PLEASE NOTE - We welcome public comment on the items on the following agenda. To ensure maximum opportunity for participation, speakers representing themselves may speak for up to 2 minutes each, and those representing groups may speak for up to 4 minutes (1 speaker per group). Speakers' comments may address only items considered at today's meeting. Materials relating to matters that are scheduled for discussion in open session will be available at the meeting and will be posted on ESD's website prior to the meeting in accordance with the Public Officers Law

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

Wednesday

August 27, 2014 – 9:30 a.m.

PROPOSED AGENDA

FOR CONSIDERATION

I. CORPORATE ACTION

A. Approval of Minutes of the July 17, 2014 Directors' Meeting

B. Adoption of Revised Mission Statement

II. DISCRETIONARY PROJECTS

NEW YORK CITY REGION

A. Bronx (New York City Region – Bronx County) – Fresh Direct Capital – Urban and Community Development Program – Urban and Community Project Development Assistance (Capital Grant) – and Metropolitan Economic Revitalization Fund (Capital Loan) – Findings and Determinations Pursuant to Sections 5(4), 16-d and 10(g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and a Grant and to Take Related Actions; Determination on No Significant Effect on the Environment

II. DISCRETIONARY PROJECTS - Continued

WESTERN NEW YORK REGION

BUFFALO REGIONAL INNOVACTION CLUSTER

B. Buffalo Billion Initiative (Western New York Region - Erie County) – SUNY Research Foundation Burgard High School Capital – Buffalo Regional Innovation Cluster (Capital Grant) and SUNY Research Foundation Burgard High School Working Capital – Buffalo Regional Innovation Cluster (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

NORTH COUNTRY REGION

C. Saranac Lake (North Country Region – Franklin County) – Trudeau Institute Clarkson Working Capital – Economic Development Purposes Fund (Working Capital) – Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make a Grant and Take Related Actions

MID-HUDSON REGION

D. Rye Brook (Mid-Hudson Region - Westchester County) – Xylem Capital – Economic Development Purposes 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

STATEWIDE - RESTORE NEW YORK COMMUNITIES – CAPITAL GRANT

E. 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; Determination of No Significant Effect on the Environment

   A. City of North Tonawanda – Teddy Bear Building and City Incinerator (Niagara County) - $500,203

DISCRETIONARY PROJECTS CONSENT CALENDAR

F. Discretionary Projects Consent Calendar – 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; Determination of No Significant Effect on the Environment

Economic Development Purposes Fund

A. Internship.com Working Capital – (Various Counties) - $100,000
B. UMEZ – East Harlem Emergency Loan Fund (New York County) - $100,000

III. REGIONAL COUNCIL AWARDS

SOUTHERN TIER REGION

A. Regional Council Award – Priority Project – Binghamton (Southern Tier Region - Broome County) – The Southern Tier High Technology Incubator - 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; Determination of No Significant Effect on the Environment

B. Regional Council Award – Priority Project- Binghamton (Southern Tier Region - Broome County) – Broome County Government 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 ; Determination of No Significant Effect on the Environment

CENTRAL NEW YORK REGION

C. Regional Council Award – Priority Project – Syracuse (Central New York Region – Onondaga County) – Crouse Hospital Baker NICU Renovations 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

NORTH COUNTRY REGION

D. Regional Council Award – Lowville (North Country Region – Lewis County) – Lewis County General Hospital Dialysis Center 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; Determination of No Significant Effect on the Environment

III. REGIONAL COUNCIL AWARDS - Continued

WESTERN NEW YORK REGION

E. Regional Council Award – Priority Project (Western New York Region – Cattaraugus County) – Town of Ellicottville Regional Water 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; Determination of No Significant Effect on the Environment

FINGER LAKES REGION

F. Regional Council Award – East Rochester (Finger Lakes Region – Monroe County) – Eyer Building 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; Determination of No Significant Effect on the Environment

REGIONAL COUNCIL AWARD PROJECTS CONSENT CALENDAR

G. Regional Council Award Projects Consent Calendar - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make Grants and to Take Related Actions

Economic Development Purposes Fund

A. Village of Frankfort's Small Business Assistance Program Capital (Herkimer County) - $50,000

Regional Council Capital Fund

B. Westchester Community College Foundation Working Capital (Westchester County) - $100,000

MARKET NEW YORK CONSENT CALENDAR

H. Market New York Grant Program – Regional Tourism Marketing Competition – New York Works Program and Economic Development Purpose Fund (Working Capital Grant) - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make Grants and to Take Related Actions

A. Catskill Centre for Conservation & Development, Inc. – (Multi Region) - $49,500

B. National Baseball Hall of Fame (Central NY Region) - $234,000
C. Central Catskills Chamber of Commerce (Multi-Region) - $49,500

III. REGIONAL COUNCIL AWARDS - Continued

MARKET NEW YORK CONSENT CALENDAR – continued

D. St. Joseph's College HTM Program Reinvigorating the LI Tourism Industry (Long Island Region) - $197,551
E. Catskills Tourism Marketing to New York City (Multi-Region) - $270,000
F. Tioga County Tourism (Southern Tier Region) - $100,000
G. Long Island Wine Council (Long Island Region) - $285,000
H. Parks & Trails New York, Inc. (Multi-Region) - $80,000
I. Cayuga Lake Wine Trail, Inc. (Multi-Region) – $50,000
J. Lakes to Locks Passage, Inc. (Multi-Region) - $100,000
K. Wildlife Conservation Society (Multi-Region) - $211,750
L. Alliance for Coney Island (NYC Region) - $225,000
M. Adirondack North Country Association (Multi-Region) – 100,000
N. Niagara Tourism & Convention Corporation (Multi-Region) - $300,000
O. Children's Success Fund LLC (Finger Lakes Region) - $250,000
P. Visit Rochester (Finger Lakes Region) - $200,000
Q. Syracuse Convention and Visitors Bureau (Multi-Region) - $370,000
R. Visit Buffalo Niagara (Greater Niagara Region) - $50,000
S. Adirondack Association of Towns and Villages (Multi-Region) - $82,500

IV. NON-DISCRETIONARY PROJECTS

NON-DISCRETIONARY PROJECTS CONSENT CALENDAR

A. Non-Discretionary Projects Consent Calendar – Authorization to Adopt the General Project Plan; Authorization to Make Grants and to Take Related Actions

Capital Projects Fund – Economic Development /Other (Executive)
A. Clarkson University Biotech Initiative Capital (St. Lawrence County) - $3,800,000

Local Assistance (Senate)
B. Museum of American Armor Heritage Tourism Capital (Nassau County) - $100,000
C. Bronx Overall Economic Development Corporation II Working Capital (Bronx County) - $500,000

IV. NON-DISCRETIONARY PROJECTS - Continued

LOCAL ASSISTANCE - HURRICANE IRENE - TROPICAL STORM LEE FLOOD MITIGATION

B. Local Assistance – Hurricane Irene – Tropical Storm Lee Flood Mitigation (Capital Grant) - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Adopt the General Project Plan; Authorization to Make a Grant and to Take Related Actions

Local Assistance – Hurricane Irene-Tropical Storm Lee Flood Mitigation (Executive)
A. Dutchess County – Hurricane Irene – Tropical Storm Lee Flood Mitigation - $307,679

V. ADMINISTRATIVE ACTIONS

A. Prequalification of Legal Counsel – Authorization to Pre-Qualify Legal Counsel with Expertise in Advising and Representing Investors in Commercial Enterprises

B. Procurement of Abatement Services – Authorization to Enter into a Contract for Abatement and Demolition Services relating to the former Episcopal Church Home in Buffalo; Determination of No Significant Effect on the Environment and Authorization to Take Related Actions

C. Procurement of Legal Services – Authorization to Enter into a Contract to Provide Legal Services in Connection with the Disposition of Portions of the Bronx Psychiatric Center and to Take Related Actions

D. Procurement of Legal Services – Authorization to Enter into a Contract to Provide Legal Services in Connection with the Disposition of the Former Bayview Correctional Facility in Manhattan and to Take Related Actions

All of the above items will be available at Directors' Meeting

VI. FOR INFORMATION

A. Budget Variance Reports for the Quarter Ended June 30, 2014

DRAFT – SUBJECT TO REVIEW AND REVISION

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

and

New York State Department of Financial Services
1 State Street
New York, NY 10006

July 17, 2014

MINUTES

In Attendance Directors:	Derrick Cephas (Acting Chair) Joyce Miller Mehul Patel, Designee - Kenneth Adams Anthony Albanese, Designee - Superintendent of Department of Financial Services
Present for ESD:	Elizabeth R. Fine, Executive Vice President, Legal and General Counsel Robert Godley, Treasurer Peter Heilbrunn, Senior Director – Debt Management Charles Imohiosen, Chief Operating Officer Gavin Landry, Executive Director - Tourism Edwin Lee, Assistant vice President – Discretionary Projects Lisa Lim, Senior Counsel Eileen McEvoy, Corporate Secretary Glendon McLeary, Senior Project Manager Marion Phillips III, Senior Vice President – Community Relations, NYC Susan Shaffer, Senior Vice President – Loans and Grants Joseph Tazewell, Director – New York City Regional Office Simon Wynn, Senior Counsel

Also Present: Robin Alpaugh, Senior Project Manager - Southern Tier Regional Office
Edward Muszynski, Area Director – Finger Lakes Regional Office
Christina Orsi, Director – Western New York Regional Office
Kenneth Tompkins, Director – Mohawk Valley Regional Office
John VanDeLoo, Economic Development Specialist 3 – North Country Regional Office
David J. Wright, Assistant Commissioner – Albany

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 9:54 a.m. by Acting Chair Cephas. 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, Acting Chair Cephas set forth the guidelines regarding comments by the public on matters on the Agenda as well as with regard to any conflicts of interest the Directors may have with regard to items on the Agenda.

Acting Chair Cephas then asked the Directors to approve the Minutes of the June 27, 2014 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 27, 2014 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 27, 2014, 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.

* * *

The Acting Chair then asked Mr. Lee to present a summary of the Discretionary Project items on the Agenda. The Acting Chair explained that following this brief presentation, he 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 consider funding for 24 Projects including: three Economic Development Purposes Fund grants totaling $233,000; one Minority and Women-owned Business Development Lending Program Loan for $125,000; one Economic Transformation Program grant for $6,000,000 and one Buffalo Billion Initiative project grant for $47.5 million.

Mr. Lee further noted that the 24 projects also includes 19 Regional Council Awards to be funded as follows: two Economic Development Purposes Fund grants totaling $200,000; two Empire State Economic Development Fund grants totaling $1.8 million; one Regional Council Capital Fund grant for $1,000,000; one Urban and Community Fund grant for $50,000 and 13 Market New York grants totaling $2,423,196.

Mr. Lee explained that the Directors will also be requested to affirm one project

considered at a previous Directors' meeting.

Mr. Lee added that these 24 projects will leverage approximately $74 million in additional investments and will assist in retaining 260 jobs and in creating approximately 589 new jobs in New York State.

Acting Chair Cephas then asked Mr. Tazewell, the Director of ESD's New York City Regional Office, to present the Thomas Mott Osborne Memorial Fund ("Osborne Fund") Transformation Program Project for the Directors' consideration.

Mr. Tazewell explained that the Directors were being asked to authorize ESD to make a $6,000,000 capital grant to the Fund to be used for a portion of the $6.7 million cost of redeveloping the former Fulton Correctional Facility into the Fulton Economic Development and Community Re-Entry Center.

Mr. Tazewell noted that the Governor and the Legislature established the Economic Transformation Program as part of the 2011-2012 State Budget to assist communities affected by closures of the State's correctional and juvenile justice facilities. The Program, he added, assists with the construction, expansion and rehabilitation of facilities and the acquisition of machinery and equipment and training.

Mr. Tazewell further noted that the Osborne Fund is a non-profit corporation, which

together with its affiliates, the Osborne Association and the Osborne Treatment Services, has for 80 years operated services for formerly incarcerated individuals to assist them in successfully re-entering society.

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

Bronx (New York City Region – Bronx County) – Thomas Mott Osborne Memorial Fund Capital – Economic Transformation Program (Capital Grant) – Findings and Determinations Pursuant to Sections 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 Thomas Mott Osborne Memorial Fund Capital – Economic Transformation 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 the Thomas Mott Osborne Memorial Fund, Inc. a grant for a total amount not to exceed Six Million Dollars ($6,000,000) from the Economic Transformation 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.

* * *

Mr. Tompkins, the Director of ESD's Mohawk Valley Regional Office, presented the Advance Tool, Inc. project for the Directors' consideration.

Mr. Tompkins asked the Directors to authorize ESD to make a $75,000 grant and a $125,000 loan to Advanced Tool, Inc. Mr. Tompkins explained that Advanced Tool is a maker of cutting tools that are used in aerospace, defense, automotive, medical and electronics applications. He added that the company currently employees 9 people and will create 4 new jobs as a result of the project.

Mr. Tompkins further explained that the funding will be used in connection with this $7,494,205 project to modernize the Company in order to retain its automotive customers. In addition, Mr. Tompkins explained, the Company has been able to capture a new market share

for itself in the aviation industry. He added that that share continues to grow.

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

Marcy (Mohawk Valley Region – Oneida County) – Advanced Tool Capital – Economic Development Purposes 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 Advanced Tool Capital -- Economic Development Purposes Fund (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 Advanced Tool Inc. a grant for a total amount not to exceed Seventy Five Thousand Dollars ($75,000) 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 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.

* * *

Marcy (Mohawk Valley Region – Oneida County) – Advanced Tool Capital – Minority and Women-Owned Business and Development Lending Program (Capital Loan) – Findings and Determinations Pursuant to Sections 16-c and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan 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 Advanced Tool Capital - Minority and Women-Owned Business and Development Lending Program (Capital Loan) 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 Advanced Tool Inc. a loan for a total amount not to exceed One Hundred and Twenty Five Thousand Dollars ($125,000) and from the Minority and Women-Owned Business and Development Lending 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 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 loan and grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the loan or grant or collateral securing the loan as he or she may deem necessary or appropriate in the administration of the loan and 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. Lee presented the July Discretionary Projects Consent Calendar for the Directors' consideration.

Mr. Lee noted that there were two items to be considered and he provided a brief synopsis of each of the items.

Mr. Lee explained that the first project consists of a $90,000 grant to Coast Professional, Inc., a company that provides collection services to financial service companies and higher education institutions.

Mr. Lee added that in 2010, the Company received a $200,000 grant from ESD to construct a new office in New York State. Its first office he added, is outside Louisiana.

Mr. Lee further noted that to accommodate company growth, Coast considered expanding into the New York State location or another location in California. As a result of ESD's current assistance, Mr. Lee added, in July of 2013, the Company expanded its space in New York State by 4,250 feet and purchased additional machinery and equipment.

Mr. Lee further noted that the total project costs were approximately $1.3 million and that the Company has retained 103 jobs and committed to creating 47 jobs.

The Company, Mr. Lee explained, has exceeded that goal and has already created 64 jobs.

Mr. Lee then explained that the second project involves a $68,000 working capital grant to the Plattsburgh North County Chamber of Commerce. Mr. Lee explained that the grant will be used by the Chamber to attend an Exhibition at the 2014 Farnborough Airshow in the United Kingdom.

The Chamber, Mr. Lee added, will assist regional companies in the aerospace industry to market their products and services at this international air show.

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

unanimously adopted:

Economic Development Purposes Fund – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plans; 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 Economic Development Purposes Fund Project identified below (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 Plans (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 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 amounts listed below 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 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>Economic Development Purposes Fund</u>

	Project Name	Proj #	Grantee	Assistance up to
A	Coast Professional Capital	Y130	Coast Professional, Inc.	$90,000
B	Plattsburgh-North Country Chamber - Farnborough Air Show	Z271	Plattsburgh-North Country Chamber of Commerce	68,000
			TOTAL	**$158,000**

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.

* * *

Ms. Lim then provided an overview of the two Genome Projects to be presented at the meeting.

Ms. Lim explained that in January of 2014, the Governor announced a $105,000,000 award for Genomic Medicine and Super Computing from two sources: the Buffalo Billion and also from a special allocation.

Ms. Lim further explained that this project is a joint venture between New York Genome Center and the University of Buffalo's Genomic Medicine and Big Data Center. The SUNY Research Foundation, Ms. Lim added, will act as fiscal administrator for the University of Buffalo affiliate.

Ms. Lim further noted that the project will be presented in two parts because of the two funding sources. Ms. Lim then provided a brief background on the two entities.

Ms. Lim went on to explain that the New York Genome Center and the University of Buffalo's Genomic Medicine and Big Data Center are partnering to share resources and responsibility for the expansion of research, clinical application and product development in genomic medicine.

Among other things, Ms. Lim noted that this project is beneficial to ESD because, if the New York Genome Center derives royalties from the licensing of intellectual property that is developed there, ESD will receive 18% of such net royalties in the future.

Ms. Orsi, the Director of ESD's Western New York Regional Office, then presented the NYS Genome Medicine and Big Data Center project for the Directors' consideration.

Ms. Orsi explained that the Directors were being asked to authorize ESD to make grants totaling $47.5 million from the Buffalo Billion Initiative to the SUNY Research Foundation on behalf of the University of Buffalo.

Ms. Orsi noted that the $47.5 million consists of $32.5 million in capital funds that will go towards purchasing space and equipment for data storage, computer hardware and software and of $15 million in working capital funds to be provided over five years.

Ms. Orsi further noted that the project is expected to be completed by the end of 2018

and will create at least 490 new jobs through partnerships with the companies identified in the Directors' materials as well as with potential future companies.

Following the full presentation, the Acting Chair called for questions or comments. Director Miller stated that she is gratified to see that the State will finally derive benefits from the revenues that are generated by any intellectual property that results from our grants and/or loans as she has been advocating this for quite some time.

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

Buffalo Billion Initiative - Buffalo (Western New York Region – Erie County) – SUNY Research Foundation NYS Genome Medicine and Big Data Center Capital – Buffalo Regional Innovation Cluster (Capital Grant) and SUNY Research Foundation NYS Genome Medicine and Big Data Center Working Capital – Buffalo Regional Innovation Cluster (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 SUNY Research Foundation NYS Genome Medicine and Big Data Center Capital – Buffalo Regional Innovation Cluster (Capital Grant) and NYS Genome Medicine and Big Data Center Working Capital – Buffalo Regional Innovation Cluster (Working 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 The Research Foundation of State University of New York grants for a total amount not to exceed Forty-Seven Million Five Hundred Thousand Dollars ($47,500,000) from the Buffalo Regional Innovation Cluster 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. Tazewell presented the New York Genome Center item for the Directors' consideration.

Mr. Tazewell explained that the Directors were being asked to authorize ESD to make grants totaling $57,250,000 to the New York Genome Center.

Mr. Tazewell explained that the first grant of $1.5 million is a Regional Council Award

and that the remaining $55.75 million grant is from a special appropriation.

Mr. Tazewell noted that the funds will be used for a portion of the cost of constructing, renovating and equipping a new genomic research facility at 101 Avenue of the Americas in New York City.

Among other things, Mr. Tazewell explained that the $1.5 million Regional Council Award grant will require that the New York Genome Center retain 33 jobs and create 500 new jobs by January 2017.

Following the full presentation, the Acting Chair called for questions or comments. Director Patel asked if the job requirements for the Genome Medicine grants are for each location and Mr. Tazewell stated that they were for each location.

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

New York (New York City Region – New York County) – New York Genome Center Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) & Special Appropriation NY Genome Center – 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 New York Genome Center Capital -- Empire State Economic Development Fund Capital 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 New York Genome Center a grant for a total amount not to exceed One Million Five Hundred Thousand Dollars ($1,500,000) 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.

* * *

New York (New York City Region – New York County) – New York Genome Center Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) & Special Appropriation NY Genome Center – 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 Genome Center Capital -- Special Appropriation NY Genome Center 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 Genome Center a grant for a total amount not to exceed Fifty Five Million, Seven Hundred Fifty Thousand Dollars ($55,750,000) from the Special Appropriation NY Genome Center, 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.

* * *

Mr. Muszynski, representing ESD's Finger Lakes Regional Office, asked the Directors to affirm the General Project Plan for the Western New York Science, Technology and Advanced Manufacturing Project.

Mr. Muszynski noted that the Directors had approved this project at the May 12, 2014 meeting.

Mr. Muszynski further explained that a public hearing was had on the project and that three negative comments were made at the hearing.

Mr. Muszynski outlined those comments in detail as well as ESD staff's response thereto.

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

Regional Council Award – Priority Project – Alabama (Finger Lakes Region – Genesee County) – Western New York Science, Technology and Advanced Manufacturing Capital – Regional Council Capital Fund (Capital Grant) and Empire State Economic Development Fund – General Development Financing (Capital Grant) – Affirmation of the Directors' May 12, 2014 Findings and Determinations Pursuant to Sections 10 and 16-n of the Act; Affirmation of the General Project Plan

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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 Western New York Science, Technology and Advanced Manufacturing Capital – Regional Council Capital Fund (Capital Grant) and Empire State Economic Development Fund – General Development Financing (Capital Grant) Project (the "Project"), the Corporation hereby affirms its determinations pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, 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 is a feasible method for relocating families or individuals to be displaced from the project area; and be it further

RESOLVED, that after full consideration of the matters set forth in the Materials, including a full transcript of the public hearing held by the Corporation pursuant to Section 16(2) of the Act on June 12, 2014, at the Alabama Town Hall, 2218 Judge Road, Oakfield, New York, on the General Project Plan for the Project (the "Plan"), the Corporation does hereby affirm the Plan, which is ordered filed with the records of the Corporation; together with such changes therein as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, and be it further

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

* * *

Mr. VanDeLoo, representing ESD's North Country Regional Office, then asked the Directors to authorize ESD to make a $1,000,000 grant to the Development Authority of the North Country to create the Value Added Agriculture Loan Program which will assist in developing agrabusiness operations and facilities in the region.

Mr. VanDeLoo explained that the bank will establish and manage the Loan Program as a regional revolving loan program.

Mr. VanDeLoo added that this fund will be available to assist farmers and small businesses with low interest rate loans for equipment, real estate, capital improvements and to add to inventory and improve operations which will expand productivity and increase value added agriculture products which will greatly assist the North Country communities.

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

> Regional Council Award – Priority Project (North Country Region – Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton, Clinton Counties) – Value Added Agriculture Loan Program – 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 Value Added Agricultural Loan Program – Regional Council Capital Fund (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 Development Authority of the North Country a grant for a total amount not to exceed One Million Dollars ($1,000,000) 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.

* * *

Mr. Alpaugh, representing ESD's Southern Tier Regional Office, then presented the Challenge Industries Regional Council Award item for the Directors' consideration.

Mr. Alpaugh noted that the Directors were being asked to authorize ESD to make a $300,000 grant to be used for a portion of the cost of constructing a new food production facility and the acquisition of new machinery and equipment at the Groton Industrial Park in Tompkins County.

Mr. Alpaugh explained that Challenge Industries assists community members in Tompkins County to obtain employment through job training and job counseling services as well as through special economic development projects.

Mr. Alpaugh added that Challenge Industries currently has 115 employees and that they will create 38 new full-time jobs and also employ 65 seasonal jobs throughout the Spring and Summer.

Mr. Alpaugh further noted that this project will also result in increased business for local farms due to food production and will assist in the processing, packaging, labeling, marketing, sales and order fulfillment and distribution.

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

unanimously adopted:

Regional Council Award – Village of Groton (Southern Tier Region – Tompkins County) – Challenge Industries 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 Challenge Industries 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, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Challenge Industries 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 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 – Village of Groton (Southern Tier Region – Tompkins County) – Challenge Industries Capital – Empire State Economic Development Fund General Development Financing (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 Challenge Industries Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Next, Mr. Gavin Landry presented the Market NY Grant Program Consent Calendar for the Directors' consideration.

Mr. Landry asked the Directors to authorize ESD to make 13 tourism awards from the Market New York Fund.

Mr. Landry noted that the 13 projects have been detailed in the Directors' materials and therefore he will not go through each project individually. Mr. Landry did note that the Proctors/Art Center Cirque du Soleil project is particularly interesting.

Cirque du Soleil, Mr. Landry noted, is in 400 cities and Proctors Theatre is one of the few places in the country that trains Cirque du Soleil performers.

Following the full presentation, the Acting Chair called for questions or comments. Director Patel commented favorably with regard to the great diversity of projects across the State provided by this program.

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

Statewide – Market NY Grant Program – Regional Tourism Marketing Competition - New York Works Program and Economic Development Purposes Fund (Working Capital Grants)– Findings and Determinations Pursuant to Section 10 (g) of the Act; 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 Market NY Grant Program- Regional Tourism Marketing Competition (the "Projects") – New York Works Program and Economic Development Purposes Fund (Working Capital Grants), 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 areas of the Projects; 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 for up to a total amount not to exceed ($2,423,196) from the New York Works Program and Economic Development Purposes Fund (Working Capital Grants) 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, subsequent to the making of the grants, 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

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.

* * *

Mr. Lee then presented the Regional Council Awards Consent Calendar for the Directors' consideration.

Mr. Lee provided a brief synopsis of each of the three grants to be considered.

Mr. Lee noted that the first project involves a $100,000 grant to the Research Foundation of SUNY on behalf of Farmingdale State College. Mr. Lee explained that the college will use the funds for a portion of the cost of hosting two one-day Science, Technology, Engineering and Mathematics ("STEM") diversity summits to inspire grades K through 12, higher education, business and industries to explore opportunities in STEM teaching and

learning.

Mr. Lee further noted that Dr. Herbert Keen, the President of Farmingdale State College, is a member of the 22-person Long Island Regional Economic Development Council. Mr. Lee added that in conformance with the State's policy, this individual has recused himself on votes recommending this project.

Mr. Lee went on to note that the second project involves a $100,000 working capital grant to the Research Foundation of CUNY. Mr. Lee explained that in keeping with the New York City Economic Development Council's Opportunity Agenda, this project will offer opportunities to inner city residents by providing collaborative education and training to participate in New York's workforce.

Mr. Lee then noted that the third project involves a $50,000 working capital grant to the Staten Island Economic Development Corporation to be used to support the development of a two-part feasibility study for a rapid transit rail system on the West Shore of Staten Island.

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

> Economic Development Purposes Fund – 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

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 Council Capital Fund and Economic Development Purposes Fund Projects identified below (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 grants to the party and for the amounts listed below 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 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;

Economic Development Purposes Fund

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
A	Farmingdale State College – STEM Project	X727	The Research Foundation for SUNY on behalf of Farmingdale State College	$100,000
B	The Research Foundation of the City University of New York Working Capital	Y777	The Research Foundation of the City University of New York	100,000
			TOTAL	**$200,000**

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.

* * *

Urban and Community Development Program – Findings and Determinations Pursuant to Sections 16-d and 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 Urban and Community Development Program Project identified below (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 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; and be it further

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

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
	Urban and Community Project Development Assistance			
C	West Shore Light Rail Planning Study	Y791	Staten Island Economic Development Corporation	$50,000
			TOTAL	**$50,000**

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.

* * *

Mr. McLeary then presented the July Non-Discretionary Projects Consent Calendar for the Directors' consideration. Mr. McLeary explained that there were three grants to be considered and provided a synopsis of each of those grants.

Mr. McLeary noted that the first project is part of a $15,000,000 Upstate City-by-City appropriation for the City of Buffalo's revitalization efforts.

Mr. McLeary then outlined previous awards to the City of Buffalo under this appropriation. He then explained that the current project involves a $500,000 grant to Belmont Housing Resources for Western New York for a portion of the cost of the commercial redevelopment of a vacant building.

Among other things, Mr. McLeary explained that the facility will include ground floor commercial space to be anchored by the NAACP, as well as the Black Achievers Museum, common space and 30 one and two bedroom units.

Mr. McLeary explained that the second project involves a $50,000 grant to the Gerritsen Beach Fire Volunteers for the purchase of a quick response vehicle to access areas that are

inaccessible by fire trucks.

The third project, Mr. McLeary added, involves a $600,000 grant to the Bronx Overall Economic Development Corporation to support programs and initiatives to promote the Bronx.

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

Upstate City-by-City – 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 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 Upstate City-by-City 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 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, 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 Upstate City-by-City, 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

Upstate City-by-City – Executive - Project Summary Table

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
A	Belmont Housing – Bellamy Commons Upstate City-by-City Capital	Y700	Belmont Housing Resources for WNY, Inc.	$500,000
			TOTAL	**$500,000**

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.

* * *

Community Capital Assistance Program – 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;

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"), 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, 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 a grant to the party and for the amount listed previously 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	Gerritsen Beach Fire Department Capital	Y843	Gerritsen Beach Fire Volunteers, Inc.	$50,000
			TOTAL	**$50,000**

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.

* * *

Buffalo (Western New York Region – Erie County) – Belmont Housing – Bellamy Commons - Upstate City-by-City Capital – 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 Belmont Housing – Bellamy Commons - Upstate City-by-City Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Local Assistance – Findings and Determinations Pursuant to Section 10 (g) 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 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 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 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 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

Local Assistance – Senate – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
C	Bronx Overall Economic Development Corporation Working Capital	Y553	Bronx Overall Economic Development Corporation	$600,000
			TOTAL	**$600,000**

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.

* * *

Next, Mr. Heilbrunn asked the Directors to approve ESD's Investment Guidelines and Investment Report in accordance with Section 2925 of the Public Authorities Law.

Mr. Heilbrunn provided a detailed analysis of the Report and Guidelines, copies of which were included in the Directors' materials.

Among other things, Mr. Heilbrunn noted that ESD's portfolio structure puts an emphasis on preservation of capital, a high degree of liquidity to accommodate numerous funding obligations, as well as existing market condition. He added that there has been an extremely low interest rate environment over the last several years.

Director Miller noted that she is cognizant of the need for a risk adverse investment policy, however, she wondered if in this interest rate environment, it is worth reviewing other types of permitted investments rather than continuing only with investments in U.S. Treasury Bills and investments of that nature.

A lengthy discussion ensued regarding the types of investments that can be made under the guidelines.

Among other things, Director Miller stated that it is frustrating that because of these kinds of restrictions that with a portfolio of that size, the yield cannot be increased by somehow changing some of the investment guidelines.

The Acting Chair then stated that the restrictions are not the real problem. The real problem, he noted, is the rate environment and the fact that the Corporation does not know when they are going to need the liquidity and there is no way that these circumstances can be changed.

Following the full presentation, the Acting 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, 2014; and

WHEREAS, the Corporation adopted Guidelines in 1984 which have been amended and were most recently approved by the Corporation on July 18, 2013; 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.

* * *

Mr. Godley then presented two administrative actions for the Directors' approval.

First, Mr. Godley asked the Directors to authorize ESD to increase the threshold amount requiring a second officer's signature from $10,000 to $100,000.

Mr. Godley explained that there are five Officers – the Chief Financial Officer, the

Executive Vice President - Legal and General Counsel, the Deputy General Counsel, the Comptroller and the Treasurer who are authorized to disburse funds on behalf of the Corporation. He added that currently, disbursements over $10,000 require two signatures.

Mr. Godley further explained that that policy has been in place many years and that in that time period, tighter internal controls and safeguards have been implemented.

Mr. Godley noted that both ESD's internal and external auditors have been consulted and both agree that the threshold should be increased. He further noted that the outside auditor stated that this is consistent with industry practice.

Next, Mr. Godley asked the Directors to authorize ESD to delegate the ability to release wire transfers to the Senior Director of Treasury Operations and the Senior Director of Debt Management.

Mr. Godley explained the process by which wire transfers are currently executed noting, in part, that the Treasurer or the Comptroller accesses the bank's online software to release the previously audited and fully authorized wire transfers.

Mr. Godley went on to note that during absences, vacations or heavy work load periods there is a risk that these individuals may not be available to release the wire transfer.

Mr. Godley then explained that in order to avoid these situations, it is being requested that the five previously mentioned authorized Corporate Officers also be authorized to delegate the authority to release wire transfers to the Senior Director of Treasury Operations and the Senior Director of Debt Management.

Mr. Godley added that ESD's internal and external auditors were consulted on and agree with this authorization.

Following the full presentation of both items, the Acting Chair asked about increasing the disbursement threshold, inquiring as to why the increase is so significant going from $10,000 to $100,000.

Mr. Godley explained, among other things, that discussion had with ESD's external auditors revealed that this is more in line with what other agencies and corporations are doing.

Mr. Godley then went on to outline the layers of safeguards that are in place regarding checks that are presented for authorization for payment. He then set forth the safeguards that are practiced with regard to wire transfers.

The Acting Chair then asked if the wire transfer delegations are in writing or if they are verbal.

Mr. Godley noted that this delegation/authorization process will involve an internal e-mail which will constitute a written record of such transactions.

The Acting Chair then called for any further questions or comments on either item. Hearing none, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION – Authorization to Increase Threshold Amount from $10,000 to $100,000 Requiring a Second Officer's Signature on Disbursements

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WHEREAS, the Directors, by prior actions, have authorized the following five officers ("Authorized Officers") to disburse funds in accordance with the applicable policies and procedures for such disbursements: the Chief Financial Officer, EVP Legal & General Counsel, Deputy General Counsel, Deputy Chief Financial Officer & Controller, and Treasurer; and

WHEREAS, the Directors, by prior actions, authorized disbursements under $10,000 with one Authorized Officer's signature and disbursements $10,000 or over with two Authorized Officers' signature; and

WHEREAS, due to tighter internal controls that have been implemented over the years and to improve operating efficiency, it is recommended that the threshold amount requiring a second Authorized Officer's signature be increased from $10,000 to $100,000; be it therefore

RESOLVED, that the threshold amount for disbursements that require a second Authorized Officer's signature be increased from $10,000 to $100,000.

* * *

NEW YORK STATE URBAN DEVELOPMENT CORPORATION –Authorization to Delegate Ability to Release Wire Transfers to Senior Director Treasury Operations and Senior Director Debt Management

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WHEREAS, the Directors, by prior actions, have authorized the following five officers to disburse

funds on behalf of the Corporation from its corporate bank accounts in accordance with the applicable policies and procedures for such disbursements: the Chief Financial Officer, EVP Legal & General Counsel, Deputy General Counsel, Deputy Chief Financial Officer & Controller, and Treasurer; and

WHEREAS, the Treasurer and Deputy Chief Financial Officer & Controller are currently the only officers entitled to administratively release previously audited and fully authorized wire transfers electronically by utilizing the commercial bank's software.

WHEREAS, in order to ensure that there is always a designated employee available during absences, vacations or heavy work load periods to administratively release the previously audited and fully authorized wire transfers, that the Chief Financial Officer, EVP Legal & General Counsel, Deputy General Counsel, Deputy Chief Financial Officer & Controller and Treasurer be authorized to delegate the authority to release wire transfers previously audited and fully authorized via the bank's online software to the Senior Director Treasury Operations and Senior Director Debt Management.

RESOLVED, that the Chief Financial Officer, EVP Legal & General Counsel, Deputy General Counsel, Deputy Chief Financial Officer & Controller and Treasurer be designated and empowered to delegate the authority to administratively release previously audited and fully authorized wire transfers via the bank's online software to the Senior Director Treasury Operations and Senior Director Debt Management.

* * *

Mr. Wynn then asked the Directors to approve the extension of ESD's 2010 Pre-Qualified Real and Personal Property Appraisers List to the first Directors' meeting after December 1, 2014. Mr. Wynn provided the reasons for this request.

Following Mr. Wynn's full presentation, the Acting Chair called for questions or comments on either item. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION – Extension of 2010 List of Pre-Qualified Real Estate Appraisers

BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation, the list of pre-qualified real estate and personal property appraisal firms adopted by the Corporation at its July 15, 2010 meeting be extended until the meeting of the Directors first occurring after December 1, 2014.

* * *

There being no further business, the meeting was adjourned at 10:52 a.m.

Respectfully submitted,

Eileen McEvoy
Corporate Secretary

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Mission Statement

REQUEST FOR: Adoption of Revised Mission Statement

I. Background

In accordance with the requirements of the Public Authorities Law (the "PAL"), the New York State Urban Development Corporation, doing business as Empire State Development ("ESD"), wishes to revise its mission statement. The proposed mission statement was circulated to the Governance Committee and the members support the revision. The current and proposed mission statements are set forth below.

Current Mission Statement

The New York State Urban Development Corporation, now doing business as Empire State Development ("ESD"), was formed by legislative act in 1968 to address conditions of unemployment, underemployment and blight which impede the economic and physical development of municipalities, increase the burdens on the State and adversely affect the welfare and prosperity of the State's citizens. ESD seeks to promote a vigorous and growing economy, prevent economic stagnation, encourage the creation of new job opportunities, increase revenues to the State and its municipalities and achieve stable and diversified local economies. In furtherance of these goals, ESD leverages private investment with loans, grants, tax credits and other forms of financial assistance; assists with site assemblage; and provides targeted relief from legal and regulatory requirements through its participation in projects, programs and other initiatives. ESD's performance of its economic development services is driven by core values that include efficiency, accountability, transparency and collaboration with other public and private sector partners. Its success is measured by the number of jobs created and retained for New Yorkers, the degree to which its public resources leverage new private investment in the State and the number of businesses served, including minority, women-owned and other small businesses. Empire State Development works to promote business investment and growth that leads to job creation and prosperous communities across New York State.

Proposed Mission Statement

The mission of Empire State Development is to promote a vigorous and growing state economy, encourage business investment and job creation, and support diverse, prosperous local economies across New York State through the efficient use of loans, grants, tax credits, real estate development, marketing and other forms of assistance.

II. Requested Action

The Directors are requested to reexamine the current mission statement and adopt the proposed mission statement in accordance with the Public Authorities Law.

III. Recommendation

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

August 27, 2014

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT - Adoption of Revised Mission Statement

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WHEREAS, New York State Public Authorities Law § 2824-a requires each authority to develop and adopt a mission statement and reexamine it periodically, therefore

BE IT RESOLVED, that the Directors hereby confirm that they have reexamined the current mission statement and recommend the adoption of the proposed mission statement.

* * *

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Bronx (New York City Region – Bronx County) – Fresh Direct Capital – Urban and Community Development Program – Urban and Community Project Development Assistance (Capital Grant) and Metropolitan Economic Revitalization Fund (Capital Loan)

REQUEST FOR: Findings and Determinations Pursuant to Sections 5(4), 16-d and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

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General Project Plan

I. Project Summary

Borrower/Grantee: Fresh Direct, LLC ("Fresh Direct" or the "Company")

ESD* Investment: ESD grant and loan assistance totaling $10 million as follows:

A grant of up to $9,000,000 to be used for a portion of the cost of construction of a new distribution facility.

A loan of up to $1,000,000 to be used for a portion of the cost of construction of a new distribution facility.

