training opportunities created by the projects and to solicit and utilize minority and women-owned businesses for any contractual opportunities generated in connection with the projects.

For all other projects, unless otherwise specified in the project summary, grantees shall use their good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal of 23% related to the total value of ESD's funding. This shall include a Minority Business Enterprise ("MBE") Participation goal of 13% and a Women Business Enterprise ("WBE") Participation goal of 10%. Grantee shall use good faith efforts to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and to include minorities and women in any job opportunities created by the Projects.

Reallocation of Funds

ESD may reallocate each project's funds to another form of assistance, at an amount no greater than the amount approved, for the same project if ESD determines that the reallocation of the assistance would better serve the needs of the recipient and the state of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

ESD Employment Enforcement Policy

Unless otherwise noted on a project summary, the ESD Employment Enforcement Policy will not apply because these projects do not directly create jobs.

Statutory Basis

A. Empire State Economic Development Fund
Please see individual project summary for factual bases for items 1, 2, and 3.

1. Each proposed project would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a

municipality or region of the State or would enhance or help to maintain the economic viability of family farms.

2. Each proposed project would be unlikely to take place in New York State without the requested assistance.

3. Each proposed project is reasonably likely to accomplish its stated objectives and the likely benefits of the project exceed costs.

4. The requirements of Section 10(g) of the Act are satisfied.
   No residential relocation is required in connection with any project involving the acquisition, construction, reconstruction, rehabilitation, or improvement of property because no families or individuals reside on the sites.

Attachments
New York State Map
Resolutions
Project Summary

August 16, 2012

Empire State Economic Development Fund – Findings and Determinations Pursuant to Sections 16-m and 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Empire State Economic Development Fund Projects identified below (the "Projects"), the Corporation hereby determines pursuant to Section 16-m of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that

1. The Projects would promote the economic health of New York State by facilitating the creation or retention of jobs or would increase activity within a municipality or region of the State or would enhance or help to maintain the economic viability of family farms.

2. The Projects would be unlikely to take place in New York State without the requested assistance.

3. The Projects are reasonably likely to accomplish its stated objectives and the likely benefits of the project exceed costs.

4. There are no families or individuals to be displaced from the project area(s); and be it further

RESOLVED, that with respect to the General Development Financing Capital Projects, the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Projects submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s), that no substantive negative testimony or comment has been received at the public hearings held on the Plan, such Plan shall be effective at the conclusion of such hearings, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the Empire State Economic Development Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grants, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grants as he or she may deem necessary or appropriate in the administration of the grants; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals;

Empire State Economic Development Fund

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
	General Development Financing Projects			
A.	Water Lilies Food MAP Capital	X313	Water Lilies Food, Inc.	$100,000
			TOTAL	**$100,000**

and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

A. New York - Restore III - Bush Terminal (W831)

August 16, 2012

General Project Plan

Grantee: City of New York (the "City")

ESD Investment: A grant of up to $10,000,000 to be used for a portion of the cost of demolition of obsolete buildings, infrastructure upgrades and related environmental cleanup at the Bush Terminal Industrial Complex ("Bush Terminal").

Project Location: Bush Terminal, Brooklyn, Kings County

Proposed Project: Demolition of obsolete buildings, infrastructure upgrades and related environmental cleanup at Bush Terminal. The Project will support the construction of an up-to 60,000 square-foot liquid grease handling facility.

Project Type: Demolition and infrastructure upgrades to promote industrial development.

Regional Council: The project predates the Regional Council Initiative.

Background:

Grantee History – Bush Terminal was constructed on the Sunset Park waterfront at the turn of the 20th century by Irving T. Bush. As the shipping industry migrated to New Jersey in the latter part of the 20th century and the manufacturing sector in Brooklyn declined, parcels of the Bush Terminal were sold and the remaining area became underutilized. Bush Terminal is currently owned by the City of New York and managed by the New York City Economic Development Corporation ("NYCEDC") pursuant to a lease with the City. Bush Terminal serves as a sanctuary for industrial businesses that have been forced out of higher priced locations in Manhattan, Queens and other parts of Brooklyn. The City and NYCEDC are committed to ensuring Bush Terminal is a vibrant hub of industrial activity.

ESD Involvement - Due to the age of the historic Bush Terminal and deferred maintenance under previous operators, Bush Terminal's infrastructure and buildings need significant investment to stimulate investment and development. In its current condition, Bush Terminal is underutilized, rents are approximately 50% below market, and operating expenses are high. In addition, sufficient electricity, water, sewer and gas have become unreliable as the site infrastructure is over 100 years old.

In early 2011, NYCEDC issued a Request for Proposals ("RFP") to develop a 130,000-square-foot parcel of Bush Terminal, approximately bounded by 44th Street to the north,

the Internal Roadway (an unmapped roadway within Bush Terminal) to the east, 47th Street to the south, and Marginal Street (an unmapped street along the piers) to the west. The parcel is underutilized containing two small buildings which are occupied by month-to-month tenants ("Buildings 39/40 and 45"). Building 39/40 is a 22,800-square-foot, one-story, mezzanine loft building constructed of brick and heavy timber. The building has a footprint of approximately 15,000 square feet. Building 45 is a 13,100-square-foot, one-story building. Warehouse/distribution uses currently occupy both buildings.

As a result of the RFP, NYCEDC has entered into a Letter of Intent with Tully Environmental, Inc. ("TEI") to construct a grease handling facility at Bush Terminal. Restore III funding will leverage this private development at Bush Terminal and further the City's on-going strategy to revitalize its industrial facilities.

Past ESD Support - The City of New York has received ESD grants for a variety of projects including the Yankee Stadium master plan and site selection study; planning, urban design, and marketing for the Harlem River passenger ship; a study to determine redevelopment alternatives for Shea Stadium; City of New York parks and streets improvements; and Women and Minority Business Enterprise initiatives.

The Project:

Completion – December 2013

Activity - The project involves the demolition of Buildings 39/40 and 45, infrastructure and utility upgrades to make the site shovel ready for the construction of a liquid grease handling facility by TEI. The scope of work also includes: (1) water service rehabilitation and new water services, (2) fire water services, (3) domestic water services, (4) electrical service work, (5) new gas service, (6) site storm drainage system rehabilitation, (7) pavement reconstruction, including excavation of existing pavement and installation of new roadways and (8) relocation of the railroad connection. The City will continue to own the utilities and roads and NYCEDC will oversee the project and operate Bush Terminal.

Upon completion of shovel ready activities, TEI will construct an up-to 60,000-square-foot liquid grease handling facility at Bush Terminal. TEI was established in 1992 as a division of Tully Construction Co., Inc. The construction company recognized the growing need to deal with environmental issues during its construction projects and TEI was developed to handle these and other issues related to environmental projects. It operates the two largest transfer stations in Queens and handles DSNY curbside collection at its Willets Point facility as part of the short term export plan. In addition, it maintains several contracts with NYCDEP for sludge and grit recycling and disposal. TEI has over 200 current employees. The construction budget of the facility is approximately $12.5 million and will be funded by TEI. Completion of the facility is anticipated in summer 2015.

A. New York - Restore III - Bush Terminal (W831)
August 16, 2012

Results – The project is an integral step in aiding NYCDEP's plan to reduce the amount of grease entering the City's sewer system, a long standing issue that reduces the level of service for the effected piping. Once TEI reaches a target volume of grease handling, the facility will be upgraded to a biodiesel plant converting grease into a clean burning fuel.

Financing Uses	Amount	Financing Sources	Amount	Percent
Demolition/Enviro. Cleanup	$1,781,000	ESD Grant	$10,000,000	61%
On-Site Streets/Railroad Rehab	656,450	City Equity	6,293,251	39%
Water/Sewer/Electric/Gas	8,951,062			
Professional Services/Engineering/Insurance	3,045,760			
Telecommunication	836,100			
Contingency	1,022,879			
Total Project Costs	$16,293,251	Total Project Financing	$16,293,251	100%

Grantee Contact: Liza Kent, Senior Vice President, Grants Management
110 William Street
New York, NY 10038
Phone: (212) 312-3766

Project Team:

Project Management	Glendon McLeary
Contractor & Supplier Diversity	Vikas Gera
Design & Construction	Peter Topor
Environmental	Soo Kang

Financial Terms and Conditions:

1. Upon execution of the grant disbursement agreement, the City will reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The City will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.

3. The City will contribute at least a 10% match of the grant amount to the Project.

4. Up to $10,000,000 will be disbursed to Grantee during the course of the project no more frequently than quarterly, in compliance with ESD's Design and Construction requirements, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after May 4, 2009, to be considered reimbursable project costs. Previously

expended funds may be applied toward match requirements retroactive to June 23, 2006, when the Restore New York Legislation was enacted.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $10,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the City and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

6. If the Grantee is not the owner of the Project, then the Grantee shall prohibit, for five years from the date of the initial disbursement of Grant funds, any transfer of the Project in whole or in part, by sale, lease, or conveyance of any interest in or with respect to the Project except (a) transfers of minor interests in the Project site, such as utility easements and limited rights-of-way, and (b)(i) the arms-length basis sale or lease of individual condominium units in the ordinary course of business for a condominium development and (ii) the arms-length basis residential or commercial lease in the ordinary course of business for a commercial, residential, or mixed-use rental development. In the event that such a prohibited transfer occurs within such five-year period, the Grantee shall pay to ESD, promptly upon ESD's written demand therefor, the applicable amount indicated below.

   The Recapture Amount is based on the time that has lapsed between when the Grant funds were disbursed and when the transfer occurred. The Recapture Amount shall be calculated by aggregating the Recapture Amount for each disbursement of the Grant, which in each instance shall be equal to:

   (i) 100% of the disbursed amount if the transfer occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;
   (ii) 80% of the disbursed amount if the transfer occurred in the second full calendar year after the disbursement was made;
   (iii) 60% of the disbursed amount if the transfer occurred in the third full calendar year after the disbursement was made;
   (iv) 40% of the disbursed amount if the transfer occurred in the fourth full calendar year after the disbursement was made;
   (v) 20% of the disbursed amount if the transfer occurred in the fifth full calendar year after the disbursement was made.

Design and Construction:
Bush Terminal is presently owned by the City of New York. The demolition site will be the future home to an up-to 60,000-square-foot grease liquid handling facility constructed by Tully Environmental, Inc. The existing site infrastructure is over 100 years old and cannot support

present and future facilities. This project includes the demolition of Buildings 39/40 and 45, infrastructure and utility upgrades and related environmental cleanup. Utility upgrades include water, electrical and gas. Additionally, there will be pavement work, new roadways and relocation of a railroad connection.

The Design and Construction Department ("D&C") will review plans and cost estimates for conformity to the scope of work. D&C will attend meetings and visit the site at its discretion, inspect work completed and approve and recommend payment of invoices.

Environmental Review:
Pursuant to the requirements of the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation, ESD staff performed an uncoordinated review. This review determined the project to be an Unlisted Action, which would not have a significant effect on the environment. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

Due to the site's location within the Bush Terminal Historic District, which is listed on the New York State and National Registers of Historic Places, ESD has confirmed that the project sponsor consulted with the New York State Office of Parks, Recreation and Historic Preservation ("OPRHP") pursuant to Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. ESD will ensure that all conditions stipulated by OPRHP will be met in accordance with a Letter of Understanding.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The City shall be required to (i) include minorities and women in any job opportunities created, (ii) solicit and utilize New York State certified Minority and Women Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with the Project and (iii) use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 40%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 26% and a Women Business Enterprise ("WBE") Participation Goal of 14% related to the total value of ESD's funding.

Statutory Basis – Restore NY Communities:
Land Use Improvement Project Findings

1. <u>The area in which the project is to be located is a substandard or insanitary area, or is in danger of becoming a substandard or insanitary area and tends to impair or arrest sound growth and development of the municipality.</u>
   The project involves the demolition of obsolete commercial buildings, which has been deemed by the City to arrest sound growth and development in the area.

2. The project consists of a plan or undertaking for the clearance, replanning, reconstruction and rehabilitation of such area and for recreational and other facilities incidental or appurtenant thereto.
   The project involves the demolition of a site that the City has included in its overall master development plan to promote industrial development and job creation in Sunset Park, Brooklyn.

3. The plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.
   The City published a property assessment list and held a public hearing on the project at the time of application. The City will ensure compliance with all applicable local laws and regulations.

4. The requirements of Section 10(g) of the Act are satisfied.
   There are no families or individuals displaced from the Project area.

