NEW YORK JOB DEVELOPMENT AUTHORITY
d/b/a Empire State Development Corporation
Meeting of the Members
Empire State Development Corporation
30 South Pearl Street
Albany, New York

and

Empire State Development Corporation
633 Third Avenue
New York, New York 10017

September 30, 2009

MINUTES

Members Present:

Karen Noble Hanson (Acting Chair)
Adam Barsky
Andrew J. Maniglia
Emily Youssouf
Stephen McGratten - Designee for Commissioner - Agricultural Markets
Mario Musolino, Designee for Commissioner - Department of Labor
Richard Neiman - Superintendent - NYS Department of Banking

Dennis Mullen, Commissioner of DED (Designate)

JDA Staff:

Jacqueline Dalton, Vice President
Robert Godley, Treasurer
Anita W. Laremont, Senior Vice President - Legal and General Counsel
Eileen McEvoy, Secretary
Kathleen Mize, Controller
Frances A. Walton, Senior Vice President and Chief Financial Officer

Present for ESD: Jonathan Beyer, Senior Counsel
Jennifer Hensley, Senior Advisor to the Chairman and CEO
Jennifer McCormick

The meeting was called to order at 9:20 a.m. by Acting Chair Hanson. It was noted for the record that notice to the public and news media of the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

The Acting Chair then turned the business of the meeting over to Dennis Mullen.

Mr. Mullen set forth the guidelines regarding comments by the public on matters on the Agenda.

Mr. Mullen then called for the approval of the Minutes of the August 18, 2009 Members' meeting. There being no changes or corrections, upon motion duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATIONS OF ACTIONS TAKEN AT THE AUGUST 18, 2009 MEMBERS' MEETING OF THE NEW YORK JOB DEVELOPMENT AUTHORITY

RESOLVED, that the Minutes of the meeting of the Authority held on August 18, 2009 as presented to this meeting, are hereby approved and all actions taken by the Members present at such meeting, as set forth in such Minutes, are hereby in all respects

ratified and approved as actions of the Authority.

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Mr. Mullen then asked Anita Laremont to present an item relating to the creation of the State Asset Maximization Local Development Corporation.

Ms. Laremont provided the background information with regard to the creation of this LDC explaining, in part, that this LDC will oversee the implementation of the mandate of the State Asset Maximization Commission.

That mandate, Ms. Laremont explained, is to serve as a critical entry point for private sector ideas and solutions, providing taxpayers maximum value in the delivery of infrastructure, and generating new revenue and cost savings through utilization of the State's existing assets.

The LDC, Ms. Laremont further explained, will act as a clearinghouse and an oversight vehicle assessing and approving public-private partnership projects proposed by agencies and authorities.

Ms. Laremont then explained in detail the proposed makeup of the LDC. Among other things, Ms. Laremont explained that JDA will be the sole member of the LDC and that it is proposed that

Dennis Mullen will be the initial designee.

Appointing Mr. Mullen as designee, Ms. Laremont explained, will allow for the actual creation of the entity as he will be able to sign the by-laws and appoint the initial Directors.

Mr. Mullen then provided further background information with regard to this LDC. He also expressed his enthusiasm for this undertaking.

Mr. Mullen then called for questions or comments. Member Youssouf asked for a description of the types of projects that are envisioned and also whether this will supersede other LDC's that currently exist.

With regard to Member Youssouf's second question, Mr. Mullen stated that it will not replace an existing LDC if same is on a parallel path.

With regard to the first question, Mr. Mullen stated that he is not sure of the order of the magnitude of the projects as yet. He then suggested as an example, that decades-long projects such as those around the Tappan Zee Bridge may be considered.

Banking Superintendent Neiman then asked if there is any

connection or interaction with the federal stimulus funds and Mr. Mullen stated that it was totally separate from those funds.

Further discussion was had with regard to the anticipated staffing and management of the LDC as well as to the expected timeframe for the start-up of the LDC.