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

Project Location: 2 St. Anns Avenue, Bronx, Bronx County**
23-30 Borden Avenue, Long Island City, Queens County

**Project activity site; other is job-retention site

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Bronx (New York City Region – Bronx County) – Fresh Direct Capital – Urban and Community Development Program – Urban and Community Project Development Assistance (Capital Grant) and Metropolitan Economic Revitalization Fund (Capital Loan)
REQUEST FOR:	Findings and Determinations Pursuant to Sections 5(4), 16-d and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

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General Project Plan

I. Project Summary

Borrower/Grantee:	Fresh Direct, LLC ("Fresh Direct" or the "Company")
ESD* Investment:	ESD grant and loan assistance totaling $10 million as follows: A grant of up to $9,000,000 to be used for a portion of the cost of construction of a new distribution facility. A loan of up to $1,000,000 to be used for a portion of the cost of construction of a new distribution facility. * The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")
Project Location:	2 St. Anns Avenue, Bronx, Bronx County** 23-30 Borden Avenue, Long Island City, Queens County **Project activity site; other is job-retention site

Proposed Project:	Construction of a new distribution facility, corporate headquarters, and purchase of machinery and equipment to allow for consolidation.
Project Type:	Business consolidation involving job retention
Regional Council:	The New York City Regional Council has been made aware of this item. The Project is consistent with the New York City Regional Plan as the Project will redevelop long-vacant land within one of the fifteen economically distressed or underdeveloped areas of New York City that the New York City Regional Council had identified in its initial 2011 five-year plan.

Employment:

Initial employment at time of ESD Incentive Proposal:	1,949
Current employment level:	2,754
Minimum employment through January 1, 2025:	1,949*

*ESD's grant and loan requires retention of 1,949 jobs through January 1, 2025. In order to obtain all of the Excelsior tax credits, Fresh Direct will be required to retain 1,949 jobs and create 946 new jobs.

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction	$113,643,000
Machinery & Equipment	35,525,000
Soft Costs	17,087,000
Total Project Costs	$166,255,000

Financing Sources	Amount	Percent	Rate/Term/Lien
ESD – Loan	$1,000,000	0.6%	5%/7 yrs./*
ESD – Grant	$9,000,000	5.4%	
EB-5 Loan	84,168,000	50.6%	4.5%/5 yrs./**
Brightwood Loan	15,500,000	9.3%	10%/6 yrs./ ***
NYC IDA Grant	10,500,000	6.3%	
NYS DOT Grant	1,000,000	0.6%	
New Markets Tax Credit Equity	5,000,000	3.0%	
Company Equity	40,087,000	24.1%	
Total Project Financing	$166,255,000	100.0%	

*1st lien on $1.5 million of machinery and equipment.
** 1st lien on the assets of Fresh Property Bronx, LLC. There is also an option for Borrower to extend the term another 2 years with a potential additional extension of 3.5 years.
*** 1st lien on assets of Fresh Direct, LLC

III. Project Description

A. Company

Industry: Fresh Direct is a direct-to-consumer internet grocer, delivering a full line of competitively priced grocery products to its customers' door. The Company is the largest full service independent internet grocer in the United States.

Company History: Fresh Direct traces its origins to the late 1990s and the desire of its co-founder and current CEO, Jason Ackerman, and his then partner to find the most effective way to satisfy New York City consumers' growing desire for high-quality fresh foods at affordable prices. The Company started with a single employee in 1999 and having made its first delivery in 2002, Fresh Direct has outgrown its physical and capacity constrained facility through consistent company growth and hiring of over 2400 employees.

Ownership: Fresh Direct is privately owned.

Size: The Company currently fulfills orders out of three warehouses in Long Island City, Queens, and operates a fleet of over 250 delivery trucks. In addition, Fresh Direct operates two cross-docks in Philadelphia, PA and Hackensack, NJ to service its Philadelphia-area and New Jersey based customers.

Market: Fresh Direct uses a direct-to-consumer internet grocery model, which provides for customer convenience and the ability to customize the grocery shopping experience through the online channel. The Company has 70,000 weekly customers throughout the New York and Philadelphia metropolitan regions. Fresh Direct's main competitors include grocery stores in these areas.

ESD Involvement: Fresh Direct has experienced significant and rapid growth since it acquired its current Long Island City headquarters in 1999, leasing a second Long Island City warehouse in 2007 and a third Long Island City warehouse in 2011 as well as a number of parking lots for its fleet. By 2011, balancing continued strong growth within increasingly tight facilities, the Company determined that it needed to find a long-term solution to capacity needs and inefficiencies resulting from operating multiple facilities. Fresh Direct, in order to satisfy customer demand and grow and increase employment required by continued growth, decided to consolidate in one facility and identified sites in Jersey City, New Jersey, and the Bronx as suitable options for consolidation. The New Jersey Economic Development Authority offered Fresh Direct substantial

incentives to choose the Jersey City location for consolidation. In order to make the Bronx location more economically feasible and to induce Fresh Direct to proceed with the project at the Bronx location, in February 2012, ESD issued an Incentive Proposal for a $9 million grant, a $1 million loan and $18.2 million in Excelsior Tax Credits. The Company accepted the Incentive Proposal in February 2012.

Competition: Jersey City, New Jersey

Past ESD Support: In 2002, ESD Directors' approved a $500,000 training grant to Fresh Direct. The grant was fully disbursed and Fresh Direct satisfied all requirements.

B. The Project

Completion: December 2016 (anticipated)

Activity: The project entails land preparation, site preparation, construction of the core and shell that will not exceed 500,000-square-foot facility, procurement and installation of food manufacturing and material handling equipment, development and implementation of advanced supply chain management software, facility commissioning, and transition of operations from the Company's Long Island City facilities to its new Bronx home. The new facility will be situated on a currently vacant 12.6-acre plot of land located at the Harlem River Yards.

The new facility will include:
(1) dry, refrigerated and freezer storage and order fulfillment areas,
(2) food production facilities, including meat, seafood, deli, prepared meal and bakery product production areas,
(3) receiving, shipping and customer order staging and
(4) operations, transportation and corporate offices.

The 45-foot tall core and shell of the building will support a multi-story/multi-level mezzanine facility built to food-grade specifications, including refrigeration of the facility to support several different temperature zones, insulated paneling to prevent loss of temperature and drainage to allow for wash down of all food production areas. Fresh Direct is working closely with the New York State Energy Research & Development Authority to ensure that the facility's structural design will provide for an energy-efficient operation.

Results: The project will allow Fresh Direct to consolidate into one larger facility, which will provide greater operating capacity and will provide substantial operating efficiencies. The new facility will double Fresh Direct's

capacity, allowing the company to service growth for the next seven to 10 years and add more than 3,500 new products to its current offerings. It will also bring new jobs to the community and help fulfill the desire of local governments to make the South Bronx an attractive area for business development. ESD's grant and loan assistance will allow the Company to retain 1,949 jobs. In addition, Fresh Direct expects the new facility to bring up to 1,000 new jobs to the community over the next 10 years. The new facility represents a significant investment by all parties to help stimulate the local economy, encourage private sector growth, create new jobs for New Yorkers and ensure that Fresh Direct remains a New York-based company.

Business Investment Project:

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

Evaluated over a 10-year period, the following are anticipated project impacts (dollar values are present value):

- Fiscal benefits to NYS government from the project are estimated at $96,399,844;
- Fiscal cost to NYS government is estimated at $24,843,045;
- Project cost to NYS government per direct job is $14,671;
- Project cost to NYS government per job (direct plus indirect) is estimated at $7,951;
- Ratio of project fiscal benefits to costs to NYS government is 3.88:1;
- Fiscal benefits to all governments (state and local) are estimated at $173,448,667;
- Fiscal cost to all governments is $35,843,045;
- All government cost per direct job is $21,167;
- All government cost per total job is $11,472;
- The fiscal benefit to cost ratio for all governments is 4.84:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $751,375,573, or $240,486 per job (direct and indirect);
- The economic benefit to cost ratio is 20.96:1;

- Project construction cost is $130,073,000, which is expected to generate 649 direct job years and 351 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 0.84 indirect job is anticipated in the state's economy;
- The payback period for NYS costs is three years.

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

The project benefit cost analysis includes the creation of 946 new jobs in addition to the 1,949 jobs to be retained. The total incentive offered to the company included the Excelsior Jobs Program tax credits based on the new job creation and eligible investments in addition to the UCDP grant and MERF loan.

Borrower/Grantee Contact:	Jason Ackerman, Chief Executive Officer and Co Founder 23-30 Borden Avenue Long Island City, NY 11101 Phone: (718) 928-1000	
ESD Project No's.:	X655, X656	
Project Team:	Origination	Brenda Grober
	Project Management	Brendan Healey
	Legal	Simon Wynn
	Contractor & Supplier Diversity	Denise Ross
	Finance	Jonevan Hornsby
	Design & Construction	Peter Topor
	Environmental	Soo Kang

C. Financial Terms and Conditions – Grant

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $9,000,000 capital grant ($90,000) 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. Fresh Direct Holdings, Inc., and Fresh Direct Property Holding, Inc., will guarantee the grant repayment obligation of its subsidiary, Fresh Direct, LLC, 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.

6. Up to $9,000,000 will be disbursed to the Grantee in four installments as follows:
   a) an Initial Disbursement of an amount of $2,000,000 as an advance upon execution of a Grant Disbursement Agreement, upon compliance with ESD's Design and Construction requirements, and the employment of at least 1,949 Full-time Permanent Employees at the Project Locations assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of an amount equal to $3,000,000 will be disbursed upon documentation of 30% construction completion in compliance with ESD's Design and Construction requirements and the employment of at least 1,949 Full-time Permanent Employees at the Project Locations, provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to $3,000,000 will be disbursed upon documentation of 75% construction completion in compliance with ESD's Design and Construction requirements and the employment of at least 1,949 Full-time Permanent Employees at the Project Locations, provided Grantee is otherwise in compliance with program requirements.
   d) a Fourth Disbursement of an amount equal to $1,000,000 will be disbursed upon documentation of 90% construction completion in compliance with ESD's Design and Construction requirements and the employment of at least 1,949 Full-time Permanent Employees at the Project Locations, provided Grantee is otherwise in compliance with program requirements.

   Within a year after the Fourth Disbursement, Grantee shall be required to submit documentation showing project completion in compliance with ESD's Design and

Construction requirements, including a Certificate of Occupancy.

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 February 3, 2012, to be considered eligible project costs. All disbursements must be requested by April 1, 2017.

7. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $9,000,000, 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) 100% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;
(iii) 90% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;
(iv) 80% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;
(v) 70% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.
(vi) 60% of the disbursed amount if the Employment Shortfall occurred in the sixth full calendar year after the disbursement was made;
(vii) 50% of the disbursed amount if the Employment Shortfall occurred in the seventh full calendar year after the disbursement was made;
(viii) 40% of the disbursed amount if the Employment Shortfall occurred in the eighth full calendar year after the disbursement was made;
(ix) 30% of the disbursed amount if the Employment Shortfall occurred in the ninth full calendar year after the disbursement was made.
(x) 20% of the disbursed amount if the Employment Shortfall occurred in the tenth

full calendar year after the disbursement was made.

(xi) 10% of the disbursed amount if the Employment Shortfall occurred in the eleventh 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	1,949

A	B
Date	Employment Goals
February 1, 2015	1,949
February 1, 2016	1,949
February 1, 2017	1,949
February 1, 2018	1,949
February 1, 2019	1,949
February 1, 2020	1,949
February 1, 2021	1,949
February 1, 2022	1,949
February 1, 2023	1,949
February 1, 2024	1,949
February 1, 2025	1,949

D. Financial Terms and Conditions - Loan

1. The Borrower shall pay a commitment fee of 1% of the $1,000,000 loan ($10,000). In addition, at the time of closing, the Borrower will reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Borrower will demonstrate no materially adverse changes in its financial condition prior to closing.

3. Guarantees: Corporate Guarantees are required from any entity or commonly controlled entities together owning 50% or more of the Borrower including Fresh Direct Holdings, Inc., and Fresh Direct Property Holding, Inc.

4. The Borrower will be required to contribute a minimum of 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.

5. Up to $1,000,000 will be disbursed to the Borrower upon completion of the project substantially as described in these materials including documentation of $166,000,000 in building acquisition/construction/renovations/machinery and equipment project costs, a certificate of occupancy and documentation of the employment of at least 1,949 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available. Expenses must be incurred on or after February 3, 2012, to be considered eligible project costs. Disbursement of the loan must be requested by April 1, 2017.

6. Prior to disbursement, the Borrower 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 Borrower'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 Borrower to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Borrower'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 Borrower to other employees with comparable rank and duties.

7. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $1,000,000, 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. Rate/Term: 5% interest rate over 7 years (84 months). The interest rate may be adjusted if the Borrower does not meet the Job Commitments. Loan becomes immediately due and payable if Borrower sells or closes the Project Location.

9. Repayment Term: 84 monthly interest payments beginning after disbursement of the loan, with outstanding principal due in full on the 84th month.

10. Job Commitments:

Baseline Employment	1,949

A	B
Reporting Date	Employment Goals
Anniversary Date of Loan Closing 2015	1,949
Anniversary Date of Loan Closing 2016	1,949
Anniversary Date of Loan Closing 2017	1,949
Anniversary Date of Loan Closing 2018	1,949
Anniversary Date of Loan Closing 2019	1,949
Anniversary Date of Loan Closing 2020	1,949
Anniversary Date of Loan Closing 2021	1,949
Anniversary Date of Loan Closing 2022	1,949
Anniversary Date of Loan Closing 2023	1,949
Anniversary Date of Loan Closing 2024	1,949
Anniversary Date of Loan Closing 2025	1,949

11. The Borrower will submit to ESD annual reviewed financial statements and quarterly internal financial statements certified by an officer of the Borrower.

12. Financial Disclosure: Updated financial disclosure on Borrower and all guarantors acceptable to ESD must be provided prior to closing.

13. Lien/Collateral: First lien position on $1.5 million machinery & equipment.

IV. Statutory Basis - Urban and Community Development Program

This project is authorized under Sections 5(4) and 16-d of the New York State Urban Development Corporation Act (the "Act") and satisfies the eligibility criteria for an Urban and Community Development Program grant as set forth in the Act and the rules and regulations for the Urban and Community Development Program. No residential relocation is required as there are no families or individuals residing on the site.

V. Design and Construction

Fresh Direct is building a not to exceed 500,000 square foot distribution facility at Harlem River Yards, Bronx. The projected total construction cost is $113,643,000. ESD's grant will reimburse construction expenditure up to $9,000,000. For the ESD grant, the construction documents will be reviewed and payments will be made when design and construction ("D&C") requirements have been met.

VI. Environmental Review

The New York City Industrial Development Agency, as lead agency, has completed an environmental review of the proposed project, 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. This review found the project to be a Type I Action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on February 14, 2012. As an involved agency in the SEQRA review, ESD is bound by the lead agency's Determination. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination & Contractor and Supplier Diversity policy will apply to the Project. Fresh Direct shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") participation goal of 40%, Minority Business Enterprise ("MBE") participation goal of 30% and a Women Business Enterprise ("WBE") participation goal of 10% 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. MBE participation requirements may not be substituted for WBE participation, or the reverse.

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 Renderings/Site Map
Project Finance Memorandums
Benefit-Cost Analysis

August 27, 2014

Bronx (New York City Region – Bronx County) – Fresh Direct Capital – Urban and Community Development Program – Urban and Community Project Development Assistance (Capital Grant) – Findings and Determinations Pursuant to Sections 5(4), 16-6 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 Fresh Direct Capital - Urban and Community Development Program – Urban and Community Project Development Assistance (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, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Fresh Direct, LLC a grant for a total amount not to exceed Nine Million Dollars ($9,000,000) from the Urban and Community Development Program 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.

* * *

August 27, 2014

Bronx (New York City Region – Bronx County) – Fresh Direct Capital – Metropolitan Economic Revitalization Fund (Capital Loan) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan 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 Fresh Direct Capital – Metropolitan Economic Revitalization Fund (Capital Loan) 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 Fresh Direct, LLC a loan for a total amount not to exceed One Million Dollars ($1,000,000) from the Metropolitan Economic Revitalization 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 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 loan and grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the loan or grant or collateral securing the loan as he or she may deem necessary or appropriate in the administration of the loan and 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.

* * *

August 27, 2014

Bronx (New York City Region – Bronx County) – Fresh Direct Capital – Urban and Community Development Program – Urban and Community Project Development Assistance (Capital Grant) and Metropolitan Economic Revitalization Fund (Capital Loan) – Determination of No Significant Effect on the Environment

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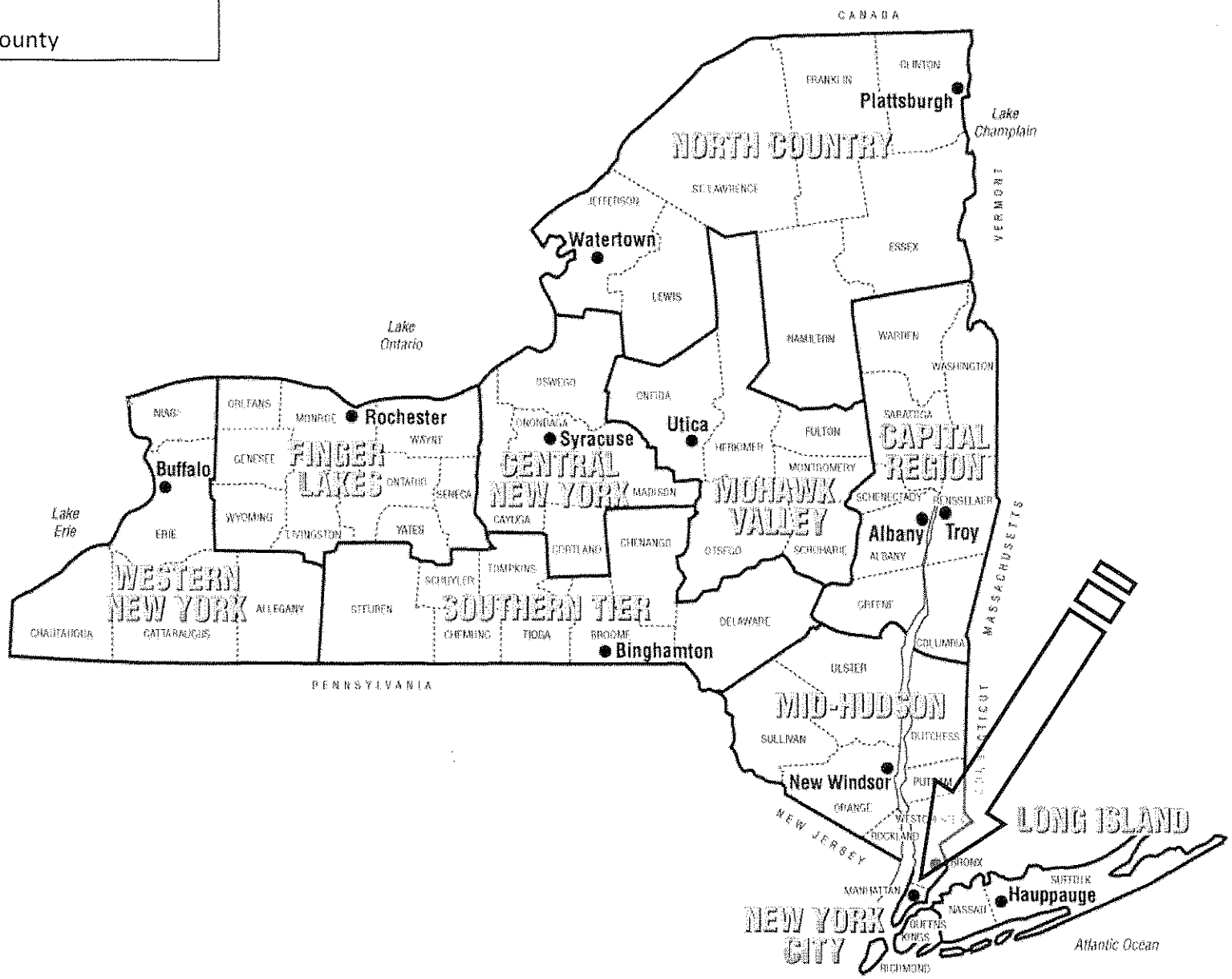
RESOLVED, that based on the material submitted to the Directors with respect to the Fresh Direct Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Fresh Direct Capital
Bronx
Bronx County



Project Summary
Benefit-Cost Evaluation[1]

Fresh Direct – Business Investment

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

Initial Jobs: 1,949 | **Construction Job Years (Direct):** 649
Retained Jobs: 1,949* | **Construction Job Years (Indirect):** 1,000

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks[2]	Project Results State & Local Government	State & Local Government Benchmarks
Fiscal Costs[3]	$24,843,045	$794,250	$35,843,045	$1,020,500
Fiscal Benefits[4]	$96,399,844	$2,085,600	$173,448,667	$4,271,980
Fiscal Cost /Direct Job	$14,671	$3,000	$21,167	$4,110
Fiscal Cost/Total Jobs	$7,951	$1,424	$11,472	$1,964
Fiscal B/C Ratio	3.88	7.00	4.84	10.60
	Project Results	**Benchmarks**		
Economic Benefits[5]	$751,375,573	$119,468,000		
Econ. Benefits/Total Jobs	$240,486	$147,600		
Economic B/C Ratio	20.96	50.00		

*See the description of project employment noted in the bulleted summary of project performance.

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[1] Dollar values are present value calculated over a 10-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. Business Investment project benchmarks are 7.00 (Fiscal) and 50.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 20.00 (Economic).

[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.

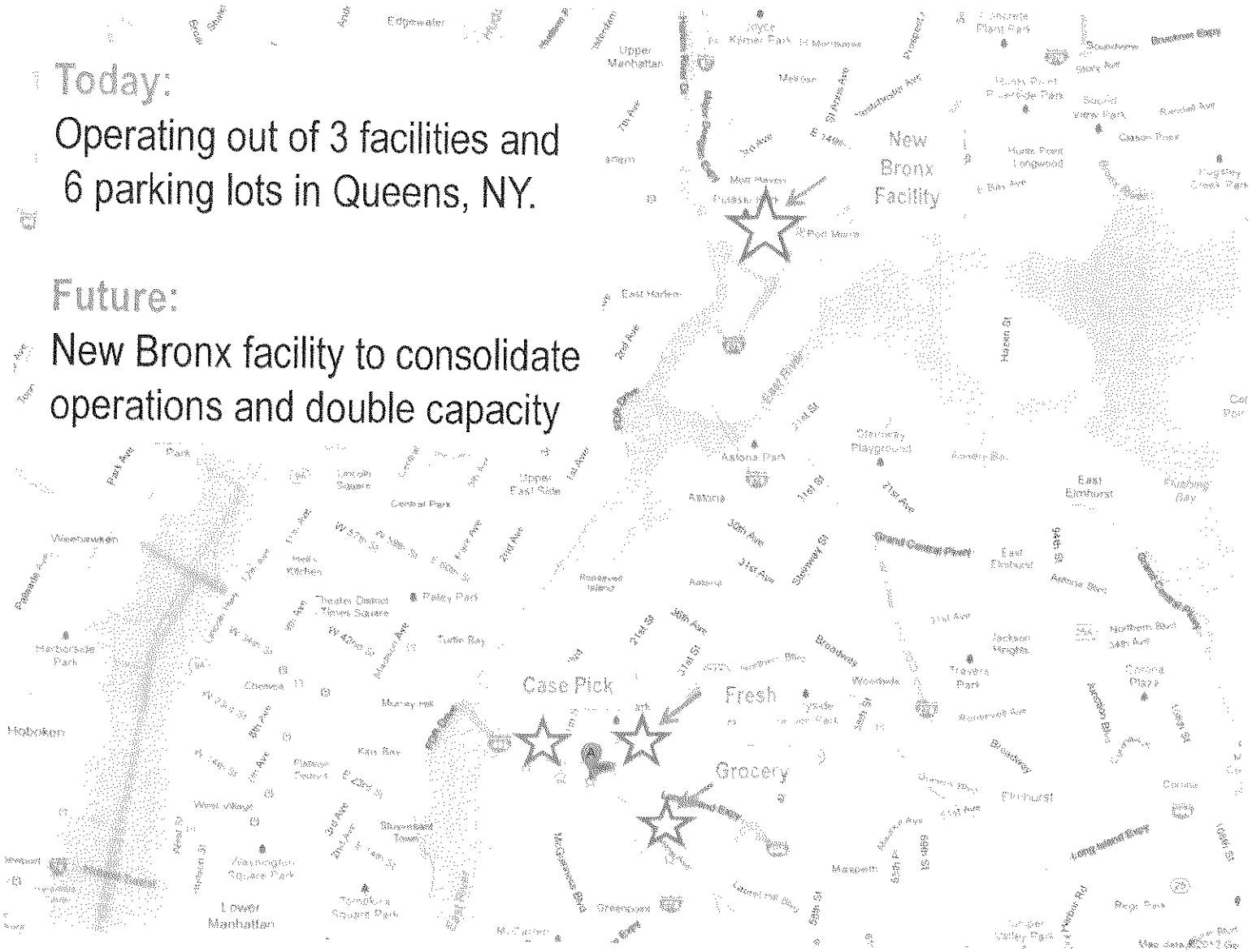
Mapping Company's Future

Today:

Operating out of 3 facilities and 6 parking lots in Queens, NY.

Future:

New Bronx facility to consolidate operations and double capacity



freshdirect

New Bronx Facility

New Bronx Facility

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Buffalo Billion Initiative (Western New York Region – Erie County) – SUNY Research Foundation Burgard High School Capital – Buffalo Regional Innovation Cluster (Capital Grant) and SUNY Research Foundation Burgard High School Working Capital – Buffalo Regional Innovation Cluster (Working Capital Grant)
REQUEST FOR:	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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General Project Plan

I. Project Summary

Grantee:	The Research Foundation for the State University of New York ("SUNY RF") on behalf of Alfred State College
Beneficiaries:	State University of New York ("SUNY") College of Technology at Alfred State ("Alfred State") Buffalo City School District (the "BCSD")
ESD* Investment:	Grants up to $3,200,000 to be used as reimbursement for a portion of machinery and equipment and operating expenses.
	* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")
Project Location:	Burgard High School, 400 Kensington Avenue, Buffalo, Erie County

Proposed Project: Create an advanced Advanced Manufacturing Program at the BCSD's Burgard High School ("Burgard").

Project Type: Education and Training

Regional Council: The Western New York ("WNY") Regional Economic Development Council ("REDC") oversees the implementation of the Buffalo Billion Investment Development Plan. This project is part of Governor Cuomo's Buffalo Billion Investment Development Plan to promote advanced technology, manufacturing and smart growth; increase highly-skilled jobs; and maintain and attract young people to the WNY Region.

II. Project Cost and Financing Sources

Financing Uses	Amount
Machinery and Equipment	$1,122,500
Working Capital	2,077,500
Total Project Costs	$3,200,000

Financing Sources	Amount	Percent
ESD – Capital Grant (Z353)	$1,122,500	35%
ESD – Working Capital Grant (Z387)	2,077,500	65%
Total Project Financing	$3,200,000	100%

III. Project Description

A. Grantee

Industry: SUNY RF is an educational corporation that administers externally funded contracts and grants for and on behalf of the State University of New York. It is a separate not-for-profit corporation, and as such is not supported by state appropriated tax dollars, nor does it receive support services provided to New York State agencies. SUNY RF provides the administrative flexibility to respond quickly to the special demands of externally funded contracts and grants in a manner that facilitates their scientific or technical execution.

History: SUNY RF was established in 1951.

Ownership: SUNY RF is a private, 501(c)(3) not-for-profit educational corporation that

administers externally funded contracts and grants for and on behalf of the State University of New York.

Size: SUNY RF has over 17,000 employees statewide.

ESD Involvement: During Governor Cuomo's 2012 State of the State address, he committed a $1 billion investment (the "Buffalo Billion") in the Buffalo area economy to create thousands of jobs and spur $5 billion in new investment and economic activity over several years. In mid-2012, ESD selected McKinsey & Company, Inc. ("McKinsey"), through a competitive solicitation, to create and implement a strategy for the $1 billion, specifically to drive investment, create jobs, and leverage Buffalo area assets, while overcoming the area's challenges. In March 2012, the WNY REDC, through the efforts of McKinsey and local stakeholders, unveiled the Buffalo Billion Investment Development Plan (the "Plan"). The Plan concluded that despite steady job losses over the last four decades, manufacturing is still the third largest employment sector in WNY's economy. WNY has lost manufacturing jobs at a faster rate over the last decade than the rest of the country, but manufacturing sectors like materials, pharmaceuticals, medical devices, machinery, and food processing have continued to show competitive strength. Many WNY manufacturers have expressed concern that they do not believe they can meet hiring needs from the local talent pool. These manufacturers do not connect with local schools and colleges directly and are not aware of workforce development institutions and programs.

Moreover, the unemployment rate for minorities in the City of Buffalo (the "City" or "Buffalo") is 19%, and the high school graduation rate at Burgard stands at 30%, with 80% of the student population living below the poverty line. Burgard currently has career and technical education programs in welding and fabrication, automotive repair technology, and computer-aided drafting/computer-aided manufacturing, but it has struggled with graduation rates in general education.

In June 2014, the Governor announced a $3.2 million award from the Buffalo Billion Initiative for the creation of the Advanced Manufacturing Program, an initiative to align education and right-skilled training. The Advanced Manufacturing Program will be a five-year high school partnership program providing the opportunity for incoming 9th grade students to earn a four-year high school diploma while also earning a two-year Associates' Degree from Alfred State. Students who complete the five-year program will have the skills and certifications necessary to be gainfully employed at an entry level position in the fields of welding, automobile service technicians, and advanced manufacturing technology.

Past ESD Support: Funding for the past five years to the Grantee is summarized in the following chart:

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration)	Purpose
Local Assistance	W753 W874 W876 W884 W889 W890 W891 X218 X561	$940,000 $1,179,666 $1,155,666 $815,666 $1,000,000 $980,000 $980,000 $980,000 $980,000	August 2009 July 2012 July 2012 July 2012 November 2012 November 2012 June 27, 2014 June 27, 2014 June 27, 2014	September 2011 June 2011 July 2012 November 2012 December 2012 December 2013 December 2014 December 2015 December 2016	Working Capital – Buffalo Center of Excellence in Bioinformatics and Life Sciences
Buffalo Regional Innovation Cluster	Z200	$30,000,000	June 27, 2014	June 2019	Capital Grant - Furniture, fixtures, machinery and equipment for the Buffalo-Niagara Institute for Advanced Manufacturing Competitiveness
	Z206 Z207	$15,000,000 $32,500,000	July 17, 2014 July 17, 2014	December 2018 December 2018	Working Capital and Capital Grant – Establish the New York State Genomic Medicine and Big Data Center

B. Beneficiary – Alfred State

Industry: Alfred State is a public, coeducational, two- and four-year, nonsectarian college offering courses to earn Bachelors' and Associates' degrees in science, technology, business, and occupational studies as well as one-year certificate programs for coding and court reporting. It is one of the eight University Colleges of Technology within the SUNY system.

History: Alfred State was originally founded in 1908 and by 1948, with significant increase in enrollment after joining the SUNY system, was relocated to an adjacent location allowing for expanded facilities. Its programs are registered by the NYS Education Department and have been approved by

the NYS Education Department for the training of veterans. As of today, Alfred State is a senior college, accredited by the Middle States Association of Colleges and Schools.

Size: Alfred State's primarily location is in Alfred, NY, which includes an 800-acre college farm and motorsport facility. Its School of Applied Technology is located in Wellsville, NY. It enrolls an average of 3,700 students annually, with 379 teaching faculty and professional staff.

Past ESD Support: Since 2003, ESD has awarded $75,000 to Alfred State to upgrade to its internet bandwidth. The project is complete, all milestones were met, and funds were fully disbursed.

C. Beneficiary – BCSD

Industry: The BCSD is regarded as one of the premiere urban school systems in New York State which strives to bring exemplary teaching practices and unparalleled opportunities to its diverse student population.

History: The BCSD was started in 1838, six years after the incorporation of the Buffalo, which was the first city in New York State to have a free public education system supported by local taxes. Its policy-making body is the Board of Education of the BCSD.

Size: The BCSD serves approximately 34,000 students in nearly 60 facilities. The Buffalo Public School Board of Education is the policy-making body of the BCSD.

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

D. The Project

Completion: June 2020

Activity: The project involves a partnership between BCSD, Say Yes Buffalo, Alfred State, Dream-it-Do-it and SUNY RF to establish and operate a state-of-the-art Advanced Manufacturing Program. SUNY RF will invest approximately $3.2 million for the acquisition and installation of machinery and equipment; and working capital including, but not limited to, shop/technical consumables, course materials, and faculty/staff salaries necessary to operate the Advanced Manufacturing Program, which will be housed at Burgard. SUNY RF will own and maintain the machinery and equipment. Alfred State will provide or certify the faculty to teach accredited college-level courses and, with collaboration with the School

District superintendent, will set the overall curriculum.

Say Yes Buffalo will provide gap scholarships to Burgard students who attend the Advanced Manufacturing Program full-time and have exhausted Federal Pell and NYS Tuition Assistance Program grant funding. Additionally, Say Yes Buffalo is expected to assist in gap financing college tuition for Burgard students who elect to apply to and attend Alfred State to complete a related program.

Dream-it-Do-it, an advanced manufacturing internship program, in partnership with the NYS Department of Labor and the City of Buffalo Mayor's Office, will provide connections between Advanced Manufacturing Program students and local manufacturers for summer internship opportunities. It may provide college scholarship opportunities.

The School District will be responsible for any facilities upgrades needed to conduct the Advanced Manufacturing Program; marketing efforts; obtain any approvals required by the NYS Education Department; ensure compliance with Common Core curriculum; provide summer and after school programming; and counseling, student support and guidance of Advanced Manufacturing Program students.

Results: The Advanced Manufacturing Program, which began July 1, 2014 with a summer remedial reading and math program for incoming 9th grade students, is expected to provide college courses in CNC machining, auto technology and welding to 60 students in each class cohort, decreasing truancy and drop-out rates; increasing grade-point averages and high school graduation rates; increasing enrollment in postsecondary education; and decreasing unemployment in the Burgard district and surrounding area by directly linking students at a high risk of future unemployment with potential job opportunities with long-term stability and good earning potential. Additionally, the graduates of the Advanced Manufacturing Program, who will receive an Associates' Degree are expected to fill some of the more than 17,000 vacancies that the NYS Department of Labor estimates by 2020 in WNY's advanced manufacturing companies.

Economic Growth Investment Project: This project is an Economic Growth Investment project that does not involve permanent job commitments or construction spending. While such projects generate significant long term fiscal and economic benefits, such benefits are not estimated within the short-term period used in the benefit cost analysis. Therefore, no benefit cost analysis is provided.

Grantee Contact:	Ms. Valerie Nixon Operations Manager 10 Upper College Drive Alfred, New York 14802 Phone: (607) 587-3989
Alfred State Contact:	Mr. Thomas G. Murphy, Project Manager Alfred State 2530 River Road Wellsville, New York 14895 Phone: (607) 587-4133
BCSD Contact:	Mr. Donald A. Ogilvie, Interim Superintendent Buffalo Public Schools 712 City Hall Buffalo, New York 14202 Phone: (716) 816-3575
ESD Project Nos.:	Z353 (Capital Grant) Z387 (Working Capital Grant)

Project Team:	Origination	Christina Orsi
	Project Management	Jean Williams
	Contractor & Supplier Diversity	Vikas Gera
	Finance	Ross Freeman
	Environmental	Soo Kang

D. 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 demonstrate no materially adverse changes in its financial condition prior to disbursement.

3. Up to $3,200,000 will be disbursed to Grantee in installments as follows:

   a) Machinery and Equipment: Up to $1,122,500 will be disbursed as follows:

      (i) Initial Advance (Year 1) – An Initial Advance of $641,400.00 will be disbursed as an advance upon execution of the Grant Disbursement Agreement, demonstration that the MOU has been adopted and such other documentation as ESD may reasonably require, assuming that all project approvals have been completed and funds are available.

(ii) Final Advance (Years 2-6) – A Second Advance of $481,100.00 upon documentation of eligible expenditures, verified by a Certified Public Accountant, of at least 75% of the Initial Advance ($481,050.00) and such other documentation as ESD may reasonably require.

ESD will require documentation of eligible expenditures, verified by a Certified Public Accountant, by July 15, 2021, of 100% of the Initial and Second Advances ($1,122,500.00 cumulative); demonstration of meeting all requirements of the MOU; and in compliance with Annual Reporting; otherwise, a portion of the $1,122,500.00 may be subject to recapture.

Before each Advance, SUNY RF, with assistance from the Partners, shall provide documentation demonstrating, and ESD is required to approve, that the deliverables outlined in the Partner MOU are successfully underway and/or have been completed to ESD's satisfaction. Additionally, SUNY RF, with assistance from the Partners, will be compliant with Annual Reporting requirements, as referenced in these materials.

All Advances require compliance with program requirements and must be requested by no later than April 1, 2020. Expenditures may be incurred by SUNY RF Alfred State College and/or the BCSD. Expenditures prior to July 1, 2014 are not eligible project costs and cannot be reimbursed by grant funds.

b) Working Capital: Up to $2,077,500.00 will be disbursed to the Grantee in six installments on an annual basis:

(i) Initial Advance (Year 1) – An Initial Advance of $425,857.83 will be disbursed as an advance upon execution of the Grant Disbursement Agreement, demonstration that the Memorandum of Understanding "MOU" between the SUNY RF, Alfred State College, Say Yes Buffalo, Dream It Do It, and the BCSD (collectively the "Partners") has been adopted and such other documentation as ESD may reasonably require, assuming that all project approvals have been completed and funds are available;

(ii) Second Advance (Year 2) – A Second Advance of up to $267,292.27 upon documentation of eligible expenditures, verified by a Certified Public Accountant, of at least 75% of the Initial Advance ($319,393.37) and such other documentation as ESD may reasonably require; and that the following was complete by January 2015:

- Advisory Committee consisting of the Partners, ESD and industry members is in place and has met at least once.
- Program marketing materials are complete including recognition of Buffalo Billion funding on all materials.
- Final budget for school year 14/15 for Burgard is adopted and consistent with MOU.

- Final curriculum plans are adopted and are consistent with Alfred curriculum.
- Efforts are underway by to identify and hire faculty to teach Alfred level courses to Burgard students in the program. This will be completed no later than the start of the September 2015 school year. The selection of teachers for courses shall be consistent with any applicable collective bargaining agreement(s).
- Pacific Institute Program for high-performance teaching, learning and professional development is complete for all Burgard teachers and implemented at Burgard.
- A total of 340 READ 180 licenses (scholastic program for enhanced reading development) are available for use by Burgard students (via existing inventory, conversion or new purchase) and are fully operational.
- Say Yes Buffalo has a full-time family support specialist assigned at Burgard to provide student and faculty support services.

(iii) Third Advance (Year 3) – A Third Advance of up to $280,327.17 upon documentation of eligible expenditures, verified by a Certified Public Accountant, of at least 100% of the Initial Advance and 75% of the Second Advance ($626,327.03 cumulative) and such other documentation as ESD may reasonably require.