August 16, 2012

Brooklyn (New York City Region – Kings County) – New York - Restore III – Bush Terminal – Restore NY Communities 08-09 – Determination of No Significant Effect on the Environment

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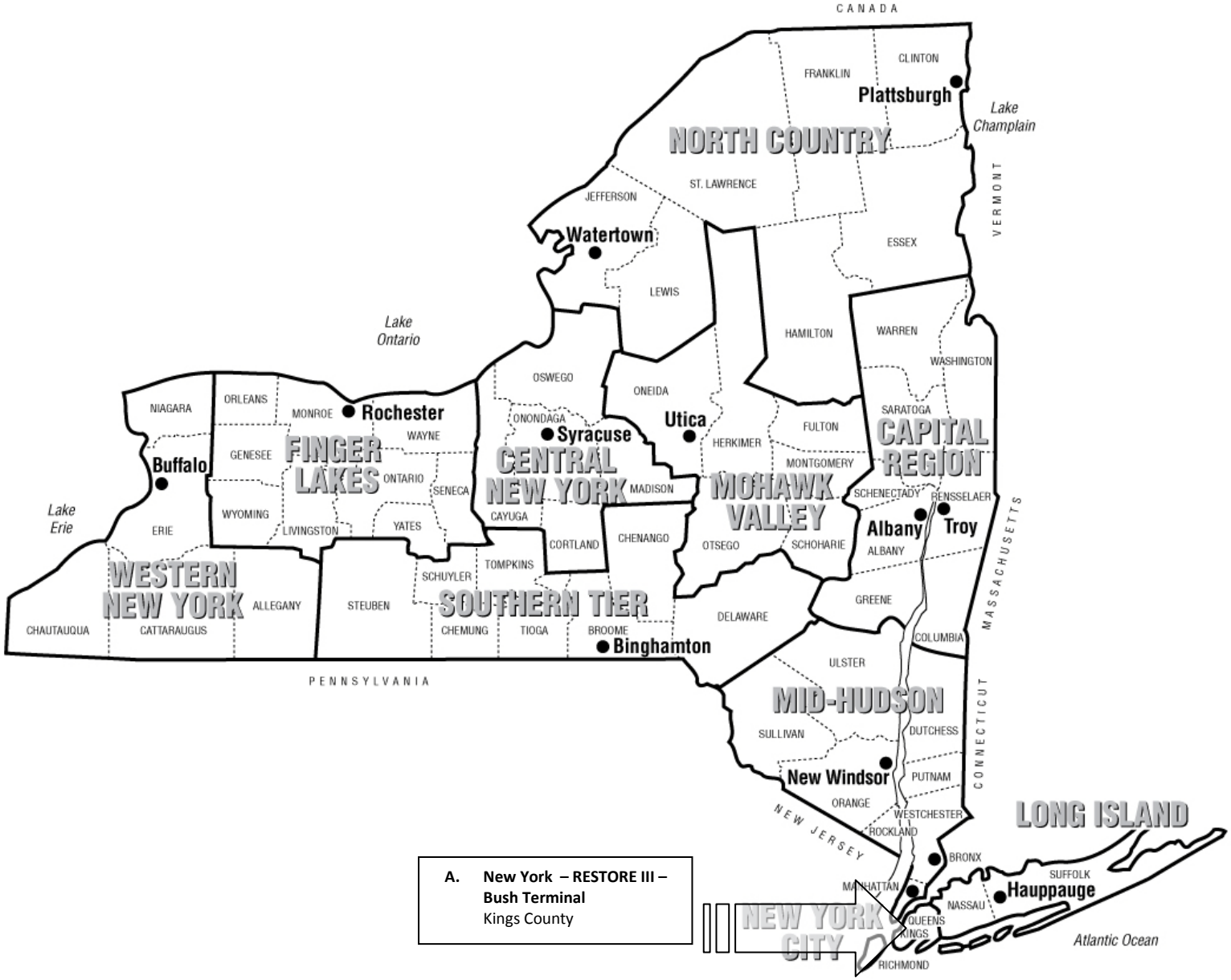
RESOLVED, that based on the material submitted to the Directors with respect to the New York - Restore III - Bush Terminal Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

RESTORE NY COMMUNITIES PROJECTS



A. New York – RESTORE III – Bush Terminal
Kings County

FOR CONSIDERATION
August 16, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Statewide – Restore New York Communities – Capital Grants

REQUEST FOR: Land Use Improvement Findings and Determinations Pursuant to Sections 10(c), 10(g) and 16-n of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Adoption of Findings Pursuant to the State Environmental Quality Review Act; Determination of No Significant Effect on the Environment

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General Project Plan

I. Project Summary

	Grantee	Project Name	Proj #	Grant	Village, Town, City	County
A.	City of New York	New York – Restore III – Bush Terminal	W831	$10,000,000	Brooklyn	Kings
		TOTAL		**$10,000,000**		

II. Program Description

A. Background

In the 2006-07 and 2007-08 enacted New York State Budgets, ESD received a $300 million appropriation for the Restore New York's Communities initiative ("Restore NY" or the "Program"), which was allocated as follows: up to $50 million in FY 06-07, $100 million in FY 07-08, and $150 million in FY 08-09. The purpose of the Program is to revitalize urban areas and stabilize neighborhoods as a means to attract residents and businesses. Restore NY funds municipally sponsored projects for the demolition, deconstruction, rehabilitation, or reconstruction of vacant, obsolete or surplus structures.

On October 27, 2006, the successful Restore NY Round 1 award winners were announced, and included 79 different projects in 55 localities. The range of selected projects is large and diverse; and to the extent possible, funding was awarded in a geographically proportionate manner.

Special consideration was given to projects located in Brownfield Opportunity Areas and Empire Zones; those affected by flooding in June 2006; and communities with severe economic distress or dislocation.

The 64 Restore NY Round 2 award winners were announced on January 15, 2008. Projects were chosen with the intent of connecting community initiatives with economic development goals to serve as catalysts for future development and growth. Priority was given to those projects that would serve to revitalize urban cores, leverage private investment and bring future business expansion to New York's communities.

On September 2, 2009, Governor David A. Paterson announced the award of 79 projects for Restore NY Round 3. These projects span across the New York State in 74 localities as part of the continued effort to revitalize urban areas, stabilize neighborhoods and invite renewed investment in economically distressed communities.

B. The Project

ESD will make grants to the Grantees for the purpose of enhancing the Grantees' capacity to provide support in revitalizing urban areas and stabilizing neighborhoods as a means to attract residents and businesses in New York State. ESD will enter into an agreement with each Grantee that will stipulate the manner in which funds will be disbursed.

The attached project schedule provides a more detailed description of the recommended project.

III. Statutory Basis

Restore New York Communities Findings:
Land Use Improvement Projects

1. The area in which the project is to be located is a substandard or unsanitary area, or is in danger of becoming a substandard or unsanitary area and tends to impair or arrest sound growth and development of the municipality.
   See attached Project Schedule.

2. The project consists of a plan or undertaking for the clearance, replanning, reconstruction and rehabilitation of such area and for recreational and other facilities incidental or appurtenant thereto.
   See attached Project Schedule.

3. The plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.
   See attached Project Schedule.

4. There are no families or individuals displaced from the Project area.
No residential relocation is required because there are no families or individuals residing on the site.

IV. Environmental Review

Unless otherwise noted on a project summary, ESD staff has determined that the project described in Schedule A constitute Type II actions as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with the projects.

V. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses in the performance of ESD contracts. Accordingly, ESD's Non-discrimination and Contractor & Supplier Diversity policies will apply to the projects.

Unless otherwise specified in the project summary, grantees shall use their "Good Faith Efforts" to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal of 23% related to the total value of ESD's funding. This shall include a Minority Business Enterprise ("MBE") Participation goal of 13% and a Women Business Enterprise ("WBE") Participation goal of 10%. Grantee shall use Good Faith Efforts to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and to include minorities and women in any job opportunities created by the projects.

VI. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the projects will not directly create or retain jobs.

VII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VIII. Additional Submissions to Directors

Map
Resolutions
Project Summary

August 16, 2012

Statewide – Restore NY Communities – Capital Grant – Land Use Improvement Findings and Determinations Pursuant to Sections 10 (c), 10(g) and 16-n of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Restore NY Communities Capital Grant Project (the "Project"), the Corporation hereby determines pursuant to Sections 16-n and 10 of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that

1. The area in which the project is to be located is a substandard or unsanitary area, or is in danger of becoming a substandard or unsanitary area and tends to impair or arrest sound growth and development of the municipality.

2. The project consists of a plan or undertaking for the clearance, replanning, reconstruction and rehabilitation of such area and for recreational and other facilities incidental or appurtenant thereto.

3. The plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.

4. There are no families or individuals displaced from the Project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a to grant to the party and for the amount listed below from Restore NY Communities, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make grants to the parties and for the amount listed below from Restore NY Communities, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

Restore NY Communities – Project Summary Table

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
	Restore NY Communities Projects			
A.	New York – RESTORE III – Bush Terminal	W831	City of New York	$10,000,000
			TOTAL	**$10,000,000**

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

FOR CONSIDERATION
August 16, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Regional Council Award – Priority Project – Various Locations (Finger Lakes Region – Nine Counties) – Regional Internal Harvesting and Economic Gardening Program Working Capital – Economic Development Purposes Fund (Working Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Make a Grant and to Take Related Actions

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I. Project Summary

Grantee: Greater Rochester Enterprise, Inc. ("GRE")

ESD* Investment: A grant of up to $200,000 to be used for a pilot program to help small businesses expand in the Finger Lakes Region.

* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")

Project Locations: Various business locations to be determined in Genesee, Livingston, Monroe, Ontario, Orleans, Seneca, Wayne, Wyoming, and Yates Counties

Proposed Project: Apply an innovative nationally recognized business expansion strategy known as "economic gardening" to 20 small businesses to be selected in the region.

Project Type: A program to identify and nurture business expansion opportunities.

Regional Council: The Incentive Offer was accepted in April 2012. The project is listed as a Priority Project in the Finger Lakes Regional Economic Development Plan under Section V, Regional Implementation, based on its potential to create private sector jobs. GRE is represented on the Regional Council.

II. Project Cost and Financing Sources

Financing Uses	Amount
Consulting Services of Edward Lowe Foundation, including administration/ subconsultant fees and travel	$100,125
Grantee Salaries	91,875
Grantee Marketing, Travel and Events	40,500
Local Economic Development Agency Salaries	26,250
Local Economic Development Agency Travel	5,000
Computer Hardware and Software	56,315
Rent and Administrative Costs*	80,016
Total Project Costs	$400,081

Financing Sources	Amount	Percent
ESD-Grant	$200,000	50%
Grantee Equity**	200,081	50%
Total Project Financing	$400,081	100.0%

* Pro-rated operating expenses for GRE
** From GRE's operating budget, supported by corporate contributions.

III. Project Description

A. Grantee Background

Industry: Greater Rochester Enterprise is a regional economic development organization dedicated to improving economic performance in the Rochester/Finger Lakes region (the "Region").

Grantee History: Formed in 2003, GRE is a 501(c) (6) corporation governed by a board of private and public sector leaders.

Ownership: Private, not-for-profit organization

Size: GRE has a staff of nine, which operate out of its Rochester office. Its members include many of the counties and employers, and some of the municipalities, in the Region.

Market: The project's target market is second-stage businesses. (See Activity section below for how these are defined.) These businesses are proven job generators. They have survived the start-up phase and generally

have a small executive staff. The project fills a need to help them accelerate their growth by providing CEOs with information necessary to make strategic decisions regarding new markets, new products, strategic alliances, etc.

ESD Involvement: As a result of the Governor's Regional Economic Development Council Initiative, GRE was awarded $200,000 through the Consolidated Funding Application ("CFA") process. According to the Edward Lowe Foundation ("ELF") and MIT, up to 80% of New York's economic growth is expected to come from the expansion of existing businesses. GRE will use the economic gardening program to facilitate and accelerate the growth of these businesses.

Competition: GRE competes with similar regional organizations in New York State and those in other states to retain and attract businesses.

Past ESD Support: In 2010, ESD approved a $150,000, three-year grant to GRE to support an affiliate, the International Business Council ("IBC"), which promotes and expands international trade opportunities in the Region. The goal was to strengthen the capacity of the IBC to carry out its mission and to achieve self-sufficiency. The first two years of the program were successfully completed and ESD has disbursed $100,000 of the grant.

B. The Project

Completion: Expected July 2013

Activity: The first of its kind in New York State, the program fosters business growth by providing free assistance to companies that are poised for expansion. GRE will select a group of 20 second-stage businesses located in the Region to take part in the program. A team of national experts provided by ELF will work with these companies to develop plans to further accelerate their success. Participating companies will: have access to advanced, high-speed software and technical assistance to help them; identify qualified sales leads; facilitate targeted marketing using mapping; review core strategies for commodity and niche markets; examine use of social media; guide search engine optimization; and analyze employee temperament to strengthen management teams and recruit talent.

In order to participate in the program, second-stage companies must be: for-profit and privately held; headquartered and operating in Genesee, Livingston, Monroe, Ontario, Orleans, Seneca, Wayne, Wyoming or Yates counties; generate between $700,000 and $50 million in annual revenue; employ between five and 100 employees; have maintained principal

operations in the nine-county Region for a minimum of two years; demonstrate growth in employment and/or revenue for at least two of the past five years; and provide products and/or services to markets outside of the Region.

Program partners include the County of Monroe Industrial Development Agency ("IDA"), County of Orleans IDA, Edward Lowe Foundation, Empire State Development, Finger Lakes Economic Development Center, Genesee County Economic Development Center, Livingston County Development Group, Ontario County IDA, Orleans Economic Development Agency, Seneca County IDA, Yates County IDA, Wayne County IDA, Wyoming County Business Center, Wyoming County IDA, and the City of Rochester.

The scope of work is as follows:

- GRE will coordinate the program, including outreach to potential participants, coordination with economic development agencies, implementation activities with the Edward Lowe Foundation, following up with participants and recording program outcomes;

- ELF will provide strategic consulting services through its unique and nationally recognized economic gardening model. ELF has a network of certified consultants across the U.S. who are experts in business strategy, market research, search engine optimization, use of new media, information technology, and geographic information systems. ELF will provide each company with an action plan to help the company meet its strategic goals and growth opportunities; and

- Economic development agencies in each county and the City of Rochester will assist with program outreach, participant selection and additional support to program participants.