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

New York (New York County) - Authorization to Cause the Creation of a Local Development Corporation

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RESOLVED, that on the basis of the materials presented at this meeting, a copy of which is hereby ordered filed with the records of the Authority, the Members of the Authority hereby authorize the creation of a Local Development Corporation named the State Asset Maximization Local Development Corporation (the "SAMLDC"), which shall have all the powers granted to Local Development Corporations under New York State law; and be it further

RESOLVED, that the Members of the Authority authorize the filing of a Certificate of Incorporation of the SAMLDC with the New York Department of State in accordance with Section 402 of the NYNPCL; and be it further

RESOLVED, that Dennis Mullen shall be the SAMLDC's initial Voting Designee (as defined in the materials attached hereto); and be it further

RESOLVED, that the SAMLDC's bylaws shall permit the election of three members to the SAMLDC's Board of Directors, and that the Authority or its Voting Designee shall have the right to remove any of the SAMLDC's Directors upon ten (10) days' notice; and be it further

RESOLVED, that the Chairman or the General Counsel of the Authority or his or her designee(s) shall be authorized to take such as

actions as any of them deem necessary or appropriate in order to effectuate the purposes and intent of the foregoing resolutions.

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Ms. Laremont then asked the Members to authorize the establishment of an Audit and Governance Committee in accordance with the Public Authorities Accountability Act.

Ms. Laremont further requested that the Members approve the appointment of Members of that Committee as follows: New York State Superintendent of Banking Richard Neiman and Karen Nobel Hanson, who will serve as the independent member and chair of the committee. A second independent member, Ms. Laremont noted, will be appointed at a later date.

Following Ms. Laremont's full presentation of this request, the Acting Chair called for questions or comments. Member Youssouf stated that it was her understanding from serving on other Boards that the audit and governance committee had to be separate.

Ms. Laremont stated that there is nothing in the law that stated that they cannot be the same committee as long as it functions in those capacities separately.

Member Youssouf asked if counsel had checked with an outside

auditor and Ms. Laremont said that it had not, rather, she noted, the Governor's Office had approved this arrangement.

Ms. Laremont further stated that the reason it was being done this way is because at this time, JDA does not have a full Board and it is very difficult to secure enough people to have all of these committees fully constituted. Ms. Laremont added that she will check on this issue with an outside auditor.

There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted with the provision that Member Youssouf's concern would be checked with JDA's outside auditor:

NEW YORK JOB DEVELOPMENT AUTHORITY - Establishment of Audit and Governance Committee; Appointment of Audit and Governance Committee Members and Designation of Chairperson

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WHEREAS, based on the materials presented at this meeting, the Members of the New York Job Development Authority (the "Authority") desire to establish an Audit and Governance Committee, and appoint Members thereto, consistent with the requirements of the Public Authorities Accountability Act.

NOW THEREFORE BE IT RESOLVED, that effective immediately, an Audit and Governance Committee of the Authority is hereby established, with the duties and responsibilities set forth in the Materials; and be it further

RESOLVED, that Richard Neiman and Karen Hanson are hereby appointed to the Audit Committee; and be it further

RESOLVED, that Karen Hanson be, and she hereby is, designated as Chairperson of the Audit Committee.

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Following approval of the foregoing resolution, Member Barsky asked if a Charter outlining the boundaries of the Committee could be adopted and Ms. Laremont stated that such a Charter would be drawn up.

Superintendent Neiman then asked if any limitations are placed on the Committee until the other independent Member is appointed. Ms. Laremont stated that there were no such limitations.

Ms. Dalton then presented an informational item with regard to JDA's contract for loan servicing software and hosting services with McCracken Financial Solutions Corporation. Ms. Dalton noted that this item had been approved by the Members at their August 18, 2009 meeting. She then provided revised information with regard to JDA's rights and obligations insofar as canceling the contract is concerned.

There being no further business, the meeting was adjourned at 9:46 a.m.

Respectfully submitted,

Eileen McEvoy

Eileen McEvoy
Secretary