(iv) Fourth Advance (Year 4) – A Fourth Advance of up to $370,391.47 upon documentation of eligible expenditures, verified by a Certified Public Accountant, of at least 100% of the Initial and Second Advances and 75% of the Third Advance ($903,395.47 cumulative) and such other documentation as ESD may reasonably require.

(v) Fifth Advance (Year 5) – A Fifth Advance of up to $358,504.74 upon documentation of eligible expenditures, verified by a Certified Public Accountant, of at least 100% of the Initial, Second, and Third Advances and 75% of the Fourth Advance ($1,251,270.86 cumulative) and such other documentation as ESD may reasonably require.

(vi) Final Advance (Year 6) – A Final Advance of up to $357,126.53 upon documentation of eligible expenditures, verified by a Certified Public Accountant, of at least 100% of the Initial, Second, Third and Fourth Advances and 75% of the Fifth Advance ($1,612,747.29 cumulative) and such other documentation as ESD may reasonably require.

ESD will require documentation of eligible expenditures, verified by a Certified Public Accountant, by July 15, 2021, of 100% of Initial, Second, Third, Fourth, Fifth and Final Advances ($2,077,500.00 cumulative) and

demonstration of meeting all requirements of the MOU. Up to $2,077,500 of grant may be subject to recapture should the Grantee not be in compliance with all Annual Reporting requirements.

Before each Advance, SUNY RF, with assistance from the Partners, shall provide documentation demonstrating, and ESD is required to approve, that the deliverables outlined in the partner MOU are successfully underway and/or have been completed to ESD's satisfaction. Additionally, SUNY RF, with assistance from the Partners, will be compliance with Annual Reporting requirements.

All Advances require compliance with program requirements and must be requested by no later than April 1, 2020. Expenditures may be incurred by SUNY RF, Alfred State College and/or the BCSD. Expenditures prior to July 1, 2014, are not eligible project costs and cannot be reimbursed by grant funds.

Annual Reports, including preliminary Burgard-based figures, are required to be assembled and delivered to ESD by July 15th beginning in 2015 and ending in 2021. Supplemental documentation including official BCSD-verified figures are required to be assembled and delivered to ESD by August 31st of each respective reporting year. The Annual Reports should include the following information, at a minimum, demonstrating the direct impact the CTE and advanced manufacturing programs has had at Burgard, along with an affirmation that the facts and figures presented are true and correct:

- Number of students enrolled in Burgard, including by grade level and by CTE/advanced manufacturing program.
- Graduation rates to entire Burgard student body, as well as CTE /advanced manufacturing program graduation rates.
- ELA Proficiency rates and percent increase from prior year.
- Math Proficiency Rates and percent increase from prior year.
- Other performance measurements outlined in the MOU between the Partners

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $3,200,000, 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.

IV. Statutory Basis – Buffalo Regional Innovation Cluster

The project was authorized in the 2014-2015 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 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.

VI. 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 (MWBEs) in the performance of ESD projects. ESD's Non-Discrimination policy shall apply to both the working capital and capital grants.

For purposes of the working capital project, Z387, MWBE participation goals will not be established due to the specialized nature of the work and the lack of qualified and available MWBEs to perform the work.

For the capital grant, Z353, the Recipient shall be required to solicit and utilize Minority and Women Business Enterprises (MWBEs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 25% related to total value of the grant amount.

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
Project Finance Memorandum

Buffalo Billion Initiative (Western New York Region – Erie County) – SUNY Research Foundation Burgard High School Capital – Buffalo Regional Innovation Cluster (Capital Grant) and SUNY Research Foundation Burgard High School Working Capital – Buffalo Regional Innovation Cluster (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 SUNY Research Foundation Burgard High School Capital – Buffalo Regional Innovation Cluster (Capital Grant) and SUNY Research Foundation Burgard High School Working Capital – Buffalo Regional Innovation Cluster (Working 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, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to The Research Foundation for the State University of New York on behalf of Alfred State College a grant for a total amount not to exceed Three Million Two Hundred Thousand Dollars ($3,200,000) from the Buffalo Regional Innovation Cluster, 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

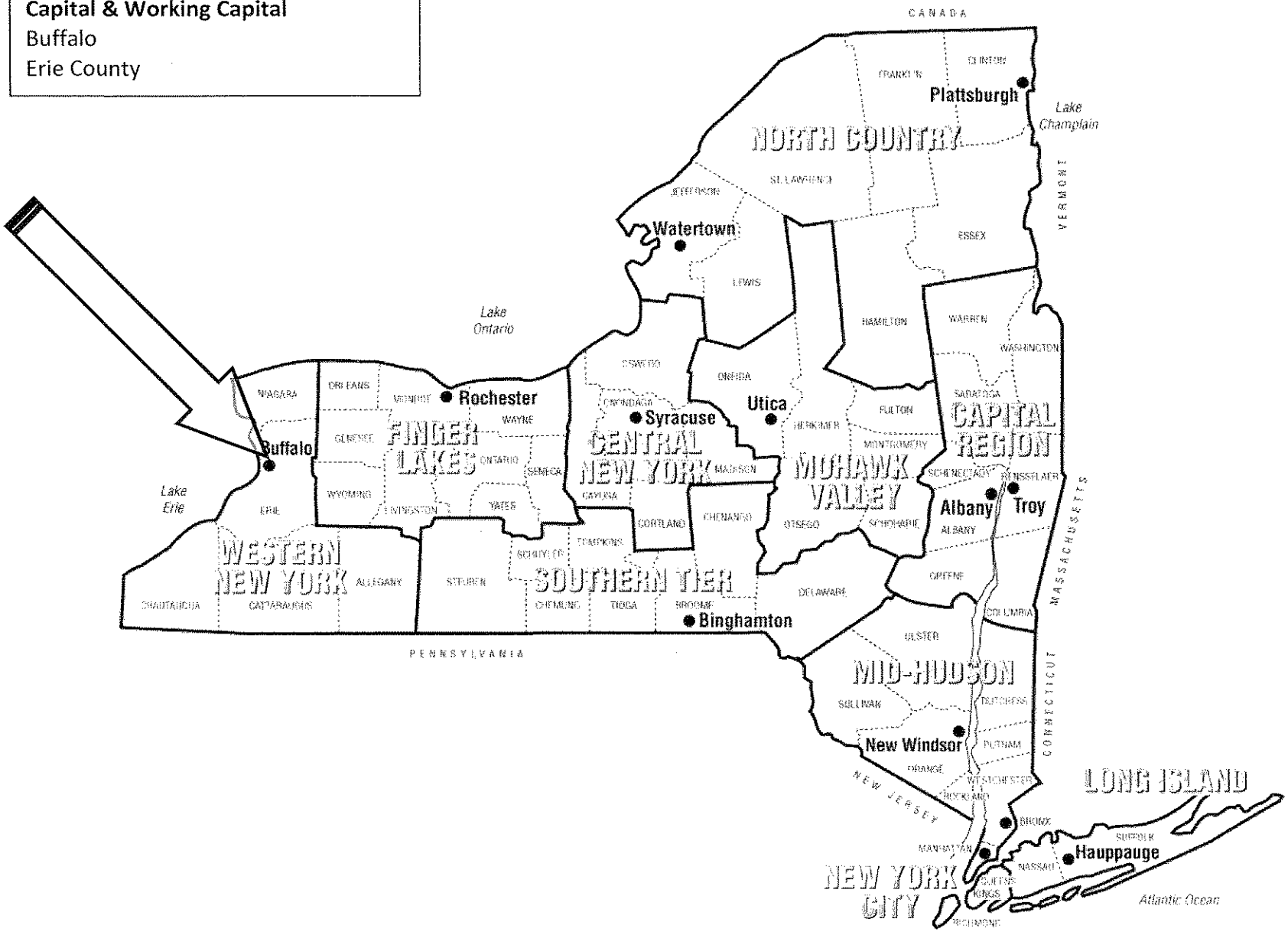
RESOLVED, that the President and Chief Executive Officer or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration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

* * *

SUNY Research Burgard High School
Capital & Working Capital
Buffalo
Erie County



Empire State Development

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Saranac Lake (North Country Region – Franklin County) – Trudeau Institute Clarkson Working Capital – Economic Development Purposes Fund (Working Capital)
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:	Trudeau Institute ("Trudeau" or the "Institute")
ESD* Investment:	A grant of up to $3,600,000 to be used for a portion of the costs of ongoing programs, operations, and staffing at Trudeau Institute's biomedical research laboratories to support a joint Trudeau Institute-Clarkson University multi-year plan for future operations. * The New York State Urban Development Corporation doing business as Empire State Development "ESD" or the "Corporation")
Project Location:	154 Algonquin Avenue, Saranac Lake, Franklin County
Proposed Project:	Trudeau Institute will continue to operate in New York State and finalize a multi-year plan for future operations.
Project Type:	Working Capital
Regional Council:	The North Country Regional Council has been made aware of this item. The project is consistent with the Regional Plan to advance biotech research in the region.

I. Project Cost and Financing Sources

Financing Uses	Amount
Salaries & Fringe Benefits	$2,205,000
Operating Expenses	1,795,000
Total Project Costs	$4,000,000

Financing Sources	Amount	Percent
ESD – Grant	$3,600,000	90%
Grantee Equity	400,000	10%
Total Project Financing	$4,000,000	100%

III. Project Description

A. Grantee

Industry: Biomedical research for disease prevention

Grantee History: Trudeau Institute was formed in 1889 to conduct biomedical research. The Institute for Scientific Information lists Trudeau as one of the five most influential research institutes in the U.S.

Ownership: Trudeau Institute is a not-for-profit organization governed by a non-compensated board.

Size: Trudeau Institute is a biomedical research organization with 75 employees working in a 90,000-square-foot research facility located on a 42-acre campus in Saranac Lake, NY.

Market: Trudeau conducts biomedical research to develop new treatments and treatment-prevention strategies against disease. The Institute conducts contract research projects for the National Institute of Health ("NIH"). Trudeau primarily competes with other biomedical research organizations for biomedical research projects from the federal government under programs of the NIH. Trudeau also competes for qualified high-level scientists to conduct biomedical research projects at the Institute.

ESD Involvement: Trudeau requested ESD assistance as part of a plan to continue operations and create a joint Trudeau Institute-Clarkson University, multi-year plan for future operations. Without assistance from ESD, the retention and future expansion of Trudeau would not be possible.

Past ESD Support: Since 2001, Trudeau has received ESD funds totaling $7,950,000 for three projects. All past projects have been successfully completed, milestones

met, and funds have been fully disbursed.

In the past 5 years, funding to Trudeau is summarized as follows:

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
Economic Development Purposes Fund	X791	$1,200,000	November 2012	October 2013	Working Capital – operations and staffing of a biomedical research laboratory
Empire State Economic Development Fund	Y731	$5,000,000	December 2012	August 2013	Working Capital – operations and staffing of a biomedical research laboratory

B. The Project

Completion: December 2014

Activity: The Institute will continue to operate and expand its research laboratory to conduct biomedical research in New York State including aging, cancer, influenza, pneumonia, tuberculosis, acquired immune deficiency syndrome, and Lyme disease. Trudeau will also fully develop a multi-year plan to meet specific milestones with the ultimate goal of being cash-neutral within three years and fully merging or further assimilating with Clarkson University.

The multi-year plan will involve two phases. Phase one will increase the revenue stream from Clarkson University and transfer some personnel costs to support educational objectives, reduce expenses through downsizing, improve operational efficiency, discontinue activities that can be outsourced less expensively, and increase research grant support by recruiting experienced senior scientists capable of covering some expenses.

Phase two will focus on building the scientific expertise of both Trudeau Institute and Clarkson University in the immunoengineering area. The field of immunoengineering is still developing. This presents an opportunity for this partnership to be an early entrant into the field with the potential to grow and be very competitive.

The plan will be fully detailed and completed by mid-October 2014.

Results: In conjunction with Clarkson University, the Institute will move closer to its broader vision of developing a biotechnology cluster in New York State's North Country. The Institute and Clarkson University will establish and coordinate scientific research and expand education and technology-based economic development. The multi-year plan will make it possible to sustain a new business model for future operations.

Economic Growth Investment Project: This is an Economic Growth Investment project that does not involve permanent job commitments or construction spending. While such projects generate significant long term fiscal and economic benefits, such benefits are not estimated within the short-term period used in the benefit cost analysis. Therefore, no benefit cost analysis is provided.

Grantee Contact: Brian Pelkey, Controller
154 Algonquin Avenue
Saranac Lake, NY 12983
Phone: (518) 891-3080

ESD Project No.: Z413

Project Team:		
	Project Management	Jared Walkowitz
	Contractor & Supplier Diversity	Denise Ross
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. The Grantee will demonstrate no materially adverse changes in its financial condition prior to each disbursement.

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

3. Up to $3,600,000 will be disbursed to Grantee for working capital expenses, no more frequently than monthly, upon documentation of 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. All project expenditures must have been incurred after April 1, 2014, the date that the New York State budget, in which the project is authorized, was passed. The final ten percent (10%) of the Grant shall not be disbursed by ESDC

until all of the tasks and reports required have been completed to ESD's satisfaction.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $3,600,000, 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.

IV. Statutory Basis – Economic Development Purposes Fund:

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 and 2014-2015 New York State budgets. 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 & Supplier Diversity policy will apply to the Project. Trudeau, a non-profit organization, shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise (MWBE) Participation goal of 20% of the total value of ESD's funding for eligible expenses, 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

Saranac Lake (North Country Region – Franklin County) – Trudeau Institute Clarkson Working Capital – Economic Development Purposes Fund (Working Capital) – 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 Trudeau Institute Clarkson Working Capital – Economic Development Purposes Fund (Working Capital) Project (the "Project"), the Corporation hereby determines pursuant to 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 the Trudeau Institute a grant for a total amount not to exceed Three Million Six Hundred Thousand Dollars ($3,600,000) 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

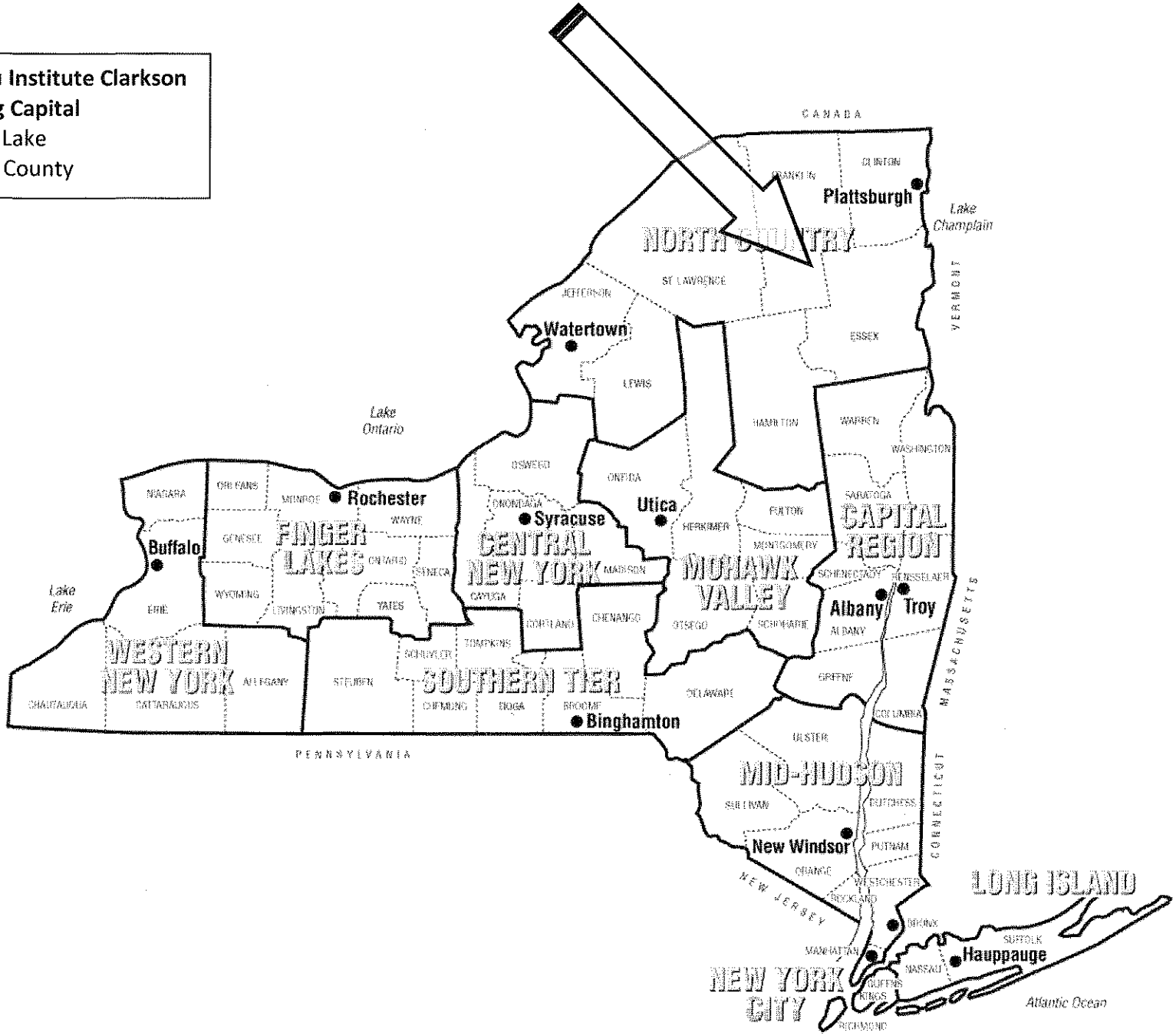
RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in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

* * *

Trudeau Institute Clarkson Working Capital
Saranac Lake
Franklin County



Empire State Development

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Rye Brook (Mid-Hudson Region – Westchester County) – Xylem Capital – Economic Development Purposes Fund (Capital Grant)
REQUEST FOR:	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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General Project Plan

I. Project Summary

Grantee:	Xylem, Inc. ("Xylem" or the "Company")
ESD* Investment:	A grant of up to $1,000,000 to be used for a portion of the cost of construction and renovation.
	* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")
Project Location:	1 International Drive, Rye Brook, Westchester County
Proposed Project:	Construction/renovation and the purchase of machinery and equipment for a new headquarters facility
Project Type:	Business expansion involving job retention and creation
Regional Council:	The Mid-Hudson Regional Council has been made aware of this item. The Incentive Proposal was accepted in February 2013. The project is consistent with the Regional Plan to retain and stimulate more mature industries such as distribution, financial and professional services, food and beverage, and health care.

Employment:	Initial employment at time of Application to ESD:	106*
	Current employment level:	107
	Minimum employment on January 1, 2016:	121

*106 jobs have been relocated to the Project Location.

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction/Renovation	$7,400,000
Furniture, Fixtures & Equipment	3,400,000
Professional Fees	800,000
Total Project Costs	$11,600,000

Financing Sources	Amount	Percent
ESD – Grant	$1,000,000	9%
Company Equity	10,600,000	91%
Total Project Financing	$11,600,000	100%

III. Project Description

A. Company

Industry: Global water and wastewater solutions

Company History: Xylem is a leading global provider of water technology, enabling customers to transport, treat, test and efficiently use water in public utility, residential and commercial building services, industrial and agricultural settings. Xylem was formed in October 2011from ITT Corporation's spinoff of several strategic business segments, namely the Water & Wastewater, Residential & Commercial Water, Analytics and Flow Control businesses.

Ownership: Xylem is publicly-traded on the New York Stock Exchange (symbol XYL).

Size: Xylem does business in more than 150 countries through a number of market-leading product brands and has more than 12,500 employees worldwide.

Market: Xylem operates in two segments, Water Infrastructure and Applied Water. Some of its customers include: USACE – Washington, DC; Veolia Environment – Paris, France; Coca Cola – Atlanta, GA; Western Hydro Corp. – Hayward, CA; and AECOM – Los Angeles, CA.

Key competitors within the Water Infrastructure segment include KSB Inc., Sulzer Ltd., Siemens AG, Danaher Corporation, Thermo Fisher Scientific Inc. and Pentair Ltd. Key competitors within the Applied Water segment include Grundfos, Wilo SE, Pentair Ltd., Franklin Electric Co., Inc. and KSB Inc.

ESD Involvement: When the Company's lease in Westchester, NY was set to expire in 2013, Xylem initiated a search to identify the most advantageous location for the relocation and expansion of its Global Corporate Headquarters operations. The Company evaluated relocation lease opportunities for approximately 50,000 square feet throughout the Northeast United States and identified a short list of locations within New York and Connecticut. Presently, the Company leases two facilities in Connecticut.

The Connecticut opportunities would allow Xylem to achieve savings from the real estate leasing costs and offer significant personal income tax savings for employees that would relocate to Connecticut. Additionally, the Connecticut Department of Economic and Community Development offered a substantial benefits package that would provide the level of cost certainty and additional savings needed for Xylem to relocate to Connecticut.

In August 2012, the Company sought financial assistance from both the Westchester County IDA and the ESD for relocation within New York. In February 2013, ESD offered incentive package inclusive of a $1,000,000 grant and a $1,350,000 Excelsior tax credit to enable Xylem to undertake its expansion/headquarters project in Rye Brook which was accepted the same month.

Competition: Connecticut

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

B. The Project

Completion: September 2014

Activity: The project involves renovation/construction, and furniture, equipment and IT purchase for Xylem's expansion/headquarters facility in Rye Brook. Renovation of the 50,000-square-foot facility was substantially completed in December 2013. The project is expected to be completed by the third quarter of 2014.

Results: As a result of the project, Xylem will retain 106 existing jobs and create 15 new jobs at the Project Location, of which 7 new jobs have already been created. Xylem will also retain a total of 930 jobs, inclusive of the 106 retained jobs at the Project Location, in New York State.

Business Investment Project: Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

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

- Fiscal benefits to NYS government from the project are estimated at $14,576,637;
- Fiscal cost to NYS government is estimated at $2,075,390;
- Project cost to NYS government per direct job is $42,351;
- Project cost to NYS government per job (direct plus indirect) is estimated at $14,753;
- Ratio of project fiscal benefits to costs to NYS government is 7.02:1;
- Fiscal benefits to all governments (state and local) are estimated at $25,693,006;
- Fiscal cost to all governments is $2,075,390;
- All government cost per direct job is $42,351;
- All government cost per total job is $14,753;
- The fiscal benefit to cost ratio for all governments is 12.38:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $191,160,857, or $1,358,881 per job (direct and indirect);
- The economic benefit to cost ratio is 92.11:1;
- Project construction cost is $8,200,000, which is expected to generate 34 direct job years and 17 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.63 indirect jobs are anticipated in the state's economy;

- The payback period for NYS costs is two years.

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

Grantee Contact: Michael T. Speetzen, Senior Vice President and CFO
1 International Drive
Rye Brook, NY 10573
Phone: (914) 323-5950

ESD Project No.: X982

Project Team:		
	Origination	Mike Morse
	Project Management	Glendon McLeary
	Contractor & Supplier Diversity	Denise Ross
	Finance	John Bozek
	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 $1,000,000 capital grant ($10,000) 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. 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.

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 $1,000,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($500,000) upon documentation of real estate / machinery and equipment project costs totaling $11,600,000, upon completion of the project substantially as described in these materials, and documentation of the employment of at least 111 Full-time Permanent Employees at the Project Location (Employment Increment of 5), 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 ($250,000) will be disbursed upon documentation of the employment of at least 116 Full-time Permanent Employees at the Project Location (Employment Increment of 5), provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to 25% of the grant ($250,000) will be disbursed upon documentation of the employment of at least 121 Full-time Permanent Employees at the Project Location (Employment Increment of 5), 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 February 26, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2016.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $1,000,000, 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.

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	106

A	B
Reporting Date	Employment Goals
February 1, 2015	106+X+Y+Z
February 1, 2016	106+X+Y+Z
February 1, 2017	106+X+Y+Z
February 1, 2018	106+X+Y+Z

X = Grantee's Employment Increment that will be the basis of the First Disbursement of the Grant as described in section C.5 above (i.e. X=5, and Employment Goals shall equal [106 + X =111] if the First Disbursement is made, in the year such disbursement is made and for each year thereafter). If the First Disbursement has not yet been made then X=0.
Y = 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. Y=5, and Employment Goals shall equal [106 + X + Y =116] 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 Y=0.
Z = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Z=5, and Employment Goals shall equal [106 + X + Y + Z =121] 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 Z=0.

IV. Statutory Basis – Economic Development Purposes Fund

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 and 2014-2015 New York State budgets. 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 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.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier 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 25%, Minority Business Enterprise ("MBE") participation goal of 15% and a Women Business Enterprise ("WBE") participation goal of 10% 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 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

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

August 27, 2014

Rye Brook (Mid-Hudson Region – Westchester County) – Xylem Capital – Economic Development Purposes 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 Xylem Capital -- Economic Development Purposes Fund (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 Xylem, Inc. a grant for a total amount not to exceed One Million Dollars ($1,000,000) 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

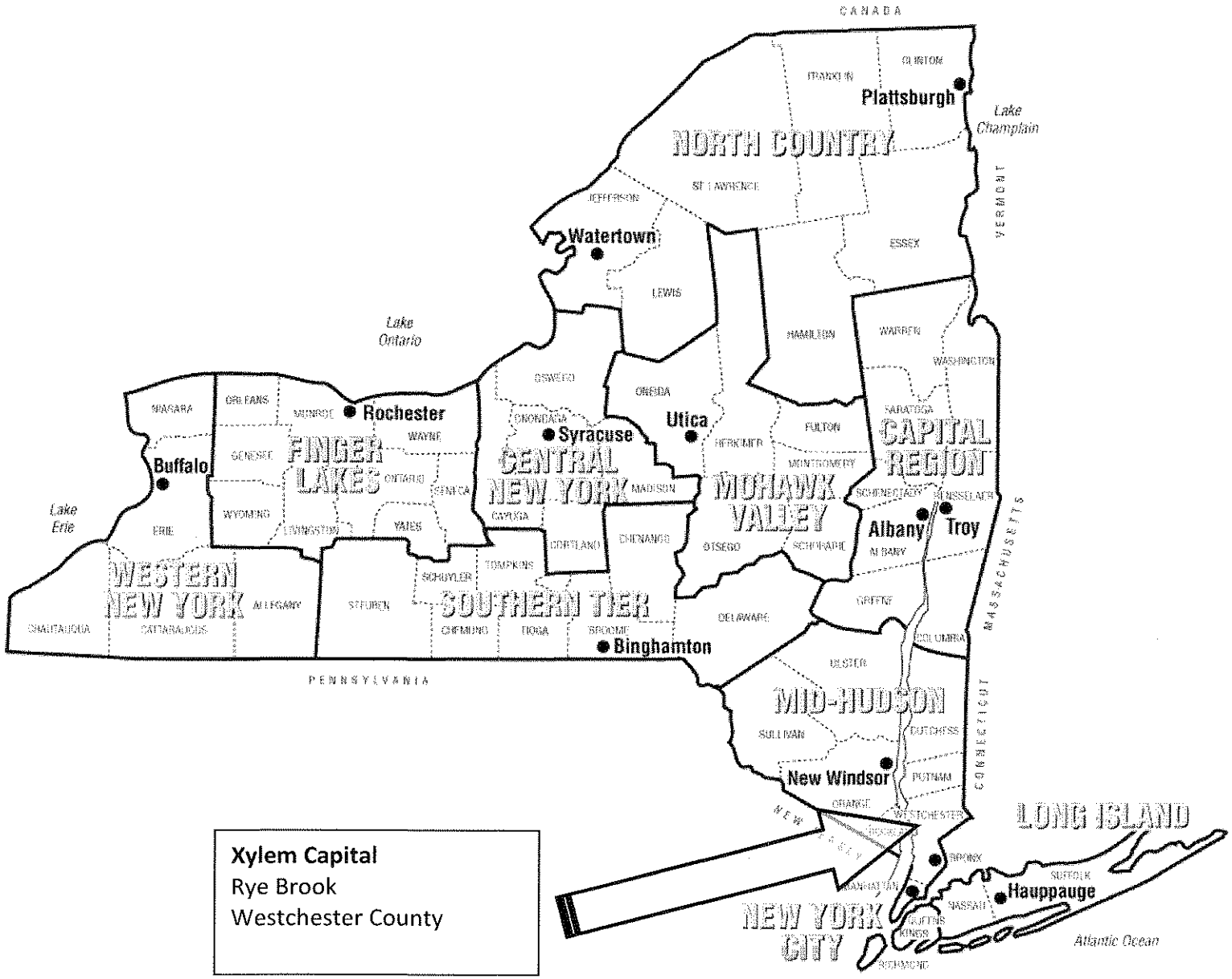
RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in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

* * *



Xylem Capital
Rye Brook
Westchester County

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Statewide – Restore New York Communities – Capital Grant

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; 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 North Tonawanda	North Tonawanda – RESTORE II – Teddy Bear Building and City Incinerator	W087	$500,203	North Tonawanda	Niagara
		TOTAL		**$500,203**		

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 a grant to the Grantee for the purpose of enhancing the Grantee's 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 Project

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 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.

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 project.

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 project.

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

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, 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

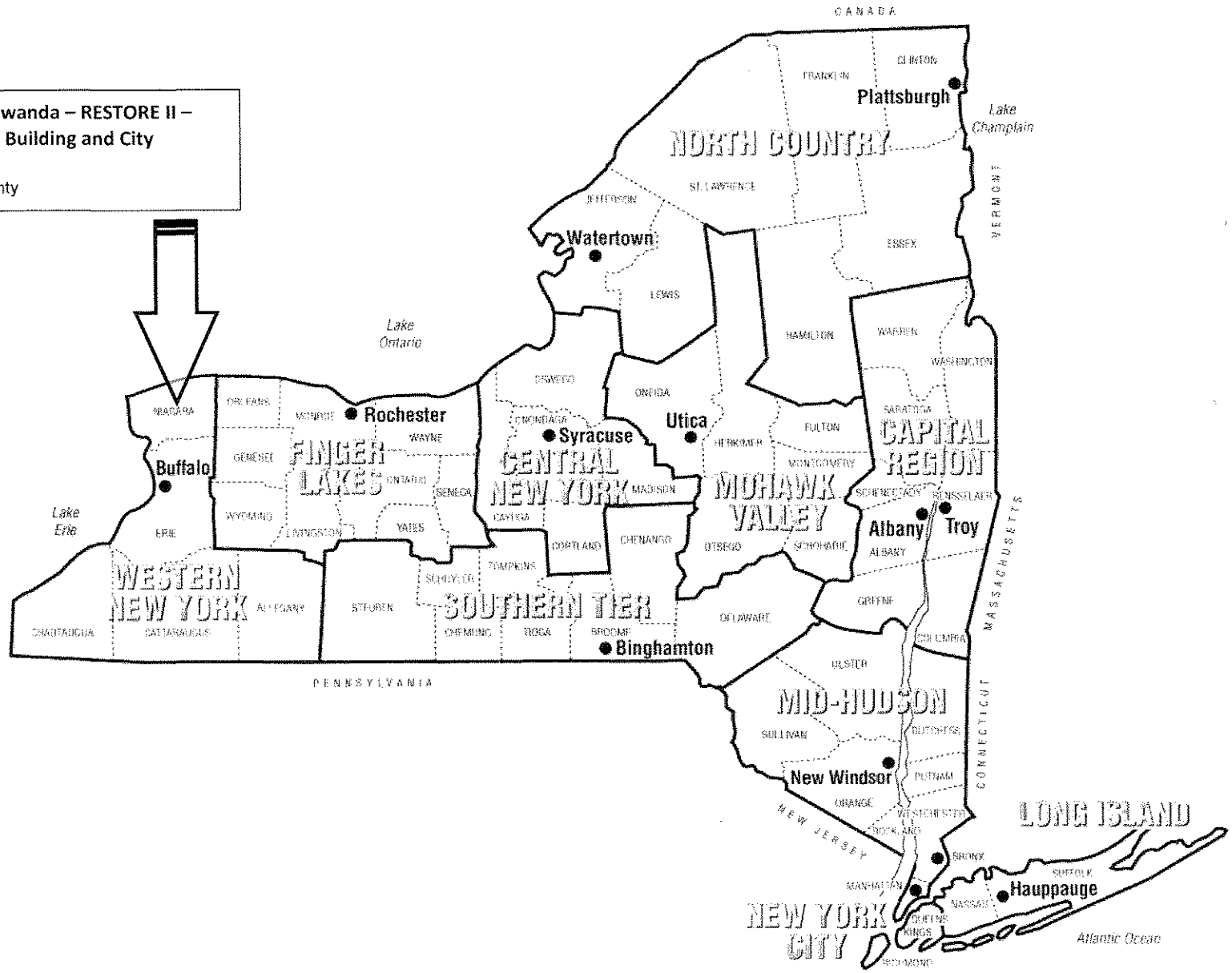
	Project Name	Proj #	Grantee	Assistance up to
	Restore NY Communities Projects			
A	North Tonawanda – RESTORE II – Teddy Bear Building and City Incinerator	W087	City of North Tonawanda	$500,203
			TOTAL	**$500,203**

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.

* * *

RESTORE NY COMMUNITIES

A. North Tonawanda – RESTORE II – Teddy Bear Building and City Incinerator
Niagara County



A. North Tonawanda – RESTORE II – Teddy Bear Building and City Incinerator (W087)
August 21, 2014

General Project Plan

Grantee: City of North Tonawanda (the "City" or "North Tonawanda")

Beneficiary: 26 Webster, LLC

ESD Investment: A grant of up to $500,203 to be used as reimbursement for a portion of demolition costs and building renovations.

Project Locations: 745 Walck Rd. (the "City Incinerator"), N. Tonawanda, Niagara County
62-64 Webster St. (the "Teddy Bear Building") N. Tonawanda, Niagara County

Proposed Project: Demolition of the vacant City Incinerator facility for future commercial use and rehabilitation of the vacant Teddy Bear Building into a mixed-use structure.

Project Type: Downtown Revitalization

Regional Council: The Western New York Regional Council has been made aware of this item, which predates the Regional Council Initiative. The project is consistent with the Regional Plan as it revitalizes the City's historical downtown business district.

Background:

Grantee History – The City, located at the convergence of the Erie Barge Canal, Tonawanda Creek, and the Niagara River on the southwestern edge of Niagara County, has a current population of approximately 33,300 people. It rivaled Chicago as the lumber capital of the world in the mid-1800s. Upon the depletion of the lumber fields, the steel, paper, and chemical industries were established, and North Tonawanda continued to prosper through the mid-1900s. Beginning in the 1960s, North Tonawanda's population began to slowly decline, a result of a loss of industry and manufacturing operations, and from 1972 to 1996, seven of the City's primary employers shut down or relocated, resulting in the loss of more than 3,200 jobs and a 7.6% drop in population. North Tonawanda's current poverty rate is 7.2%

ESD Involvement – The City of North Tonawanda Downtown Redevelopment Plan (the "Plan") identified locations in need of significant rehabilitation or demolition in order to spur economic growth and revitalize the City's historical downtown business district. The Municipal Commercial Redevelopment Project (the "Redevelopment Project") is a multi-step City revitalization project consistent with the Plan, focused on supporting, expanding, and improving visitor services and cultural gems while improving the market for sustained

commercial activities, removing blight, and creating future economic development parcels. In 2007, the City applied for Restore NY funding to assist in gap financing for the redevelopment of four locations identified in the Plan and Redevelopment Program. In February 2008, the City was awarded $500,203 in funding for the demolition of the long-vacant City Incinerator and the renovation of the vacant Teddy Bear Building, allowing for the City's ongoing strategy to build and sustain healthy neighborhoods by leveraging a variety of public and private resources.

Past ESD Support – Funding for the past five years to the Grantee is summarized in the following chart:

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration)	Purpose
Restore NY	U992	$1,000,000	December 2007	April 2014	Capital Grant – renovate the Remington Rand Building for mixed use.

The Project:

Completion – October 2014

Activity – The project involves asbestos abatement and demolition of the 9,608-square-foot City Incinerator facility which had been vacant since the 1960s and is in a state of disrepair.

The project also involves rehabilitation of the 10,140-square-foot Teddy Bear Building, built in 1893 and vacant since the early 2000s. In 2006, it was acquired by Lumber City Development Corporation ("LCDC") with the vision to rehabilitate the historical building. While the LCDC owned the property, it completed stabilization efforts to preserve the structure for future development. In 2013, the LCDC sold the property to its current owner, 26 Webster, LLC, with plans for a restaurant on the first floor and commercial businesses on the second and third floors. 26 Webster, LLC, has conducted stair tower construction; significant exterior brick work and façade restoration; first floor restaurant and lobby build-out; remodeling and reconstruction work on second and third floors; new foundation work in basement; installation of sprinkler systems; and new water, sewer, and electrical service.

Results – Following the demolition of the City Incinerator, Competition Transmission, a local auto repair business, has moved its operations to a site across the street, giving that business increased visibility to vehicular traffic and space to allow for its future growth. Moving to a commercially-zoned area also follows the City's 2006 Strategic Plan for minimizing auto-related industries within the historic downtown area, where it previously stood. This move would not have taken place without the demolition of the City Incinerator.

A. North Tonawanda – RESTORE II – Teddy Bear Building and City Incinerator (W087)
August 21, 2014

By rehabilitating the Teddy Bear Building, a vacant historical structure can now be used by residents, businesses, and tourists. Restore NY funds are critical to the success of this project. The Beneficiary has signed a lease for an independent restaurant to lease the first floor. The restaurant is scheduled to open late 2014, following the completion of the tenant's build-out of the space.

Financing Uses	Amount	Financing Sources	Amount	Percent
Demolition and removal of hazardous waste-City Incinerator	$ 192,026	ESD Grant	$ 500,203	56%
Acquisition costs-Teddy Bear Bldg	85,000	LCDC Contribution	45,031	5%
Renovation costs-Teddy Bear Bldg	614,297	Grantee Equity*	212,089	24%
		National Grid-Grant	50,000	6%
		First Niagara Bank-Loan**	84,000	9%
Total Project Costs	$ 891,323	Total Project Financing	$ 891,323	100%

* Source of equity is from the building's owner, 26 Webster, LLC
** 5.49% for first 5 yrs, then adjusting/10 yrs/1st on RE, assignment of leases and rents and fixtures

Grantee Contact: Mr. Michael Zimmerman, M.U.P
Planning and Development Coordinator
Lumber City Development Corporation
500 Wheatfield Street
North Tonawanda, NY 14120
Phone: (716) 695-8580 ext 5515

Project Team:

Project Management	Jean Williams
Contractor & Supplier Diversity	Vikas Gera
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 ensure the contribution of at least a 10% match of the grant amount to the Project.

4. Up to $500,203 will be disbursed to Grantee upon completion of the project substantially as described in these materials, and upon documentation of project costs of $891,323 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 January 15, 2008, 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 $500,203 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.