The program began in March 2012 and is expected to be completed by July 2013. Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project. If additional resources can be obtained, the pilot program may be expanded in the future to reach up to 500 businesses in the Region.

Results: The project is expected to:

- Create new business-to-business opportunities;
- Enhance regional economic development organizations' knowledge and understanding of the existing employer base; and
- Increase investment and job creation by companies participating in the economic gardening program.

Grantee Contact:	Mark Peterson, President & CEO 100 Chestnut Street, Suite 1910 Rochester, NY 14604 Phone: (585) 530-6200 Fax: (585) 546-8477	
ESD Project No.:	X764	
Project Team:	Origination	Robert McNary
	Project Management	Edward Muszynski
	Contractor & Supplier Diversity	Vikas Gera
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the $200,000 working capital grant ($2,000).

2. The Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.

3. The Grantee will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through financial statements or accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Up to $200,000 will be disbursed in arrears to the Grantee during the course of the project, no more frequently than quarterly, and in proportion to ESD's funding share, upon documentation of eligible project costs, assuming that all project approvals have been completed and funds are available. Payment will be made as reimbursement upon presentation to ESD of an invoice and such other supporting documentation as ESD may reasonably require, including program reports. Expenses must be incurred on or after April 10, 2012, to be considered eligible project costs. All disbursements must be requested by April 1, 2014.

IV. Statutory Basis – Economic Development Purposes Fund

The project was authorized in the 2011-2012 New York State budget and reappropriated in the 2012-2013 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

ESD staff has determined that the project does not constitute an action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor Diversity policy will apply to the project. The Grantee shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal of 20% related to the total value of ESD's funding and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the project.

VII. ESD Employment Enforcement Policy

ESD's Employment Enforcement Policy will not apply since the project will not directly create or retain jobs.

VIII. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

IX. Additional Submissions to Directors

Resolutions
New York State Map

August 16, 2012

Regional Council Award – Priority Project – Various Locations (Finger Lakes Region – Nine Counties) – Regional Internal Harvesting and Economic Gardening Program Working Capital – Economic Development Purposes Fund (Working Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Regional Internal Harvesting and Economic Gardening Program Working Capital – Economic Development Purposes Fund Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Greater Rochester Enterprise, Inc. a grant for a total amount not to exceed Two Hundred Thousand Dollars ($200,000) from the Economic Development Purposes Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

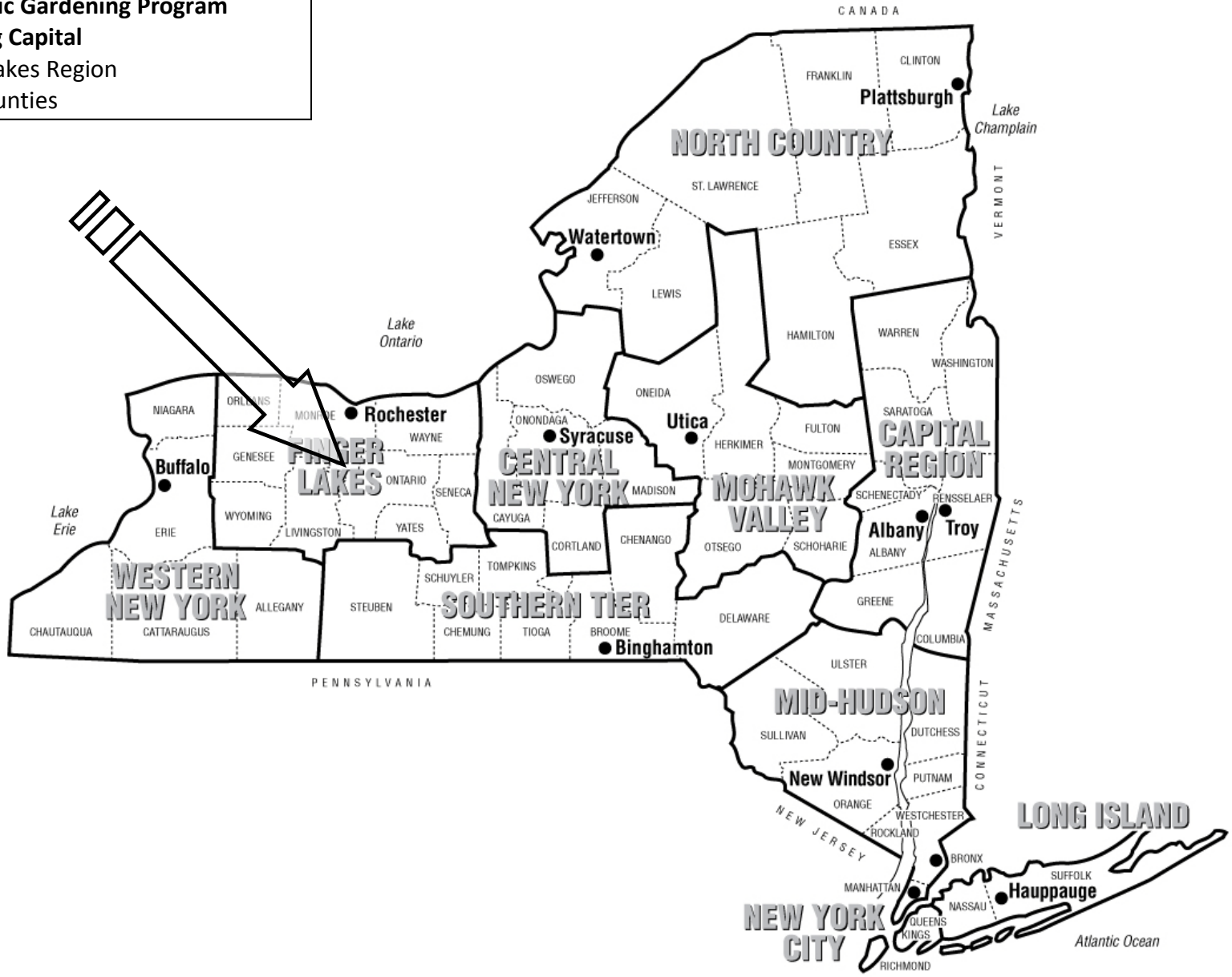
RESOLVED, that the President and Chief Executive Officer or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

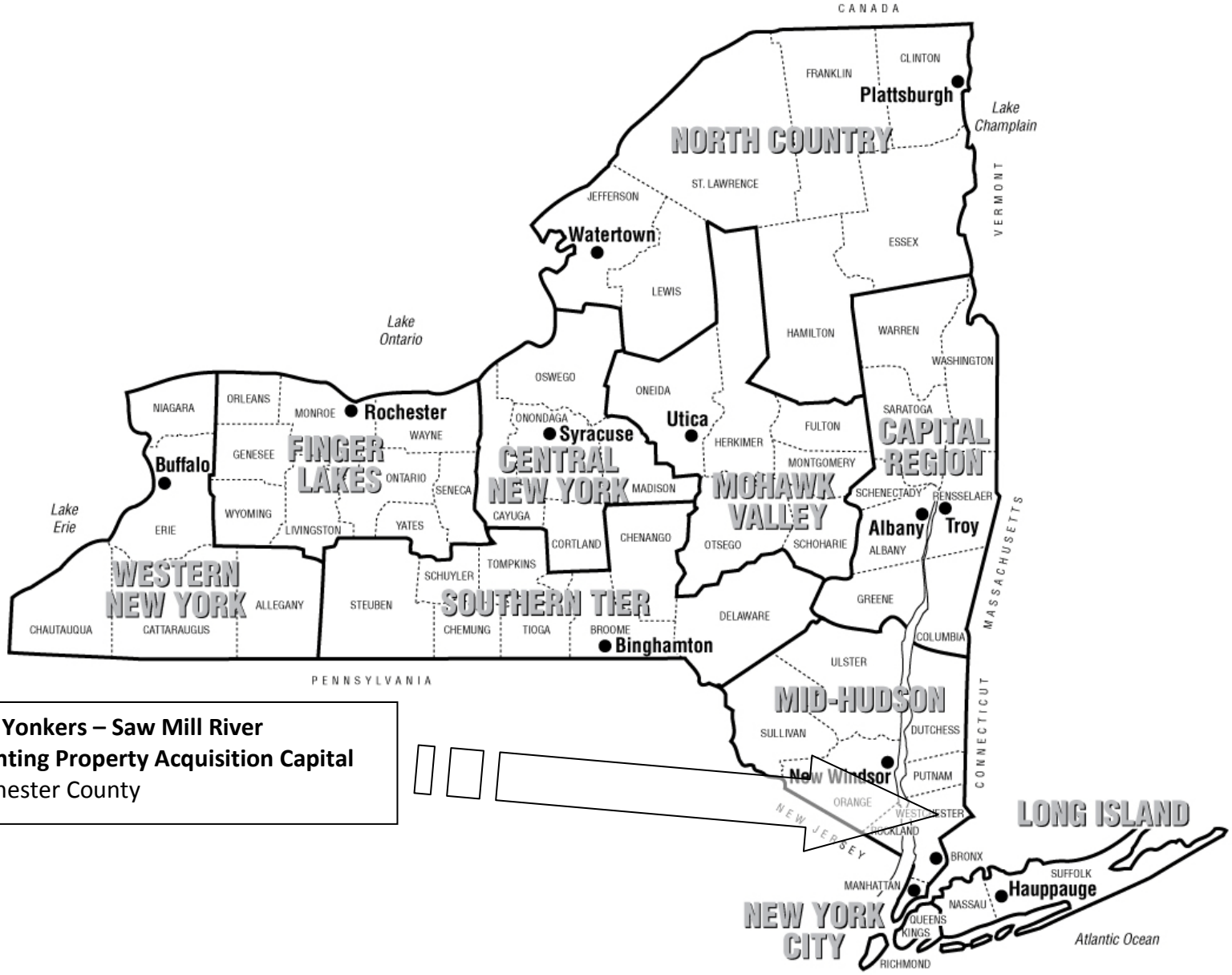
RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

Regional Internal Harvesting and Economic Gardening Program
Working Capital
Finger Lakes Region
Nine Counties



CAPITAL PROJECTS FUND PROJECT LOCATION



A. City of Yonkers – Saw Mill River Daylighting Property Acquisition Capital
Westchester County

A. City of Yonkers - Saw Mill River Daylighting Property Acquisition Capital (X917)
August 16, 2012

General Project Plan

Grantee: City of Yonkers ("Yonkers" or the "City")

Beneficiary Company: New Main Street Development Corporation ("NMSDC")

ESD Investment: A grant of up to $8,000,000 to be used for a portion of the cost of property acquisition, closing costs and relocation costs.

Project Locations: 127, 129, 131 New Main Street, Yonkers, Westchester County;
135, 137, 141, 143, 145 New Main Street, Yonkers, Westchester County;
147, 149, 151 New Main Street, Yonkers, Westchester County;
151B New Main Street, Yonkers, Westchester County;
153 New Main Street, Yonkers, Westchester County; and
155 New Main Street, Yonkers, Westchester County

Proposed Project: Acquisition of six properties (some containing multiple tax parcels but which collectively are contiguous and on the north side of New Main Street) to allow riverbank restoration to occur.

Project Type: Public infrastructure investment to spur private development in downtown Yonkers.

Regional Council: The Mid-Hudson Regional Council has been made aware of this item. The project predates the Regional Council Initiative.

Background:

City History – Yonkers, which was incorporated in 1872, is located in the southwestern corner of Westchester County in the Mid-Hudson Region of New York State. The City is 18.3 square miles in area and is the fourth largest city in New York State. It has a current population of approximately 200,000 residents. Since the early 1990s, a dramatic renaissance has been occurring in the downtown waterfront area and the City as a whole. Revitalization efforts have included a new riverfront library, a ½-mile public waterfront esplanade, a refurbished public pier, new apartments, a concentration of new restaurants, and a restored train station.

Beneficiary History – NMSDC is a not-for-profit corporation that was formed by the City, is directly controlled by the mayor of Yonkers and includes representation by the Yonkers City Council.

City of Yonkers - Saw Mill River Daylighting Property Acquisition Capital (X917)
August 16, 2012

Size – The project involves the acquisition of six properties (multiple tax parcels along the north side of New Main Street from Nepperhan moving west past Ann Street).

ESD Involvement - A $8,000,000 reappropriation was included in the FY 2012-2013 New York State budget.

Grantee Past ESD Support – ESD is currently administering a $10 million Executive-sponsored grant for the City of Yonkers Downtown Waterfront Initiatives, which includes the first phase of daylighting of the Saw Mill River. The first phase is anticipated to be complete in Summer 2012. In addition, the City was awarded a $5,404,000 Restore NY III grant for renovations of the former library and a $3,505,000 Restore NY III grant for renovations and new construction in the Philipse Manor Historic District. Both Restore NY III projects are underway. The City anticipates that the Philipse Manor Historic District project will be complete in Spring 2013 and the former library project will be complete in Fall 2013.

Beneficiary Past ESD Support – This is the first ESD-administered grant to NMSDC.

The Project:

Completion – March 2013

Activity – The project involves the acquisition, via condemnation, of six properties located on New Main Street in downtown Yonkers. NMSDC, on behalf of Yonkers, will perform the property acquisitions.

A portion of the Saw Mill River currently flows through a flume that is located beneath and/or behind the buildings on these properties. Following the acquisition of these properties, these properties and property already owned by Yonkers will be cleared and redeveloped as waterfront open space as a continuation of the Saw Mill River daylighting that has already occurred.