Environmental Review:
For the demolition of the City Incinerator, the Common Council of the City of North Tonawanda, as lead agency, has completed an environmental review of the proposed project, 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. This review found the project to be an Unlisted Action, which would not have a significant effect on the environment. ESD staff reviewed the supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

For the rehabilitation of the Teddy Bear Building, ESD staff has determined that, although the funding of this project by ESD may constitute an "action" as defined by SEQRA, the project itself has been previously completed. ESD's action in the funding decision will not alter the adverse environmental impacts, if any, of the project as completed. ESD staff accordingly believes that funding the completed project will not have any significant adverse impacts on the environment. Therefore, it is recommended that the Directors make a Determination of No Significant Effect on the Environment.

Due to the Teddy Bear Building's inclusion on the National Register of Historic Places, ESD has confirmed that the project sponsor consulted with the New York State Office of Parks, Recreation and Historic Preservation pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. No further consultation is required.

Non-Discrimination and Contract & 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. For purposes of this Contract, however, project performance has been largely completed, and therefore, MWBE participation goals cannot

be established.

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

1. 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.
   The project is located in a blighted neighborhood and involves the demolition of the unsafe and structurally unsound City Incinerator. The project also involves the rehabilitation of the vacant, commercial Teddy Bear Building, 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 and rehabilitation of sites that the City has included in its overall master development plan.

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.

Additional Submissions to Directors
Resolution
Project Photographs

August 21, 2014

North Tonawanda (Western New York Region – Niagara County) – North Tonawanda Restore II – Teddy Bear Building and City Incinerator – Restore NY Communities 07-08 – 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 North Tonawanda – RESTORE II – Teddy Bear Building and City Incinerator Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

City Incinerator - Before

City Incinerator - Demolition

Teddy Bear Building – Exterior – Under Construction

Teddy Bear Building – Interior – Under Construction

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Discretionary Projects Consent Calendar

REQUEST FOR: 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; Determination of No Significant Effect on the Environment

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Attached is a summary of a discretionary projects requesting ESD assistance of $100,000 and under in the following category:

Economic Development Purposes Fund

	Project Name	Proj #	Grantee	Assistance up to
A	Internships.com Working Capital	Z370	CareerArc Group LLC d/b/a Internships.com	$100,000
B	UMEZ – East Harlem Emergency Loan Fund	Z399	Upper Manhattan Empowerment Zone Development Corp.	100,000
			TOTAL	**$200,000**

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 project. 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 the project does not directly create jobs.

Statutory Basis - Economic Development Purposes Fund

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 and 2014-2015 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

Attachments

New York State Map
Resolutions
Project Summaries

August 27, 2014

Economic Development Purposes 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 Economic Development Purposes Fund Project identified below (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 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 amounts listed below 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 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

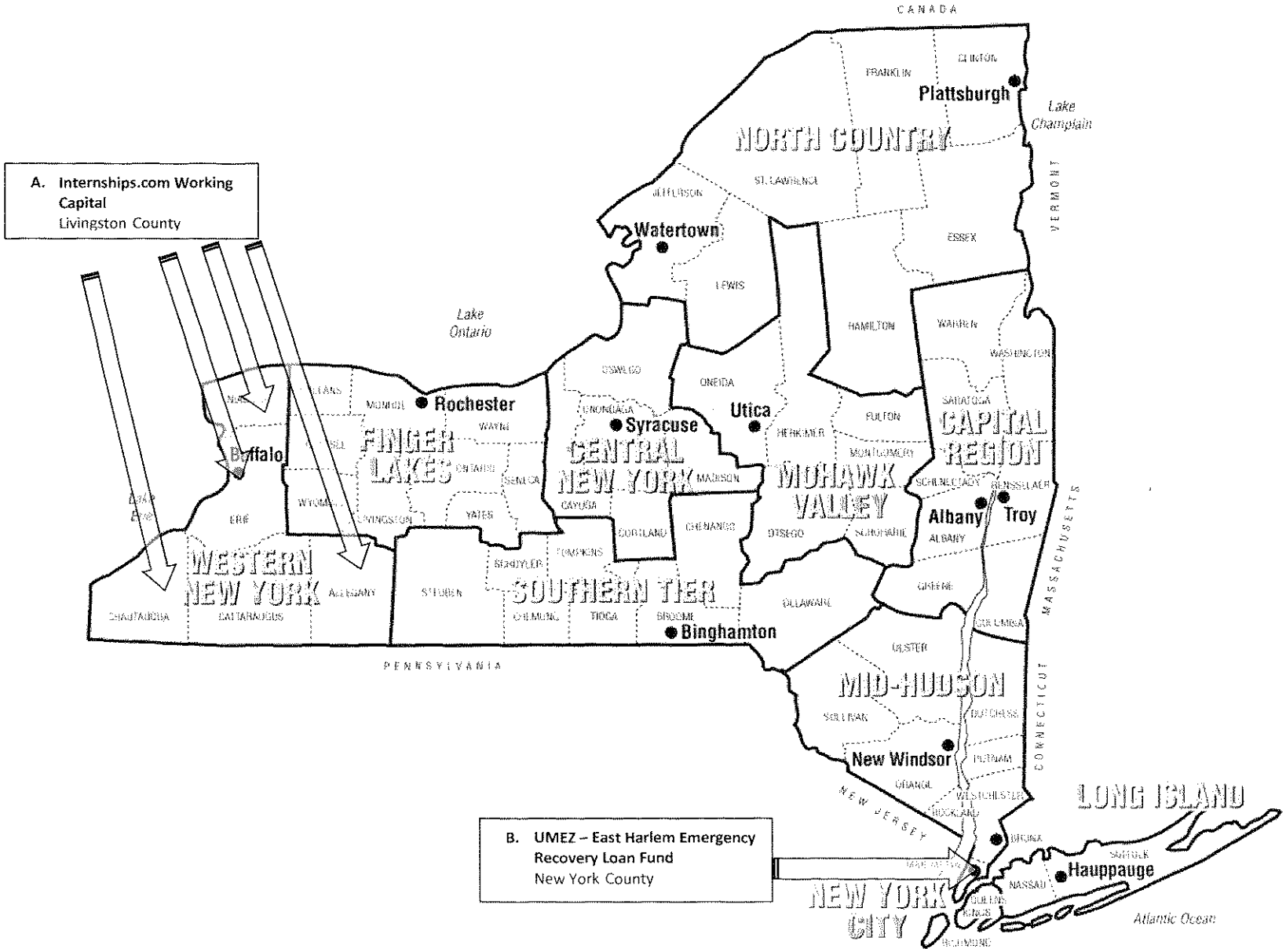
Economic Development Purposes Fund

	Project Name	Proj #	Grantee	Assistance up to
A	Internships.com Working Capital	Z370	CareerArc Group LLC d/b/a Internships.com	$100,000
B	UMEZ – East Harlem Emergency Loan Fund	Z399	Upper Manhattan Empowerment Zone Development Corp.	100,000
			TOTAL	**$200,000**

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.

* * *

Economic Development Purposes Fund



A. Internships.com Working Capital (Z370)

August 21, 2014

Grantee: CareerArc Group LLC d/b/a Internships.com (the "Company")

ESD Investment: A grant of up to $100,000 to be used for a portion of the cost of an internship pilot program at seven State University of New York ("SUNY") campuses located in Western New York.

Project Locations: SUNY Buffalo State, Buffalo, Erie County
Erie Community College, Williamsville, Erie County
Niagara Community College, Sanborn, Niagara County
Alfred State College, Alfred, Allegany County
University at Buffalo, Buffalo, Erie County
SUNY Fredonia, Fredonia, Chautauqua County
Jamestown Community College, Jamestown, Chautauqua County

Proposed Project: The Company will establish the New York State Internship.com Pilot Program to support the development of a university-branded online platform to optimize the internship search and placement process for all workforce-ready SUNY students at seven campuses in the Western New York region.

Project Type: Working capital to establish an internship program

Regional Council: The Western New York Regional Council has been made aware of this item. The project is consistent with the Western New York Regional Plan to strengthen the connections between education and training to business and jobs in the region.

Background:

Industry – Internships.com, a division of CareerArc Group LLC, is the world's largest internship marketplace, bringing students, employers and higher education institutions together in one centralized location through interactive tools and digital resources. Internships.com provides a variety of tools and services to enable students, employers and educators to better understand and optimize internship opportunities.

Company History – The Internships.com platform was established in 2010 with the mission to build the premier internships marketplace and to strengthen the future workforce. CareerArc Group LLC is located in Burbank, CA and Marlborough, MA and oversees a career system for college students, job seekers, employers, higher education institutions and government entities. CareerArc Group LLC's divisions, which include Internships.com, TweetMyJobs and CareerBeam, build on the power of the internet as well as social and mobile networks to connect employers with job and internship

seekers. Working across the full employment marketplace, the CareerArc Group LLC system now serves 30 million annual visitors, 40,000 companies, and 350+ universities, and powers the jobs platform of cities and areas such as Atlanta, GA; Houston, TX; Newark, NJ; Nassau County, NY; Albany County, NY; and Columbia, SC.

Ownership – Internships.com is a division of CareerArc Group LLC. CareerArc Group is a limited liability corporation well-known for providing tools and services to students, employers and educators to maximize internship opportunities.

Size – The Company is based in Burbank, CA with a location in Marlborough, MA. The Company has a total of 68 employees.

ESD Involvement – ESD financial assistance to the Company will further promote economic development to support job creation and retention in Western NY by providing a venue for internships, which will provide training and may lead to long-term employment opportunities.

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

The Project:

Completion – October 2014

Activity – The Company will begin campus-specific website, application development, media and strategy planning, and outreach to local employers by September 2014. The platform will include a customized website that enables students to search, view and apply for internships statewide and allows students to search through custom smart phone apps. Through a unique integration with Facebook, students can also leverage their contacts at hiring companies. The primary goal of the project is to increase "job readiness" amongst undergraduate students in Western New York and to strengthen the connections between education and employment in the region.

There are currently 5,000 New York State companies listing internships with Internships.com. The Company will work with campus career centers to outreach to Western New York employers and increase pilot participation of Western New York employers with a focus on employers related to key areas of student study.

Results – Based on the seven SUNY campuses that will participate in the pilot program, more than 62,000 undergraduate students will have access to the internship platform. Internships.com will also benefit New York State businesses by providing increased access to qualified SUNY student interns. According to the National Association of Colleges & Employers, seven out of ten internships lead to full-time job opportunities at

the company that hosted the internship. The platform will begin development in early September 2014 and will be completed by October 2014.

Financing Uses	Amount	Financing Sources	Amount	Percent
Develop "Software as a Service" Internship Platform and Conduct Outreach to WNY Employers.	$137,500	ESD Grant	$100,000	73%
		Company Equity	$37,500	27%
Total Project Costs	$137,500	Total Project Financing	$137,500	100%

Grantee Contact – Brendan Cotter, President of Strategic Sales
2600 West Olive Ave., Suite 710
Burbank, CA 91505
Phone: (978) 580-0054

Project Team – Project Management — Allison Auldridge
Contract and Supplier Diversity — Vikas Gera

Financial Terms and Conditions:

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

2. The Company will be required to contribute at least 10% of the total project cost in the form of equity. 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.

3. Up to $100,000 will be disbursed to the Grantee for working capital expenditures, no more frequently than quarterly, in proportion to ESD's funding share, assuming that all project approvals have been completed and funds are available. The final 10% of the grant will be disbursed to the Grantee upon completion of the project. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require, including program reports documenting information including but not limited to services and programs provided, number of students served, number of regional internships listed, and number of students placed in internship per campus.

4. 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.

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 (MWBEs) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that, due to the unique nature of this project, there exists no potential for MWBE participation. As such, participation goals will not be established or required for this project.

Statutory Basis – Economic Development Purposes Fund:

The funds were authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 and 2014-2015 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

B. UMEZ- East Harlem Emergency Loan Fund (Z399)
August 21, 2014

Grantee:	Upper Manhattan Empowerment Zone Development Corp. ("UMEZ" or the "Organization")
ESD Investment:	A grant of up to $100,000 to be used for a portion of the cost to establish a small business recovery loan fund.
Project Location:	East Harlem (the area bounded by East 115th and East 118th Streets, Lexington and Madison Avenues), New York, New York County
Proposed Project:	Establish a forgiveable loan fund managed by the Upper Manhattan Empowerment Zone Development Corp. to assist small businesses to recover from a gas explosion on March 12, 2014
Project Type:	Business improvement
Regional Council:	The New York City Regional Council has been made aware of this item. The project is consistent with the Regional Plan to create a pro-growth environment that modernizes regulatory burdens, reduces cost of doing business, and supports small business.

Background:

Industry – UMEZ is an economic development organization.

Grantee History – Upper Manhattan was designated as an urban empowerment zone under federal legislation authored by Congressman Charles B. Rangel and signed into law by President Clinton in 1994. UMEZ was formed in response to the federal empowerment zone legislation. Funding for UMEZ is provided by the federal government with matching amounts from the City of New York and the State of New York.

Ownership – UMEZ is a not-for-profit organization.

Size – UMEZ employs 25 people.

Market – The Organization provides economic development services to people and businesses throughout Upper Manhattan.

ESD Involvement – Following a gas explosion in East Harlem on March 12, 2014, a

number of businesses were adversely affected and in need of assistance to rebuild and restore their operations. Through collaborative efforts of ESD, New York City, New York State, local elected officials and local development corporations, 60 local businesses were identified as severely affected and in immediate need of financial assistance for recovery. To assist with the recovery, ESD is providing financial assistance to UMEZ to establish a small business recovery loan fund that will help up to 60 businesses.

Competition – N/A

Past ESD Support – This is UMEZ's first project funded by ESD. The New York Empowerment Zone Corporation, an ESD subsidiary, serves as a pass through for Federal, State and City Empowerment Zone funds that support UMEZ's operations and initiatives.

The Project:

Completion – December 2014

Activity – UMEZ will establish and manage the East Harlem Small Business Emergency Loan Program. Eligibility will be limited to businesses in operation as of March 11, 2014, and located in the area bounded by East 115th and East 118th Streets and Lexington and Madison Avenues with expenses related to the explosion or business interruption due to street closures following the event that were not covered by insurance or other means. Loans will be forgiveable and ESD funds will be used for non-capital expenses.

Results – The East Harlem Small Business Emergency Loan Program will help revitalize a busy commercial district in East Harlem by assisting up to 60 small businesses to recover from various adverse effects resulting from the March 12, 2014 gas explosion.

Financing Uses	Amount	Financing Sources	Amount	Percent
Forgivable Loans	$400,000	ESD Grant	$100,000	23%
Administrative Costs	25,000	UMEZ Equity	100,000	23%
		Harlem Community Development Corp.	125,000	31%
		Private Fundraising	100,000	23%
Total Project Costs	$425,000	Total Project Financing	$425,000	100%

Grantee Contact – Hope Knight, Chief Operating Officer
55 West 125th Street
New York, NY 10027
Phone: (212) 410-0030

Project Team –	Origination	Marion Phillips III
	Project Management	Destiny Burns
	Legal	Eunice Jackson
	Contractor & Supplier Diversity	Vikas Gera
	Environmental	Soo Kang

Financial Terms and Conditions:

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

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

3. Up to $100,000 will be disbursed to the Grantee in two installments as follows:
   a) an Initial Disbursement of an amount equal to 75% of the grant ($75,000) as an advance upon execution of a Grant Disbursement Agreement and receipt of required documentation 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 verifying the allocation of at least $60,000 of the Initial Disbursement and Grantee's compliance with program reports and requirements, including meeting expected goals.

   Payment will be made upon presentation of documentation as ESD may reasonably require. Expenses must be incurred on or after March 12, 2014, to be considered eligible project costs.

4. ESD must approve the Program's loan application, marketing material and deal sourcing strategies, due diligence process, loan eligibility and approval guidelines, underwriting policy and guidelines, portfolio management and monitoring processes, and goals.

5. Program loans will be forgiveable providing that the businesses remain operational for one year following receipt of funds from the Grantee. If the business closes before the year is complete, the funds will become loans repayable to the Grantee.

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 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.

Statutory Basis – Economic Development Purposes Fund:
The funds were authorized in the 2011-2012 New York State budget and reappropriated in the 2012-2013, 2013-2014, and 2014-2015 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

Environmental Review:
ESD staff has determined that the project constitutes a Type II ministerial 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. The recipient of fund disbursements will be responsible for complying with SEQRA as applicable. No further environmental review is required in connection with this authorization.

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 (MWBEs) in the performance of ESD projects. The Office of Contractor and Supplier Diversity has reviewed the project and has determined that, due to the highly specialized and unique nature of this project, there exists no potential for MWBE participation. As such, participation goals will not be established or required for this project.

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Regional Council Award – Priority Project – Binghamton (Southern Tier Region – Broome County) – The Southern Tier High Technology Incubator – Regional Council Capital Fund (Capital Grant)
REQUEST FOR:	Findings and Determinations Pursuant to Sections 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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General Project Plan

I. Project Summary

Grantee:	The Southern Tier High Technology Incubator, Inc. ("STHTI")
ESD* Investment:	A grant of up to $7,000,000 to be used for a portion of the cost of incubator design and construction costs.
	* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")
Project Location:	53 Carroll Street, Binghamton, Broome County
Proposed Project:	STHTI, along with a coalition of regional partners, will construct a high-technology incubator in downtown Binghamton to provide a unique entrepreneurial ecosystem for emerging high-technology companies.
Project Type:	Construction of a high-technology incubator to enable the creation of jobs.

Regional Council: This is a priority project for the region and is aligned with the Southern Tier Regional Plan and defined strategies based on the opportunity to create jobs through industry-university collaboration and high-tech infrastructure. The project also focuses on smart energy, microelectronics, healthcare, and the creation of next generation transportation technologies.

II. Project Cost and Financing Sources

Financing Uses	Amount
Real Estate Acquisition (BCIDA)	$500,000
Building Soft Costs	1,500,000
Construction	8,500,000
Equipment	1,000,000
Infrastructure / Site Work (BCIDA)	1,500,000
Total Project Costs	$13,000,000

Financing Sources	Amount	Percent
ESD-Grant	$7,000,000	55%
Economic Development Admin.- Grant	2,000,000	15%
BCIDA	2,000,000	15%
Grantee Equity	2,000,000	15%
Total Project Financing	$13,000,000	100%

III. Project Description

A. Grantee

Industry: Real estate development and management

Grantee History: STHTI was formed in April 2012 to construct, own and manage a high-technology incubator in Binghamton, NY.

Ownership: STHTI is a 501(c)(3) corporation.

Size: STHTI is currently operating with 1 Executive Director and a Board of Directors with 7 members.

Market: The incubator will provide high-tech infrastructure for up to 12 companies focusing on research and development in energy, microelectronics, and healthcare.

ESD Involvement: STHTI came to ESD for assistance in securing funds to establish a high technology incubator in a distressed part of downtown Binghamton through a Round 2 CFA and deemed a priority project by the Regional Council. ESD offered STHTI a $7,000,000 grant to assist in the Phase I design and construction of the incubator in an effort to foster community revitalization and encourage industry-university partnerships. The incentive proposal was signed in July 2013, and site design and preparation began January 2014. STHTI is planning to apply to ESD for assistance with Phase II of the project, that includes additional construction, outfitting, and purchase of machinery and equipment.

Competition: N/A

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

Financial Review: Because the grantee is a not-for-profit startup organization recently established to create the STHTI, which has no financial information to review, and the project has no guarantor or recapture provisions, there is no finance memo for this project.

B. The Project

Completion: June 2016

Activity: The BCIDA has purchased and prepared the site at 53 Carroll Street and STHTI is working on the building design that will have the address 120 Hawley St. The Grantee will construct a 24,000-square-foot building that will support up to 12 companies. The facility will include specialized wet and dry laboratories, as well as one high bay lab, office and collaboration space. The laboratories will be outfitted with infrastructure to support companies doing research, development and light manufacturing in areas such as energy, electronics, packaging and health. The facility is being built in a distressed area of downtown Binghamton and will be developed in partnership with private industry and Broome County.

Results: The project includes design and construction on a shovel-ready site leased to the STHTI through a long-term lease from the Broome County Industrial Development Agency (BCIDA). Phase I of the project includes site development, design and construction of a fully operational incubator. Phase II assistance will to be considered in a future CFA round. No formal job commitments were part of this project. However, within nine years, the incubator expects to have enabled 906 jobs.

Business Investment Project:

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 $634,955;
- Fiscal cost to NYS government is estimated at $7,000,000;
- Ratio of project fiscal benefits to costs to NYS government is 0.09:1;
- Fiscal benefits to all governments (state and local) are estimated at $1,072,616;
- Fiscal cost to all governments is $9,000,000;
- The ratio of project fiscal benefit to cost ratio to all governments is 0.12:1;
- Economic benefits (total fiscal plus total net resident disposable income from project construction employment) are estimated at $5,596,191;
- The economic benefit to cost ratio is 0.62:1;
- Project construction cost is $11,500,000 which is expected to generate 114 direct job years and 48 indirect job years of employment;
- The payback period for NYS costs is not estimated

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

The benefits reported above reflect only the impact of construction-related activity. Unlike typical ESD projects, infrastructure investment projects may involve no permanent job commitments. Such projects generate long term benefits not captured in the period of analysis. This is reflected in the benefit cost estimates as compared to benchmarks developed for infrastructure and economic growth investment projects.

Grantee Contact:

Sheila Doyle, Executive Director
PO Box 6005
Binghamton, NY 13902
Phone: (607) 777-3844

ESD Project No.: Y442

Project Team:

Origination	Kevin McLaughlin
Project Management	Robin Alpaugh
Contractor & Supplier Diversity	Denise Ross
Design & Construction	Marty Piecuch
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 $7,000,000 capital grant ($70,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. Grantee will demonstrate no 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 Grantee financial statements or Grantee accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Up to $7,000,000 will be disbursed to the Grantee in arrears in four installments as follows:
   a) an Initial Disbursement of an amount equal to 14% of the grant ($1,000,000) upon completion of the real estate acquisition, infrastructure and design portion of project, including documentation verifying project expenses of $1,000,000 in design, and additional project expenditures of approximately $2,000,000, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of an amount equal to 38% of the grant ($2,650,000) will be disbursed upon completion of the building shell including documentation verifying project expenses of $5,000,000 in additional project construction expenditures, provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to 38% of the grant ($2,650,000) will be disbursed upon completion of the building including documentation verifying project expenses of $5,000,000 in additional project construction expenditures, provided Grantee is otherwise in compliance with program requirements;
   d) a Fourth Disbursement of an amount equal to 10% of the grant ($700,000) upon evidence of a certificate of occupancy, 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 must be incurred on or after July 31, 2013, to be considered eligible project costs. All disbursements must be requested by August 1, 2016.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $7,000,000, 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.

6. Grant funds will be subject to pro rata recapture if the property at the Project Location is sold within five years of disbursement of funds. 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.

IV. Statutory Basis

The project was authorized in the 2012-13 New York State budget and reappropriated in the 2013-14 and 2014-15 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

V. Design and Construction

The project involves financial assistance with costs for design and construction of technology incubator in the City of Binghamton. Indirect and soft costs are part of the grant and D&C staff will review applicable final drawings and specifications for construction. Once construction is underway, D&C will, at its option, attend construction meetings and monitor construction progress. D&C will review and approve all change orders and contractor requisitions, and verify that all requirements have been satisfied prior to the approval and release of ESD funds. D&C will review the completed construction documents, project bidding and, at its discretion, visit the site before funds are distributed. The project will be reviewed in conjunction with D&C's requirements and forms.

VI. Environmental Review

The Zoning Board of Appeals of the City of Binghamton, as lead agency, has completed an environmental review of the proposed project, 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. This review, which was coordinated

with ESD as an involved agency, found the project to be an Unlisted Action which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on August 6, 2014. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

Due to the site's eligibility for inclusion in the National Register of Historic Places, ESD has confirmed that the project sponsor initiated consultation 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 consultation is completed with OPRHP in accordance with a Letter of Understanding.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination & Contractor and Supplier Diversity policy will apply to the Project. The Grantee shall be required to use good faith efforts (pursuant to 5 NYCRR §142.8) to achieve an overall Minority and Women Business Enterprise ("MWBE") participation of 23%, Minority Business Enterprise ("MBE") participation of 12% and a Women Business Enterprise ("WBE") participation of 11% 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. MBE participation requirements may not be substituted for WBE participation, or the reverse.

VIII. ESD Employment Enforcement Policy

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

IX. 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.

X. Additional Submissions to Directors

Resolutions
New York State Map
Benefit-Cost Analysis

August 27, 2014

Regional Council Award – Priority Project – Binghamton (Southern Tier Region – Broome County) – The Southern Tier High Technology Incubator – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Sections 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 The Southern Tier High Technology Incubator – Regional Council Capital Fund (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 The Southern Tier High Technology Incubator, Inc. a grant for a total amount not to exceed Seven Million Dollars ($7,000,000) 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.

* * *

August 27, 2014

Regional Council Award – Priority Project – Binghamton (Southern Tier Region – Broome County) – The Southern Tier High Technology Incubator – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

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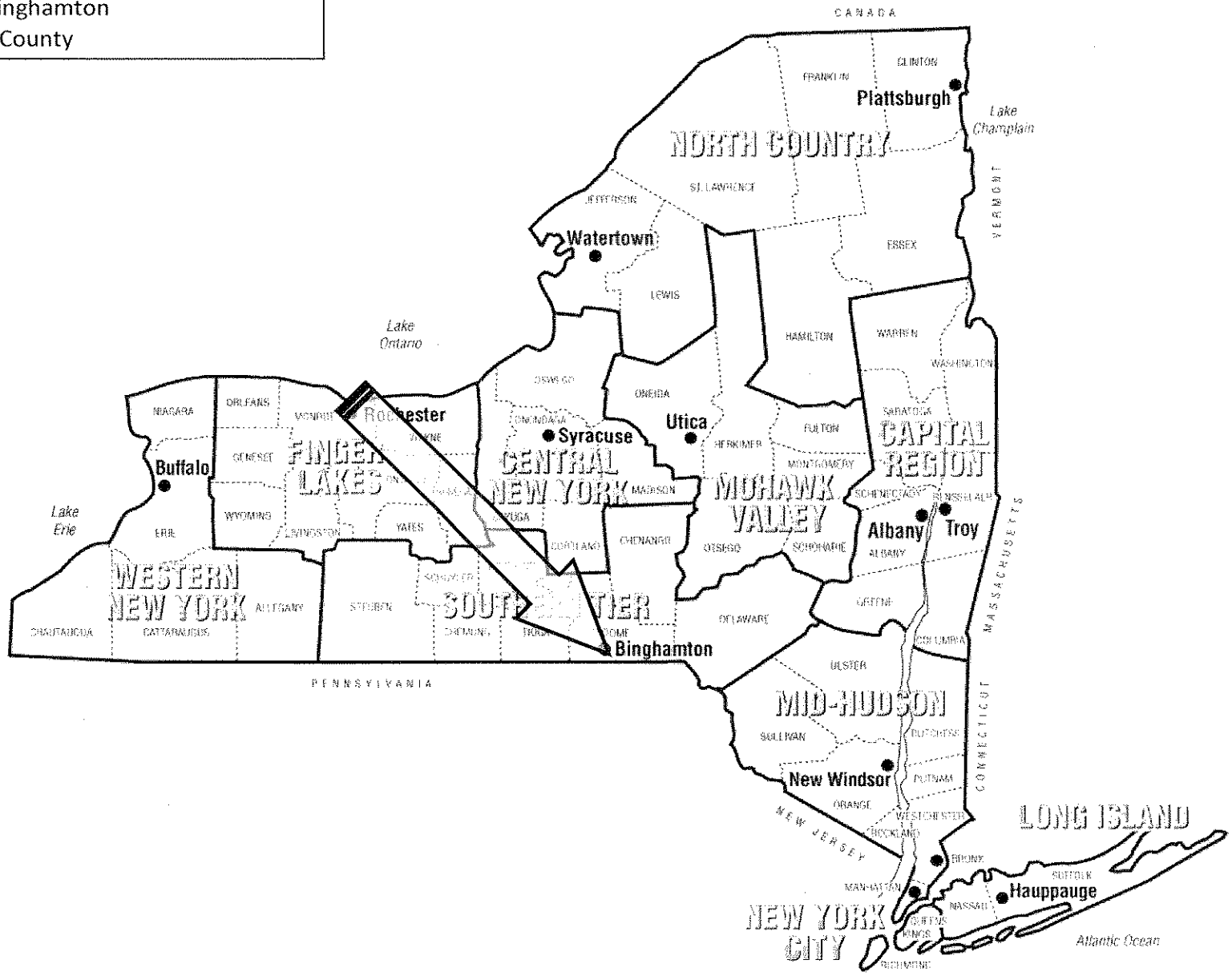
RESOLVED, that based on the material submitted to the Directors with respect to the The Southern Tier High Technology Incubator Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Southern Tier High Tech Incubator
City of Binghamton
Broome County



Project Summary
Benefit-Cost Evaluation1
Southern Tier High Technology Incubator – Economic Growth Investment

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

Construction Job Years (Direct): 114
Construction Job Years (Indirect): 48

Evaluation Statistics	Project Result NYS Govt.	NYS Govt. Benchmarks for ESD Projects2	Project Results State & Local Governments	State & Local Government Benchmarks for ESD Projects
Fiscal Costs3	$7,000,000	$794,250	$9,000,000	$1,020,500
Fiscal Benefits4	$634,955	$2,085,600	$1,072,616	$4,271,980
Fiscal B/C Ratio	0.09	3.00	0.12	10.60
	Project Results	Benchmarks for ESD Projects		
Economic Benefits5	$5,596,191	$119,468,000		
Economic B/C Ratio	0.62	20.00		

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. Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

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

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Regional Council Award – Priority Project - Binghamton (Southern Tier Region – Broome County) – Broome County Government Capital – Regional Council Capital Fund (Capital Grant)
REQUEST FOR:	Findings and Determinations Pursuant to Sections 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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General Project Plan

I. Project Summary

Grantee:	Broome County Government
ESD* Investment:	A grant of up to $500,000 to be used for a portion of the cost of construction, renovations, infrastructure, and acquisition of machinery and equipment for the Broome County Veterans Memorial Arena.
	* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")
Project Location:	1 Stuart Street, Binghamton, Broome County
Proposed Project:	Renovate the Broome County Veterans Memorial Arena
Project Type:	Arena facility upgrades
Regional Council:	This is a priority project and is consistent with the Southern Tier Regional Plan to address economic development by focusing on tourism.

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction/Renovations	$400,000
Infrastructure/Site Work	1,800,000
Machinery & Equipment	300,000
Total Project Costs	$2,500,000

Financing Sources	Amount	Percent
ESD – Grant	$500,000	20%
Grantee Equity	2,000,000	80%
Total Project Financing	$2,500,000	100%

III. Project Description

A. Grantee

Grantee History: Broome County Government, led by the combined efforts of the Broome County Executive's Office and the Department of Planning and Economic Development, promotes the sound, orderly economic development and growth of Greater Binghamton. Broome County Government aggressively markets the region and works to create a nurturing environment where businesses are supported and encouraged to invest and grow. There are over 48 departments within the County government as well as several facilities owned by the County. The majority of these faculties are managed through Broome County's Department of Public Works and Department of Parks and Recreation, including the Broome County Veterans Memorial Arena.

Ownership: The Grantee is a county government. It owns and operates the Broome County Veterans Memorial Arena.

Size: Broome County's population is approximately 200,000. The County spans an area of approximately 715-square-miles.

Market: Broome County was established in 1806 when it split from Tioga County and was named after the Revolutionary War veteran and then Lieutenant Governor John Broome. Broome County consists of the City of Binghamton, sixteen townships, and seven villages within it boarders.

ESD Involvement: The Grantee has identified financial constraints to carry out upgrades to the Broome County Veteran's Memorial Arena (the "Arena"), a 153,616-square-foot facility that provides an operations base for sports and entertainment and serves as an important anchor for tourism activity within the Southern Tier Region. The Arena has approximately 250,000 visitors annually, primarily from the northeast New York State and Pennsylvania. Upgrades and improvements to the Arena were deemed critical to the longevity of facility operations and its role in tourism for the Southern Tier Region. The Grantee completed the Round 2 Consolidated Financial Application ("CFA") requesting assistance to upgrade a multi-purpose entertainment facility that will enhance venue capacity and capabilities. ESD awarded the Grantee $500,000 to purchase equipment and carry out the necessary upgrades to the facility.

Competition: N/A

Past ESD Support: This is the Grantee's first project with ESD for this facility.

B. The Project

Completion: September 2013.

Activity: Originally constructed as a shoe manufacturing facility for the Endicott-Johnson Corporation, the building was reconstructed as a venue for entertainment events in 1973 through a collaborative partnership between the City of Binghamton and Broome County under the Urban Renewal Initiatives program.

The Arena improvement project started in April 2013 and included new seating, concession upgrades, marque upgrades, new lighting, and the purchase of two Zambonis for ice maintenance. The project will attract a growing demand for tourism activities in the region, accommodate more patrons and sports enthusiasts, and generate more revenues to support facility operations, which they were unable to accomplish under the existing conditions of the facility. As a result of the project, the long-term viability of one of downtown Binghamton's important assets will be assured.

Results: Facility upgrades will provide an enhanced experience for event attendees as well as improved safety.

Economic Growth Investment Project: Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or

creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

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 $114,542;
- Fiscal cost to NYS government is estimated at $500,000;
- Ratio of project fiscal benefits to costs to NYS government is 0.23:1;
- Fiscal benefits to all governments (state and local) are estimated at $199,389;
- Fiscal cost to all governments is $500,000;
- The fiscal benefit to cost ratio for all governments is 0.40:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $1,444,013;
- The economic benefit to cost ratio is 2.89:1;
- Project construction cost is $2,200,000, which is expected to generate 22 direct job years and nine indirect job years of employment;
- For every construction-related direct job generated by this project, an additional 0.25 indirect job is anticipated in the state's economy.

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

Grantee Contact: Anthony Capozzi, Manager
60 Hawley St, 6th Floor
Binghamton, NY 13901
Phone: (607) 778-1528

ESD Project No.: Y356

Project Team:		
	Origination	Robin Alpaugh
	Project Management	Omar Sanders
	Contractor & Supplier Diversity	Denise Ross
	Finance	Ross Freemen
	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 $500,000 capital grant ($5,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Grantee will demonstrate no 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 after the Grantee's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through Grantee financial statements or Grantee accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Up to $500,000 will be disbursed to Grantee upon documentation of facility improvement and machinery and equipment project costs totaling $2,500,000 and upon completion of the project substantially as described in these materials, assuming that 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 December 19, 2012, to be considered eligible project costs.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $500,000, 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.

IV. Statutory Basis – Regional Council Capital Fund

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 and 2014-2015 New York State budgets. 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 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.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier 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 23%, 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
Project Finance Memorandum
Benefit-Cost Analysis
Project Photograph

Regional Council Award – Priority Project - Binghamton (Southern Tier Region – Broome County) – Broome County Government Capital – Regional Council Capital Fund (Capital Grant); Findings and Determinations Pursuant to Sections 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 Broome County Government Capital – Regional Council Capital Fund (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, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Broome County Government a grant for a total amount not to exceed Five Hundred Thousand Dollars ($500,000) 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 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

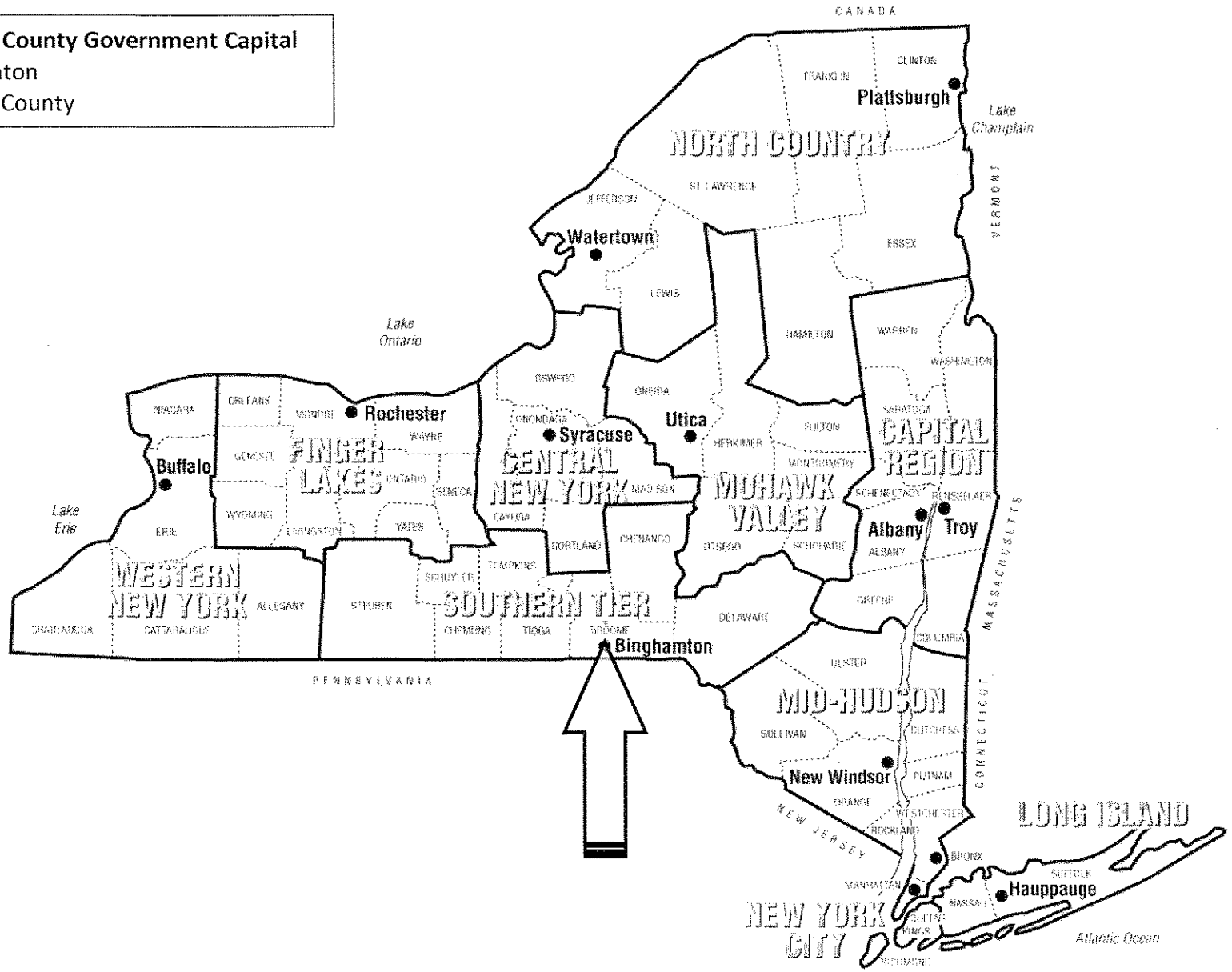
RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

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.

* * *

Broome County Government Capital
Binghamton
Broome County



Project Summary
Benefit-Cost Evaluation[1]

Broome County Veteran's Memorial Arena – Economic Growth Investment

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

Construction Job Years (Direct): 22
Construction Job Years (Indirect): 9

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]	$500,000	$794,250	$500,000	$1,020,500
Fiscal Benefits[4]	$114,542	$2,085,600	$199,389	$4,271,980
Fiscal B/C Ratio	0.23	3.00	0.40	10.60

	Project Results	Benchmarks for ESD Projects
Economic Benefits[5]	$1,444,013	$119,468,000
Economic B/C Ratio	2.89	30.00

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. Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

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.

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PLAYER
PENALTY
TIMEOUT
Budweiser

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Regional Council Award – Priority Project – Syracuse (Central New York Region – Onondaga County) – Crouse Hospital Baker NICU Renovations Capital – Regional Council Capital Fund (Capital Grant)
REQUEST FOR:	Findings and Determinations Pursuant to Sections 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions;

General Project Plan

I. Project Summary

Grantee:	Crouse Health Hospital ("Crouse" or the "Organization")
ESD* Investment:	A grant of up to $575,000 to be used for a portion of the cost of construction.
	* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")
Project Location:	736 Irving Avenue, Syracuse, Onondaga County
Proposed Project:	Renovation and enhancement of the Crouse Hospital Neonatal Intensive Care Unit ("NICU"), to include a new roof, sterile procedures room and isolation rooms.
Project Type:	Facility renovations involving job retention and creation.
Regional Council:	The project is a priority project for the Central New York region because it advances the goals, strategies and initiatives of the Central New York Regional Economic Development Council ("CNY REDC") identified in its Five-Year Strategic Plan. The project repurposes existing health care assets by renovating and updating a critical component of the region's health services ecosystem.

Employment:	Initial employment at time of ESD Incentive Proposal:	2,105
	Current employment level:	2,273
	Minimum employment through January 1, 2018:	2,120*

* New employees cannot be transferred from other NYS locations

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction / Renovation	$ 5,302,187
Machinery and Equipment	2,120,866
Architectural / Engineering	1,855,759
Furniture and Fixtures	1,272,517
Total Project Costs	$10,551,329

Financing Sources	Amount	Percent
ESD – Grant	$575,000	5%
Grantee Equity	9,976,329	95%
Total Project Financing	$10,551,329	100%

III. Project Description

A. Organization

Industry: Crouse Health Hospital is a private, not-for-profit hospital accredited by DNV Healthcare offering a full range of general and specialty care, inpatient and outpatient services and community health education and outreach programs. Crouse is a member of the American Hospital Association, Healthcare Association of New York State, Greater New York Hospital Association, the Association for Community Health Improvement, and the CenterState Corporation for Economic Opportunity, among others.

History: Founded in 1887, Crouse began as the Syracuse Women's Hospital and Training School for Nurses. In 1902, its name was changed to Syracuse Hospital for Women and Children, and by 1908 the hospital began to admit men. In 1918, the name was changed to Syracuse Memorial Hospital to reflect its broader range of services. In 1929, the hospital moved to its present location on Irving Avenue. Crouse Irving Hospital was founded by a group of physicians and investors under the leadership of Dr. William L. Wallace in 1912. Crouse Hospital, as it is currently configured, came into existence in 1968 through the merger of Crouse

Irving Hospital and Syracuse Memorial Hospital in a community-wide effort to consolidate medical facilities and maximize access to healthcare. In June 1996, a new name and updated graphic identity were announced, changing Crouse Irving Memorial Hospital to Crouse Health Hospital.

Since 1975, Crouse, home to the Kienzle Family Maternity Center, has functioned as the regional center for high-risk maternity, obstetrics, and newborn care services and includes the Baker Neonatal Intensive Care Unit ("NICU"), completed in 1999, the only Department of Health designated Level IV Regional Center which serves diverse urban, suburban and rural populations in a 16-county region, the largest region geographically in the state, and admits over 900 premature and critically ill infants each year.

Ownership: Crouse Health System is the parent company and sole member of Crouse. Corporate members and affiliates include Plaza Corporation of CNY, Laboratory Alliance of CNY, MDR/Crouse Technical Services, Syracuse Endoscopy Associates, and Crouse Medical Practice PLLC.

Size: Crouse has over 2,200 employees and a medical staff of more than 800 physicians. It is licensed for 506 acute care adult beds and 57 bassinets and serves more than 23,300 inpatients, 72,000 emergency services patients and 309,000 outpatients a year from a 16-county area in Central and Northern New York. Crouse also operates the Crouse Hospital College of Nursing, providing nursing education to more than 300 students annually. The hospital is led by an 11 member senior leadership team and Board of Directors.

ESD Involvement: The center's Baker NICU, a designated Level IV Regional Center, serving a 16-county region of New York State, admits 900 premature and critically ill infants each year. The Baker NICU as well as the entire Maternal and Child Center at Crouse, are of great importance to the quality of life of Central New Yorkers.

In 2012, Crouse identified the need to renovate and expand its existing facilities, upgrading maternity center services in order to continue offering its patients the most advanced and comprehensive maternity care available. Crouse lacked equity to fund the total estimated $10 million expansion project and applied in the first round of the Consolidated Funding Application process and was awarded a $575,000 grant to complete the project.

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

B. The Project

Completion: June 2015

Activity: Crouse will renovate and enhance its Neonatal Intensive Care Unit, located on the ninth floor of the Irving Building, in two phases. The first phase of the project, complete in March 2014, was the 23,000-square-foot NICU roof renovation. Phase 2 interior work on the NICU includes construction of an additional sterile procedure room and isolation rooms. The project also involves the purchase and installation of state-of-the-art equipment and technology in the renovated NICU area which is not available to patients anywhere else in the region.

Results: The project will retain 2,105 existing jobs and create 15 new jobs. The project will provide a more efficient use of the current space as well as added space from the moving of adjacent but unrelated offices to other areas. Additional isolation rooms are necessary to make it easier for the sickest babies to be kept away from any infectious diseases so that their health can improve as quickly as possible and they can go home with their families. A sterile procedure room on the same floor as the NICU will make the unit function more efficiently resulting in an increase in the volume of infants treated and the number of procedures medical staff will be able to perform.

Economic Growth Investment: Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

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 $943,523;
- Fiscal cost to NYS government is estimated at $575,000;
- Project cost to NYS government per direct job is $63,137;
- Project cost to NYS government per job (direct plus indirect) is estimated at $39,627;

- Ratio of project fiscal benefits to costs to NYS government is 1.64:1;
- Fiscal benefits to all governments (state and local) are estimated at $1,604,897;
- Fiscal cost to all governments is $575,000;
- All government cost per direct job is $63,137;
- All government cost per total job is $39,627;
- The fiscal benefit to cost ratio for all governments is 2.79:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $8,884,164, or $612,260 per job (direct and indirect);
- The economic benefit to cost ratio is 15.45:1;
- Project construction cost is $7,157,946, which is expected to generate 63 direct job years and 41 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 0.60 indirect job is anticipated in the state's economy;
- The payback period for NYS costs is three years.

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

Grantee Contact: Kris Waelder, Manager, Grants Administration
Crouse Health Foundation
736 Irving Avenue
Syracuse, NY 13210-1690
Phone: (315) 470-7015

ESD Project No.: Y260

Project Team:		
	Origination	Bonnie Palmer
	Project Management	Jessica Hughes
	Contractor & Supplier Diversity	Elizabeth Gocs
	Finance	Ross Freeman
	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 $575,000 capital grant ($5,750) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Grantee will demonstrate no 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 after the Grantee's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through Grantee financial statements or Grantee accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Prior to disbursement, the Grantee 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 $575,000 will be disbursed to the Grantee in two installments as follows:
   a) an Initial Disbursement of an amount equal to 90% of the grant ($517,500) upon documentation verifying $1.9 million in project expenditures, a Certificate of Completion or other documentation verifying completion of the NICU roof as ESD may require, and documentation of the employment of at least 2,105 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 10% of the grant ($57,500) will be disbursed upon completion of the project, a Certificate of Occupancy/Completion or other documentation verifying project completion as ESD may require, documentation of the employment of at least 2,120 Full-time Permanent Employees at the Project Location (Employment Increment of 15), and project expenditures of approximately $10,551,329, 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 must be incurred on or after May 15, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2017.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $575,000, 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.

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	2,105

A	B
Reporting Date	Employment Goals
February 1, 2015	2,105+X
February 1, 2016	2,105+X
February 1, 2017	2,105+X
February 1, 2018	2,105+X
February 1, 2019	2,105+X

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=15, and Employment Goals shall equal [2,105 + X = 2,120] 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.

IV. Statutory Basis – Regional Council Capital Fund

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 and 2014-2015 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 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.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor & Supplier 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 23%, a Minority Business Enterprise ("MBE") Participation goal of 13% and a Women Business Enterprise ("WBE") Participation goal of 10%, 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 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

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

August 27, 2014

Regional Council Award – Priority Project – Syracuse (Central New York Region – Onondaga County) – Crouse Hospital Baker NICU Renovations Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Sections 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 Crouse Hospital - Neonatal ICU Renovations Capital -- Regional Council Capital Fund 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 Crouse Health Hospital a grant for a total amount not to exceed Five Hundred Seventy-Five Thousand Dollars ($575,000) 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

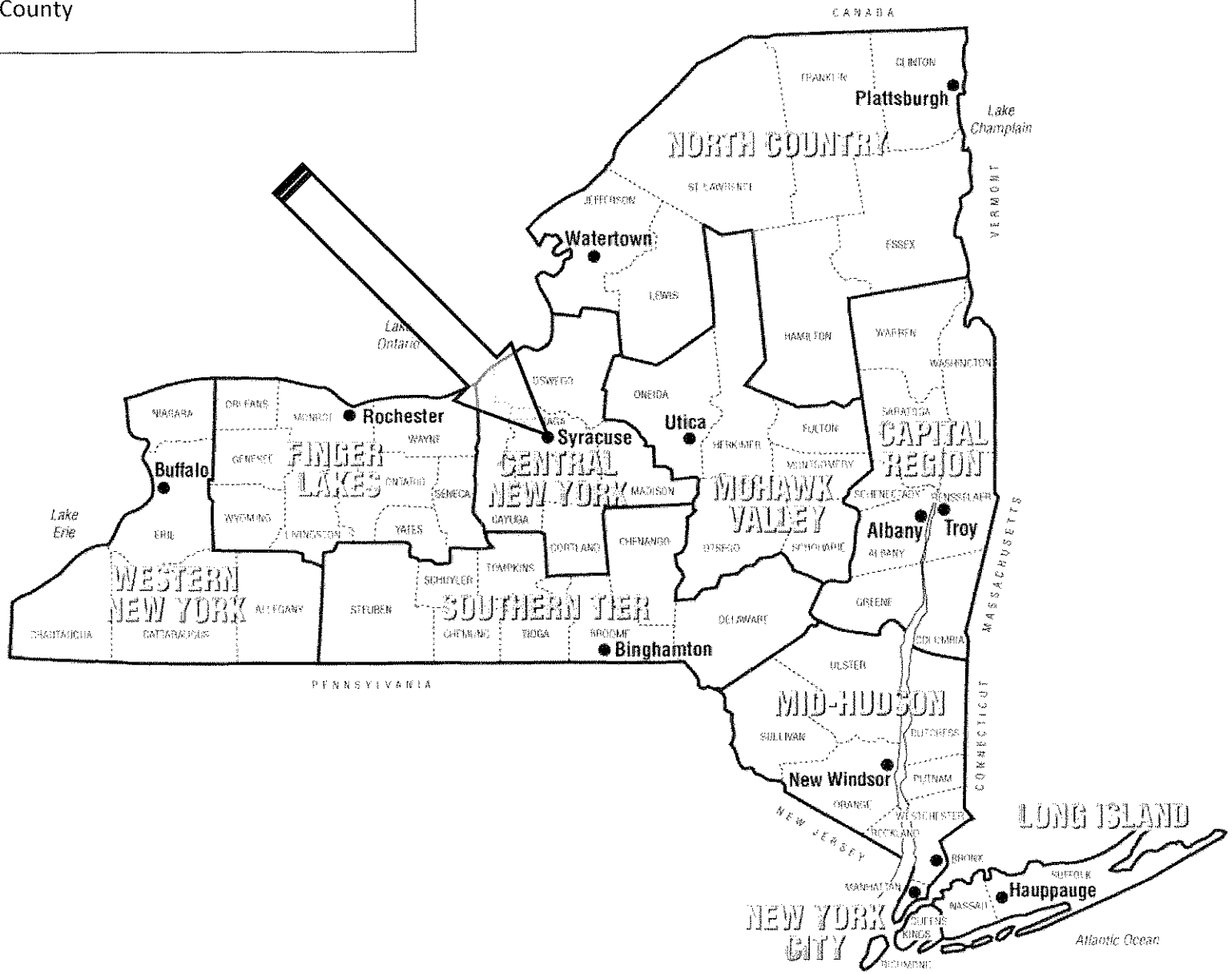
RESOLVED, that the provision of ESD financial assistance is expressly contingent upon: (1) the approval of the Public Authorities Control Board, if applicable, and (2) receipt of all other necessary approvals; and be it further

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.

* * *

Crouse Hospital Baker NICU Renovations Capital
Syracuse
Onondaga County



Empire State Development

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Regional Council Award – Lowville (North Country Region – Lewis County) – Lewis County General Hospital Dialysis Center Capital – Regional Council Capital Fund (Capital Grant)
REQUEST FOR:	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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General Project Plan

I. Project Summary

Grantee:	Lewis County General Hospital (the "Hospital")
ESD* Investment:	A grant of up to $300,000 to be used for a portion construction costs.
	* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")
Project Location:	North State Street, Lowville, Lewis County
Proposed Project:	Construct a 7,500-square-foot addition for a dialysis center
Project Type:	Expansion of a municipal medical facility
Regional Council:	The project is consistent with the North Country Regional Economic Development Council plan to improve the quality of life and healthcare in North Country communities.

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction	$1,500,000
Total Project Costs	$1,500,000

Financing Sources	Amount	Percent
ESD – Grant	$300,000	20%
NYS Health Department – Grant	904,000	60%
Lewis County Equity	296,000	20%
Total Project Financing	$1,500,000	100%

III. Project Description

A. Hospital

Industry: Medical Hospital

Hospital History: The origins of Lewis County General Hospital go back to 1929, when the County determined a need for a hospital; the Hospital began operations in 1931. The present Hospital, emergency department and nursing home employ over 600 people and provide state-of-the-art medical facilities, services and programs usually only found in larger metropolitan areas.

Ownership: The Hospital is owned and operated by Lewis County.

ESD Involvement: In an effort to ensure that needed medical care is available for the community, the Hospital sought ESD assistance to finance its Dialysis Center project and further develop this County asset. The County applied for funding assistance through the Consolidated Funding Application ("CFA") and was awarded $300,000. Without the ESD funding assistance, the Hospital would not have the needed dialysis services for ongoing patient healthcare.

Past ESD Support: Since 2006, the Hospital has received ESD funding for one project for $300,000. The project has been successfully completed and funds have been fully disbursed.

B. The Project

Completion: April 2014

Activity: In 2012, Lewis County General Hospital obtained the required "Certificate of Need" from NYS Department of Health to operate a dialysis clinic. With the support of the Lewis County legislature, Lewis County Hospital has planned, designed and constructed a new 7,200-square-foot expansion of its Medical Arts Building.

Results: Hospital patients and residents in need of dialysis can now obtain such services locally in Lewis County. Dialysis patients no longer have to travel distances for dialysis care. This saves patients and families from the costs to travel and loss of time away from work and family.

Economic Growth Investment Project: Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

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 $86,960;
- Fiscal cost to NYS government is estimated at $300,000;
- Ratio of project fiscal benefits to costs to NYS government is 0.29:1;
- Fiscal benefits to all governments (state and local) are estimated at $148,812;
- Fiscal cost to all governments is $300,000;
- The fiscal benefit to cost ratio for all governments is 0.50:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $1,067,495;
- The economic benefit to cost ratio is 3.56:1;

- Project construction cost is $1,500,000, which is expected to generate 17 direct job years and seven indirect job years of employment;
- For every construction-related direct job generated by this project, an additional 0.29 indirect job is anticipated in the state's economy.

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

Grantee Contact: Eric Burch, Chief Executive Officer
7785 North State Street
Lowville NY 13367
Phone: (315) 376-5235

ESD Project No.: Y318

Project Team:		
	Origination	William Ferguson
	Project Management	John Vandeloo
	Contractor & Supplier Diversity	Elizabeth Gocs
	Finance	Jon Hornsby
	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 $300,000 capital grant ($3,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Grantee will demonstrate no 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 after the Grantee's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through Grantee statements or Grantee accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Up to $300,000 will be disbursed to Grantee upon documentation of construction project costs totaling $1,500,000, as evidenced by a certificate of occupancy, upon completion of the project substantially as described in these materials, 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 March 3, 2013, to be

considered eligible project costs. All disbursements must be requested by April 1, 2015.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $300,000, 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.

6. Grant funds will be subject to pro rata recapture if the property at the Project Location is sold within five years of disbursement of funds. 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.

IV. Statutory Basis – Regional Council Capital Fund

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 and 2014-2015 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

The Lewis County Board of Legislators, as lead agency, has completed an environmental review of the proposed project, 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. This review found the project to be an Unlisted Action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on July 2, 2013. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

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 23%, a Minority Business Enterprise ("MWBE") participation goal of 13% and a Women Business Enterprise ("WBE") Participation goal of 10%, 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
Project Finance Memorandum
Benefit-Cost Analysis
Project Photographs

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 23%, a Minority Business Enterprise ("MWBE") participation goal of 13% and a Women Business Enterprise ("WBE") Participation goal of 10%, 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
Project Photographs
Project Finance Memorandum
Benefit-Cost Analysis

August 27, 2014

Regional Council Award – Lowville (North Country Region – Lewis County) – Lewis County Hospital Dialysis Center Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Sections 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 Lewis County General Hospital Dialysis Center Capital – Regional Council Capital Fund (Capital Project) 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 Lewis County General Hospital a grant for a total amount not to exceed Three Hundred Thousand Dollars ($300,000) 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 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.

* * *

August 27, 2014

Regional Council Award – Lowville – (North Country Region – Lewis County) – Lewis County Hospital Dialysis Center Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

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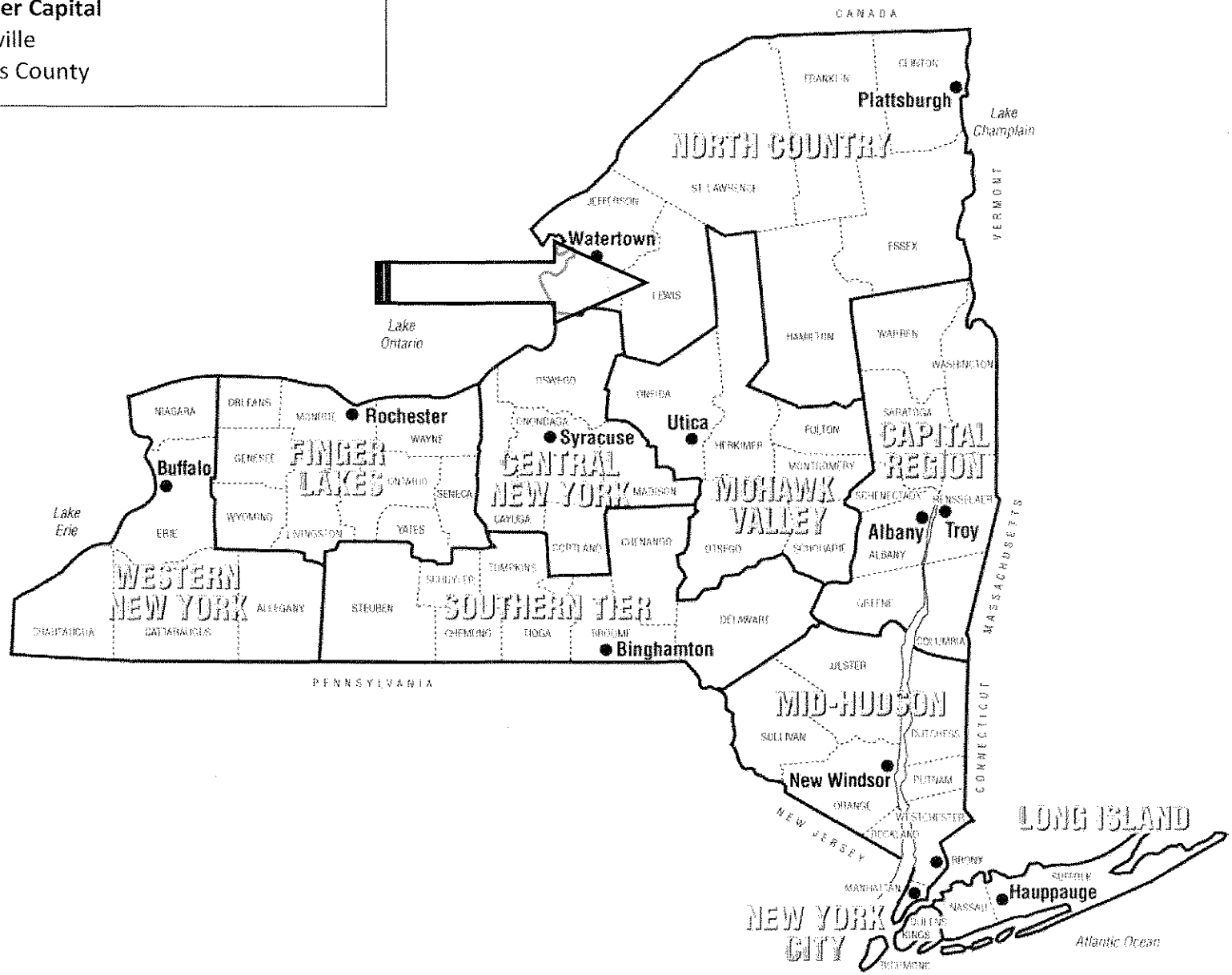
RESOLVED, that based on the material submitted to the Directors with respect to the Lewis County General Hospital Dialysis Center Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Lewis County General Hospital Dialysis Center Capital
Lowville
Lewis County



Empire State Development

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Regional Council Award – Priority Project – (Western New York Region – Cattaraugus County) – Town of Ellicottville Regional Water 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; Determination of No Significant Effect on the Environment

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General Project Plan

I. Project Summary

Grantee:	Town of Ellicottville ("Ellicottville")
ESD* Investment:	A grant of up to $268,000 to be used as reimbursement for a portion of costs associated with construction of a new water tank.
	* The New York State Urban Development Corporation doing business as Empire State Development ("ESD" or the "Corporation")
Project Location:	Between Fillmore Drive and U.S. Route 219 in the Town and Village of Ellicottville and adjacent Town of Mansfield (the "Municipalities"), Cattaraugus County
Proposed Project:	Construct a 350,000-gallon water tank, related water transmission works, and an access road
Project Type:	Infrastructure Investment

Regional Council: The priority project is consistent with the Western New York ("WNY") Regional Economic Development Council's ("REDC") Plan to enable new residential and commercial construction, thereby increasing tourism capacity and attracting young adults.

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction	$1,050,000
Soft Costs	350,000
Total Project Costs	$1,400,000

Financing Sources	Amount	Percent
ESD – Grant	$ 268,000	19%
Grantee Equity	1,132,000	81%
Total Project Financing	$1,400,000	100%

III. Project Description

A. Grantee

Grantee History: Ellicottville, located in the foothills of the Alleghany Mountains, was established in 1820. Today, Ellicottville is primarily known as a tourist destination due to its two premier ski resorts, Holiday Valley and HoliMont; its close proximity to the Seneca Allegany Casino and Hotel; New York's largest State Park, Allegany State Park; and its year-round attractions including quaint restaurants and boutiques, "bed and breakfast" inns, beautiful natural scenery, and various outdoor activities.

Ownership: Municipality

Size: Ellicottville has an area of 45.19 square miles, with a population of 1,601 according to the 2012 United States Census.

ESD Involvement: Over the last decade, the Municipalities had experienced tremendous growth in tourism and tourism-related businesses. The existing public water holding and transmission system, which consisted of one operable water reservoir, did not have adequate water pressure to service existing residents and businesses, hampering further economic development. As a result of Governor Cuomo's REDC Initiative, Ellicottville was awarded $268,000 to construct a 350,000-gallon water tank and related infrastructure. Without ESD's assistance, the Grantee would have lacked funding to complete the project.

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

B. The Project

Completion: October 2014

Activity: The $1.4 million project involves the construction of a secondary 350,000-gallon water tank and related water transmission works including site work; installation of 8" Polyvinyl Chloride ("PVC") pipe to create new loops in water distribution and eliminate dead end lines; installation of 10" High-Density Polyethylene pipe along Route 219 to Ellicottville's existing water distribution system; three meter pits located throughout the water district; and construction of access road to the water tank, which was strategically placed in a wooded area, aligning with Ellicottville's Comprehensive Plan (the "Plan") to avoid disrupting any scenic views.

Results: The project will increase water pressure in the Municipalities' existing water transmission and distribution systems allowing for improved service, particularly in a fire-related emergency; provide the ability to temporarily close, perform maintenance on, and reopen the existing water tank when deemed necessary; and will enable Ellicottville to proceed with future development in housing, tourism attractions, and its Central Business District, as outlined in its Plan.

Grantee Contact: Honorable John Burrell, Town Supervisor
1 Washington Street, PO Box 600
Ellicottville, NY 14731-0600
Phone: (716) 699-2240

ESD Project No.: Y139

Project Team:		
	Origination	Diego Sirianni
	Project Management	Jean Williams
	Contractor & Supplier Diversity	Vikas Gera
	Finance	Jonevan Hornesby
	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 $268,000 capital grant ($2,680) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

2. The Grantee will demonstrate no 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 after the Grantee's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through Grantee financial statements or Grantee accounts, if so requested by ESD. Equity cannot be borrowed money secured by the assets in the project.

4. Up to $268,000 will be disbursed to the Grantee upon completion of the project substantially as described in these materials as evidenced by a Certificate of Completion and/or other documentation verifying project completion as ESD may require and documentation of construction project costs of approximately $1.4 million, 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 September 18, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2015.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $268,000, 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.

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 Municipalities will have the ability to provide adequate water service to its existing and future residents, thereby allowing for increased economic growth, including expansion of tourism opportunities.

2. The proposed project would be unlikely to take place in New York State without the requested assistance.
Without ESD assistance, the Grantee did not have sufficient financing to complete the project.

3. The project is reasonably likely to accomplish its stated objectives and the likely benefits of the project exceed costs.
Benefit-Costs Evaluations are used in evaluating projects that are categorized as

Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

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 $105,928;
- Fiscal cost to NYS government is estimated at $268,000;
- Ratio of project fiscal benefits to costs to NYS government is 0.40:1;
- Fiscal benefits to all governments (state and local) are estimated at $186,727;
- Fiscal cost to all governments is $268,000;
- The fiscal benefit to cost ratio for all governments is 0.70:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $1,410,427;
- The economic benefit to cost ratio is 5.26:1;
- Project construction cost is $1,400,000, which is expected to generate 12 direct job years and six indirect job years of employment;
- For every construction-related direct job generated by this project, an additional 1.69 indirect jobs are anticipated in the state's economy.

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. Environmental Review

The Town of Ellicottville, as lead agency, has completed an environmental review of the proposed project, 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. This review found the project to be an Unlisted Action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on April 23, 2014. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment

VI. Smart Growth Public Infrastructure Review

Pursuant to the requirements of the State Smart Growth Public Infrastructure Policy Act (the "SG Act"), ESD's Smart Growth Advisory Committee has reviewed a Smart Growth Impact Statement for the project and found that the project is consistent with the State Smart Growth Public Infrastructure Criteria ("Smart Growth Criteria"). The designee of the Chief Executive Officer of the Corporation has attested that the project, to the extent practicable, meets the relevant Smart Growth Criteria set forth in the SG Act.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises (MWBEs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 23% related to the total value of ESD's funding.

VIII. ESD Employment Enforcement Policy

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

IX. 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.

X. Additional Submissions to Directors

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

August 27, 2014

Regional Council Award – Priority Project – (Western New York Region – Cattaraugus County) – Town of Ellicottville Regional Water 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 Town of Ellicottville Regional Water 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, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to the Town of Ellicottville a grant for a total amount not to exceed Two Hundred Sixty Eight Thousand Dollars ($268,000) 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 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.

* * *

August 27, 2014

Regional Council Award – Priority Project – (Western New York Region – Cattaraugus County) – Town of Ellicottville Regional Water Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Determination of No Significant Effect on the Environment

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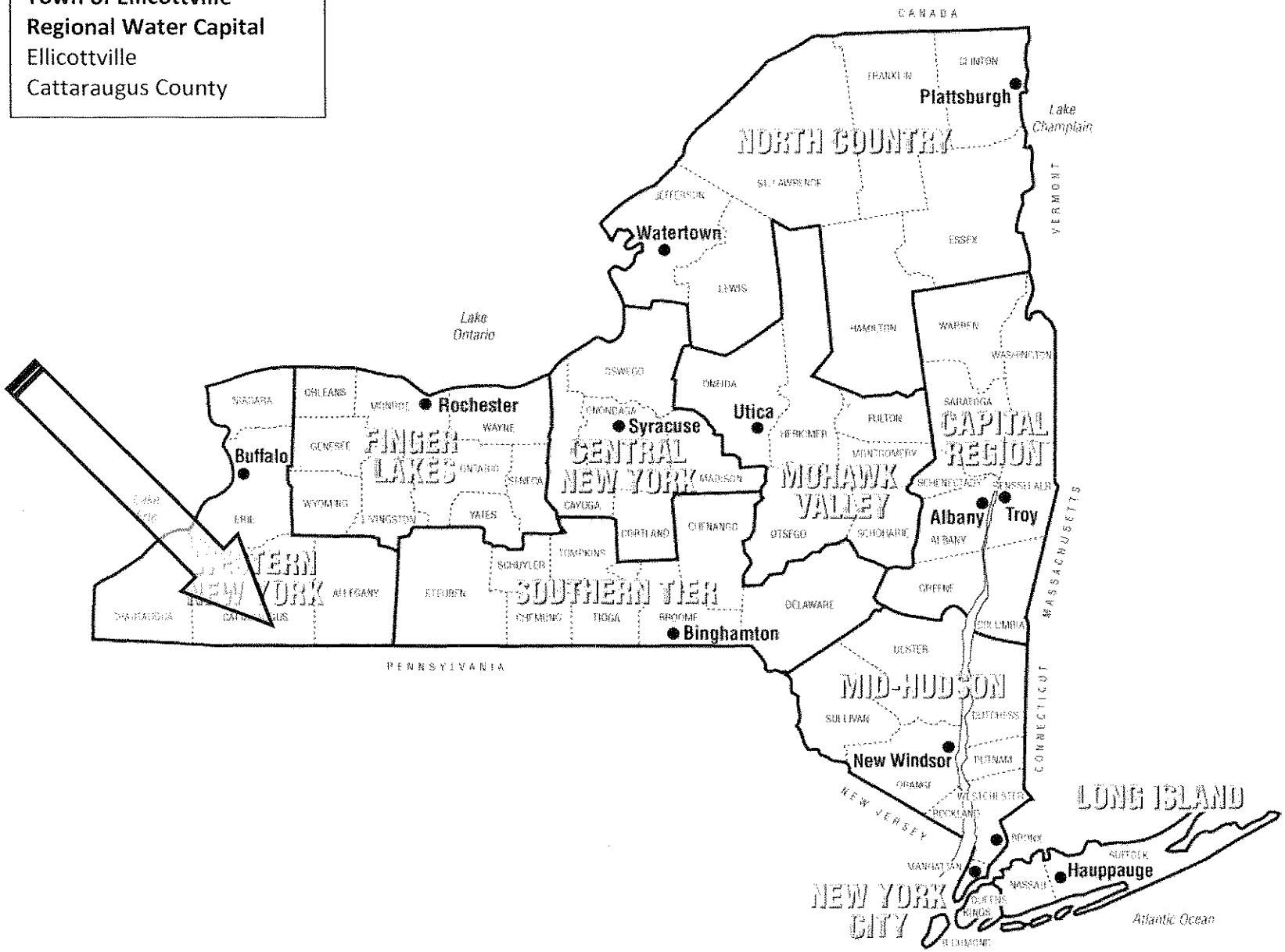
RESOLVED, that based on the material submitted to the Directors with respect to the Town of Ellicottville Regional Water Capital Project – Empire State Economic Development Fund – General Development Financing (Capital Grant), the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Town of Ellicottville
Regional Water Capital
Ellicottville
Cattaraugus County



Empire State Development

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Regional Council Award – East Rochester (Finger Lakes Region – Monroe County) – Eyer Building Capital – Regional Council Capital Fund (Capital Grant)
REQUEST FOR:	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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General Project Plan

I. Project Summary

Grantee:	Town/Village of East Rochester (the "Municipality")
ESD* Investment:	A grant of up to $200,000 to be used for a portion of the cost of construction and renovations
	* The New York State Urban Development Corporation doing business as Empire State Development "ESD" or the "Corporation")
Project Location:	317 East Main Street, East Rochester, Monroe County
Proposed Project:	Renovation and redevelopment of an existing building to consolidate municipal functions and to create mixed-use space
Project Type:	Building renovation/downtown revitalization
Regional Council:	The project is consistent with the Finger Lakes Regional Plan and meets the following strategic objective in the plan: reinforce the identity, sense of place, and character of the area through downtown redevelopment, adaptive reuse of existing buildings and infrastructure, and historic preservation.

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction/Renovation	$7,405,000
Demolition/Parking Lot Construction/Landscaping	1,595,000
Total Project Costs	$9,000,000

Financing Sources	Amount	Percent
ESD – Grant	$200,000	2%
NYS Unified Court System – Grant	37,500	1%
NYS Library – Grant	375,224	4%
Monroe County – Grant	40,150	1%
Bond Anticipation Notes*	6,500,000	72%
Grantee Equity**	1,847,126	20%
Total Project Financing	$9,000,000	100%

* Interest-bearing securities issued by governments in anticipation of a larger, future bond issue
** Source is from Grantee's general fund and water fund

III. Project Description

A. Grantee

Industry: Government

Grantee History: The Town/Village of East Rochester was incorporated in 1897 as the Village of Despatch. In 1906, the Municipality incorporated itself as the Village of East Rochester in order to better showcase its proximity to the City of Rochester. The Town/Village gained its coterminous status by popular vote in 1982 and today has a population of approximately 6,600.

Ownership: The Town/Village of East Rochester is a municipality.

ESD Involvement: The Building was built between 1899 and 1901 and has been vacant since 2003. It had served as an early indoor mall with a variety of shops and later housed offices. Through the Regional Economic Development Council Consolidated Funding Application ("CFA") process, the Municipality was awarded $200,000 to fill a financing gap that allowed the project to move forward in a timely manner.

Past ESD Support: ESD assisted the Municipality in 2003 with a $75,000 grant for façade renovations to storefronts.

B. The Project

Completion: October 2014

Activity: The Municipality has renovated the 67,000-square-foot Eyer Building (the "Building") in East Rochester to consolidate municipal offices and departments, including court, library and senior center, in one location. The basement of the three-story structure was also renovated, providing four functional floors. The renovation also includes 15,000-square-feet of new retail and commercial space. The renovation began in June 2013 and was completed in June 2014, restoring a significant historic asset to use. Municipal employees have relocated to the new facility, and East Rochester is seeking tenants to fill the private-sector space. The final phase of the project, the demolition of two former municipal buildings and the addition of new parking, landscaping, and bio-retention improvements, will continue through October 2014.

Results: As a result of the project, the central business district is enhanced, attracting more visitors and foot traffic to retail establishments, and the long-term viability of the historic Eyer Building is assured. The project revitalizes the Municipality's downtown for employees, residents, commercial property owners and visitors.

Economic Growth Investment Project: Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

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 $494,460;
- Fiscal cost to NYS government is estimated at $200,000;
- Ratio of project fiscal benefits to costs to NYS government is 2.47:1;
- Fiscal benefits to all governments (state and local) are estimated at $836,585;
- Fiscal cost to all governments is $200,000;

- The fiscal benefit to cost ratio for all governments is 4.18:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $4,447,296;
- The economic benefit to cost ratio is 22.24:1;
- Project construction cost is $7,405,000, which is expected to generate 63 direct job years and 45 indirect job years of employment;
- For every construction-related direct job generated by this project, an additional 0.72 indirect job is anticipated in the state's economy.

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

Grantee Contact: Martin G. D'Ambrose, Administrator
120 West Commercial Street
East Rochester, NY 14445
Phone: (585) 586-3553

ESD Project No.: Y142

Project Team:		
	Origination	Kevin Hurley
	Project Management	Edward Muszynski
	Contractor & Supplier Diversity	Elizabeth Gocs
	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 capital grant ($2,000) and 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. The Grantee will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Grantee's acceptance of ESD's offer. Equity is defined as cash injected into the project by the Grantee or by investors, and should be auditable through Grantee financial statements or Grantee 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 to Grantee upon, documentation of construction and renovation project costs totaling $7,405,000, substantially as described in these materials, including a certificate of occupancy, 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. All project expenditures must have been incurred after February

7, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2016.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $200,000, 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.

6. Grant funds will be subject to pro rata recapture if the property at the Project Location is sold within five years of disbursement of funds. 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.