Results – The project will allow the City to increase the length of the Saw Mill River that is being daylighted or unearthed. In the 1920s, the Army Corps of Engineers buried the Saw Mill River in order to manage sanitation and floods. In December 2010, Yonkers began construction on the first phase of daylighting, which consisted of an 800-foot stretch of the Saw Mill River. Yonkers plans to daylight one-half mile of the river to create a unique public access destination and an anchor for a major expansion of downtown Yonkers.

City of Yonkers - Saw Mill River Daylighting Property Acquisition Capital (X917)
August 16, 2012

Envisioned are the creation of new retail spaces, as well as new commercial, entertainment and cultural offerings similar to the successful urban river walks of Providence, Rhode Island and San Antonio, Texas. Upon completion of the daylighting project, the City will have established new public assembly spaces linking the downtown to several significant commercial development sites that have approvals to create up to 600,000 square feet of commercial, retail, entertainment, and office space that would bring up to 3,600 new permanent jobs to downtown Yonkers.

Financing Uses	Amount	Financing Sources	Amount	Percent
Property Acqusition	$7,600,000	ESD Grant	$8,000,000	100%
Closing Costs	200,000			
Relocation Costs	200,000			
Total Project Costs	$8,000,000	Total Project Financing	$8,000,000	100%

Grantee Contact - Susan Gerry, Deputy Mayor, City of Yonkers
40 South Broadway
Yonkers, NY 10701
Phone: (914) 377-6648 Fax: (914) 377-6000

Beneficiary Contact - Wilson Kimball, President, New Main Street Development Corporation
40 South Broadway
Yonkers, NY 10701
Phone: (914) 377-6150 Fax: (914) 377-6000

Project Team -

Project Management	Brendan Healey
Legal	Richard Dorado
Contractor & Supplier Diversity	Denise Ross
Environmental	Soo Kang

Financial Terms and Conditions:

1. Upon execution of the grant disbursement agreement, the Grantee shall reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Grantee will be obligated to advise ESD of any materially adverse changes in its financial condition prior to disbursement.

3. Up to $8,000,000 will be disbursed to Grantee during the course of the project no more frequently than monthly upon, documentation of real estate and related costs and relocation project costs, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an

invoice and such other documentation as ESD may reasonably require. Expenditures must be incurred on or after May 24, 2012 to be considered eligible for ESD reimbursement.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $8,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

Environmental Review:
Pursuant to the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law, and its implementing regulations (6 NYCRR Part 617), ESD Directors previously adopted SEQRA Findings on September 14, 2010 for the City of Yonkers Initiatives Capital project based on the Final Environmental Impact Statement ("FEIS") for the River Park Center, Cacace Center, Larkin Plaza, and Palisades Point project. By adoption of SEQRA Findings, the Directors certified that the requirements of 6 NYCRR Part 617 have been met. The present request for ESD funding does not constitute an action beyond those actions already considered in the FEIS and does not require additional environmental review under SEQRA.

Due to the eligibility of the building at 127-129 New Main Street in Yonkers for inclusion in the State and National Registers of Historic Places, as well as the project area's sensitivity for archaeological resources, ESD has confirmed that the project sponsor initiated consultation with the New York State Office of Parks, Recreation and Historic Preservation ("OPRHP") pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. ESD will ensure that consultation is completed.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor Diversity policy will apply. The Grantee shall use their Good Faith Efforts to achieve a Minority and Women Business Enterprise ("MWBE") Participation Goal of 5% related to the total value of ESD's funding and to solicit and utilize Minority and Women Business Enterprise for any contractual opportunities generated in connection with the project.

Statutory Basis – Capital Projects Fund – Economic Development/Other:
The project was authorized in the 2012-2013 New York State budget.

There is a feasible method for the relocation of families and individuals displaced from the project area into decent, safe and sanitary dwellings, which are or will be provided in the

project area or in other areas not generally less desirable in regard to public utilities and public and commercial facilities, at rents or prices within the financial means of such families or individuals, and reasonably accessible to their places of employment.

Any current residential tenant of one of the properties to be acquired shall be assisted by a relocation company hired by NMSDC with benefits determined by NMSDC, including benefits under General Municipal Law Section 970(j) . The accommodations for residential tenants shall include NMSDC providing all residential tenants with relocation assistance in the form of assistance in finding a new apartment, relocation stipends to cover the costs of moving, utility disconnect and reconnection costs, and possible rent increases for comparable space in accordance with applicable New York Division of Housing and Community Renewal guidelines and regulations. The foregoing provides a feasible method for the relocation of families and individuals displaced from the project area into decent, safe and sanitary dwellings, which are or will be provided in the project area or in other areas not generally less desirable in regard to public utilities and public and commercial facilities, at rents or prices within the financial means of such families and individuals, and reasonably accessible to their places of employment.

Disclosure and Accountability Certifications:
The Grantee and Beneficiary have provided ESD with the required Disclosure and Accountability Certifications. Grantee's certification acknowledges that Grantee has the following Conflict of Interest:

- When the subject grant was initially announced, Mayor Mike Spano's brother, then Senator Nick Spano, was a member of the New York State Senate; however, this grant has been reappropriated every year since the grant was first announced.

Grantee's certification acknowledges the following under Good Standings:

- Former City Council member Sandy Annabi was recently convicted for corruption while in office, which constitutes a felony but this councilwoman was not involved with the subject property or project.
- The City participated with New York State Department of Environmental Coordination in a voluntary cleanup at a site located at 1061 North Broadway in Yonkers.
- The City received a notice of violation issued by the Environmental Protection Agency regarding the removal of hazardous waste from City facilities.
- As with any large municipal entity, the City is a defendant in various legal matters and will have judgments entered against it on occasion. None of these judgments impair the City's ability to function and provide necessary services.
- As with any large municipal entity, from time to time, the City or its employees or agents will be subject to investigation by regulatory or enforcement agencies.

Presently, there may be matters or persons under investigation which if disclosed would violate the confidential nature of those proceedings.

Grantee's certifications, while disclosing the above conflict of interest and good standing violations, does not contain any information that concerns ESD in regards to the ability of the City to administer this grant.

Beneficiary's certifications indicate that Beneficiary has no conflict of interest or good standing violations.

Therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

FOR CONSIDERATION
August 16, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Non-Discretionary Projects

REQUEST FOR: Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the General Project Plans; Authorization to Make Grants and to Take Related Actions

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Attached are the summaries of projects sponsored by the New York State Executive and Legislative branches:

	Project Name	Proj #	Grantee	Assistance up to
	Capital Projects Fund (Senate)			
A	City of Yonkers – Saw Mill River Daylighting Property Acquisition Capital	X917	City of Yonkers	8,000,000
	1 project		**Sub-total**	**$8,000,000**
	TOTAL NON-DISCRETIONARY – 1 PROJECT		**TOTAL**	**$8,000,000**

I. Statutory Basis

The projects are sponsored by the Executive, Assembly or Senate, and were authorized or reappropriated in the 2012-2013 New York State budget. No residential relocation is required as there are no families or individuals residing on the site(s).

II. Environmental Review

Unless otherwise noted on a project summary, ESD* staff has determined that the projects constitute Type II actions as defined by the New York State Environmental Quality Review Act and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with the projects.

* The New York State Urban Development Corporation doing business as the Empire State Development Corporation ("ESD" or the "Corporation")

III. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses in the performance of ESD contracts. Accordingly, ESD's Non-discrimination and Contractor & Supplier Diversity policy will apply to the projects. Unless otherwise specified in the project summary, Grantees shall use their Good Faith Efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal of 23% related to the total value of ESD's funding. This shall include a Minority Business Enterprise ("MBE") Participation goal of 13% and a Women Business Enterprise ("WBE") Participation goal of 10%. Grantees shall use Good Faith Efforts to solicit and utilize MWBEs for any contractual opportunities generated in connection with the projects and to include minorities and women in any job opportunities created by the projects.

IV. ESD Employment Enforcement Policy

Unless otherwise noted on a project summary, the ESD Employment Enforcement Policy will not apply since the projects will not directly create or retain jobs.

V. ESD Financial Assistance Subject to Availability of Funds and Additional Approval

The provision of ESD financial assistance is contingent upon the availability of funds and the approval of the State Division of the Budget.

VI. Additional Requirements

Pursuant to direction received from the New York State Office of the Attorney General ("OAG"), individual project summaries may be subject to comment and approval by the OAG.

Due diligence has been exercised by ESD staff in reviewing information and documentation received from grantees/borrowers and other sources, in preparation for bringing projects to the ESD Directors for approval. The due diligence process also involves coordination with a number of external constituents, including the OAG, and grantees/borrowers have provided ESD with the required Disclosure and Accountability Certifications.

Also, pursuant to s.2879-a of the Public Authorities Law, the Office of the State Comptroller ("OSC") has notified the Corporation that it will review all grant disbursement agreements ("GDAs") of more than one million dollars ($1 million) that are supported with funds from the Community Projects Fund ("007"). Such GDAs, therefore, will not become valid and enforceable unless approved by the OSC. A clause providing for OSC review will be included in all GDAs that are subject to such approval.

VII. Additional Submissions to Directors

New York State Maps
Resolutions
Project Summaries

August 16, 2012

Capital Projects Fund - Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make A Grants and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Capital Projects Fund project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area(s), except with respect to the City of Yonkers - Saw Mill River Daylighting Property Acquisition Capital project, for which there is a feasible method for the relocation of families and individuals displaced from the project area into decent, safe and sanitary dwellings, which are or will be provided in the project area or in other areas not generally less desirable in regard to public utilities and public and commercial facilities, at rents or prices within the financial means of such families and individuals, and reasonably accessible to their places of employment; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the Capital Projects Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

Capital Projects Fund - Senate - Project Summary Table

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
A	City of Yonkers – Saw Mill River Daylighting Property Acquisition Capital	X917	City of Yonkers	8,000,000
			TOTAL	**$8,000,000**

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

August 16, 2012

Community Capital Assistance Program – Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Community Capital Assistance Program Project (the "Project"), in accordance with Chapter 84 of the Laws of 2002 for the Community Capital Assistance Program, the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area(s); and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the Community Capital Assistance Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

Community Capital Assistance Program – Senate - Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
B	Three Rivers Development Foundation – War Memorial Library Restoration Capital	X483	Three Rivers Development Foundation, Inc.	100,000
			TOTAL	**$100,000**

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as he or she may in his or her sole discretion consider to be necessary or proper to effectuate the foregoing resolutions.

* * *

FOR CONSIDERATION
August 16, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: New York Harbor – Agreement with the Port Authority of New York and New Jersey ("PANYNJ") for Funding with Regard to the Transportation, Economic Development and Infrastructure Renewal Master Agreement ("TEDIR Agreement")

REQUEST FOR: Authorization to (i) Approve Funding to the Brooklyn Navy Yard Development Corporation for the Brooklyn Navy Yard Green Manufacturing Center; (ii) Adopt the Proposed General Project Plan; (iii) Amend the TEDIR Agreement to Include this Project; and (iv) Authorization to Take Related Actions

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General Project Plan

Project Summary

Grantee: Brooklyn Navy Yard Development Corporation ("BNYDC")

ESD* Investment: A grant of up to $5,000,000 to be used to repay a portion of the funds that BNYDC lends to a New Market Tax Credit ("NMTC") and Historic Tax Credit ("HTC") Investment Fund (the "Investment Fund"). By using the Grant in this manner, the Grant funds are being funded into a structure that generates NMTCs and HTCs and, as a result, BNYDC will receive additional funds from the NMTC and HTC investor referenced above. Through the above structure, the Grant proceeds ultimately are utilized for the purpose of rehabilitation of the Property.

Project Location: 63 Flushing Avenue - Buildings 28, 123, and 128
Brooklyn Navy Yard, Brooklyn, Kings County

Proposed Project: Redevelopment of Brooklyn Navy Yard's Buildings 28, 123, and 128 into a 215,000 square-foot multi-tenanted manufacturing facility (the "Project").

Regional Council: The Project is a New York City Regional Economic Development Council ("Council") priority project. The Incentive Offer was accepted in March 2012. The Project is consistent with the Regional Plan in that it is a "transformative project that positions the region as a leader in the

emerging clean tech sector. It would offer built space for clean tech companies [and] would help generate cluster development." The Project supports three main goals of Priority Projects: Transformative Roles, Job Creation and Regional Impact.

* The New York State Urban Development Corporation doing business as the Empire State Development ("ESD or the "Corporation")

Project Cost and Financing Sources

The Project budget has been updated since June 2012 to include the full scope of the rehabilitation to qualify for NY State and Federal historic rehabilitation tax credits.

Financing Uses	Amount
Hard costs	$50,596,415
A/E and testing costs	$2,000,000
Design contingency costs	$5,259,641
NMTC/HTC closing costs & fees	$2,526,500
Total Project Costs	$60,382,556

Financing Sources	Amount	Percent	Rate/Term/Lien
ESD - Grant (X771)	$5,000,000	8%	
ESD - Grant (W932) – Downstate Revitalization, approved March 23, 2011	$1,000,000	2%	
U.S. Economic Development Administration - Grant	$2,500,000	4%	
NYC Capital grant	$10,000,000	17%	
NYC Regional Center - Loan	$34,570,056	57%	3%/5 yrs./rent roll
NMTC Equity**	$7,312,500	12%	
Total Project Financing	$60,382,556	100.0%	

** $12,000,000 in NMTC allocation from ESNMC will yield $3.5M of the total $7.3M in gross NMTC tax credit equity, before fees and closing costs.