IV. Statutory Basis – Regional Council Capital Fund

The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

The Town/Village Board of East Rochester, as lead agency, has completed an environmental review of the proposed project, 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. This review found the project to be an Unlisted Action, which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on September 12, 2011. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor & Supplier Diversity policy will apply to the project. The Municipality shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation goal of 40%, a Minority Business Enterprise ("MBE") Participation goal of 20% and a Women Business Enterprise ("WBE") Participation goal of 20%, related to the total value of ESD's funding, and to solicit and utilize New York State certified 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
Benefit-Cost Analysis
Project Photograph and Floor Plans

August 27, 2014

Regional Council Award – East Rochester (Finger Lakes Region – Monroe County) – Eyer Building 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 Eyer Building 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, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Town/Village of East Rochester a grant for a total amount not to exceed Two Hundred Thousand Dollars ($200,000) 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 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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August 27, 2014

Regional Council Award – East Rochester (Finger Lakes Region – Monroe County) – Eyer Building Capital – Regional Council Capital Fund (Capital Grant) – Determination of No Significant Effect on the Environment

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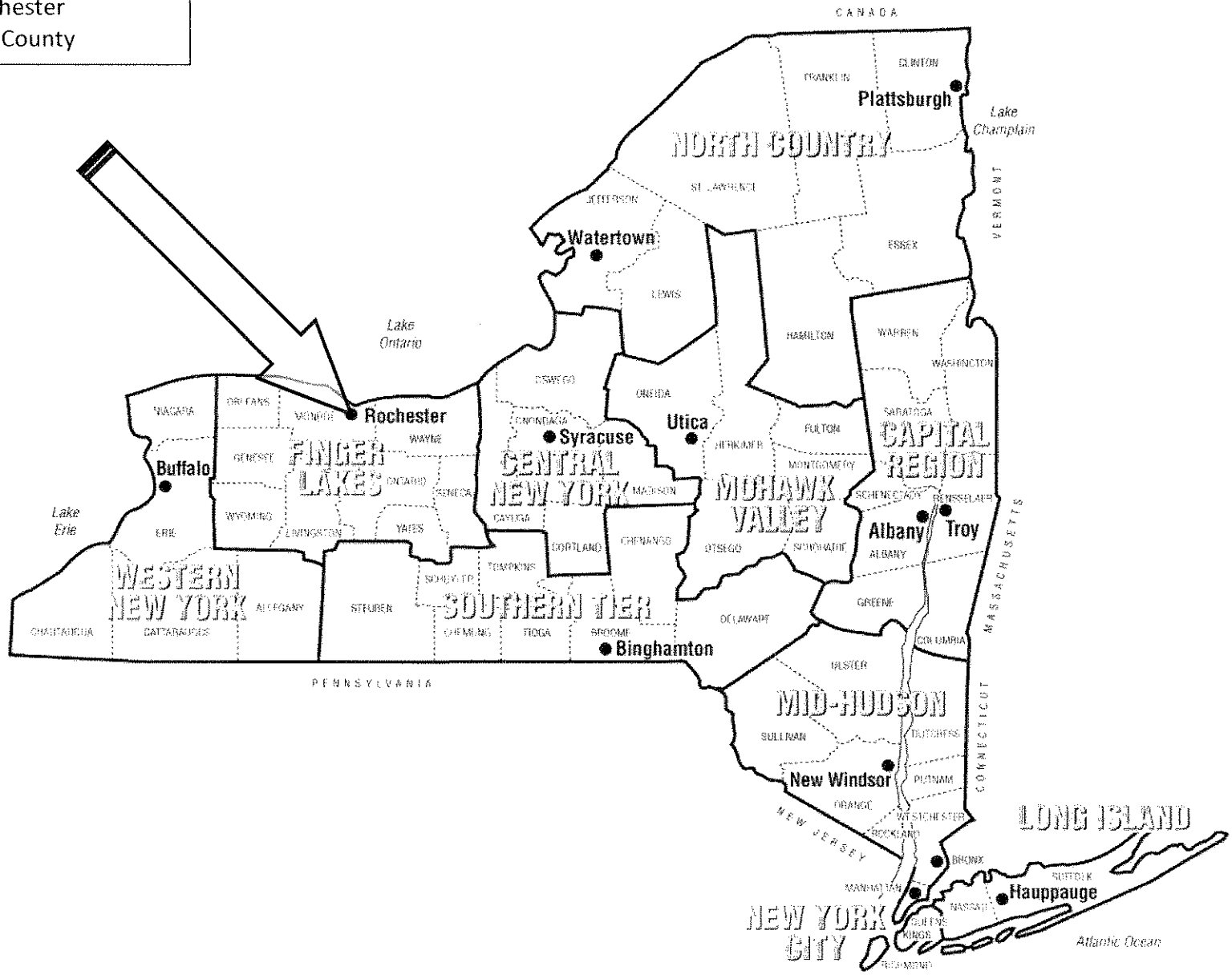
RESOLVED, that based on the material submitted to the Directors with respect to the Eyer Building Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Eyer Building Capital
East Rochester
Monroe County



Project Summary
Benefit-Cost Evaluation[1]

East Rochester-Eyer Building Renovation – Economic Growth Investment

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits reported in the table below typically reflect the impact of both jobs and construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the table typically reflects only construction-related activity. Benchmarks for each type of project are noted in the footnotes.

Construction Job Years (Direct): 63
Construction Job Years (Indirect): 45

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]	$200,000	$794,250	$200,000	$1,020,500
Fiscal Benefits[4]	$494,460	$2,085,600	$836,585	$4,271,980
Fiscal B/C Ratio	2.47	3.00	4.18	10.60
	Project Results	Benchmarks for ESD Projects		
Economic Benefits[5]	$4,447,296	$119,468,000		
Economic B/C Ratio	22.24	20.00		

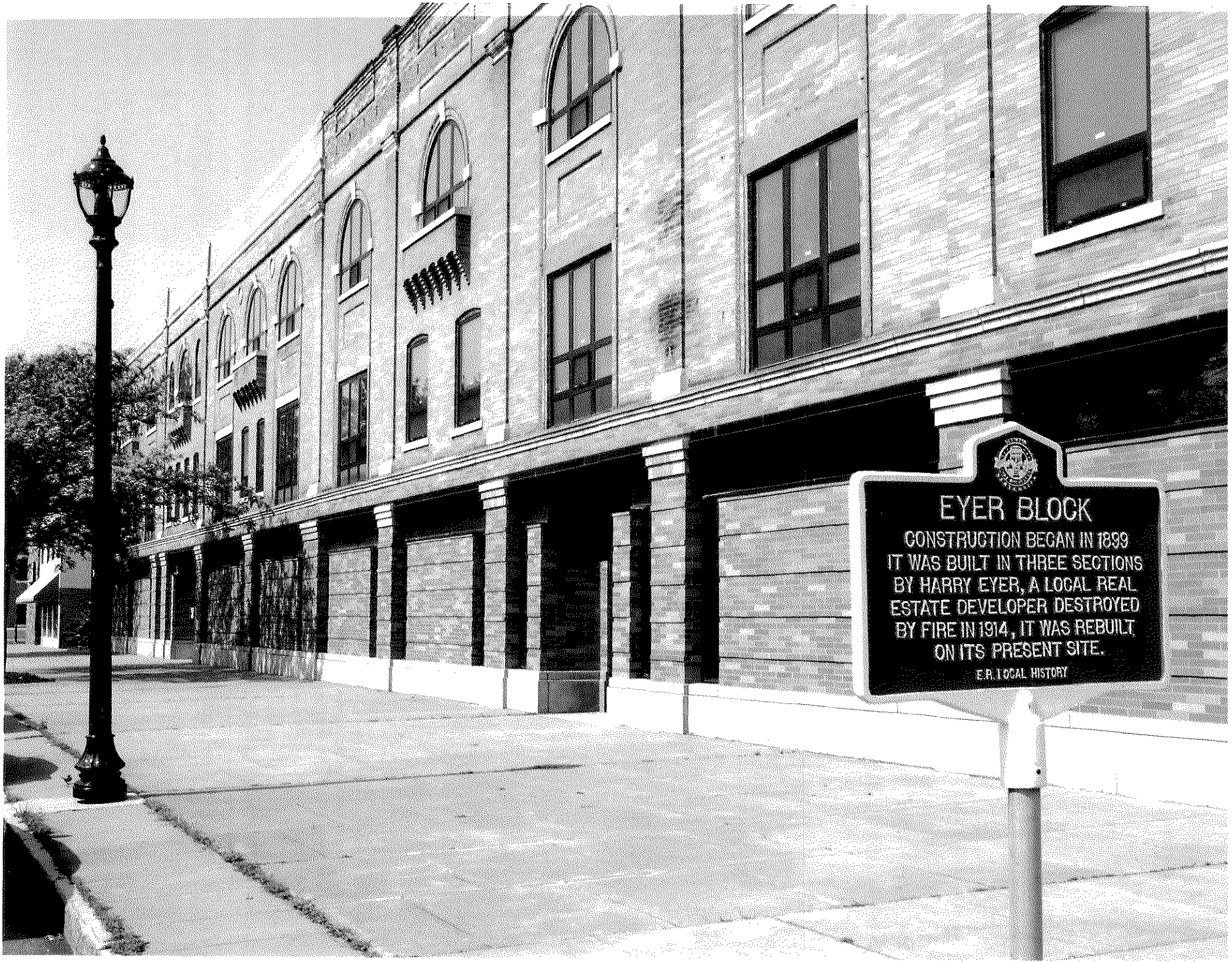
[1] Dollar values are present value calculated over a 7-year period. Separate evaluations are made and reported for New York State government assistance alone and for State and Local government.

[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. Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 20.00 (Economic).

[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).

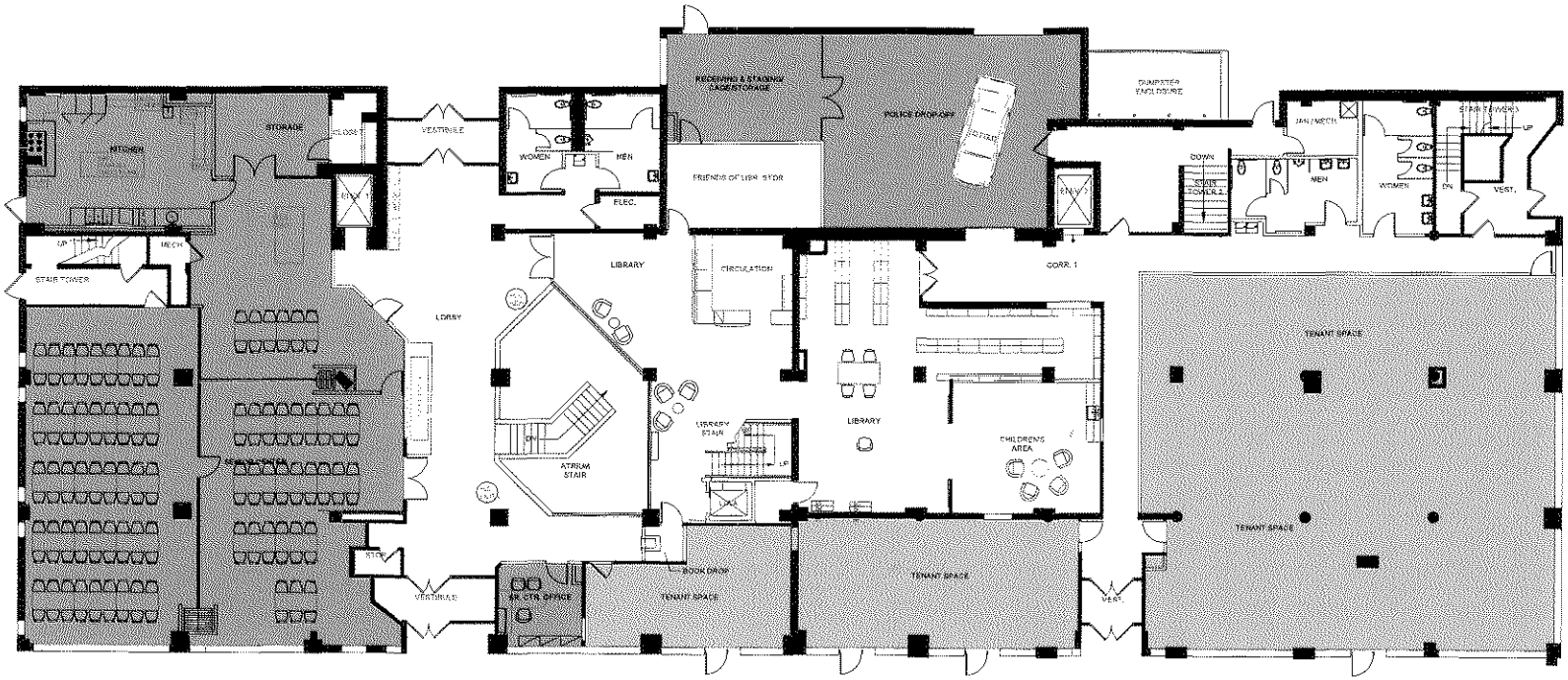
[4] Fiscal benefits are the loan repayments and tax revenues to New York State and Local governments generated by project activity. This includes estimated taxes on personal incomes from project direct and indirect employment, corporate and business incomes, excise and user taxes, property taxes, and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


EYER BLOCK
CONSTRUCTION BEGAN IN 1899
IT WAS BUILT IN THREE SECTIONS
BY HARRY EYER, A LOCAL REAL
ESTATE DEVELOPER DESTROYED
BY FIRE IN 1914, IT WAS REBUILT
ON ITS PRESENT SITE.
E.R. LOCAL HISTORY

EYER BUILDING COMPLEX

- POLICE DEPARTMENT
- LIBRARY
- TENANT SPACE
- SENIOR CENTER

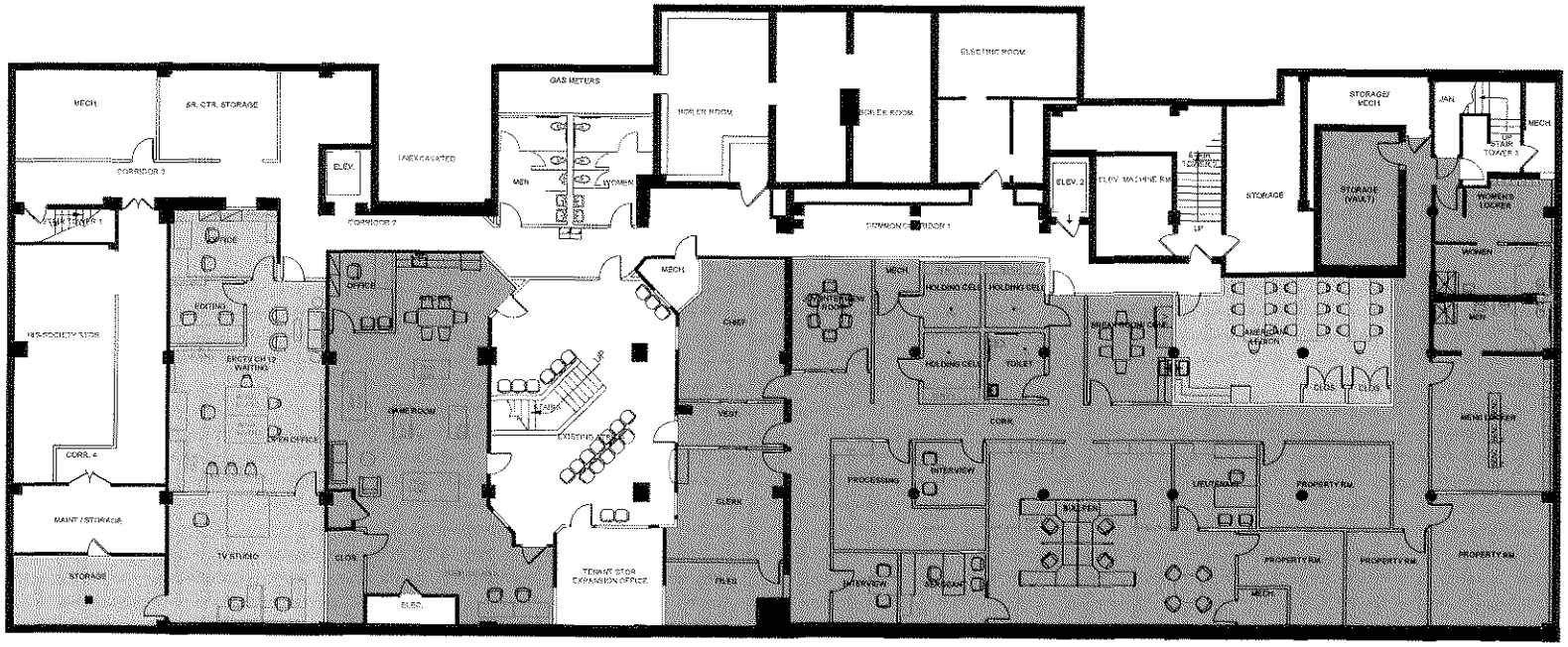


MEEHAN ARCHITECTURE
Architecture, Planning, & Consulting

1ST FLOOR

EYER BUILDING COMPLEX

- POLICE DEPARTMENT
- RECREATION CENTER
- TV STUDIO
- AMERICAN LEGION



MEEHAN ARCHITECTURE
Architecture, Planning, & Consulting

LOWER LEVEL

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Regional Council Award Projects Consent Calendar

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

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Attached is a summary of a Regional Council Award project requesting ESD assistance of $100,000 and under in the following categories:

Economic Development Purposes Fund

	Project Name	Proj #	Grantee	Assistance up to
A	Village of Frankfort's Small Business Assistance Program Capital	Y276	Village of Frankfort	$50,000
			TOTAL	**$50,000**

Regional Council Capital Fund

	Project Name	Proj #	Grantee	Assistance up to
B	Westchester Community College Foundation Working Capital	Z066	Westchester Community College Foundation, 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 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.

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.

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.

Statutory Basis – Economic Development Purposes Fund and Regional Council Capital Fund

The projects were authorized in the 2012-13 New York State budget and reappropriated in the 2013-2014 and 2014-2015 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site(s).

Attachments
New York State Map
Resolutions
Project Summaries

Economic Development Purposes Fund – 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

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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 Council Capital Fund and Economic Development Purposes Fund Projects identified below (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 grants to the party and for the amounts listed below 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 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>Economic Development Purposes Fund</u>

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
A	Village of Frankfort's Small Business Assistance Program Capital	Y276	Village of Frankfort	$50,000
			TOTAL	**$50,000**

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.

* * *

Regional Council Capital 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

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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 Council Capital Fund Project identified below (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 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 amounts listed below 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;

<u>Regional Council Capital Fund</u>

	Project Name	Proj #	Grantee	Assistance up to
B	Westchester Community College Foundation Working Capital	Z066	Westchester Community College Foundation, 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. Village of Frankfort Small Business Assistance Program Capital (Y276)

August 21, 2014

General Project Plan

Grantee: Village of Frankfort (the "Village")

ESD Investment: A grant of up to $50,000 to be used for a portion of the cost of commercial storefront façade renovations for 10 qualified businesses selected by the Village of Frankfort.

Project Location: Main Street and South Litchfield to Railroad Street, Frankfort, Herkimer County

Proposed Project: Provide grant assistance to 10 property owners to improve commercial storefront facades in a two-block area between the intersection of Main Street and South Litchfield Street by the Frankfort Marina

Project Type: Business district improvements

Regional Council: The project is consistent with the Mohawk Valley Regional Plan to foster an entrepreneurial spirit and renewal of communities in the Region and reclaim the Region's landscape.

Background:

Grantee History – Located along the eastern margin of the City of Utica, and the southern margin of the Erie Canal, the Village of Frankfort was incorporated in 1863. As a distressed community, the Village has sought to improve its economic vitality for a number of years. In the past three years, significant strides have been made toward addressing economic disparity impacting residents, businesses, and public services alike.

Size – Approximately 2,537 people reside in the Village.

ESD Involvement – In 2012, the Village sought to provide façade improvements for local businesses on Main Street. The Village council proposed a project that would focus on the small business sector, an area that was lacking revitalization efforts. At that time, several small businesses had also approached the Village to seek assistance in expanding and renovating operations. The Village mapped the locations of the businesses and found that most of them were clustered along the Main Street/Litchfield Street intersection. The Village saw an opportunity to develop a unified business assistance program to enhance the character of Main Street; however, the Village fell short in its budget to assist these businesses. In July 2012, the Village applied under the Consolidated Funding Application for Round 2 of the Regional Council Awards. In July 2013, ESD made the Village an offer of assistance to help them reach their financial goal;

the Village accepted the offer in August 2013. Without ESD's assistance the project could not have moved forward.

Competition – N/A

Past ESD Support – This is the Village's first project with ESD.

The Project:

Completion – April 2015

Activity – The goal of the project is to build a self-sustaining small business program over the long term. To that end, the Village will provide 10 $5,000 grants to businesses on Main Street for the purpose of façade improvements. Both commercial and mixed-use buildings will undergo renovation. The project began in January 2013 with a press release announcing the program, and designers and engineers were evaluated from April through March of 2013. The Village expects to have all the businesses identified for participation in the program by the end of September 2014.

Results – The project will help build a sustainable foundation for small businesses in the community. Through unifying the design concept on Main Street using façade and public access area improvement, the whole area will become more inviting for shoppers, visitors and investors. In addition, the design plan captures the historical character of the community and provides linkage with growing recreational resources at the nearby Frankfort Marina. Finally, it stimulates economic revitalization of mixed-use business centers and fosters small business development.

Financing Uses	Amount	Financing Sources	Amount	Percent
Construction/Renovation	$62,500	ESD Grant	$50,000	80%
		Equity*	12,500	20%
Total Project Costs	$62,500	Total Project Financing	$62,500	100%

* Equity in the project will be contributed by the property owners of each business in the amount of a minimum of $1,250 for each $5,000 grant

Grantee Contact – Karlee Tamburro, Village Clerk
110 Railroad Street
Frankfort, NY13340
Phone: (315) 895-7651

A. Village of Frankfort Small Business Assistance Program Capital (Y276)

August 21, 2014

Project Team –	Origination	Joe Falcone
	Project Management	Simone Bethune
	Contractor & Supplier Diversity	Denise Ross
	Environmental	Soo Kang

Financial Terms and Conditions:

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the $50,000 capital grant ($500) and 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. ESD via the Mohawk Valley Regional Office will approve all funding recommendations. ESD funds should be allocated as $5,000 grants, and each property owner must contribute a minimum of $1,250 cash equity to the project for which it received grant funding.

4. Up to $50,000 will be disbursed to the Grantee in two installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($25,000) as an advance upon execution of a Grant Disbursement Agreement and receipt of required documentation assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of an amount equal to 50% of the grant ($25,000) will be disbursed upon documentation verifying the first advance ($20,000) and recipient's compliance with program reports and requirements, including meeting expected goals.

   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 August 1, 2013, to be considered eligible project costs. All disbursements must be requested by December 31, 2015.

5. ESD will be entitled to recoup any advanced funds that are not disbursed by Recipient by December 31, 2015, as evidenced by a final report on project activities.

6. ESD must approve the Program's grant application, marketing material, and deal sourcing strategies, due diligence process, grant approval guidelines, underwriting policy and guidelines, portfolio management and monitoring, processes and goals.

7. ESD via the Mohawk Valley Regional Office will approve all funding recommendations. ESD funds should be allocated as $5,000 grants and each property owner must contribute a minimum of $1,250 cash equity to the project for which it received grant funding.

8. ESD funds will be deposited in an account (the "Imprest Account") at a bank mutually acceptable to ESD (as set forth in writing by ESD) and the Grantee. Funds in the Imprest Account, from the time of deposit and until disbursed from such account in accordance with terms to be approved by ESD Directors, will be invested in accordance with ESD's Investment Guidelines. ESD shall be provided with copies of all account statements and reports in accordance with reporting requirements. All returns on ESD investments shall be kept in the same imprest account and shall be used exclusively for subsequent Program loans and grants.

9. Recipient will report quarterly on investments and relate Program activity. Such reports will contain information on investments, current status, leveraged funding, business revenue, job creation outcomes and other items as determined by ESD. Once the recipient has provided documentation verifying disbursement of the entire $50,000 in grant funds, the Recipient will provide a final report on the investments related Program activity.

10. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $50,000, 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.

Non-Discrimination and Contractor & Supplier Diversity Requirements:
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 (MWBEs) in the performance of ESD projects. For purposes of this project, however, Minority and Women-owned Business Enterprise ("MWBE") participation goals will not be established due to the unavailability of certified MWBEs for performance of this Contract.

Statutory Basis – Regional Council Capital Fund:
The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 and 2014-2015 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

B. Westchester Community College Foundation Working Capital (Z066)

August 21, 2014

Grantee: Westchester Community College Foundation, Inc. (the "Foundation" or the "Organization")

ESD Investment: A grant of up to $100,000 to be used for a portion of the cost of workforce training and development of a curriculum.

Project Location: 27 North Division Street, Peekskill, Westchester County

Proposed Project: Development and implementation of a workforce training and business development curriculum for the Mid-Hudson Regional Economic Development Council's Opportunity Areas in the City of Peekskill and Village of Brewster

Project Type: Opportunity Area Workforce training and curriculum development

Regional Council: The project is consistent with the Mid-Hudson Regional Plan to improve the current education and training system to prepare the Region's diversified workforce to take advantage of existing regional employment opportunities.

Background:

Industry – Westchester Community College Foundation, Inc. provides financial assistance to improve the educational opportunities for approximately 13,000 full- and part-time college credit students at Westchester College and pursues government and private foundation fundraising in support of the College's mission.

Organization History – The Foundation was established in 1969 to meet the needs of Westchester Community College (the "College") and its student body which could not be addressed solely by public funds. As part of its mission, the Foundation's primary objective is to provide scholarships for incoming, continuing, and graduating students. The Foundation obtains voluntary and supplemental support from gifts, bequests, and fundraising activities. Usage of funds includes assistance with student scholarships and emergency aid, faculty development, educational programming and college operating and capital expenditures. Additional objectives include funding new initiatives and projects, faculty development, and other programs that enrich campus life and assist the College to fulfill its mandate to provide attainable, affordable, and quality education.

Westchester Community College was founded in 1946 as the New York State Institute of Applied Arts and Sciences in White Plains as a facility to train veterans. Today, it remains a "Veteran Friendly Campus" providing extensive services to those who have spent time in the military. In 1957, the County of Westchester bought the 360-acre John Hartford

estate in Valhalla and designated 218 acres for a community college. The College offers more than 60 associate and certificate programs, including three types of associate degrees in 36 subject areas. In addition, certificate programs typically requiring 15 to 33 credits are offered in approximately 20 career fields.

Ownership – The Foundation is a 501(c)(3) not-for-profit organization.

Size – All facilities are located in Westchester, NY.

Market – The Foundation serves a diverse student body population of students from around Westchester County, as well as adults seeking continuing education, and veterans.

ESD Involvement – In April 2013, the Mid-Hudson Regional Economic Development Council identified key funding that would be used to support "Opportunity Areas," places where efforts would be made to move impoverished individuals into jobs and revitalize distressed communities. The Regional Council selected two Opportunity Areas as pilot communities - the City of Peekskill and the Village of Brewster - which would serve as models for developing workable strategies that could be exported to other distressed communities in the Region and throughout the state. The City of Peekskill and Village of Brewster applied in May, 2013 for grants to address workforce and economic development needs, and both communities identified major challenges to the development of a skilled workforce including poverty, language barriers and immigration status, along with concerns regarding barriers to entry-level employment and education.

Westchester Community College responded to these concerns with a project entitled FITT to Grow New York: Flexible Innovative Training and Technical Assistance to Support Workforce and Economic Development in the City of Peekskill and Village of Brewster ("FITT"). The program responds to the multi-faceted workforce and economic development needs in these communities by working closely with them to target immediate needs. The goal of FITT is to stimulate business development and improve employment opportunities for qualified individuals in the community. In July 2013, the Foundation was identified by both the Village of Brewster and the City of Peekskill as a natural partner for the two localities to implement their Opportunity Area funding programs. However, the Foundation's FITT model needed additional funds to be put into operation, and in August 2013, it applied under the third round of Consolidated Funding Application Process for financial assistance to implement its FITT program in Brewster and Peekskill.

In April 2014, ESD made the Foundation an offer of assistance from the Economic Development Funding Program to initiate its FITT curriculum in Peekskill and Brewster,

and the Foundation accepted the offer in the same month. Without ESD's assistance, the project could not have taken place.

Competition – N/A

Past ESD Support – This is the Organization's first project with ESD.

The Project:

Completion – June 2015

Activity – FITT provides flexible innovative training and technical assistance to address multi-faceted workforce and business development needs outlined in the Peekskill and Brewster Opportunity Area applications. Experts in business development, workforce development, workplace-based English language instruction, and job readiness skills will offer programs in English as a second language, healthcare training, advanced high tech manufacture, and other areas as needed.

Results – FITT leverages the resources of SUNY's largest provider of non-credit instruction to key areas in the Mid-Hudson Regional Economic Development Council's plan to revitalize urban centers, enhance the Region's talent pipeline and promote entrepreneurship start-ups and small businesses.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries & Fringe Benefits	$92,461	ESD Grant	$100,000	91%
Curriculum Development	10,000	Foundation Equity	10,000	9%
Instructional supplies	5,939			
Marketing	1,000			
Travel Costs	600			
Total Project Costs	$110,000	Total Project Financing	$110,000	100%

Grantee Contact – Ann Rubenzahl, Assistant Dean of Continuing Education and Workforce Development
75 Grasslands Road
Valhalla, NY 10595
Phone: (914) 606-6618

B. Westchester Community College Foundation Working Capital (Z066)

August 21, 2014

Project Team –	Origination	Ryan McLeod
	Project Management	Simone Bethune
	Contractor & Supplier Diversity	Denise Ross
	Environmental	Soo Kang

Financial Terms and Conditions:

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

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

3. Funds will be disbursed in arrears no more frequently than quarterly, in proportion to ESD's share of funding. 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 January 1, 2014, to be considered eligible project costs. All disbursements must be requested by April 1, 2016.

4. 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.

Non-Discrimination and Contractor & Supplier Diversity Requirements:
ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Grantee shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 20% related to eligible categories.

Statutory Basis – Economic Development Purposes Fund:
The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 and 2014-2015 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Market NY Grant Program – Regional Tourism Marketing Competition - New York Works Program and Economic Development Purposes Fund (Working Capital Grants)

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

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I. Project Summary

Schedule	Project #	Grantee	Project Name	Grant Amount
A	Z120	Catskill Center for Conservation & Development, Inc.	Catskill Interpretive Center and Visitor Information Gateway Working Capital	$49,500
B	Z132	National Baseball Hall Of Fame	National Baseball Hall of Fame Mobile Application Working Capital	234,000
C	Z134	Central Catskills Chamber of Commerce	Catskill Mountains Scenic Byway Working Capital	49,500
D	Z136	St Joseph's College HTM Program Reinvigorating the LI Tourism Industry	St Joseph's College Working Capital	197,551
E	Z147	Catskills Tourism Marketing to New York City	Catskill Association for Tourism Services Working Capital	270,000
F	Z150	Tioga County Tourism	I Love Fresh Air Working Capital	100,000
G	Z156	Long Island Wine Council	Access East End Working Capital	285,000
H	Z159	Parks & Trails New York, Inc.	Erie Canalway Trail Shuttle Working Capital	80,000
I	Z160	Cayuga Lake Wine Trail, Inc.	Cayuga Lake Wine Trail Northern PA Working Capital	50,000
J	Z167	Lakes to Locks Passage, Inc.	Lakes to Locks Geo Marketing Working Capital	100,000

K	Z168	Wildlife Conservation Society	Cycle Adirondacks Working Capital	211,750
L	Z169	Alliance for Coney Island	Alliance Working Capital	225,000
M	Z162	Adirondack North Country Association	Adirondack North Country Product Branding Working Capital	100,000
N	Z172	Niagara Tourism & Convention Corporation	Niagara Tourism & Convention Working Capital	300,000
O	Z143	Childrens Success Fund LLC	Wegmans LPGA Championship Working Capital	250,000
P	Z149	VisitRochester	Canadian Visitation Working Capital	200,000
Q	Z171	Syracuse Convention and Visitors Bureau	CNY Branding Working Capital	370,000
R	Z173	Visit Buffalo Niagara	National Garden Festival Working Capital	50,000
S	Z137	Adirondack Association of Towns and Villages	The Adirondack Park Recreation Web Portal Working Capital	82,500
			TOTAL	**$3,204,801**

ESD* Investment: Up to a total of $3,204,801 of $10,000,000 in Market NY Regional Tourism grant assistance to be used for tourism marketing throughout various regions of New York State

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

Project Locations: Statewide - See Schedule A attached

Proposed Projects: See Schedule A attached

Regional Council: Each respective Regional Economic Development Council has been made aware of, and has endorsed, the relevant proposed projects.

Anticipated Appropriation Source(s): New York Works Program and Economic Development Purposes Fund

II. Project Cost and Financing Sources

See Schedule A attached.

III. Project Description

A. Background

Round 3 of the Regional Council Consolidated Funding Application included up to $10 million for Market NY, a program that will support regionally themed New York focused projects. Market NY will help to bolster tourism growth by promoting tourism destinations, attractions, and special events. Additionally, Market New York will support capital grant funding for tourism facilities in New York. The Market New York program and each funded proposal will work to support the Regional Council long term strategic plans for economic growth in regions, as well as to attract visitors to New York State.

Funding is available for projects intended to create or retain jobs and/or increase tourism in a community or region. Grant funding will be allocated among the ten regions, each represented by a Regional Council, based on each Regional Council's development and implementation of a five-year strategic plan that sets out a comprehensive vision for economic development and specific strategies to implement that vision. Funding will be allocated to projects, including priority projects identified by the Regional Councils, identified as significant, regionally supported and capable of stimulating economic investment through attraction of tourists to the dedicated area.

B. The Project

ESD will make available a total of $3,204,801 to fund 19 Regional Marketing Tourism projects. Each grantee has identified and prioritized Regional Marketing Tourism projects that support the regional economic development councils' strategic plans for tourism and will coordinate with New York State's "I LOVE NEW YORK" tourism division to maximize the overall program impact statewide. Each Market NY Grantee will carry out its Regional Marketing Tourism projects in the individual project descriptions as set forth in Schedule A attached.

ESD Project Nos.:	See Table Above	
Project Team:	Project Management	See schedule A attached
	Contractor & Supplier Diversity	Vikas Gera
	Environmental	Soo Kang

C. Financial Terms and Conditions

ESD may reallocate the project funds to another form of assistance, at an amount no greater than $3,204,801 collectively for these projects, if ESD determines that reallocation of the assistance would better serve the needs of the Grantees 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.

IV. Statutory Basis – New York Works Program and Economic Development Purposes Fund

The projects was authorized in the 2012-2013 and 2013-2014 New York State budgets and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

Unless otherwise noted on a project summary attached as Schedule A, ESD staff has determined that the projects described in Schedule A either constitute Type II actions or do not constitute actions 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 projects.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor Diversity policy will apply to the project. Each Grantee shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal, each project has been assigned an individual goal by the Office of Contractor & Supplier Diversity based on the elements of the individual project and 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 these projects 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. Requested Actions

The Directors are requested to: (1) make the findings and determination required by Section 10(g) of the UDC Act; and (2) authorize the making of the grants which are the subject of these materials.

X. Recommendation

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

XI. Additional Submissions to Directors

Resolutions
Schedule A (A-S)

Statewide – Market NY Grant Program – Regional Tourism Marketing Competition - New York Works Program and Economic Development Purposes Fund (Working Capital Grants)– Findings and Determinations Pursuant to Section 10 (g) of the Act; 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 Market NY Grant Program – Regional Tourism Marketing Competition (the "Projects") – New York Works Program and Economic Development Purposes Fund (Working Capital Grants), 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 areas of the Projects; 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 for up to a total amount not to exceed ($3,204,801) from the New York Works Program and Economic Development Purposes Fund (Working Capital Grants) 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, subsequent to the making of the grants, 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

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. Catskill Interpretive Center and Visitor Information Gateway Working Capital (Z120)
August 21, 2014

Grantee: Catskill Center for Conservation & Development, Inc.
("Catskill Center" or the "Organization")

ESD Investment: A grant of up to $49,500 to be used for regional tourism marketing.

Project Location: Multi- Region

Proposed Project: Support of the implementation of a marketing campaign for the Catskill Park and Forest preserve, Catskill-Delaware Watershed and surrounding Catskill communities.

Regional Council: The Regional Economic Development Councils that the project takes place in have been made aware and have endorsed this item. The Incentive Offer was accepted in May 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – The Catskill Center is dedicated to conservation of the Catskill Mountains and Catskill Park, and to creating opportunities for communities throughout the Catskill Region. Their unique balance of regional advocacy, environmental education, promoting the region, arts & culture programming, and invasive species work help to keep natural resources and communities vibrant.

Ownership – The Catskill Center is a not-for-profit organization.

ESD Involvement – A $49,500 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – March 2015

Catskill Interpretive Center and Visitor Information Gateway Working Capital (Z120)
August 21, 2014

Activity –The Catskill Center will support and implement a marketing program that will: develop a comprehensive database of the region's recreational, natural, historic, and cultural assets; develop a location to house this database on its web site and a series of interactive terminals available at the Catskill Center; and partner with the Catskill Association of Tourism Services ("CATS") to transform the current CATS web site (visitthecatskills.com) into a one-stop shop.

Results – The Catskill Center will effectively utilize the Internet to maximize destination marketing for the Catskill Region – a service area spanning three New York State regions and four counties. To accomplish this, the Catskill Center will work with Friends of the Catskill Interpretive Center and the CATS to transform CATS' current website – visitthecatskills.com, the Catskill Region's Official Tourism Site, into an improved, comprehensive one-stop shop for visitors seeking information about the region's many public and private amenities. Based on numerous economic impact studies and analyses, The Catskill Center is expecting a 10%, 20%, and 50% increase in tourism to the region within 3, 5, and 10 years, respectively, of project completion. Overall, this will result in over 1.25 million additional visitors, over $57 million in additional economic impact, and the creation of over 1,200 additional jobs.

During the course of the project, the Catskill Center will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Catskill Center will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Web Maintenance/Upgrades	29,500	ESD Grant	$49,500	100%
Research- Tourism	20,000			
Total Project Costs	$49,500	Total Project Financing	$49,500	100%

Grantee Contact: Jonathan Mogelever
Membership and Outreach Coordinator
43355 State Highway 28
Arkville, NY 12406
Phone: (845) 586-2611
E-mail: jmogelever@catskillcenter.org

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Catskill Interpretive Center and Visitor Information Gateway Working Capital (Z120)
August 21, 2014

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $49,500 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $49,500 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

B. National Baseball Hall of Fame Mobile Application Working Capital (Z132)
August 21, 2014

Grantee: National Baseball Hall of Fame & Museum "Hall of Fame" or the "Organization")

ESD Investment: A grant of up to $234,000 to be used for regional tourism marketing

Project Location: Central NY Region

Proposed Project: Design and implementation of a mobile application that will provide engagement for the Organization.

Regional Council: The Central NY Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – The Hall of Fame is an independent, educational institution dedicated to fostering an appreciation of the historical development of baseball and its impact on our culture by collecting, preserving, exhibiting and interpreting its collections for a global audience as well as honoring those who have made outstanding contributions to the national pastime of baseball. The Hall of Fame's mission is to preserve the sport's history, honor excellence within the game and make a connection between the generations of people who enjoy baseball. The Organization functions as three entities under one roof with a museum, the actual Hall of Fame and a research library.

Ownership – The Hall of Fame is a not-for profit organization.

ESD Involvement – A $234,000 grant from the Market NY Grant Program.

Past ESD Support – In 2013, ESD awarded a $200,000 grant for the digitization of the Hall of Fame's collection.

The Project:

Completion date – December 2014

National Baseball Hall of Fame Mobile Application Working Capital (Z132)
August 21, 2014

Activity – The Hall of Fame will support the execution of a mobile application for the museum that will offer robust trip planning tools and increase visitation to Cooperstown, the region and New York State.