Project Description
A. Company

Funding Source: In November 2003, the Port Authority of New York and New Jersey ("PANYNJ") and ESD executed the TEDIR Agreement that authorized a program of capital expenditures for transportation, economic development and infrastructure renewal projects in the State of New York. Pursuant to the TEDIR Agreement, ESD has the authority to request funding from PANYNJ for projects. ESD has received preliminary advice that PANYNJ will provide the required concurrence for the Project.

Organization History: The Brooklyn Navy Yard Development Corporation is a not-for-profit corporation that manages the 300-acre Brooklyn Navy Yard (the "Navy Yard") under a 99-year lease with the City of New York (the "City"). The Navy Yard was established in 1801 and was once the site of one of the nation's most storied U.S. Navy ship building facilities through World War II. The federal government closed the location as a ship manufacturer in 1966 and the site was sold to the City. BNYDC's mission is to promote local industrial economic development and employment, develop underutilized areas of the Navy Yard, oversee modernization of the Navy Yard's infrastructure, and manage waterfront assets including three active dry docks and five piers.

Currently, the Navy Yard's 4.5 million square feet of leaseable space, spread over 40 buildings, is 99% occupied with more than 275 tenants with approximately 6,000 employees. There is a broad range of businesses at the Navy Yard, including movie studios, e-commerce, furniture manufacturers, ship repair, metal fabrication, architectural designers, fine artists, film and exhibition set fabricators, electronics distributors, food processors, and construction.

Past ESD Support: In 2009, BNYDC approached ESD for assistance for the project through the Downstate Revitalization Fund. The incentive proposal was accepted by BNYDC in December 2009, and in March 2011, ESD approved the $1,000,000 capital grant (W932) to assist with a portion of the construction costs for the Project. The grant disbursement agreement was fully executed in January 2012.

In June 2012, ESD approved a $12,000,000 New Market Tax Credit allocation for the Project.

B. The Project

Completion: May 2014

Activity: The Project involves the redevelopment of Brooklyn Navy Yard Buildings 28, 123, and 128 into a 215,000-square-foot, multi-tenanted industrial facility (the "Green Manufacturing Center"). BNYDC plans to adaptively reuse the steel frames and concrete foundations of these buildings, which are three separately constructed yet connected turn-of-the-century former U.S. Navy machine shops.

BNYDC has completed designs for the project and anticipates that construction will begin during the third quarter of 2012. As part of BNYDC's commitment to sustainable growth, BNYDC aims to achieve a LEED Silver certification from the U.S. Green Building Council for this Project.

This Project will facilitate BNYDC's efforts to create additional industrial space which will support the growth of the industrial business sector.

Results: Upon completion of the Project, it is anticipated that up to 300 people will be employed by the tenants that occupy the new space. BNYDC has identified two possible tenants for the building: Crye American, a body armor and military apparel company; and Macro Sea, a design and manufacturing company.

The Project is anticipated to create 300 new full-time permanent jobs.

After Directors' approval, ESD will notify PANYNJ, via a Project Letter Request, of the request for approval of this Project. Once approved, PANYNJ will disburse the funds to ESD for administration to BNYDC. ESD will review payment requests submitted by BNYDC prior to releasing funds. The TEDIR Agreement will be amended to include the Project.

Grantee Contact: Christopher Tepper, Director of Development and Planning
Brooklyn Navy Yard Development Corporation
63 Flushing Avenue, Unit 300, Building 292
Brooklyn, NY 11205
Phone: (718) 907-5916

Environmental Review

Pursuant to the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law and its implementing regulations (6 NYCRR Part 617), and in connection with the previous approval of funding for the Project, the ESD Directors made a Determination of No Significant Effect on the Environment at their meeting of March 23, 2011. Therefore, no further environmental review is required in connection with this action.

Due to the site's eligibility for inclusion in the New York State and National Registers of Historic Places, ESD has confirmed that the Project sponsor consulted with the New York State Office of Parks, Recreation and Historic Preservation ("OPRHP") pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. ESD will ensure that the Project sponsor continues consultation with OPRHP.

Request

It is requested that the Directors authorize approval of the $5,000,000 funding to BNYDC to rehabilitate and redevelop Brooklyn Navy Yard Buildings 28, 123, and 128 into a 215,000-square-foot industrial facility, including amending the TEDIR Agreement authorizing the allocation of funds to BNYDC, and authorize the taking of related actions.

ESD Project No.: X771

Project Team:	Project Management	Gretchen Minneman
	Legal	Jonathan Beyer
	Contractor & Supplier Diversity	Vikas Gera
	Environmental	Soo Kang

Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policy will apply to this Project. The Grantee shall be required to (i) solicit and utilize certified Minority and Women Business Enterprises ("M/WBEs") for any contractual opportunities generated in connection with the Project (ii) to use Good Faith Efforts to achieve an overall M/WBE Participation Goal of 32%. The overall M/WBE participation goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 22% and a Women Business Enterprise ("WBE") Participation Goal of 10%, related to the total value of ESD's funding.

Additional Submissions to Directors

Resolutions

August 16, 2012

NEW YORK HARBOR – Authorization to (i) Approve Funding to the Brooklyn Navy Yard Development Corporation for the Brooklyn Navy Yard Green Manufacturing Center; (ii) Adopt the Proposed General Project Plan; (iii) Amend the TEDIR Agreement to Include this Project; and (iv) Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Brooklyn Navy Yard Green Manufacturing Center Project – TEDIR (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of Section 16(2) of the Act, the proposed General Project Plan (the "Plan") for the Project submitted to this meeting, together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to the Brooklyn Navy Yard Development Corporation a grant for a total amount not to exceed Five Million Dollars ($5,000,000) from TEDIR for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting including amending the TEDIR Agreement to include this grant,, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals.

* * *

FOR CONSIDERATION

August 16, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Harlem River Park Towers Residential Project – UDC Loan No. 18

REQUEST FOR Authorization to (i) Accept a Partial Prepayment of Cash and Allow the Assumption of the Remaining Balance of Outstanding Indebtedness and (ii) Take All Related Actions.

PROJECT SUMMARY

Location: Bronx, NY

Improvements: Constructed in 1974, Harlem River Park Towers (the "Project") is located in the Morris Heights section of the Bronx and is situated on a 4.22-acre site adjacent to Roberto Clemente State Park and the Major Deegan Expressway. The Project consists of two 38-story buildings and two 40-story buildings containing 1,654 family apartments (119 Studios, 553 one-bedroom units, 534 two-bedroom units, 440 three-bedroom units, and 8 four-bedroom units), ground-level commercial spaces, and a four-level parking structure.

BACKGROUND

Legal title to the Project is held by Harlem River Park Houses, Inc. (the "Housing Company"). The beneficial ownership is in River Park Associates (the "Partnership"), and the Managing Agent is R/Y Management.

FINANCIAL

The Project was financed in 1974 with a UDC mortgage loan in the amount of $71,986,000 ("Final Mortgage Determination" or "FMD"). The Project's current total indebtedness is $102,267,483, and includes the $70,936,479 outstanding FMD, an arrearage note of $3,846,000, Section 32 advances in the amount of $1,497,532, a Project Improvement Program ("PIP") loan of $6,982,694, and accrued interest arrears through October 31, 2012 totaling $19,004,778.

The Project is subsidized under Section 236 of the National Housing Act and receives annual interest reduction payments ("IRP") from HUD in the amount of $4,320,763. The Project's IRP contract expires on January 31, 2025. The Project also receives a rental subsidy under a Rent Assistance Contract through HUD for 464 units, which represents 28% of the Project's total 1,654 units. Currently, approximately 90% of the Project's tenants are at or below 60% of the Area Median Income (AMI).

CURRENT STATUS

The 38-year old Project has undergone some modernization, but is in need of additional structural repairs, weatherization, and security upgrades. The Project's age, together with its physical and financial condition, necessitate a financial restructuring to allow for overall rehabilitation. Capital needs include roof repairs, window replacement at two of the four buildings, façade repairs, interior common area renovations, mechanical upgrades, extensive security upgrades, repair to water damaged interiors, apartment upgrades, and structural bracing and repairs to the parking structure. Approximately 18% of the 1,654 units in the Project are currently vacant due the current Housing Company's inability to make necessary improvements to turn the apartments over.

In 1998, after years of the Housing Company and Partnership's failure to pay full debt service payments, ESD entered into a workout agreement that provided debt relief, but also ensured some repayment of the outstanding interest. However, two years after finalizing the workout agreement, the Project faced further financial hardship due to 38% and 22% increases in utility costs for calendar years 2000 and 2001, respectively. In effort to ease the Project's financial burden, ESD modified the workout agreement in June 2002 to provide even further debt relief.

The Housing Company had been making the agreed upon minimum debt service payments per the workout agreement until 2008. The workout agreement expired in July 2011, and at the end of 2011, ESD placed the Project in default for failure to remit $5.3 million in debt service payments from 2008-2010. The owner subsequently accepted ESD's proposal to pay a reduced payment of $3 million to satisfy the 3-year default period of 2008-2010. ESD received their $3 million payment in November 2011 and will apply it against the Project's outstanding interest arrears. An additional approximately $1.4 million is expected to be paid to ESD from the Project's current Operating Escrow Fund ("OEF") reserves at closing as a partial repayment for 2011 debt service arrears.

PROPOSED REDEVELOPMENT AND PREPAYMENT PLAN

Omni New York LLC ("Omni") and Mill Plain Properties, LLC plan to acquire and rehabilitate River Park Towers through River Park Bronx Apartments, Inc. (a newly formed Article II entity) as nominee for River Park Bronx Residences, LP (a newly formed single purpose limited partnership) as beneficial owner of the property (the "Borrower").

The rehabilitation will be financed with a mortgage loan provided by New York State Housing & Community Renewal ("HCR"), and the issuance of tax-exempt bonds. The tax-exempt bond issuance will allow the transaction to receive 4% as of right low income housing tax credits, and as a result, the transaction will be financed with approximately $125 million in tax credit equity.

To facilitate the overall rehabilitation and financial restructuring of this significant affordable housing asset, ESD has agreed to accept a partial prepayment of $40 million at closing plus an additional amount of approximately $1.4 million from the Project's OEF account. The remaining outstanding arrears of approximately $49 million will be assigned to the Borrower as subordinate debt.

The $40 million payment to ESD represents 58% of the outstanding FMD and is equivalent to the IRP subsidy stream that ESD would have expected to receive had the Project not elected to prepay their mortgage calculated at a 4% discount rate. The Borrower will assume the remaining balance of outstanding indebtedness of $57,867,483.34 as part of their overall refinancing plan and will undertake an extensive rehabilitation.

Approximately $155 million will be spent to rehabilitate the Project. The rehabilitation will be subject to federal prevailing-wage rates and include a conversion from electric to gas heat, renovation of the lobbies and common areas, replacement and upgrading of mechanical systems, window replacement of two of four buildings, roof repair, brick pointing, completion of elevator modernization, replacement of doors and entrances, structural repair to the adjoining parking structure, landscaping, and a new DVR security system with approximately 1,500 security cameras. Improvements within tenant dwelling units will include repainting of units, new floors, new kitchen cabinets, new appliances, countertops and fixtures, and new bathroom vanities, sinks, faucets, and bath tubs.

To ensure quality management of the property, the Section 236 subsidy will be decoupled to allow for the issuance of project based Section 8 vouchers for all eligible current tenants. The project-based vouchers will allow the Property to receive higher rents while ensuring that tenants will pay no more than 30% of their income for their new rent. This affordability will be maintained for 35 years.

NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply. Purchaser and every successor in interest to the Property shall not discriminate upon the basis of race, creed, color, sex or national origin in the sale, lease or rental, or in the use or occupancy of the Property or improvements erected or to be erected thereon or any part thereof. This covenant shall run with the land in perpetuity.

ENVIRONMENTAL REVIEW

ESDC staff has determined that the project constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

REQUESTED ACTION

The Directors are requested to authorize: (i) acceptance of a partial prepayment of cash and allow the assumption of the remaining balance of outstanding indebtedness and (ii) the taking of all related actions.

RECOMMENDATION

Based on the foregoing, I recommend approval of the requested action.

ATTACHMENT

Resolution

August 16, 2012

BRONX COUNTY - RIVER PARK TOWERS RESIDENTIAL PROJECT - UDC LOAN NO. 18 - REQUEST FOR AUTHORIZATION TO (I) ACCEPT A PARTIAL PREPAYMENT OF CASH AND ALLOW THE ASSUMPTION OF THE REMAINING BALANCE OF OUTSTANDING INDEBTEDNESS AND (II) TAKE ALL RELATED ACTIONS.

RESOLVED, that, based on the materials submitted to this meeting and ordered filed with the records of the New York State Urban Development Corporation ("Corporation") relating to the River Park Residential Project (UDC Loan No. 18), the Corporation be and hereby is authorized to: (i) Accept a Partial Prepayment of Cash and Allow the Assumption of the Remaining Balance of Outstanding Indebtedness and (ii) Take All Related Actions, and be it further

RESOLVED, that the Officers of the Corporation, be, and each of them hereby is authorized and directed to take any and all actions necessary to carry out the foregoing resolutions and to carry out any authority or delegation granted to the Corporation or in conjunction with such authorizations, including, but not limited to, the preparation and execution of any agreements, instrumentation and/or documents as such authorized officer may deem necessary or appropriate.