Results –The application will include several features unique to standard mobile tourist sites. Updated and engaging information will be easily accessible to users, providing a new and innovative approach to reach baseball's hundreds of millions of fans. Once at the Hall of Fame, visitors can continue to benefit from features exclusive to the application. In addition to the influx of visitors the application will bring to the Hall of Fame, Cooperstown, the region and New York State will also reap the benefits of the mobile application. Included in the design will be a hotel availability system with the option to reserve a room online, airport, flight and rental car information, location enabled driving directions with suggested stopping points to eat and rest along the way, and events and activities in the region organized by interest. Vacationers will have the ability to plan an entire trip through a single site on their mobile phone. The impact of this tool on the tourist population is immeasurable as is the economic impact in Cooperstown and the Mohawk Valley region.

During the course of the project, the Hall Of Fame will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, the Hall of Fame will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Marketing Plan	$20,000	ESD Grant	$234,000	100%
Content Production	45,650			
Application Development	168,350			
Total Project Costs	$234,000	Total Project Financing	$234,000	100%

Grantee Contact: Kenneth Meifert
Senior Director of Development
25 Main Street
Cooperstown, NY 13326-1330
Phone: (607) 547-0286
E-mail: kmeifert@baseballhall.org

National Baseball Hall of Fame Mobile Application Working Capital (Z132)
August 21, 2014

Project Team:	Project Management	Kelly Rabideau- Baquerizo
	Contractor & Supplier Diversity	Vikas Gera
	Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $234,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $234,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014- 2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

C. Catskill Mountains Scenic Byway Working Capital (Z134)

August 21, 2014

Grantee: Central Catskills Chamber of Commerce ("CCCC" or the "Organization")

ESD Investment: A grant of up to $49,500 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: Support of a marketing plan that focuses on the Catskill Mountain Scenic Byway.

Regional Council: The Regional Economic Development Councils that the project takes place in have been made aware and has endorsed this item. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – The CCCC was organized to advance the general welfare and prosperity of the Central Catskills for the benefit of its citizens and business communities. CCCC focuses on the economic, civic, commercial, cultural, industrial and educational interests of the area.

Ownership – Central Catskills Chamber of Commerce overseen by a Board of Directors.

ESD Involvement – A $49,500 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – October 2015

Activity –Central Catskills Chamber of Commerce will support the Catskill Mountain Scenic Byway marketing strategy by implementing a Visitor Bureau website, new signage and information kiosks, themed driving tour, brochures and rack cards, regional events, logo promotions and media campaigns.

Catskill Mountains Scenic Byway Working Capital (Z134)
August 21, 2014

Results – The marketing strategy will promote the region's unique qualities, promote planned destination vacations, attractions that provide educational and recreational activities and new regional events. The project is expected to stimulate economic investment for the region using the significant assets already in place and providing increased services to the traveling public.

During the course of the project, the Central Catskills Chamber of Commerce will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Central Catskills Chamber of Commerce will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$17,842	ESD Grant	$49,500	50%
Production Costs	3,500	Grantee Equity	$49,500	50%
Kiosk	9,229			
Web Maintenance/Upgrades	11,000			
Print Collateral	12,179			
Signage	5,850			
Promotional Events & Materials	30,400			
Administrative Cost	9,000			
Total Project Costs	$99,000	Total Project Financing	$99,000	100%

Grantee Contact:
Carol O'Beirne
Executive Director
Central Catskills Chamber of Commerce, Inc.
724 Main Street
Margaretville, NY 12455
Phone: (845) 586-3300
E-mail: carol@centralcatskills.com

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Catskill Mountains Scenic Byway Working Capital (Z134)
August 21, 2014

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $49,500 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $49,500 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

D. St Joseph's College Working Capital (Z136)
August 21, 2014

Grantee: St. Joseph's College ("SJC" or the "College")

ESD Investment: A grant of up to $197,551 to be used for regional tourism marketing.

Project Location: Long Island Region

Proposed Project: Support of the promotion of the College's Hospitality and Tourism Management ("HTM") program.

Regional Council: The Long Island Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in May 2014. The project is consistent with the Regional Plan to promote tourism, one of the industry sectors.

Background:

Organization History – Since 1916, St. Joseph's College has provided an affordable liberal arts education to a diverse group of students. The HTM program embodies the civic mission of the College by building integrative communities that serve the needs of its students, neighbors and region by establishing career paths and opportunities through tourism, hotel management and health care hospitality.

Ownership – St. Joseph's College is a private, educational organization.

ESD Involvement – A $197,551 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2015

St Joseph's College Working Capital (Z136)
August 21, 2014

Activity –St. Joseph's College will support the HTM program through the production of an annual video package highlighting the students in the tourism industry, showcase tourism opportunities on Long Island and New York and educational opportunities available for tourism professionals at SJC. SJC will work directly with the Long Island Convention and Visitor's Bureau with planning and producing the videos that best exemplifies the tourism opportunities.

Results – The creation of the annual video packages will enable the College to promote SJC's educational opportunities in the growing tourism field by showcasing the students actively employed in the affiliated fields. The College anticipates highlighting agri-tourism, vineyards, fresh produce, beaches, entertainment and gold coast mansion experiences on Long Island.

During the course of the project, the St. Joseph's College will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, St. Joseph's College will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
AV Production & Media Buy	$162,001	ESD Grant	$197,551	100%
Administrative fee	17,550			
Training	18,000			
Total Project Costs	$197,551	Total Project Financing	$197,551	100%

Grantee Contact:
James Graham
VP for Institutional Advancement
St. Joseph's College, New York
245 Clinton Avenue
Brooklyn, NY 11205
Phone: (631)687-2658
E-mail: jgraham@sjcny.edu

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

St Joseph's College Working Capital (Z136)
August 21, 2014

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $197,551 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $197,551 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

E. Catskill Association for Tourism Services Working Capital (Z147)

August 21, 2014

Grantee: Catskill Association for Tourism Services ("CATS" or the "Organization")

ESD Investment: A grant of up to $270,000 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: Support Catskills Regional Tourism by creating a two-part marketing plan consisting of a targeted advertising campaign to New York City and an adaptable website.

Regional Council: The Regional Economic Development Councils that the project takes place in have been made aware and have endorsed this marketing project. The Incentive Offer was accepted in May 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – Catskill Association for Tourism Services is an alliance of Delaware, Greene, Sullivan and Ulster counties committed to the promotion of the amenities available to tourists of the region.

Ownership –CATS is a not-for-profit organization.

ESD Involvement – A $270,000 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – March 2015

Activity – The Catskill Association for Tourism Services will support Catskills Regional Tourism by marketing to New York City residents and tourists by introducing them to "Upstate" destinations which offer a great number of activities and locations not available in the New York Metro area.

Catskills Association for Tourism Services Working Capital (Z147)
August 21, 2014

Results – The project is expected to increase tourism and business, stimulate job growth and assist in job retention in areas of lodging, dining, recreation and other attractions throughout the Catskills region.

During the course of the project, the Catskill Association for Tourism Services will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Catskill Association for Tourism Services will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$230,000	ESD Grant	$270,000	100%
Website Design/Updates	$40,000			
Total Project Costs	$270,000	Total Project Financing	$270,000	100%

Grantee Contact:
Rick Remsnyder
President
Catskill Association for Tourism Services
20 Broadway
Kingston, NY 12401
Phone: (845) 340-3568
E-mail: rrem@co.ulster.ny.us

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $270,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $270,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

F. I Love Fresh Air Working Capital (Z150)
August 21, 2014

Grantee: Tioga County Local Development Corporation or ("Visit Tioga" or "Tioga County")

ESD Investment: A grant of up to $100,000 to be used for regional tourism marketing.

Project Location: Southern Tier Region

Proposed Project: Support for the second phase of the Finger Lakes "I Love Fresh Air" tourism marketing campaign.

Regional Council: The Southern Tier Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History –Tioga County promotes the areas tourism assets and attractions to visitors outside the region as a convention, tourism and leisure destination.

Ownership – Visit Tioga is a government agency.

ESD Involvement – A $100,000 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2014

Activity – Visit Tioga will support the second phase of the Finger Lakes "I Love Fresh Air" marketing campaign through television broadcast and digital promotions. The Finger Lakes Region has an abundance of outdoor recreational assets that directly add to the quality of life for visitors and encourage a healthy lifestyle for residents.

I Love Fresh Air Working Capital (Z150)
August 21, 2014

Results – The I Love Fresh Air project is expected to promote the outdoor assets of the Finger Lakes, attracting visitors and boosting the economy of the region.

During the course of the project, the Visit Tioga will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Visit Tioga will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$75,000	ESD Grant	$100,000	100%
Distribution	15,000			
Administrative costs	10,000			
Total Project Costs	$100,000	Total Project Financing	$100,000	100%

Grantee Contact: Rebecca Maffei
Director
Tioga County Local Development Corporation
80 North Avenue
Owego, NY 13827
Phone: (607) 687-7440
E-mail: becca@visittioga.com

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $100,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. 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 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

G. Access East End Working Capital (Z156)
August 21, 2014

Grantee: Long Island Wine Council ("Wine Council" or the "Organization")

ESD Investment: A grant of up to $285,000 to be used for regional tourism marketing.

Project Location: Long Island Region

Proposed Project: To support a marketing program to generate visitor traffic to the Long Island Region from the NY metro area, east coast, national and international source markets during off-season and midweek periods.

Regional Council: The Long Island Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in May 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – The Long Island Wine Council is an industry association dedicated to achieving recognition for Long Island as a premium wine producing region. Its role is to provide a coordinated effort for the promotion and development of the region's wine industry. The Council was founded in 1989 and currently has 48 full members.

Ownership – Long Island Wine Council is a not-for-profit organization.

ESD Involvement – A $285,000 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – April 2015

Activity – The Long Island Wine Council will support the Access East End marketing program by working with regional tourism partners to develop promotional packages and discounted rates for visitors during slower periods. Additionally, the project will implement a promotional campaign through advertising in target markets, cooperative advertising/events with partners, and in printed collateral distributed at partner locations.

Access East End Working Capital (Z156)
August 21, 2014

Results – Promotion of the East End of Long Island to new customers from the New York metro area and other east coast population centers is expected will to thousands of new visitors to the region.

During the course of the project, the Long Island Wine Council will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Long Island Wine Council will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$300,000	ESD Grant	$285,000	74%
Production Costs	5,000	Grant Equity	100,00	26%
Print collateral – production & distribution	25,000			
Administrative costs	15,000			
Shuttle Service	40,000			
Total Project Costs	$385,000	Total Project Financing	$385,000	100%

Grantee Contact: Steven Bate
Executive Director
5120 Sound Avenue
Riverhead, NY 11901-2455
Phone: (631) 722-2220
E-mail: steve@liwines.com

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Access East End Working Capital (Z156)
August 21, 2014

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $285,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $285,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

H. Erie Canalway Trail Working Capital (Z159)
August 21, 2014

Grantee: Parks & Trails New York, Inc. ("Parks & Trails" or the "Organization")

ESD Investment: A grant of up to $80,000 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: To attract national and international cyclists and adventure travelers to the 365-mile Erie Canalway Trail extending across 14 New York State counties.

Regional Council: The Multi-Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism, one of the industry sectors.

Background:

Organization History – Parks & Trails is New York's leading statewide advocate for parks and trails, dedicated since 1985 to improving health, economy, and quality of life through the use and enjoyment of green space. Parks & Trails has worked with hundreds of community organizations and municipalities to envision, create, promote, and protect a growing network of parks and more than 1,500 miles of greenways, bike paths, and trails throughout New York State.

Ownership – Parks & Trails is a not-for-profit organization.

ESD Involvement – An $80,000 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2014

Erie Canalway Trail Working Capital (Z159)
August 21, 2014

Activity –Parks & Trails will support a targeted marketing campaign by implementing: a one-stop Erie Canalway Trail website, a promotional video, print and on-line advertisements in media outlets targeted to adventure travelers and cyclists; a presence at trade and consumer shows directed to national and international markets; online and telephone-based trip planning assistance; plan for monitoring success; and budget for sustaining the marketing effort.

Results – The project is expected to result in an increase in number and length of stay of cyclists, greater tourism revenues, and additional jobs for Upstate New York.

During the course of the project, the Parks & Trails will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Parks & Trails will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$54,000	ESD Grant	$80,000	100%
Website design/updates	15,000			
Travel & Trade Shows	3,000			
Administrative costs	8,000			
Total Project Costs	$80,000	Total Project Financing	$80,000	100%

Grantee Contact:
Frances Gotcsik
Director of Programs and Policy
29 Elk Street
Albany, NY 12207
Phone: (518) 434-1583
E-mail: fgotcsik@ptny.org

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Erie Canalway Trail Working Capital (Z159)
August 21, 2014

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $80,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $80,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

I. Cayuga Lake Wine Trail Northern PA Working Capital (Z160)

August 21, 2014

Grantee: Cayuga Lake Wine Trail, Inc. ("Trail" or the "Organization")

ESD Investment: A grant of up to $50,000 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: Promotion of the Cayuga Lake Wine Trail.

Regional Council: The Regional Economic Development Councils that the project takes place in have been made aware and have endorsed this marketing project. The Incentive Offer was accepted in May 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – Established in 1983, Cayuga Lake Wine Trail, Inc. is the first organized and longest running wine trail in New York. The Trail has 17 wineries, one cidery, one meadery, four distilleries, and countless other businesses. The Trail has become a model for other wine trails both in New York and around the country.

Ownership – Cayuga Lake Wine Trail, Inc. is a privately-held company

ESD Involvement – A $50,000 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2014

Activity –The Trail will support the marketing and promotion of the Cayuga Lake Wine Trail in target markets identified in Pennsylvania. The marketing for this project will be done through print, radio, TV, billboard and online media.

Cayuga Lake Wine Trail Northern PA Working Capital (Z160)
August 21, 2014

Results – The project will increase the awareness of the Cayuga Lake Wine Trail wineries and other businesses to the Pennsylvania public. The project will also encourage more people to visit and stay for a weekend or longer.

During the course of the project, the Cayuga Lake Wine Trail, Inc. will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Cayuga Lake Wine Trail, Inc. will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$50,222	ESD Grant	$50,000	91%
Production Costs	2,500	Grantee Equity	4,778	9%
Production of Print Collateral	2,056			
Total Project Costs	$54,778	Total Project Financing	$54,778	100%

Grantee Contact:
Cathy Millspaugh
Executive Director
Cayuga Wine Trail, Inc.
PO Box 123
Fayette, NY 13065
Phone: (607) 869-4281; (607) 342-7112
E-mail: cathy@cayugawinetrail.com

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $50,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $50,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – Economic Development Purposes Fund:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

J. Lakes to Locks Geo Marketing Working Capital (Z167)
August 21, 2014

Grantee: Lakes to Locks Passage, Inc. ("Lakes to Locks" or the "Organization")

ESD Investment: A grant of up to $100,000 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: Support of the Lakes to Locks Passage Geotourism Marketing Initiative that will unify and market the interconnected waterway from Albany to Rouses Point to national and international audiences, promoting authentic experiences and sustainable tourism.

Regional Council: The Regional Economic Development Councils that the project takes place in have been made aware and have endorsed this marketing project. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – The mission of Lakes to Locks Passage, Inc. is to further the appreciation, recognition, stewardship and revitalization of the natural, cultural, recreational and historic assets of the communities along the interconnected waterway of the upper Hudson River/Champlain Canal, Lake George, Lake Champlain, Chambly Canal and Richelieu River.

Ownership – Lakes to Locks is a not-for-profit organization

ESD Involvement – A $100,000 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – September 2015

Activity – Lakes to Locks will support the Lakes to Locks Passage Geotourism Marketing Initiative by developing video and audio to market Lakes to Locks Passage through outlets such as radio, online social media and large-market websites. Lakes to Locks will also develop a mobile application, PassagePort, and French translated promotional materials to foster visitation from the French-speaking tourism base in Quebec.

Lakes to Locks Geo Marketing Working Capital (Z167)
August 21, 2014

Results – Expected outcomes of the campaign are the expansion of the tourism economy from the Canadian border to the Capital Region though new national and international visitors, repeat visitors and the extension of the duration of existing visitor trips.

During the course of the project, the Lakes to Locks Passage, Inc. will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Lakes to Locks Passage, Inc. will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$65,000	ESD Grant	$100,000	65%
Production costs	5,000	Grantee Equity	$55,000	35%
Mobil App. Development	45,000			
Production of print collateral	30,000			
Translation services	10,000			
Total Project Costs	$155,000	Total Project Financing	$155,000	100%

Grantee Contact: Janet Kennedy
Executive Director
PO Box 65
Crown Point, NY 12928
Phone: (518) 597-9660
E-mail: janet@lakestolocks.org

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $100,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. 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 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

K. Cycle Adirondacks Working Capital (Z168)
August 21, 2014

Grantee: Wildlife Conservation Society (the "Organization")

ESD Investment: A grant of up to $211,750 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: Support of Cycle Adirondacks, a week-long, fully supported road-bicycle tour through northern New York State.

Regional Council: The Regional Economic Development Councils that the project takes place in have been made aware and have endorsed this marketing project. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – Founded in 1895, the Wildlife Conservation Society mission is to save wildlife and wild places across the globe. In the early 1900's, the Organization successfully helped the American bison recover on the Western Plains. Today, the Organization protects many of the world's iconic creatures in New York State and abroad, including gorillas in the Congo, tigers in India, wolverines in the Yellowstone Rockies, and ocean giants in the world's seascapes.

Ownership – Wildlife Conservation Society is a not-for-profit organization.

ESD Involvement – A $211,750 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2015

Activity – The Wildlife Conservation Society will support Cycle Adirondacks by hosting up to 600 cyclists riding each day through the region and staying overnight in host towns along the route. The goal of the event is to promote the Adirondack Park and surrounding region, bringing a greater appreciation of this part of New York State to participants, and stimulating economic activity in the local communities.

Cycle Adirondacks Working Capital (Z168)
August 21, 2014

Results – This event will expose the region to a new audience for tourism, stimulate economic activity to rural upstate communities, and promote repeat visitation of the riders and their families.

During the course of the project, the Wildlife Conservation Society will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Wildlife Conservation Society will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$33,000	ESD Grant	$211,750	100%
Personnel (ex. social media, consultants, etc.)	88,750			
Website Design/Updates	18,500			
Production of Print Collateral	6,000			
Travel & Registration Fees	10,000			
Administrative Costs	19,250			
Event Media Center Rental	2,000			
Promotional Materials	34,250			
Total Project Costs	$211,750	Total Project Financing	$211,750	100%

Grantee Contact: Zoe P. Smith
WCS Adirondack Program Director
Wildlife Conservation Society
132 Bloomingdale Avenue
Saranac Lake, NY 12983
Phone: (518) 891-8872 x 103
E-mail: zsmith@wcs.org

Cycle Adirondacks Working Capital (Z168)
August 21, 2014

Project Team:	Project Management	Kelly Rabideau- Baquerizo
	Contractor & Supplier Diversity	Vikas Gera
	Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $211,750 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $211,750 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest and has made full disclosure in regards to good standing violations. Staff has reviewed the disclosure and recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials

L. Alliance Working Capital (Z169)
August 21, 2014

Grantee: Alliance for Coney Island ("Alliance" or the "Organization")

ESD Investment: A grant of up to $225,000 to be used for regional tourism marketing.

Project Location: NYC Region

Proposed Project: Support of "The One and Only Coney Marketing Campaign" which aims to draw tourists by marketing and expanding seasonal events and programs.

Regional Council: The NYC Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in May 2014. The project is consistent with the Regional Plan to promote tourism, one of the industry sectors.

Background:

Organization History – Alliance for Coney Island is dedicated to continuing the transformation of Coney Island into a year-round, world-class recreational oceanfront destination while improving the quality of life of the entire Coney Island community. The Alliance brings together Coney Island businesses, community organizations, and residents to work toward a better future for a neighborhood that is home to 50,000 residents and attracts millions of visitors each year.

Ownership – Alliance for Coney Island is a not-for-profit organization.

ESD Involvement – A $225,000 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2014

Activity – The Alliance for Coney Island will support "The One and Only Coney Marketing Campaign" by expanding programming to attract more visitors to Coney Island, enhanced marketing efforts to increase visitorship and Coney Island brand recognition, improve quality of life for visitors, businesses and residents, strengthen connections with the local Coney Island neighborhood and to serve as resource to the local business community.

Alliance Working Capital (Z169)
August 21, 2014

Results – The project is expected is bolster the economic health of the surrounding community, the city and the region by spurring employment. Current research indicates that new development could lead to 4,000 jobs in addition to the 10,400 that are already in place in Coney Island.

During the course of the project, the Alliance for Coney Island will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Alliance for Coney Island will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Personnel (ex. social media, consultants, etc.)	$75,000	ESD Grant	$225,000	100%
Administrative Costs	27,000			
Special Events Costs	123,000			
Total Project Costs	$225,000	Total Project Financing	$225,000	100%

Grantee Contact: Johanna Zaki
Director of Operations
Alliance for Coney Island
1000 Surf Avenue
Brooklyn, NY 11224
Phone: (718) 594-7895
E-mail: info@allianceforconeyisland.org

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $225,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $225,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

M. Adirondack North Country Product Branding Working Capital (Z162)
August 21, 2014

Grantee: Adirondack North Country Association ("ANCA" or the "Organization")

ESD Investment: A grant of up to $100,000 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: To support a detailed business and implementation plan to create a certification-based North Country product ("Brand").

Regional Council: The Regional Economic Development Councils that the project takes place in have been made aware and have endorsed this marketing project. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – Adirondack North Country Association is the longest running not-for-profit rural development organization in northern New York. Formed in 1955 by a group of business and government leaders, ANCA partnerships with local government, not-for-profits, small business, and universities have leveraged investment of tens of millions of dollars into the region.

Ownership – ANCA is a not-for-profit organization

ESD Involvement – A $100,000 grant from the Market NY Grant Program.

Past ESD Support – Since 1992, ANCA has received approximately $13,000,000 for various community and economic development projects.

The Project:

Completion date – December 2014

Activity –Adirondack North Country Association will support the implementation of a North Country product brand to increase the market share for North Country products and services; attract and retain start-ups in incubator hot spots; allow producers to raise their price point; and compete with well-branded products.

Adirondack North Country Product Branding Working Capital (Z162)
August 21, 2014

Results – The Brand will attract new businesses, add jobs to existing businesses, allow producers to increase price points, and create a more business-friendly environment in the North Country.

During the course of the project, the Adirondack North Country Association will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Adirondack North Country Association will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Personnel (ex. social media, consultants, etc.)	$90,000	ESD Grant	$100,000	100%
Administrative costs	10,000			
Total Project Costs	$100,000	Total Project Financing	$100,000	100%

Grantee Contact: Kate Fish
Executive Director
67 Main Street, Suite 201
Saranac Lake, NY 12983
Phone: (518) 891-6200
E-mail: kfish@adirondack.org

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $100,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. 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 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

N. Niagara Tourism & Convention Working Capital (Z172)
August 21, 2014

Grantee: Niagara Tourism & Convention Corporation ("NTCC or the "Organization")

ESD Investment: A grant of up to $300,000 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: To implement a Western New York ("WNY") Regional Marketing program.

Regional Council: The Multi-Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism, one of the industry sectors.

Background:

Organization History – The mission of the Niagara Tourism and Convention Corporation is to expand the economic prosperity of the Niagara USA communities by generating individual and group visitation.

Ownership – NTCC is a not-for-profit organization.

ESD Involvement – A $300,000 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2014

Activity – Niagara Tourism & Convention Corporation will support the WNY Regional Marketing Program by creating a new brand for the five county region based on research of perception of the region from desired markets and other factors. NTCC will define how the brand interfaces with existing local branding efforts, and lay out a plan to implement the marketing strategy.

Niagara Tourism & Convention Working Capital (Z172)
August 21, 2014

Results –The project will result in attracting new visitors and increased spending in the region.

During the course of the project, the Niagara Tourism & Convention Corporation will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Niagara Tourism & Convention Corporation will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Consultant(s)	300,000	ESD Grant	$300,000	100%
Total Project Costs	$300,000	Total Project Financing	$300,000	100%

Grantee Contact: John Percy, President & CEO
Niagara Tourism & Convention Corporation
10 Rainbow Blvd
Niagara Falls, NY 14303
Phone: (716) 282-8992
E-mail: jpercy@niagara-usa.com

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $300,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $300,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

O. Wegmans LPGA Championship Working Capital (Z143)
August 21, 2014

Grantee: Children's Success Fund Special Events, LLC ("CSF" and the "Organization")

ESD Investment: A grant of up to $250,000 to be used for regional tourism marketing.

Project Location: Finger Lakes Region

Proposed Project: Support for the marketing and promotion of the 2014 Wegmans LPGA Championship ("Tournament"), a premier golfing event in New York State.

Regional Council: The Finger Lakes Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – The Children's Success Fund Special Events, LLC is organized under the corporate arm of the United Way of Greater Rochester. CSF's mission is to operate a special event whose net proceeds benefit the United Way agencies that run evidence based programs that are dedicated to keeping kids in school. The only special event CSF operates annually is the Tournament. They do business as the Wegmans LPGA Championship and the annual net revenues go directly to the United Way for distribution.

Ownership – CSF is a limited liability company.

ESD Involvement – A $250,000 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2014

Activity – CSF will host and promote the 2014 Wegmans LPGA Championship.

Wegmans LPGA Championship Working Capital (Z143)
August 21, 2014

Results – The Tournament is an economic boost for the Finger Lakes region and generates approximately $15,000,000 in economic benefit to the region each year. The Tournament also gives the region positive international exposure as a potential tourism destination.

During the course of the project, the Children's Success Fund Special Events, LLC will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Children's Success Fund Special Events, LLC will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$250,000	ESD Grant	$250,000	100%
Total Project Costs	$250,000	Total Project Financing	$250,000	100%

Grantee Contact:
William Strassburg
Chairperson
Wegmans LPGA Championship
111 Marsh Rd
Pittsford, NY 14534
Phone: (585) 463-4064
E-mail: bill.strassburg@wegmans.com

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $250,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $250,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

P. Canadian Visitation Working Capital (Z149)
August 21, 2014

Grantee: Greater Rochester Visitors Association, Inc. ("VisitRochester" or the "Organization")

ESD Investment: A grant of up to $200,000 to be used for regional tourism marketing.

Project Location: Finger Lakes Region

Proposed Project: Support of the launch of a multimedia marketing campaign focused on attracting new Canadian visitors to New York State.

Regional Council: The Finger Lakes Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism, one of the industry sectors.

Background:

Organization History – VisitRochester is the visitors' association representing the Rochester and Finger Lakes regions.

Ownership – VisitRochester is a not-for-profit organization.

ESD Involvement – A $200,000 grant from the Market NY Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2015

Activity –VisitRochester will support the Canadian visitation marketing plan by: expanding the existing radio marketing program; promoting listenership of broadcasts and podcasts utilizing mixed media; driving the audience to an enhanced campaign website for special offers, events and destination information; expanding social and online media presence in Ontario, Canada and focusing attention on special events, festivals, performances and exhibits; and expanding the program framework to include partners beyond 50 miles of Rochester.

Results – The project is expected to attract an additional 40,000 Canadian visits to Upstate New York and generate approximately $16 million annually. Additionally, the

project is estimated to create 80 jobs in the hospitality and travel sectors of New York State's economy.

During the course of the project, the VisitRochester will furnish periodic reports providing current expenditures, as well as updates on the project.

Canadian Visitation Working Capital (Z149)
August 21, 2014

Upon completion of the project, VisitRochester will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Print	$141,000	ESD Grant	$200,000	39%
Radio	102,000	Grantee Equity	$310,000	61%
Website design/updates	34,000			
Print collateral-production & distribution	112,000			
Travel & Trade Shows	75,000			
Administrative costs	46,000			
Total Project Costs	$510,000	Total Project Financing	$510,000	100%

Grantee Contact: Don Jeffries
President & CEO
45 East Avenue
Rochester, NY 14604
Phone: (585) 279-8316
E-mail: donj@visitrochester.com

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $200,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

Canadian Visitation Working Capital (Z149)
August 21, 2014

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $200,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

Q. CNY Branding Working Capital (Z171)
August 21, 2014

Grantee: CenterState CEO ("Syracuse Convention and Visitors Bureau" or "SCVB")

ESD Investment: A grant of up to $370,000 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: Support of the generation of a Central New York ("CNY") Destination Branding Campaign.

Regional Council: The Regional Economic Development Councils that the project takes place in have been made aware and have endorsed this marketing project. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History – The Syracuse Convention and Visitors Bureau, a division of CenterState CEO, plays a vital role in Onondaga County's economic development strategy through its focus on growing the area's $791 million tourism industry. As the county's official and accredited destination marketing organization, the SCVB works to generate short-term and future income for businesses, employment for residents and tax revenue for local government.

Ownership – CenterState CEO is a not-for-profit organization.

ESD Involvement – A $370,000 grant from the Market NY Program.

Past ESD Support – Since 2011, ESD has approved $242,000 for three economic development and marketing projects.

The Project:

Completion date – December 2014

Activity –CenterState CEO will support a CNY Destination Branding Campaign by generating media relations opportunities, television commercials, hiring a Canadian spokesperson (specifically in Ottawa), outdoor advertising and needed support systems.

CNY Branding Working Capital (Z171)
August 21, 2014

Results – The project is expected to generate three full seasons of promotional exposure in 2014, produce a marketing return on investment of 36 to 1 by 2016, and create a 10% to 15% annual growth in room occupancy tax collections.

During the course of the project, the Syracuse Convention and Visitors Bureau will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Syracuse Convention and Visitors Bureau will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$305,000	ESD Grant	$370,000	56%
Production Costs	15,000	Grantee Equity	289,000	44%
Personnel (consultant(s))	155,000			
Website Design/Updates	50,000			
Production of Print Collateral	55,000			
Brand USA Marketing	79,000			
Total Project Costs	$659,000	Total Project Financing	659,000	100%

Grantee Contact: David Holder
President, Syracuse CVB
572 S. Salina St.
Syracuse, NY 13202
Phone: 315-470-1911
E-mail: dholder@visitsyracuse.org

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

CNY Branding CFA (Z171)
August 21, 2014

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $370,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $370,000 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

R. National Garden Festival Working Capital (Z173)
August 21, 2014

Grantee: Buffalo Niagara Convention & Visitor Bureau, Inc. ("Visit Buffalo Niagara" or the "Organization")

ESD Investment: A grant of up to $50,000 to be used for regional tourism marketing.

Project Location: Greater Niagara Region

Proposed Project: Promotion of the National Garden Festival ("NGF") in Buffalo, NY as a horticultural tourism destination.

Regional Council: The Greater Niagara Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in June 2014. The project is consistent with the Regional Plan to promote tourism, one of the industry sectors.

Background:

Organization History – Visit Buffalo Niagara sells and markets the region's assets and attractions to visitors outside the Buffalo Niagara region as a convention, tourism and leisure destination for the economic benefit of the community. Visit Buffalo Niagara is Erie County's lead marketing organization for conventions, meetings, amateur sporting events, cultural and heritage tourism and consumer travel.

Ownership – Visit Buffalo Niagara is a not-for-profit organization.

ESD Involvement – A $50,000 grant from the Market NY Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2014

Activity –Visit Buffalo Niagara will support the National Garden Festival by enhancing its consumer database, implementing an overall marketing/advertising campaign (including social media), enhancing media relations, and participating and hosting media events.

Results – The project is expected to increase visitor length of stay in the Buffalo Niagara region.

National Garden Festival Working Capital (Z173)
August 21, 2014

During the course of the project, the Visit Buffalo Niagara will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Visit Buffalo Niagara will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Media Advertising	$100,000	ESD Grant	$50,000	50%
		Grantee Equity	$50,000	50%
Total Project Costs	$100,000	Total Project Financing	$100,000	100%

Grantee Contact: Edward J. Healy, Vice President Marketing
Visit Buffalo Niagara
617 Main Street, Suite 200
Buffalo, NY 14203--1496
Phone: (716) 218-2930
E-mail: healy@visitbuffaloniagara.com

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $50,000 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $50,000 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.

National Garden Festival Working Capital (Z173)
August 21, 2014

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

S. Adirondack Park Recreation Web Portal Working Capital (Z137)
August 21, 2014

Grantee: Adirondack Association of Towns and Villages ("AATV" or the "Organization")

ESD Investment: A grant of up to $82,500 to be used for regional tourism marketing.

Project Location: Multi-Region

Proposed Project: Support of Phase II of the Adirondack Park Recreation Web Portal project.

Regional Council: The Multi-Regional Economic Development Council has been made aware and has endorsed this item. The Incentive Offer was accepted in May 2014. The project is consistent with the Regional Plan to promote tourism.

Background:

Organization History –Adirondack Association of Towns and Villages is the representative of the towns and villages of the Adirondacks in addressing issues unique to local government and residents within the Adirondack Park (the "Park"). The Organization works to develop a consensus on the resolution of Adirondack issues.

Ownership – The AATV is a not-for-profit organization.

ESD Involvement – An $82,500 grant from the Market NY Grant Program.

Past ESD Support – This is the organization's first project with ESD.

The Project:

Completion date – December 2014

Activity –Adirondack Association of Towns and Villages will continue with Phase II of the Adirondack Park Recreation Web Portal project by enhancing the user experience through content upgrades, expanded incorporation of recreation-related maps, and improved accuracy of recreation-related listings. In addition, a strategic marketing campaign will be undertaken to raise awareness to the end consumer and promote tourism through use of the website and mobile application.

Adirondack Park Recreation Web Portal Working Capital (Z137)
August 21, 2014

Results – The project is expected to create jobs through increased tourism, help existing businesses with their marketing and promotion, and facilitate greater awareness and knowledge of public and private recreational opportunities within the Park.

During the course of the project, the Adirondack Association of Towns and Villages will furnish periodic reports providing current expenditures, as well as updates on the project. Upon completion of the project, Adirondack Association of Towns and Villages will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Web Portal and App Enhancement	$24,500	ESD Grant	$82,500	100%
Content and Data Enhancement	17,000			
Marketing and Promotion	24,000			
Project Coordination and Grant Administration	17,000			
Total Project Costs	$82,500	Total Project Financing	$82,500	100%

Grantee Contact: Carol Hart
Executive Director
28 North School Street
Mayfield, NY 12117
Phone: (518) 661-7622
E-mail: aatv@aatvny.org

Project Team:

Project Management	Kelly Rabideau- Baquerizo
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

Financial Terms and Conditions:

1. Grantee will be obligated to advise ESD of any materially adverse changes in its financial conditions prior to disbursement.

2. Up to $82,500 will be disbursed to Grantee upon documentation of eligible project expenditures, and presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 11, 2013, to be considered eligible project costs. All disbursements require compliance with program requirements and must be requested by no later than April 1, 2016.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $82,500 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grant Recipient shall use their 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. Grant Recipient 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.

Statutory Basis – New York Works Program:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grant Recipient has provided ESD with the required Disclosure and Accountability Certifications. Grant Recipient's certifications indicate that Grant Recipient has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grant Recipient as described in these materials.

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Non-Discretionary Projects

REQUEST FOR: Authorization to Adopt the General Project Plan; 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 - Economic Development/Other (Executive)			
A	Clarkson University Biotech Initiative Capital	Y733	Clarkson University	$3,800,000
	Local Assistance (Senate)			
B	Museum of American Armor Heritage Tourism Capital	Y556	Nassau County Department of Parks, Recreation and Museums	$100,000
C	Bronx Overall Economic Development Corporation II Working Capital	Z297	Bronx Overall Economic Development Corporation	500,000
	TOTAL NON-DISCRETIONARY – 3 PROJECTS		**TOTAL**	**$4,400,000**

I. Statutory Basis

The projects are sponsored by the Executive, Assembly or Senate, and were authorized or reappropriated in the 2014-2015 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 25% related to the total value of ESD's funding. This shall include a Minority Business Enterprise ("MBE") Participation goal of 15% 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 Map
Resolutions
Project Summary

August 27, 2014

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;

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); 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 a grant to the party and for the amount listed previously 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 – Executive – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
A	Clarkson University Biotech Initiative Capital	Y733	Clarkson University	$3,800,000
			TOTAL	**$3,800,000**

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 27, 2014

Local Assistance – 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;

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 Projects (the "Projects"), 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") 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 a grant to the party and for the amount listed previously from the 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

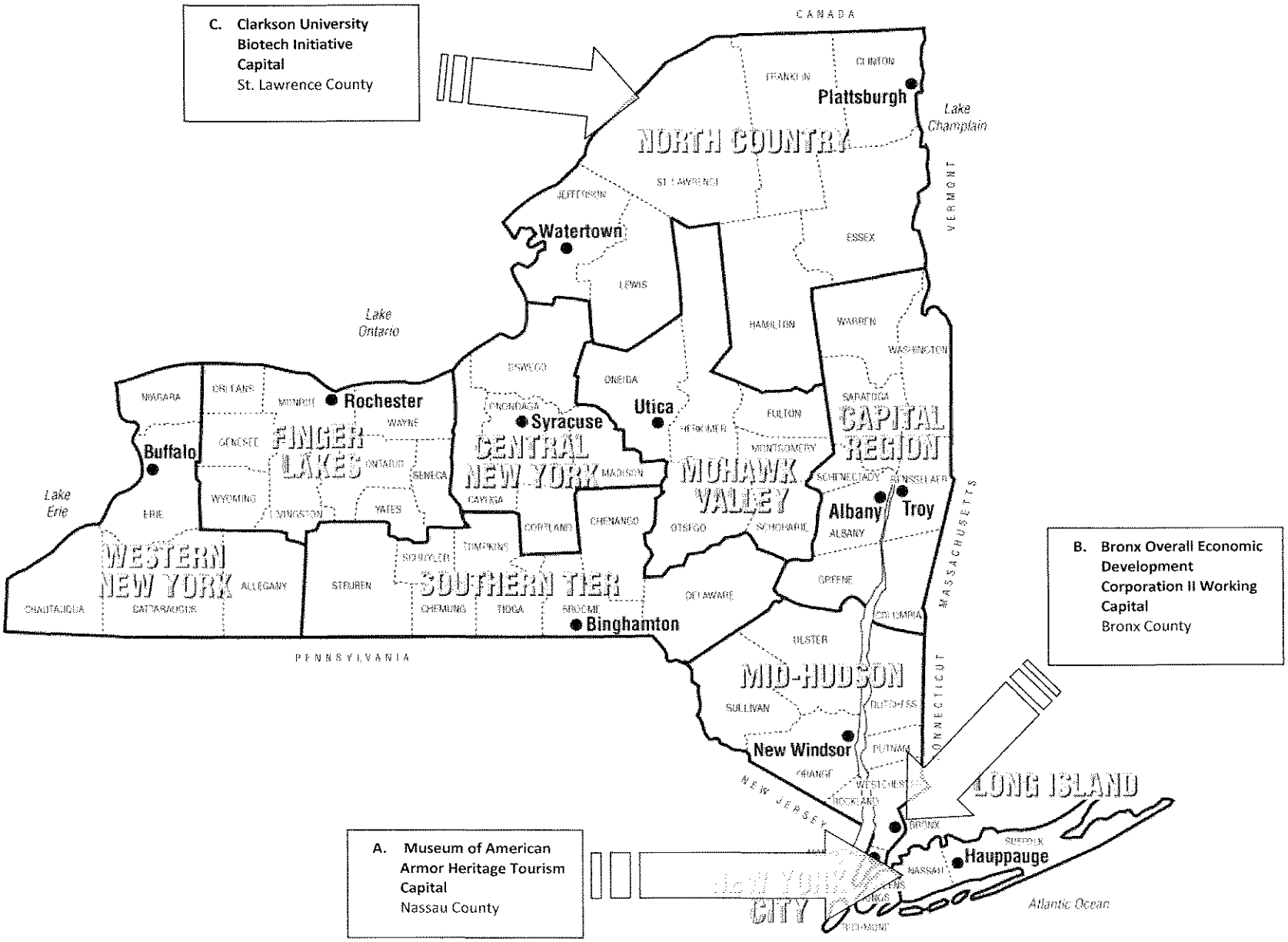
Local Assistance – Senate – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
B	Museum of American Armor Heritage Tourism Capital	Y556	Nassau County Department of Parks, Recreation and Museums	$100,000
C	Bronx Overall Economic Development Corporation II Working Capital	Z297	Bronx Overall Economic Development Corporation	500,000
			TOTAL	**$600,000**

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.