UDC Loan No. 18 - LOAN FACT SHEET

Property Name:	River Park Towers
Mortgagor:	Harlem River Park Houses, Inc.
Property Location:	55 Richman Plaza Bronx, NY 10453
Mortgagee:	New York State Urban Development Corporation

Outstanding Indebtedness as of October 31, 2012

FMD Note (Principal Balance)	$ 70,936,478.69
Arrearage Note (Principal Balance)	$ 3,846,000.00
Section 32 Note (Principal Balance)	$ 1,497,532.15
Outstanding Mortgage Indebtedness	*$ 76,280,010.84*
Debt Service Interest Arrears*	$ 19,004,778.02
Project Improvement Program Loan	$ 6,982,694.48
2008-2010 Debt Service Payment held in Escrow	($ 3,000,000.00)
Total Outstanding Indebtedness	*$ 99,267,483.34*

HUD Section 236 Subsidy

Annual HUD Section 236 Interest Reduction Payments (thru 1/31/25)	$ 4,320,763.00

Debt Service

Total Contractual Annual Debt Service	$ 6,963,202.04
Annual HUD Section 236 Subsidy (thru 1/31/25)	($ 4,320,763.00)
Housing Company's Annual Debt Service	$ 2,642,439.04
Housing Company's Actual 2011 Debt Service per Workout Agreement	*$ 2,215,404.00*

Proposed Transaction Details

Payment to ESD at closing	$ 40,000,000.00
Operating Escrow Fund account	$ 1,400,000.00
Total Payment to ESD	$ 41,400,000.00
Payment as a percent of FMD	58%
Assignment of Remaining Indebtedness to NYCHDC	$ 57,867,483.34

Miscellaneous

Operating Escrow Fund Balance as of 8/1/12	$ 1,402,075.52
Occupancy as of 3/31/12 (1,093 units)	82.2%
Rental Assistance Payment (RAP) Contract	$ 2,410,270.00
Number of Units Receiving RAP	464
RAP Units as a % of Total Units	28.0%

FOR CONSIDERATION
August 16, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Procurement of Legal Services

REQUEST FOR: Authorization to Enter into a Contract with Foley & Lardner LLP

I. Contract Summary

Contractor: Foley & Lardner LLP (the "Firm")

Scope of Services: Advice and counsel in connection with negotiations concerning the Ralph Wilson Jr. Stadium f/k/a Rich Stadium

Contract Term: One year

Contract Amount: Not to exceed $50,000

Funding Source: Corporate funds or other source to be determined

II. Background

In December of 1998, New York State Urban Development Corporation, now doing business as Empire State Development ("ESD"), through its subsidiary the Erie County Stadium Corporation ("Stadium Corp"), together with the County of Erie ("County") and the Buffalo Bills, Inc. (the "Bills") agreed to a plan for the renovation of Ralph Wilson Jr. Stadium, f/k/a Rich Stadium (the "Stadium") and for a new 15-year lease. Under the agreements, the County leases the Stadium to Stadium Corp, which in turn subleases it to the Bills. The current lease is set to expire on July 31, 2013. Discussions have begun regarding a lease extension.

Because of the complexity of the transaction and the specialized nature of the negotiations, the advice and assistance of outside counsel is required. ESD is assembling a legal team to provide these services. In consultation with the Office of the Governor, ESD staff propose that ESD enter into a contract with Foley & Lardner LLP to form part of the team to provide the required services.

III. Proposed Contractor and Contractor Selection Process

Founded in 1842, Foley & Lardner LLP ("F&L" or the "Firm") is a national firm with approximately 900 attorneys in 21 offices. Among its many practice areas, the firm specializes in the sports industry. Mr. Irwin Raij, a partner with the Firm, is co-chair of the Firm's Sports Industry Team.

Mr. Raij has represented and counseled major sports clients including a professional sports league, professional sports teams and owners and acquirers of professional sports teams. He advises clients in connection with a variety of new stadium development projects, construction agreements, new and interim lease agreements, acquisition of professional sports franchises, strategic counsel and commercial matters.

Mr. Raij's experience includes leading the team that represented Guggenheim Baseball Management in the recent acquisition of the Los Angeles Dodgers, the single largest transaction ever for a professional sports franchise. He also represented Rangers Baseball Express in its acquisition of the Texas Rangers. Mr. Raij was appointed by the Commissioner of Major League Baseball to serve on a three-person committee to determine feasibility of developing a new stadium for the Oakland A's in Northern California, represented MLB in the relocation of the Montreal Expos, now the Washington Nationals, to Washington, D.C., and acted as MLB's counsel in its successful efforts to facilitate the negotiation and approval of new stadiums for the Miami Marlins and the Washington Nationals. Mr. Raij also has provided counsel to the Miami Dolphins in their efforts to renovate Sun Life Stadium and has worked with private developers on the creation of stadium development concepts throughout the country.

Mr. Raij's role will be to provide ESD with targeted, strategic advice through the course of lease negotiations.

A Contract Reporter exemption for this contract was granted based on the Mr. Raij's and the Firm's particular expertise in negotiations involving professional sports teams and stadiums.

Pursuant to State Finance Law Section 139-j and 139-k and the Corporation's policy related thereto, staff has; a) considered proposed contractor's ability to perform the services provided for in the proposed contract; and b) consulted the list of offerers determined to be non-responsible bidders and debarred offerers maintained by the New York State Office of General Services. Based on the foregoing, staff considers the proposed contractor to be responsible.

IV. Scope of Work

Strategic advice and counsel in connection with Ralph Wilson Jr. Stadium lease negotiations.

V. Contract Term, Price and Funding

The proposed term of the contract is one year. The Firm has agreed to a partner rate of $495 per hour. All other legal personnel will be billed within ESD's maximum rate structure.

VI. Contractor and Supplier Diversity

Due to the specialized nature of the services to be rendered, the Office of Contractor and Supplier Diversity has determined that there is no Minority- and Women-Owned Business Enterprise ("MWBE") availability for the scope of work. Accordingly, no MWBE participation goals will be established for this contract.

VII. Environmental Review

ESD staff has determined that the requested authorization constitutes a Type II action as defined by the New York State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the authorization

VIII. Requested Action

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; (2) authorize the Corporation to enter into a contract with Foley & Lardner LLP for an amount not to exceed $50,000 on the terms set forth above, including a partner rate of $495/hr.

IX. Recommendation

Based on the foregoing, I recommend approval of the requested actions.

X. Attachments

Resolution

August 16, 2012

Empire State Development – Authorization to Enter Into a Contract with Foley & Lardner LLP to Provide Legal Services and to Take Related Actions

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BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the "Materials"), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Foley & Lardner LLP to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with Foley & Lardner LLP in an amount not to exceed Fifty Thousand Dollars ($50,000) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

Empire State Development

FOR INFORMATION
August 16, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Budget Variance Reports for the Quarter Ended June 30, 2012

In accordance with applicable law, attached are the variance reports for the first quarter of fiscal year 2012-13 for the department operating budgets, as well as subsidiary operating and capital budgets.

During the first three months of fiscal year 2012-13, total departmental spending was approximately $ 7.9 million (16%) of the total budget of approximately $49.5 million. Current projections indicate that the Corporation will end the current fiscal year within the approved budget based on projected spending trends and anticipated fixed expenses.

Total subsidiary spending for operations, excluding HCDC Weatherization and LMDC, was approximately $1 million (19.5%) of the total budget of $5.1 million. Operating spending as compared to the budget was on target for the quarter and is expected to end the current fiscal year within budget. Spending for HCDC's Weatherization Program and LMDC is shown separately as both are federally funded.

Total subsidiary spending for capital work was approximately $14.4 million, or 5.73%, as compared to the total of all subsidiaries' capital budgets of $251.3 million. The variance in capital spending reflects a time lag in billings which is common with these types of projects. A significant portion of capital work completed as of June 30th is invoiced up to 60 days after quarter end. The level of spending is expected to increase later in the fiscal year, as all first quarter invoices are reflected and with the commencement of construction at the Moynihan Station and Erie Canal Harbor Canal Side projects in the first half of FY 12-13.

Subsidiary Operating Budget Summary Variance Report
June 30, 2012

	Convention Center	Empire State New Market Corp	Erie Canal Harbor	Empowerment Zone	HCDC	Harriman	Moynihan Station	Queens West	USA Niagara	Total	HCDC Weatherization	LMDC
ANNUAL BUDGET												
Personal Services (incl. Benefits)	$234,121	$0	$766,648	$342,189	$932,471	$103,800	$949,712	$140,299	$518,544	3,987,784	784,993	0
Occupancy Expenses	$35,000	$0	$50,000	$0	$22,000	$0	$0	$41,000	$57,300	205,300	5,000	0
Government Assessment Fee	$0	$0	$0	$0	$0	$0	$0	$0	$0	0	0	0
Repairs / Maint / Prop Mgmt / Other Outside Serv / Expe	$20,400	$6,210	$96,000	$895	$39,210	$13,500	$9,500	$6,225	$10,000	201,940	1,105,618	0
Computers, Software & Telephone	$1,500	$0	$14,000	$150	$15,000	$9,325	$31,000	$5,060	$25,000	101,035	12,000	0
Legal / Consulting / Accounting Fees	$40,000	$84,962	$0	$32,000	$100,595	$0	$0	$0	$0	257,557	15,000	0
Office Supplies / Printing / Advertising	$2,600	$0	$19,000	$670	$34,708	$4,000	$36,000	$4,425	$7,185	108,588	18,000	0
Insurance	$22,550	$10,115	$24,500	$2,900	$45,881	$13,004	$22,625	$22,365	$26,215	190,155	10,000	0
Travel & Meals	$3,500	$5,000	$4,000	$355	$8,500	$2,500	$2,500	$0	$2,000	28,355	12,000	0
On-Line Services, Dues & Subscriptions	$500	$0	$3,500	$0	$9,100	$0	$1,500	$1,950	$4,500	21,050	11,000	0
Other Post Employment Cost	$0	$0	$0	$0	$0	$0	$0	$0	$0	0	0	0
Total	**$360,171**	**$106,287**	**$977,648**	**$379,159**	**$1,207,465**	**$146,129**	**$1,052,837**	**$221,324**	**$650,744**	**$5,101,764**	**$1,973,611**	**$0**
YTD BUDGET												
Personal Services (incl. Benefits)	$58,527	$0	$191,661	$85,542	$233,115	$25,950	$237,426	$35,073	$129,633	996,927	196,248	0
Occupancy Expenses	$8,748	$0	$12,498	$0	$5,499	$0	$0	$10,248	$14,325	51,318	1,248	0
Government Assessment Fee	$0	$0	$0	$0	$0	$0	$0	$0	$0	0	0	0
Repairs/Maint/Prop Mgmt/Other Outside Serv/Expenses	$5,097	$1,551	$23,997	$219	$9,798	$3,372	$2,370	$1,554	$2,496	50,454	276,396	0
Computers, Software & Telephone	$375	$0	$3,498	$36	$3,747	$2,331	$7,749	$1,263	$6,246	25,245	2,997	0
Legal / Consulting / Accounting Fees	$9,999	$21,237	$0	$7,998	$25,146	$0	$0	$0	$0	64,380	3,750	0
Office Supplies / Printing / Advertising	$648	$0	$4,746	$165	$8,673	$996	$8,997	$1,101	$1,794	27,120	4,497	0
Insurance	$5,637	$2,526	$6,123	$723	$11,469	$3,249	$5,655	$5,589	$6,552	47,523	2,499	0
Travel & Meals	$873	$1,248	$999	$87	$2,121	$624	$624	$0	$498	7,074	2,997	0
On-Line Services, Dues & Subscriptions	$123	$0	$870	$0	$2,274	$0	$372	$486	$1,122	5,247	2,748	0
Other Post Employment Cost	$0	$0	$0	$0	$0	$0	$0	$0	$0	0	0	0
Total	**$90,027**	**$26,562**	**$244,392**	**$94,770**	**$301,842**	**$36,522**	**$263,193**	**$55,314**	**$162,666**	**$1,275,288**	**$493,380**	**$0**
ACTUAL TO DATE												
Personal Services (incl. Benefits)	$46,994	$0	$128,731	$77,935	$179,657	$12,962	$196,342	$27,550	$110,405	780,576	206,692	712,169
Occupancy Expenses	$8,282	$0	$14,786	$0	$0	$0	$0	$4,635	$14,325	42,028	0	185,939
Government Assessment Fee	$0	$0	$0	$0	$0	$0	$0	$0	$0	0	0	0
Repairs/Maint/Prop Mgmt/Other Outside Serv/Expenses	$373	$0	$17,224	$0	$2,445	$0	$399	$1	$984	21,426	855,341	27,270
Computers, Software & Telephone	$108	$0	$1,598	$0	$6,473	$505	$1,168	$670	$2,868	13,389	1,558	8,725
Legal / Consulting / Accounting Fees	$0	$8,588	$919	$0	$0	$0	$0	$0	$0	9,507	0	977,593
Office Supplies / Printing / Advertising	$247	$0	$2,498	$247	$8,448	$0	$0	$909	$75	12,425	6,189	2,214
Insurance	$15,764	$4,581	$16,768	$2,871	$17,629	$6,894	$15,941	$16,729	$16,837	114,013	559	416,508
Travel & Meals	$0	$310	$756	$0	$342	$0	$420	$0	$0	1,828	3,030	725
On-Line Services, Dues & Subscriptions	$0	$400	$433	$0	$25	$0	$0	$0	$530	1,388	4,350	1,575
Other Post Employment Cost	$0	$0	$0	$0	$0	$0	$0	$0	$0	0	0	0
Total	**$71,768**	**$13,878**	**$183,712**	**$81,053**	**$215,020**	**$20,361**	**$214,269**	**$50,494**	**$146,023**	**$996,579**	**$1,077,719**	**$2,332,718**
YTD OVERVIEW												
Personal Services (incl. Benefits)	$11,533	$0	$62,931	$7,607	$53,458	$12,988	$41,084	$7,523	$19,228	$216,351	($10,444)	($712,169)
Occupancy Expenses	$466	$0	($2,288)	$0	$5,499	$0	$0	$5,613	$0	$9,290	$1,248	($185,939)
Government Assessment Fee	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Repairs/Maint/Prop Mgmt/Other Outside Serv/Expenses	$4,724	$1,551	$6,773	$219	$7,353	$3,372	$1,971	$1,553	$1,512	$29,028	($578,945)	($27,270)
Computers, Software & Telephone	$267	$0	$1,900	$36	($2,726)	$1,826	$6,581	$593	$3,378	$11,856	$1,439	($8,725)
Legal / Consulting / Accounting Fees	$9,999	$12,650	($919)	$7,998	$25,146	$0	$0	$0	$0	$54,874	$3,750	($977,593)
Office Supplies / Printing / Advertising	$401	$0	$2,248	($82)	$225	$996	$8,997	$192	$1,719	$14,695	($1,692)	($2,214)
Insurance	($10,127)	($2,055)	($10,645)	($2,148)	($6,160)	($3,645)	($10,286)	($11,140)	($10,285)	($66,490)	$1,940	($416,508)
Travel & Meals	$873	$938	$243	$87	$1,779	$624	$204	$0	$498	$5,246	($33)	($725)
On-Line Services, Dues & Subscriptions	$123	($400)	$437	$0	$2,249	$0	$372	$486	$592	$3,859	($1,602)	($1,575)
Other Post Employment Cost	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Total	**$18,259**	**$12,684**	**$60,680**	**$13,717**	**$86,823**	**$16,161**	**$48,924**	**$4,820**	**$16,643**	**$278,709**	**($584,339)**	**($2,332,718)**
% of YTD Budget Used	**79.72%**	**52.25%**	**75.17%**	**85.53%**	**71.24%**	**55.75%**	**81.41%**	**91.29%**	**89.77%**	**78.15%**	**218.44%**	**0.00%**
OVERVIEW												
Annual Budget	**$360,171**	**$106,287**	**$977,648**	**$379,159**	**$1,207,465**	**$146,129**	**$1,052,837**	**$221,324**	**$650,744**	**$5,101,764**	**$1,973,611**	**$0**
Actual to Date	**$71,768**	**$13,878**	**$183,712**	**$81,053**	**$215,020**	**$20,361**	**$214,269**	**$50,494**	**$146,023**	**$996,579**	**$1,077,719**	**$2,332,718**
Balance Remaining	**$288,403**	**$92,409**	**$793,936**	**$298,106**	**$992,446**	**$125,768**	**$838,568**	**$170,830**	**$504,721**	**$4,105,185**	**$895,892**	**($2,332,718)**
% of Annual Budget Used	**19.93%**	**13.06%**	**18.79%**	**21.38%**	**17.81%**	**13.93%**	**20.35%**	**22.81%**	**22.44%**	**19.53%**	**54.61%**	**0.00%**

Departmental Budget Variance Report
June 30, 2012

	Admin Services	Buffalo Headquarters	CFO	Controller	Corporate	Business Marketing	Contract Admin	Design & Construction	Community Economic Development	Executive Office	Human Resources	Internal Audit	Intergov./ Legis. Affairs
ANNUAL BUDGET													
Personal Services (incl. Benefits)	$521,972	$0	$403,490	$1,341,622	$8,785,295	$318,177	$945,234	$1,221,045	$1,905,324	$1,236,894	$555,209	$325,509	$527,450
Occupancy Expenses	$0	$439,000	$0	$0	$9,618,000	$0	$0	$0	$0	$0	$0	$0	$0
Government Assessment Fee	$0	$0	$0	$0	$3,450,000	$0	$0	$0	$0	$0	$0	$0	$0
Repairs / Maint / Prop Mgmt / Other Outside Serv / Exp	$80,000	$1,500	$1,300	$63,400	$297,000	$300	$800	$1,500	$4,500	$436,897	$8,500	$100	$2,000
Computers, Software & Telephone	$196,000	$35,000	$2,600	$2,500	$50,000	$3,000	$3,500	$8,800	$5,000	$49,117	$4,400	$2,350	$5,000
Legal / Consulting / Accounting Fees	$0	$0	$0	$144,000	$0	$25,000	$0	$0	$275,000	$0	$1,000	$0	$0
Office Supplies / Printing / Advertising	$12,000	$0	$3,200	$4,100	$10,000	$2,200	$4,500	$3,100	$11,000	$62,826	$2,500	$2,100	$3,500
Insurance	$0	$11,100	$0	$0	$325,000	$0	$0	$0	$0	$0	$0	$0	$0
Travel & Meals	$10,000	$0	$4,500	$1,900	$0	$3,500	$1,000	$24,500	$15,350	$180,510	$500	$1,500	$5,000
On-Line Services, Dues & Subscriptions	$0	$0	$8,000	$600	$0	$0	$0	$4,200	$4,900	$6,500	$2,500	$1,300	$4,000
Other Post Employment Cost	$0	$0	$0	$0	$4,100,000	$0	$0	$0	$0	$0	$0	$0	$0
Total	**$819,972**	**$486,600**	**$423,090**	**$1,558,122**	**$26,635,295**	**$352,177**	**$955,034**	**$1,263,145**	**$2,221,074**	**$1,972,744**	**$574,609**	**$332,859**	**$546,950**
YTD BUDGET													
Personal Services (incl. Benefits)	$130,491	$0	$100,872	$335,403	$2,196,322	$79,542	$236,307	$305,259	$476,325	$309,222	$138,798	$81,375	$131,862
Occupancy Expenses	$0	$109,746	$0	$0	$2,404,500	$0	$0	$0	$0	$0	$0	$0	$0
Government Assessment Fee	$0	$0	$0	$0	$862,500	$0	$0	$0	$0	$0	$0	$0	$0
Repairs/Maint/Prop Mgmt/Other Outside Serv/Expenses	$19,989	$375	$321	$29,338	$74,229	$72	$195	$369	$1,119	$109,215	$2,115	$24	$498
Computers, Software & Telephone	$48,999	$8,748	$648	$621	$12,495	$750	$873	$2,199	$1,248	$12,276	$1,098	$585	$1,248
Legal / Consulting / Accounting Fees	$0	$0	$0	$38,499	$0	$6,249	$0	$0	$68,748	$0	$249	$0	$0
Office Supplies / Printing / Advertising	$2,997	$0	$798	$1,023	$2,496	$549	$1,125	$774	$2,742	$15,702	$624	$525	$873
Insurance	$0	$2,775	$0	$0	$81,249	$0	$0	$0	$0	$0	$0	$0	$0
Travel & Meals	$2,490	$0	$1,119	$471	$0	$867	$246	$6,117	$3,819	$45,099	$123	$369	$1,236
On-Line Services, Dues & Subscriptions	$0	$0	$1,995	$147	$0	$0	$0	$1,047	$1,221	$1,623	$621	$324	$996
Other Post Employment Cost	$0	$0	$0	$0	$1,024,998	$0	$0	$0	$0	$0	$0	$0	$0
Total	**$204,966**	**$121,644**	**$105,753**	**$405,502**	**$6,658,789**	**$88,029**	**$238,746**	**$315,765**	**$555,222**	**$493,137**	**$143,628**	**$83,202**	**$136,713**
ACTUAL TO DATE													
Personal Services (incl. Benefits)	$112,241	$0	$91,086	$307,581	$1,037,230	$76,011	$209,234	$296,270	$281,681	$264,899	$102,264	$76,439	$62,941
Occupancy Expenses	$0	$110,246	$0	$0	$2,349,217	$0	$0	$0	$0	$0	$0	$0	$0
Government Assessment Fee	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Repairs/Maint/Prop Mgmt/Other Outside Serv/Expenses	$1,199	$0	$54	$29,057	$104,854	$70	$2,037	$122	$1,017	$1,098	$1,665	$0	$86
Computers, Software & Telephone	$23,373	$5,486	$391	$322	$4,092	$842	$636	$1,281	$598	$1,922	$220	$1,109	$214
Legal / Consulting / Accounting Fees	$0	$0	$0	$4,000	$1	$5,000	$0	$0	$0	$0	$0	$0	$0
Office Supplies / Printing / Advertising	$3,922	$0	$247	$397	$754	$247	$842	$394	$395	$322	$247	$247	$329
Insurance	$0	$0	$0	$0	$69,349	$0	$0	$0	$0	$0	$0	$0	$0
Travel & Meals	$1,191	$0	$701	$57	$430	$1,209	$0	$4,185	$565	$19,370	$65	$13	$127
On-Line Services, Dues & Subscriptions	$0	$0	$280	$0	$0	$0	$0	$624	$0	$365	$0	$0	$0
Other Post Employment Cost	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Total	**$141,926**	**$115,733**	**$92,759**	**$341,414**	**$3,565,926**	**$83,379**	**$212,749**	**$302,876**	**$284,256**	**$287,976**	**$104,461**	**$77,809**	**$63,697**
YTD OVERVIEW													
Personal Services (incl. Benefits)	$18,250	$0	$9,786	$27,822	$1,159,092	$3,531	$27,073	$8,989	$194,644	$44,323	$36,534	$4,936	$68,921
Occupancy Expenses	$0	($500)	$0	$0	$55,283	$0	$0	$0	$0	$0	$0	$0	$0
Government Assessment Fee	$0	$0	$0	$0	$862,500	$0	$0	$0	$0	$0	$0	$0	$0
Repairs/Maint/Prop Mgmt/Other Outside Serv/Expenses	$18,790	$375	$267	$281	($30,625)	$2	($1,842)	$247	$102	$108,117	$450	$24	$412
Computers, Software & Telephone	$25,626	$3,262	$257	$299	$8,403	($92)	$237	$918	$650	$10,354	$878	($524)	$1,034
Legal / Consulting / Accounting Fees	$0	$0	$0	$34,499	($1)	$1,249	$0	$0	$68,748	$0	$249	$0	$0
Office Supplies / Printing / Advertising	($925)	$0	$551	$626	$1,742	$302	$283	$380	$2,347	$15,380	$377	$278	$544
Insurance	$0	$2,775	$0	$0	$11,900	$0	$0	$0	$0	$0	$0	$0	$0
Travel & Meals	$1,299	$0	$418	$414	($430)	($342)	$246	$1,932	$3,254	$25,729	$59	$356	$1,109
On-Line Services, Dues & Subscriptions	$0	$0	$1,715	$147	$0	$0	$0	$424	$1,221	$1,258	$621	$324	$996
Other Post Employment Cost	$0	$0	$0	$0	$1,024,998	$0	$0	$0	$0	$0	$0	$0	$0
Total	**$63,040**	**$5,911**	**$12,994**	**$64,088**	**$3,092,862**	**$4,650**	**$25,997**	**$12,889**	**$270,966**	**$205,161**	**$39,167**	**$5,393**	**$73,016**
% of YTD Budget Used	**69.24%**	**95.14%**	**87.71%**	**84.20%**	**53.55%**	**94.72%**	**89.11%**	**95.92%**	**51.20%**	**58.40%**	**72.73%**	**93.52%**	**46.59%**
OVERVIEW													
Annual Budget	**$819,972**	**$486,600**	**$423,090**	**$1,558,122**	**$26,635,295**	**$352,177**	**$955,034**	**$1,263,145**	**$2,221,074**	**$1,972,744**	**$574,609**	**$332,859**	**$546,950**
Actual to Date	**$141,926**	**$115,733**	**$92,759**	**$341,414**	**$3,565,926**	**$83,379**	**$212,749**	**$302,876**	**$284,256**	**$287,976**	**$104,461**	**$77,809**	**$63,697**
Balance Remaining	**$678,046**	**$370,867**	**$330,331**	**$1,216,708**	**$23,069,369**	**$268,798**	**$742,285**	**$960,269**	**$1,936,818**	**$1,684,768**	**$470,148**	**$255,050**	**$483,253**
% of Annual Budget Used	**17.31%**	**23.78%**	**21.92%**	**21.91%**	**13.39%**	**23.68%**	**22.28%**	**23.98%**	**12.80%**	**14.60%**	**18.18%**	**23.38%**	**11.65%**

Departmental Budget Variance Report
June 30, 2012

	International	Legal	Loans & Grants	MIS	Motion Pictures & TV	Policy & Research	Portfolio Mgt	Public Affairs	Project Finance	Regional Offices	Strategic Business Development	Treasury	Total of Departments
ANNUAL BUDGET													
Personal Services (incl. Benefits)	$218,538	$2,093,809	$1,130,376	$1,189,357	$340,985	$188,900	$805,759	$498,880	$53,318	$2,097,909	$653,513	$668,935	**$28,027,500**
Occupancy Expenses	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$10,057,000**
Government Assessment Fee	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$3,450,000**
Repairs / Maint / Prop Mgmt / Other Outside Serv / Exp	$1,000	$28,000	$7,500	$73,200	$0	$100	$148,050	$1,100	$50	$59,500	$1,900	$3,000	**$1,221,197**
Computers, Software & Telephone	$2,800	$9,000	$1,000	$369,350	$1,000	$7,500	$2,334	$6,000	$266	$42,000	$32,500	$600	**$841,617**
Legal / Consulting / Accounting Fees	$0	$345,000	$2,000	$0	$0	$0	$0	$0	$0	$5,000	$0	$0	**$797,000**
Office Supplies / Printing / Advertising	$2,600	$14,500	$3,000	$4,500	$2,000	$100	$4,866	$2,500	$434	$8,000	$3,000	$2,700	**$169,226**
Insurance	$0	$0	$0	$0	$0	$0	$0	$0	$0	$2,200	$0	$0	**$338,300**
Travel & Meals	$2,200	$12,500	$2,000	$3,000	$4,000	$7,200	$3,417	$7,500	$83	$11,000	$4,000	$500	**$305,660**
On-Line Services, Dues & Subscriptions	$0	$64,000	$300	$5,000	$0	$0	$3,000	$10,000	$200	$5,500	$700	$25,500	**$146,200**
Other Post Employment Cost	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$4,100,000**
Total	**$227,138**	**$2,566,809**	**$1,146,176**	**$1,644,407**	**$347,985**	**$203,800**	**$967,426**	**$525,980**	**$54,351**	**$2,231,109**	**$695,613**	**$701,235**	**$49,453,700**
YTD BUDGET													
Personal Services (incl. Benefits)	$54,635	$523,449	$282,591	$297,336	$85,245	$47,223	$192,201	$124,716	$53,318	$524,476	$163,374	$167,232	**$7,037,573**
Occupancy Expenses	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$2,514,246**
Government Assessment Fee	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$862,500**
Repairs/Maint/Prop Mgmt/Other Outside Serv/Expenses	$243	$6,996	$1,872	$18,291	$0	$24	$36,999	$273	$12	$14,865	$471	$747	**$318,652**
Computers, Software & Telephone	$696	$2,247	$249	$92,331	$249	$1,872	$579	$1,494	$63	$10,497	$8,121	$150	**$210,336**
Legal / Consulting / Accounting Fees	$0	$86,250	$498	$0	$0	$0	$0	$0	$0	$1,248	$0	$0	**$201,741**
Office Supplies / Printing / Advertising	$648	$3,624	$750	$1,125	$498	$24	$1,212	$624	$105	$1,998	$747	$675	**$42,258**
Insurance	$0	$0	$0	$0	$0	$0	$0	$0	$0	$549	$0	$0	**$84,573**
Travel & Meals	$543	$3,117	$492	$741	$996	$1,791	$843	$1,860	$12	$2,739	$993	$120	**$76,203**
On-Line Services, Dues & Subscriptions	$0	$15,999	$72	$1,248	$0	$0	$747	$2,499	$45	$1,371	$171	$6,375	**$36,501**
Other Post Employment Cost	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$1,024,998**
Total	**$56,765**	**$641,682**	**$286,524**	**$411,072**	**$86,988**	**$50,934**	**$232,581**	**$131,466**	**$53,555**	**$557,743**	**$173,877**	**$175,299**	**$12,409,581**
ACTUAL TO DATE													
Personal Services (incl. Benefits)	$52,546	$442,863	$211,827	$235,137	$81,897	$45,045	$107,055	$96,519	$53,319	$447,367	$143,502	$162,687	**$4,997,641**
Occupancy Expenses	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$2,459,464**
Government Assessment Fee	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$0**
Repairs/Maint/Prop Mgmt/Other Outside Serv/Expenses	$184	$5,404	$1,046	$2,273	$0	$0	$3,733	$46	$0	$14,035	$23	$405	**$168,408**
Computers, Software & Telephone	$116	$2,134	$141	$44,076	$645	$80	$335	$1,140	$107	$2,752	$220	$107	**$92,339**
Legal / Consulting / Accounting Fees	$0	$36,062	$250	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$45,313**
Office Supplies / Printing / Advertising	$247	$322	$247	$247	$247	$0	$487	$247	$112	$2,097	$329	$329	**$13,258**
Insurance	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$69,349**
Travel & Meals	$1,255	$1,149	$0	$766	$584	$0	$164	$459	$0	$4,427	$1,740	$0	**$38,456**
On-Line Services, Dues & Subscriptions	$0	$11,143	$0	$0	$0	$600	$0	$2,930	$105	$540	$0	$6,375	**$22,961**
Other Post Employment Cost	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$0**
Total	**$54,348**	**$499,077**	**$213,511**	**$282,499**	**$83,373**	**$45,725**	**$111,773**	**$101,342**	**$53,644**	**$471,216**	**$145,815**	**$169,903**	**$7,907,189**
YTD OVERVIEW													
Personal Services (incl. Benefits)	$2,088	$80,586	$70,764	$62,199	$3,348	$2,178	$85,146	$28,197	($0)	$77,109	$19,872	$4,545	**$2,039,932**
Occupancy Expenses	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$54,782**
Government Assessment Fee	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$862,500**
Repairs/Maint/Prop Mgmt/Other Outside Serv/Expenses	$59	$1,592	$826	$16,018	$0	$24	$33,266	$227	$12	$830	$448	$342	**$150,244**
Computers, Software & Telephone	$580	$113	$108	$48,255	($396)	$1,792	$245	$354	($44)	$7,745	$7,901	$43	**$117,997**
Legal / Consulting / Accounting Fees	$0	$50,188	$248	$0	$0	$0	$0	$0	$0	$1,248	$0	$0	**$156,428**
Office Supplies / Printing / Advertising	$401	$3,302	$503	$878	$251	$24	$725	$377	($7)	($99)	$418	$346	**$29,000**
Insurance	$0	$0	$0	$0	$0	$0	$0	$0	$0	$549	$0	$0	**$15,224**
Travel & Meals	($712)	$1,968	$492	($25)	$412	$1,791	$680	$1,401	$12	($1,688)	($747)	$120	**$37,747**
On-Line Services, Dues & Subscriptions	$0	$4,856	$72	$1,248	$0	($600)	$747	($431)	($60)	$831	$171	$0	**$13,540**
Other Post Employment Cost	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	**$1,024,998**
Total	**$2,416**	**$142,605**	**$73,013**	**$128,574**	**$3,615**	**$5,209**	**$120,807**	**$30,124**	**($88)**	**$86,527**	**$28,062**	**$5,396**	**$4,502,392**
% of YTD Budget Used	**95.74%**	**77.78%**	**74.52%**	**68.72%**	**95.84%**	**89.77%**	**48.06%**	**77.09%**	**100.16%**	**84.49%**	**83.86%**	**96.92%**	**63.72%**
OVERVIEW													
Annual Budget	**$227,138**	**$2,566,809**	**$1,146,176**	**$1,644,407**	**$347,985**	**$203,800**	**$967,426**	**$525,980**	**$54,351**	**$2,231,109**	**$695,613**	**$701,235**	**$49,453,700**
Actual to Date	**$54,348**	**$499,077**	**$213,511**	**$282,499**	**$83,373**	**$45,725**	**$111,773**	**$101,342**	**$53,644**	**$471,216**	**$145,815**	**$169,903**	**$7,907,189**
Balance Remaining	**$172,790**	**$2,067,732**	**$932,665**	**$1,361,909**	**$264,612**	**$158,075**	**$855,652**	**$424,638**	**$708**	**$1,759,893**	**$549,798**	**$531,332**	**$41,546,511**
% of Annual Budget Used	**23.93%**	**19.44%**	**18.63%**	**17.18%**	**23.96%**	**22.44%**	**11.55%**	**19.27%**	**98.70%**	**21.12%**	**20.96%**	**24.23%**	**15.99%**

Subsidiary Capital Budget Summary Variance Report
June 30, 2012

	Convention Center	Erie Canal Harbor	HCDC	Harriman	Moynihan Station	Farley	Queens West	USA Niagara	Total All Subsidiaries
YTD BUDGET									
Acquisition Costs	0	2,499,999	0	0	0	0	0	0	**2,499,999**
Design & Other Soft Costs	2,499,996	1,899,999	0	187,500	2,552,250	62,499	72,081	267,498	**7,541,823**
Legal Costs	6,249	112,500	124,999	24,999	31,248	156,249	87,498	6,153	**549,895**
Property Management/Maintenance Costs	0	574,998	0	0	0	1,125,000	0	362,499	**2,062,497**
Insurance	0	17,499	0	0	124,998	187,500	0	0	**329,997**
Demolition & Site Clearance	0	300,000	0	0	0	0	227,499	0	**527,499**
Construction Costs	24,000,000	8,499,999	0	587,499	10,564,248	320,874	1,749,999	2,300,874	**48,023,493**
Other Misc. Costs	0	124,998	0	0	0	53,250	0	1,171,248	**1,349,496**
Total	**26,506,245**	**14,029,992**	**124,999**	**799,998**	**13,272,744**	**1,905,372**	**2,137,077**	**4,108,272**	**62,884,699**
YTD ACTUALS									
Acquisition Costs	0	0	0	0	0	0	0	0	**0**
Design & Other Soft Costs	320,872	2,440	0	0	4,331,010	42,121	0	0	**4,696,444**
Legal Costs	1,120	(3,934)	17,415	0	0	40,207	38,893	216	**93,917**
Property Management/Maintenance Costs	0	0	0	0	0	0	0	361,235	**361,235**
Insurance	0	11,699	0	0	6,871	187,358	0	0	**205,927**
Demolition & Site Clearance	0	0	0	0	0	0	97,633	0	**97,633**
Construction Costs	7,408,346	601,932	0	0	0	252,100	472,991	(12,275)	**8,723,095**
Other Misc. Costs	0	209,852	0	0	0	0	0	0	**209,852**
Total	**7,730,339**	**821,989**	**17,415**	**0**	**4,337,880**	**521,787**	**609,517**	**349,176**	**14,388,103**
YTD VARIANCE									
Acquisition Costs	0	2,499,999	0	0	0	0	0	0	**2,499,999**
Design & Other Soft Costs	2,179,124	1,897,559	0	187,500	(1,778,760)	20,378	72,081	267,498	**2,845,379**
Legal Costs	5,129	116,434	107,584	24,999	31,248	116,042	48,605	5,937	**455,978**
Property Management/Maintenance Costs	0	574,998	0	0	0	1,125,000	0	1,264	**1,701,262**
Insurance	0	5,800	0	0	118,128	142	0	0	**124,070**
Demolition & Site Clearance	0	300,000	0	0	0	0	129,866	0	**429,866**
Construction Costs	16,591,654	7,898,067	0	587,499	10,564,248	68,774	1,277,008	2,313,149	**39,300,398**
Other Misc. Costs	0	(84,854)	0	0	0	53,250	0	1,171,248	**1,139,644**
Total	18,775,906	13,208,003	107,584	799,998	8,934,864	1,383,585	1,527,560	3,759,096	**48,496,596**
YEAR TO DATE OVERVIEW									
Budget to Date	**26,506,245**	**14,029,992**	**124,999**	**799,998**	**13,272,744**	**1,905,372**	**2,137,077**	**4,108,272**	**62,884,699**
Spent to Date	**7,730,339**	**821,989**	**17,415**	**0**	**4,337,880**	**521,787**	**609,517**	**349,176**	**14,388,103**
% of Budget Used	**29.16%**	**5.86%**	**13.93%**	**0.00%**	**32.68%**	**27.39%**	**28.52%**	**8.50%**	**22.88%**
Balance Remaining	**18,775,906**	**13,208,003**	**107,584**	**799,998**	**8,934,864**	**1,383,585**	**1,527,560**	**3,759,096**	**48,496,596**
ANNUAL BUDGET									
Acquisition Costs	0	10,000,000	0	0	0	0	0	0	**10,000,000**
Design & Other Soft Costs	10,000,000	7,600,000	0	750,000	10,209,000	250,000	288,325	1,070,000	**30,167,325**
Legal Costs	25,000	450,000	250,000	100,000	125,000	625,000	350,000	24,615	**1,949,615**
Property Management/Maintenance Costs	0	2,300,000	0	0	0	4,500,000	0	1,450,000	**8,250,000**
Insurance	0	70,000	0	0	500,000	750,000	0	0	**1,320,000**
Demolition & Site Clearance	0	1,200,000	0	0	0	0	910,000	0	**2,110,000**
Construction Costs	96,000,000	34,000,000	0	2,350,000	42,257,000	1,283,500	7,000,000	9,203,500	**192,094,000**
Other Misc. Costs	0	500,000	0	0	0	213,000	0	4,685,000	**5,398,000**
Total	**106,025,000**	**56,120,000**	**250,000**	**3,200,000**	**53,091,000**	**7,621,500**	**8,548,325**	**16,433,115**	**251,288,940**
ANNUAL OVERVIEW									
Annual Budget	**106,025,000**	**56,120,000**	**250,000**	**3,200,000**	**53,091,000**	**7,621,500**	**8,548,325**	**16,433,115**	**251,288,940**
Spent to Date	**7,730,339**	**821,989**	**17,415**	**0**	**4,337,880**	**521,787**	**609,517**	**349,176**	**14,388,103**
% of Budget Used	**7.29%**	**1.46%**	**6.97%**	**0.00%**	**8.17%**	**6.85%**	**7.13%**	**2.12%**	**5.73%**
Balance Remaining	**98,294,661**	**55,298,011**	**232,585**	**3,200,000**	**48,753,120**	**7,099,713**	**7,938,808**	**16,083,939**	**236,900,837**