* * *

Local Assistance



A. Clarkson University Biotech Initiative Capital (Y733)
August 21, 2014

General Project

Grantee: Clarkson University ("Clarkson")

ESD Investment: A grant of up to $3,800,000 to be used for phase 1 costs of research laboratory equipment for the "Trudeau-Clarkson Biotech Initiative" to advance biotechnical and biomedical research in cooperation with the Trudeau Institute.

Project Location: 321 Science Center, Potsdam, St. Lawrence County

Proposed Project: Clarkson will upgrade labratory facilities and equipment to advance biomedical research in cooperation with Trudeau Institute.

Project Type: Biomedical research

Regional Council: The project is consistent with the Regional Plan to advance biotech research in the region. Anthony Collins, President of Clarkson University is co-chair of the North Country Regional Economic Development Council. In conformance with the State's policy, this individual has recused himself on votes recommending this project. The Council includes additional, ex-officio members who are elected officials but cannot vote on individual project recommendations.

Background:

Industry – Educational Institution

Company History - Clarkson University was founded in 1896 and is a nationally ranked engineering and research university.

Ownership – Clarkson is a not-for-profit organization governed by a non-compensated board.

Size – Clarkson operates on a 640 acre campus, employs 639 people, educates 3,500 students annually from 39 states and 47 countries.

ESD Involvement – Clarkson requested ESD assistance as part of the "Trudeau-Clarkson Biotech Initiative," a program to expand biotechnical and biomedical research in cooperation with Trudeau Institute and the State of New York. Trudeau Institute will continue to operate and expand its research laboratory to conduct biomedical research in New York State including aging, cancer, influenza, pneumonia, tuberculosis, acquired

immune deficiency syndrome, and Lyme disease. The Trudeau Institute will also expand its existing contract research capabilities for pharmaceutical, biotechnology and biomedical engineering companies. Without assistance from ESD, the Trudeau-Clarkson Biotech Initiative and the expansion of valuable related research programs would not be possible.

Past ESD Support: - Since 2008, Clarkson has received ESD funds totaling $2,450,000 for 3 projects. All projects have been successfully completed, milestones met, and the funds have been fully disbursed.

In the past 5 years, funding to Clarkson is summarized as follows:

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
Community Capital Assistance Program	V575	$250,000	March 20, 2008	August 26, 2009	Capital Grant - Energy research
Special Appropriation - NYS Economic Development Program	V911	$1,900,000	March 20, 2008	February 10, 2012	Capital Grant - Peyton Hall
Urban and Community Development Program	W120	$300,000	March 20, 2008	June 8, 2012	Capital Grants - Peyton Hall

The Project:

Completion – December 2019

Activity – The "Trudeau-Clarkson Biotech Initiative," a joint economic development program developed by Trudeau Institute and Clarkson University with support from New York State, is designed to open up new opportunities for commercialization of ideas and products which will in turn attract new start-up companies and increase employment in the North Country region. As part of this effort, Clarkson will upgrade laboratory facilities and equipment to advance biotechnical and biomedical research projects in cooperation with Trudeau Institute. Research laboratories will be renovated and new state-of-the-art scientific research equipment will be purchased. Presently, Clarkson is undertaking phase 1 of this effort and will purchase new laboratory equipment for this initiative.

Clarkson University Biotech Initiative Capital (Y733)
August 21, 2014

Results - Clarkson University, in cooperation with Trudeau Institute and the State of New York, will move closer to the broader vision of developing a biotechnology cluster in New York State's North Country. The Clarkson- Trudeau Biotech Initiative will establish and coordinate scientific research and expand education and technology-based economic development. Additionally, Clarkson and Trudeau will formulate and develop the facilities, faculty and educational programs to make this cluster self-sustaining and diversify and develop other funding and business opportunities to sustain a new business model for future biotech-biomed operations and expanding business opportunities. The project will attract and recruit additional professional faculty as well as high quality undergraduate and graduate students.

Financing Uses	Amount	Financing Sources	Amount	Percent
Lab Equipment	$3,400,000	ESD Grant	$3,800,000	90%
Engineering-soft costs	400,000	Grantee Equity	422,000	10%
Program costs	422,000			0%
Total Project Costs	$4,222,000	Total Project Financing	$4,222,000	100%

Grantee Contact - James Fish, Chief Financial Officer
8 Clarkson Ave.
Potsdam NY 13699
Phone: (315) 268-6689

Project Team -

Origination	John Vandeloo
Project Management	John Vandeloo
Contractor & Supplier Diversity	Denise Ross
Finance	Ross Freeman
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 demonstrate no 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 after ESD's announcement of the project. 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. Up to $3,800,000 will be disbursed to Grantee as reimbursement for eligible project costs during the course of the biotech-biomed initiative project (phase 1), no more frequently than quarterly, assuming that all project approvals have been completed and funds are available. The final disbursement, which shall be at least 10% of the grant, shall be made to the Grantee upon completion of the project. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred after December 1, 2013, to be considered eligible project costs.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $3,800,000, 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.

Statutory Basis – Clarkson – Trudeau Partnership
The project was authorized in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

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.

Non-Discrimination and Contractor & Supplier Diversity
ESD's Non-discrimination and Contractor & Supplier Diversity policy will apply to the Project. The University, a non-profit organization, shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise (MWBE) Participation goal of 23% of the total value of ESD's funding for eligible expenses, and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

Disclosure and Accountability Certifications:
The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications indicate that Grantee has no conflict of interest or good standing violations, and therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

Local Assistance – Senate – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
B	Museum of American Armor Heritage Tourism Capital	Y556	Nassau County Department of Parks, Recreation and Museums	$100,000
C	Bronx Overall Economic Development Corporation II Working Capital	Z297	Bronx Overall Economic Development Corporation	500,000
			TOTAL	**$600,000**

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.

* * *

B. Museum of American Armor Heritage Tourism Capital (Y556)
August 21, 2014

General Project Plan

Grantee: Nassau County Department of Parks, Recreation and Museums ("Nassau County DPRM" or the "Organization")

ESD Investment: A grant of up to $100,000 to be used for a portion of the cost of construction of curbs and pedestrian walkways.

Project Location: 1303 Round Swamp Road, Bethpage, Nassau County

Proposed Project: Construction of curbs and pedestrian walkways for the Museum of American Armor (the "Museum")

Project Type: Capital improvements

Regional Council: The Long Island Regional Council has been made aware of this item.

Background:

Industry – Nassau County DPRM manages over 70 parks, preserves, museums, historic properties and athletic facilities on approximately 5,000 acres of land.

Organizational History – Established in 1944, Nassau County DPRM plays a vital role in the preservation of open space for physical activity and the enhancement of the quality of life for residents and visitors of the Nassau County region. The Organization manages museums such as the African American Museum and the Cradle of Aviation Museum as well as an ice skating rink, little league fields, a swimming facility and an 18-hole golf course.

Ownership – Government Agency

ESD Involvement – A $100,000 appropriation was included in the FY 2014-2015 New York State budget.

Past ESD Support – This is the Grantee's first project with ESD.

The Project:

Completion – June 2014

Activity – The project involved construction of curbs and pedestrian walkways for a new 25,000-square-foot facility, the Museum of American Armor, at 1303 Round Swamp

Road in Bethpage, NY. The new Museum will create a facility that pays tribute to the American vehicles that were used in the liberation of Europe and the Pacific during World War II.

Results – The Museum will provide visitors an opportunity to view vehicles and equipment that were used in World War II. Nassau County anticipates approximately 35,000 visitors annually.

Financing Uses	Amount	Financing Sources	Amount	Percent
Curbs and Pedestrian Walkways	$113,088	ESD Grant	$100,000	88%
		Grantee Equity	13,088	12%
Total Project Costs	$113,088	Total Project Financing	$113,088	100%

Grantee Contact – Eileen Krieb, Assistant to Commissioner
1899 Hempstead Turnpike
East Meadow, NY 11554
Phone: (516) 572-0378

Project Team –

Project Management	Jared Walkowitz
Contractor & Supplier Diversity	Vikas Gera
Design & Construction	Barbara Helm
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 $100,000 will be disbursed to Grantee upon, documentation of curbs and pedestrian walkways project costs totaling $113,088, 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 as evidenced by a certificate of occupancy, and compliance with the Design & Construction requirements. All project expenditures must have been incurred after April 1, 2013, the date that the New York State budget, in which the project is authorized, was passed. The final ten percent (10%) of the Grant shall not be disbursed by ESD until all of the tasks and reports required have been completed to ESD's satisfaction.

4. 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 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), and in connection with the approval of funding for the proposed project, the Directors made a Determination of No Significant Effect on the Environment at their meeting of August 22, 2013. This determination addressed all aspects of the proposed project. Therefore, no further environmental review is required in connection with this action.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise (MWBEs) for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 30%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 20% and a Women Business Enterprise ("WBE") Participation Goal of 10% related to the total value of ESD's funding.

Statutory Basis – Local Assistance:
The project was authorized in the 2013-2014 New York State budget and reappropriated in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications indicate that Grantee has no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

C. Bronx Overall Economic Development Corporation II Working Capital (Z297)

August 21, 2014

Grantee: Bronx Overall Economic Development Corporation ("BOEDC" or the "Organization")

ESD Investment: A grant of up to $500,000 to be used for the cost of programs and initiatives to promote the Bronx.

Project Location: Various sites in the borough of the Bronx

Proposed Project: Funds will be used to support events that will showcase the richness and diversity of the Bronx, encourage current Bronx businesses to remain in the borough and employ its residents, and encourage businesses interested in relocating to the borough to create job opportunities.

Regional Council: The New York City Regional Council has been made aware of this item.

Background:

Industry – BOEDC is a not-for-profit organization.

Organizational History – Bronx Overall Economic Development Corporation is a community-based organization established in 1981 under a 301 (a) Planning Grant from the U.S. Economic Development Administration to promote economic development in The Bronx. For over thirty years, BOEDC has been a leader during the economic resurgence of the borough, generating and expanding new employment and business opportunities for residents of the Bronx.

Ownership – BOEDC is a not-for-profit organization.

ESD Involvement – A $500,000 appropriation was included in the FY 2014-2015 New York State budget.

Past ESD Support – Funding for the past five years to the Grantee is summarized in the following chart:

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration)	Purpose
Community Development Financial Institutions Fund	X504	$50,000	October 20, 2011	January 31, 2013	Technical and financial assistance to small businesses and M/WBEs
	Y191	$30,000	February 21, 2013	March 31, 2014	
Local Assistance (Senate)	Y553	$600,000	July 17, 2014	December 31, 2014	Activities to promote tourism and business and below-market-micro-loans to Bronx businesses

Bronx Overall Economic Development Corporation II Working Capital (Z297)
August 21, 2014

The Project:

Completion – December 2015

Activity – BOEDC will use the funds to supplement below-market-rate micro-loans to Bronx businesses, including administrative costs and supplies associated with the administration of such loans. Additionally, BOEDC will conduct a series of events throughout the Bronx to promote tourism and to enhance economic development. The events include:

- Salsa Fest at Orchard Beach - After seven years of no musical concerts at Orchard Beach, the concerts will bring much needed visitors to the area and City Island businesses.
- The Spring and Fall Tours invite tourists to hike Van Courtlandt Park, visit the City Island Museum and participate in a three-hour fishing expedition. BOEDC will also conduct the Bronx River Tour-a-canoe ride through the Bronx Botanical Gardens and the Bronx Zoo.
- Bronx's Fireworks display before July 4th which brings over 10,000 visitors from the Tri-State area.
- The Tour De Bronx which is the largest New York City free bike ride with over 6,000 participants.
- Bronx Week – A week-long celebration to promote the borough's opportunities for business and tourism.
- Summer musical concert series in West Bronx.

Results – BOEDC events promote and create awareness, encourage tourism, business opportunities and access to the borough resulting in business expansion and job creation for residents of the Bronx.

Upon completion of the project, the Grantee will furnish a final report describing the impact and effectiveness of the project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Concert Series	$210,000	ESD Grant	$500,000	100%
Administrative Costs for Bronx Tourism Corp.	20,000			
Micro-Loans	250,000			
Administrative Costs related to the Loan Program	20,000			
Total Project Costs	$500,000	Total Project Financing	$500,000	100%

Bronx Overall Economic Development Corporation II Working Capital (Z297)
August 21, 2014

Grantee Contact –	Marlene Cintron, President 851 Grand Concourse Bronx, NY 10451 Phone: (718) 590-3549	
Project Team –	Project Management	Javier Roman-Morales
	Contractor & Supplier Diversity	Denise Ross
	Environmental	Soo Kang

Financial Terms and Conditions:

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

2. Up to $500,000 will be disbursed to Grantee, no more frequently than monthly, for eligible expenses actually incurred by the Grantee as described in these materials, 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. All project expenditures must have been incurred after April 1, 2014, the date that the New York State budget, in which the project is authorized, was passed. The final ten percent (10%) of the Grant shall not be disbursed by ESD until all of the tasks and reports required have been completed to ESD's satisfaction.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $500,000, 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.

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 (MWBEs) in the performance of ESD projects. For purposes of this project, however, Minority and Women-owned Business Enterprise ("MWBE") participation goals will not be established due to the unavailability of certified MWBEs for performance of this Contract.

Statutory Basis – Local Assistance:
The project was authorized in the 2014-2015 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

Disclosure and Accountability Certifications:
In its required Disclosure and Accountability Certifications, the Grantee indicated that it had a good standing violation as described below. That violation has now been corrected. According to its disclosure, BOEDC received a letter of censure on April 12, 2013 from the New York State Authorities Budget Office (ABO) for failure to file certain reporting information. During the period of non-reporting, BOEDC challenged the ABO's assertion of jurisdiction over BOEDC. BOEDC ultimately conceded the ABO's jurisdiction. Under a corrective action plan accepted by the ABO, BOEDC submitted and certified in the Public Authorities Reporting Information System the required reports for the 2012-13 reporting period as well as its 2014-15 budget. BOEDC's reports for the 2013-14 reporting period will be due on September 30, 2014. The ABO has informed us that it will not require BOEDC to file information for any prior reporting period and that it considers BOEDC to be in current compliance. Accordingly, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Local Assistance – Hurricane Irene - Tropical Storm Lee Flood Mitigation (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 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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I. Project Summary

	Project Name	Proj #	Grantee	Assistance up to
	Local Assistance – Hurricane Irene-Tropical Storm Lee Flood Mitigation (Executive)			
A	Dutchess County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital	X901	Dutchess County	$307,679
	TOTAL HURRICANE IRENE-TROPICAL STORM LEE FLOOD MITIGATION – 1 PROJECT		**TOTAL**	**$307,679**

II. Program Description

A. Background

Hurricane Irene made landfall in New York on August 28, 2011. Shortly thereafter, Tropical Storm Lee struck New York on September 7, 2011. Both storms caused extensive flooding and substantial damage across New York. Following the aftermath of Hurricane Irene and Tropical Storm Lee, President Obama issued a state of emergency declaration for New York State, which allowed affected New Yorkers access to federal disaster relief funds. In an effort to provide additional flood disaster related relief aid, Governor Cuomo and the legislature created the Hurricane Irene - Tropical Storm Lee Flood Recovery Grant Program and appropriated $50 million for assistance to businesses and communities that suffered losses as a result of these disasters. The enabling legislation designated $9 million of the appropriation to be used for the Hurricane Irene – Tropical Storm Lee Flood Mitigation Grant Program (the "Program"), for grants to counties for flood mitigation or flood control projects in creeks, streams and brooks, and authorizes and empowers ESD, in consultation with the Department of Environmental Conservation ("NYSDEC"), to establish guidelines and such additional eligibility criteria as it deems necessary to effectuate the administration of this allocation for the benefit of counties included in the federal disaster declaration. An additional $7 million from a New York State Department of Homeland Security and Emergency Services ("Homeland Security") appropriation has been allocated for flood mitigation or flood control projects in creeks, streams and brooks.

Eligible Areas: Counties subject to the federal disaster declaration include Albany, Bronx, Broome, Chemung, Chenango, Clinton, Columbia, Delaware, Dutchess, Essex, Franklin, Greene, Hamilton, Herkimer, Kings, Montgomery, Nassau, New York, Oneida, Orange, Otsego, Putnam, Queens, Rensselaer, Richmond, Rockland, Saratoga, Schenectady, Schoharie, Sullivan, Suffolk, Tioga, Tompkins, Ulster, Warren, Washington, and Westchester Counties.

Eligible counties will receive grants between $300,000 and $500,000 for flood mitigation or flood control projects in those creeks, streams and brooks impacted by Hurricane Irene and/or Tropical Storm Lee. ESD shall give preference to applicants that demonstrate the greatest need, based on available flood damage data provided by applicable federal agencies. Priority also may be given to remediation which, if not undertaken, may result in additional flooding. Counties may jointly apply for assistance and the amount for such joint grants may equal the sum of the amounts that would have been separately available to the individual counties making the joint application.

Projects that are eligible for grants under this Program shall include the following:

(1) Removal of flood debris located in stream channels and/or floodways within Eligible Areas;

(2) Removal of gravel in or directly around bridges, culverts and other infrastructure that threatens public and private infrastructure integrity or that significantly constrains the

conveyance of water flows and by not removing such material(s) would likely exacerbate flooding from future high flow events;

(3) Installation or repair of stream bank stabilization measures;

(4) Stream channel restoration to pre-flood depth, width, gradient, and where appropriate channel characteristics, and stream channel stabilization involving natural stream design techniques;

(5) Stream bank restoration involving the removal of side cast bed load material, reconnecting a stream with its flood plain, and re-grading to pre-flood elevations combined with vegetative planting and stabilization;

(6) Culvert repair or replacement with preference given to replacement of culverts with bridging infrastructure, or by upgrading the size of culverts to ensure adequate future flows; and

(7) Those projects eligible and approved by the United States Department of Agriculture Natural Resource Conservation Service's ("NRCS") Emergency Watershed Protection ("EWP") Program. Projects eligible under NRCS's EWP program include, stream debris removal, stream bank stabilization and restoration, establishing cover on critically eroding lands, and repairing conservation practices necessary to relieve the immediate hazards to life and property created by Hurricane Irene and Tropical Storm Lee.

Eligible Costs: These funds may be used for the planning, design and implementation of eligible projects. Only planning costs which are a component of a specific project, which will receive funding under this Program, will be considered eligible costs. Local or regional flood planning initiatives are not eligible under this Program. In order for a project cost to be eligible, such cost must be reasonable and necessary as determined by ESD and NYSDEC. All work must be done in compliance with all applicable federal, state and local regulations.

Staff prepared guidelines for the implementation and administration of the Program, and were approved by the Directors at its January 20, 2012 meeting. The guidelines set forth the various Program requirements, including submission requirements, necessary documentation and appeal and audit processes.

B. The Projects

Twenty-three counties accepted grant awards for Flood Mitigation projects. Seventeen counties, 15 of whom received Flood Mitigation Grant awards, accepted grant awards that are funded by the Homeland Security funding. In total, ESD is administering grants for fund mitigation activities for 25 counties.

Each county's grant award(s) will be presented to the ESD Directors' for approval as each

county nears first disbursement requirements. ESD will enter into an agreement with each Grantee that will stipulate the manner in which funds will be disbursed. One project is being presented for approval today; other project(s) will be presented at a later date.

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

III. Statutory Basis

The projects are sponsored by the Executive, and were 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).

IV. 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")

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 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 20% related to the total value of ESD's funding. This shall include a Minority Business Enterprise ("MBE") Participation goal of 10% 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.

VI. 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.

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

New York State Map
Resolutions
Project Summaries

August 27, 2014

Local Assistance – Hurricane Irene - Tropical Storm Lee Flood Mitigation Capital - 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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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 – Hurricane Irene - Tropical Storm Lee Flood Mitigation 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(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 Plans (the "Plans") 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 Plans, 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 have been received at the public hearings held on the Plans, such Plans 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 grants to the parties and for the amounts listed below from Local Assistance – Hurricane Irene - Tropical Storm Lee Flood Mitigation and/or the New York State Division of Homeland Security and Emergency Services, 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

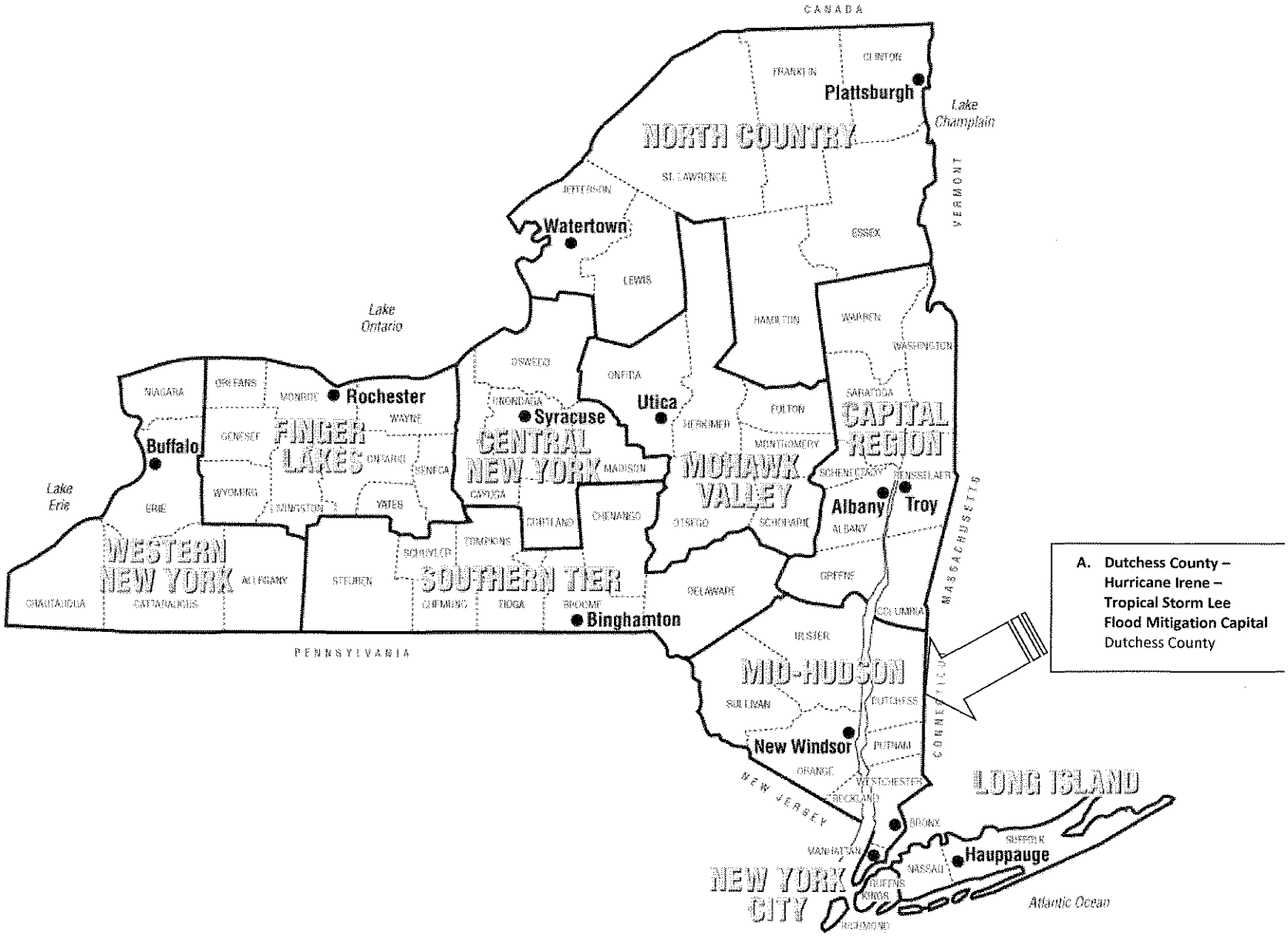
Local Assistance – Hurricane Irene - Tropical Storm Lee Flood Mitigation - Executive – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
	Local Assistance – Hurricane Irene-Tropical Storm Lee Flood Mitigation (Executive)			
A	Dutchess County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital	X901	Dutchess County	$307,679
			TOTAL	**$307,679**

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



A. Dutchess County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital (X901)

August 21, 2014

General Project Plan

Grantee:	Dutchess County (the "County" or "Grantee")
Beneficiary Organization:	Dutchess County Soil and Water Conservation District
ESD Investment:	A grant of up to $307,679 to be used for a portion of the cost of flood mitigation and flood control projects within the County.
Project Locations:	Towns of Amenia, Beekman, Lagrange, North East and Pleasant Valley, Dutchess County
Project Type:	The project will entail bank stabilization and flood mitigation activities to reduce future flooding in the Project Locations.
Regional Council:	The Mid-Hudson Regional Council has been made aware of this item. The project will help to protect the natural beauty and resources of the region, enabling it to create a vibrant future by promoting and sustaining a diverse, integrated and dynamic economy that capitalizes on technology and innovation to drive collaboration, inclusiveness and efficiency in all endeavors.

Background:

History – Dutchess County was one of the first 12 counties in New York State in 1683. Originally, Dutchess County included parts of Putnam County and Columbia County. Most of the early settlers in the County were Dutch and settled along the Fishkill River and in areas that are now Poughkeepsie and Rhinebeck. Prior to 1960, the main economic driver was agriculture. Much of the County is currently residential or farmland.

Size - The nine proposed projects are drawn from known sites where erosion is damaging properties in Dutchess County.

ESD Involvement - a $307,679 appropriation was included in the 2014-2015 New York State budget. The funding award was made in conjunction with the New York State Department of Environmental Conservation.

Past ESD Support – This is the County's first project with ESD.

Dutchess County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital (X901)

August 21, 2014

The Project:

Completion – December 2014

Activity - Dutchess County will undertake the following nine projects. The projects commenced in the fall of 2012 and will conclude in the winter of 2014.

County Route 43 along Wappinger Creek: This project involves the removal of 160 cubic yards of debris and the reconstruction of the flood channel removing approximately 790 cubic yards of gravel.

Wappinger Creek in the Town of Pleasant Valley, Site #8: This project involves the removal of 75 cubic yards of debris that is completely blocking the stream channel.

Wappinger Creek in the Town of Pleasant Valley, Site #9: This project involves the removal of approximately 200 cubic yards of debris.

County Route 79 at Red Hook Park: This project involves the removal of approximately 1,000 feet of debris from the stream channel.

County Route 7 in the Town of Beekman along Fishkill Creek: This project involves debris and gravel bar removal to unblock the stream channel. Approximately 50 feet of stream bank will be stabilized and 50 cubic yards of debris and 30 cubic yards of gravel will be removed.

County Route 49 & 21 Trip to Wappinger Creek in the Town of Lagrange: This project involves the removal of approximately 30 cubic yards from two sites where the channel is completely blocked.

County Route 3 along Wassaic Creek in the Town of Amenia: This project involves the removal of four large debris deposits that are directing stream flow toward a resident and the Town Court building.

County Route 251 along Wappinger Creek in the Town of Pleasant Valley: This project involves the removal of approximately 160 cubic yards of materials, including large woody debris deposited in a field just north of the flood control structure.

County Route 61 along Webatuck Creek in the Town of North East: This project involves debris removal in and around the bridge.

Dutchess County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital (X901)

August 21, 2014

Results - The projects will remediate, mitigate and reduce future flooding in the selected areas affected by Hurricane Irene and Tropical Storm Lee.

Financing Uses	Amount	Financing Sources	Amount	Percent
Flood Mitigation Projects	$395,095	ESD Grant	$307,679	78%
		Local Funding	87,416	22%
Total Project Costs	$395,095	Total Project Financing	$395,095	100%

Grantee Contact - Marcus Molinaro, County Executive
22 Market Street
Poughkeepsie, NY 12601

Beneficiary Contact - Brian Scoralick
2715 Route 44, Suite 3
Millbrook, NY 12545
(845) 677-8011 ext. 3

Project Team -

Project Management	Jared Walkowitz
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 advice ESD of any materially adverse changes in its financial condition prior to disbursement.

3. Up to $307,679 will be disbursed to Grantee as follows:

   County Route 43 along Wappinger Creek: Up to $47,374 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $130,070.

   Wappinger Creek in the Town of Pleasant Valley, Site #8: Up to $30,669 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $31,286.

   Wappinger Creek in the Town of Pleasant Valley, Site #9: Up to $55,334 will be disbursed to Grantee upon completion of the project substantially as described in these

materials and receipt of documentation verifying project costs of at least $56,120.

County Route 79 at Red Hook Park: Up to $40,280 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $41,098.

County Route 7 in the Town of Beekman along Fishkill Creek: Up to $37,222 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $37,222.

County Route 49 & 21 Trip to Wappinger Creek in the Town of Lagrange: Up to $14,741 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $15,026.

County Route 3 along Wassaic Creek in the Town of Amenia: Up to $48,378 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $49,218.

County Route 251 along Wappinger Creek in the Town of Pleasant Valley: Up to $16,833 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $17,367.

County Route 61 along Webatuck Creek in the Town of North East: Up to $16,848 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $17,688.

Disbursements shall be made 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 July 31, 2012 to be considered eligible project costs.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $307,679, 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.

Dutchess County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital (X901)

August 21, 2014

Non-Discrimination and Contractor & Supplier Diversity:

ESD's Non-discrimination and Contractor & Supplier 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%, Minority Business Enterprise ("MBE") Participation goal of 10% and a Women Business Enterprise ("WBE") Participation goal of 10% 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.

Statutory Basis – Local Assistance:

The Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program was authorized in the 2011-2012 New York State budget and reappropriated in the 2014-2015 New York State Budget.

Disclosure and Accountability Certifications:

The Grantee and Beneficiary have provided ESD with the required Disclosure and Accountability Certifications. Grantee's and Beneficiary's certifications indicate that Grantee and Beneficiary have no conflict of interest or good standing violations and, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

Empire State Development

FOR CONSIDERATION

August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Prequalification of Legal Counsel
REQUEST FOR:	Authorization to Pre-Qualify Legal Counsel with Expertise in Advising and Representing Investors in Commercial Enterprises

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Background

The Corporation is responsible for administering several programs that are intended to attract private sector investment in new research, translate that research into marketable products, and incentivize new business formation. These programs include the Innovate NY Fund (http://esd.ny.gov/innovateny.html), the Small Business Tech Investment Fund (http://www.esd.ny.gov/smallbusiness/sbtif.asp), and the Innovation Venture Capital Fund, created by Ch. 59 of the Laws of 2013. Collectively, these programs authorize the Corporation to make either direct or indirect investments in companies in the start-up, early, seed, and venture stages of development.

In order to make such investments, the Corporation requires the services of law firms with demonstrable expertise in advising and representing investors in structuring, implementing, and liquidating direct and indirect equity, debt, convertible and technology commercialization investments in enterprises, particularly those in the start-up, seed, early and venture stages of development. The nature of these types of transactions requires that the Corporation be able to quickly retain expert legal counsel and the preauthorization of legal counsel will expedite retaining such counsel.

The Solicitation

In April 2014, staff placed an advertisement in the New York State Contract Reporter requesting proposals from firms available to represent ESD and its subsidiaries and affiliates, from time to time, regarding transactional direct and indirect equity, debt, convertible and technology commercialization investments in enterprises, particularly those in the start-up, seed, early and venture stages of development. Areas of relevant experience include securities, tax, corporate (including limited liability companies and partnerships), product and intellectual property licensing, and structuring royalties. This advertisement ran in the April 11, 2014 issue of the Contract Reporter and responsive submissions were due by May 9, 2014. Due to technical

difficulties viewing the Q&A document posted on ESD's website, the deadline for proposals was subsequently extended to May 16, 2014.

In addition, staff contacted the following individuals and law firms via email to advise them of the Contract Reporter opportunity:

- All law firms on ESD's list of prequalified counsel;
- All law firms that are M/WBE certified by the State;
- Jay L. Hack, Esq. – Chair of the Business Law Section of the New York State Bar Association;
- Kelly M. Slavitt, Esq. – Chair of the Intellectual Property Law Section of the New York State Bar Association; and
- Diane E. O'Donnell, Esq. – Secretary of the Committee on Investment Management Regulation of the New York City Bar Association.

Twenty-nine firms responded to the solicitation. The responses were evaluated by two attorneys in the Legal Department, whose recommendations were discussed with the General Counsel and Deputy General Counsel. The evaluation was made on the basis of experience in representing investors in various forms of investments in enterprises, particularly in early stage enterprises; experience with State government entities (including the Corporation and its subsidiaries); presence and size of office(s) in New York State; W/MBE certified status; willingness to partner with a W/MBE firm; and willingness to bill in accordance with ESD's maximum rates policy. Staff considered the submissions of each firm, conducted interviews with selected firms and in some cases requested additional information to clarify the initial submission.

Based on this evaluation of the respondents, staff recommends the approval of the twenty-three firms listed on Exhibit A attached to these materials as pre-qualified legal counsel to the Corporation and its Subsidiaries.

Responsible Parties

Pursuant to State Finance Law Section 139-j and 139-k and the Corporation's policy related thereto, staff has: a) considered the ability of each firm to perform the services as set forth in these materials, 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 finds each firm to be responsible.

Financial Commitment and Selection from the List

The Directors are not now being asked to authorize the retention of any particular firm. Instead, the requested authorization serves to make available to the Corporation and its subsidiaries a selection of law firms that have been identified through a broad solicitation process. This would allow staff to select firms from among the pre-qualified firms and, after evaluation of those firms for a particular project, to make a recommendation to the Directors in

connection with such project, without the need to conduct an entire solicitation process in each instance. This should save for each project two or more months that is normally needed to conduct a solicitation, perform the necessary review and formulate a recommendation.

Every firm on the proposed pre-qualified list has agreed to bill in accordance with ESD's maximum rate policy.

Duration of List

Staff recommends that the pre-qualified list remain in effect for three years, with the option to extend the duration of the list for an additional year at the discretion of the General Counsel.

Environmental Review

ESD staff has determined that approval of this pre-qualified list does not constitute an action as defined by the New York State Environmental Quality Review Act and its implementing regulations. No further environmental review is required in connection with the requested approval.

Requested Action

The Directors are being asked to approve the twenty-three law firms listed on Exhibit A attached to these materials as qualified to advise the Corporation in relation to investing in commercial enterprises, for a term of three years plus an additional year at the option of the General Counsel.

Recommendation

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

Attachments

Resolution
Exhibit A

August 27, 2014

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT -- Authorization of Prequalification of Legal Counsel to Advise the Corporation in Relation to Investing in Commercial Enterprises

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BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation, the firms listed on Exhibit A to this Resolution be and each hereby is, approved as legal counsel to advise the Corporation in relation to investing in commercial enterprises, such approval to remain in effect until the meeting of the Directors first occurring after August 21, 2017 or, in the discretion of the General Counsel, until the meeting of the Directors first occurring after August 21, 2018.

EXHIBIT A

Firms marked * are State certified W/MBE enterprises.
Firms marked ** have applied for State certification as W/MBE enterprises.

Bryant Rabbino*
New York, NY

Carter Ledyard & Milburn
New York, NY

Colón & Peguero* and Herrick Feinstein
New York, NY

Conway Love*
Albany, NY

Damon Morey
Buffalo, NY

Dentons and Gonzalez Saggio & Harlan*
New York, NY

Edwards Wildman Palmer
New York, NY

Hardwick Law Firm*
New York, NY

Harris Beach and McGlashan Law Firm*
New York, NY

Hodgson Russ
Buffalo, NY

Holland & Knight
New York, NY

Lewis & Munday* and Buckley King
Detroit, MI and Cleveland, OH

Lippes Mathias Wexler Friedman
Buffalo, NY

Love and Long*
New York, NY

McNamee, Lochner, Titus & Williams
Albany, NY

Miller Mayer
Ithaca, NY

Mintz Levin
New York, NY

The Nelson Law Firm
White Plains, NY

Nixon Peabody
New York, NY

Peter Papagianakis Business Law Firm
New York, NY

Schoeman Updike Kaufman Stern & Ascher*
New York, NY

Silverman Shin Byrne & Gilchrest**
New York, NY

Venable
New York, NY

* * *

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Procurement for Abatement Services

REQUEST FOR: Authorization to Enter into a Contract for Abatement and Demolition Services relating to the former Episcopal Church Home in Buffalo; Determination of No Significant Effect on the Environment and Authorization to Take Related Actions

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CONTRACT NEED AND JUSTIFICATION

I. Contract Summary

Contractor: Total Wrecking & Environmental, LLC (the "Contractor")

Scope of Services: Contractor to provide abatement and demolition services for the Episcopal Church Home in Buffalo

Contract Term: 12 months

Contract Amount: Not to exceed $3,682,686 ($3,068,905 plus 20% contingency of $613,781)

Funding Source(s): Upstate City by City Funds or such other funding source as may be determined by the New York State Division of Budget

II. Background

In June of 2013, ESD acquired the Episcopal Church Home located on Busti Avenue in Buffalo, New York (the "Property"). The Property contains five separate parcels totaling approximately 3.72 acres and contains multiple buildings in excess of 187,000 square feet. The complex

previously housed an adult day care facility that closed in 2007 and a skilled nursing facility that ceased operation in 2005. At that time, it was intended that ESD acquire the Property from the current owners, stabilize and abate/remediate all asbestos/environmental contamination and demolish the structures in order to make the Property available for future economic development.

In order to maintain the Property and to coordinate, oversee and design all aspects of the asbestos abatement/environmental remediation and demolition of the Property, the services of LiRo Engineers, Inc. were retained by ESD in June of 2013. Since that time, LiRo has completed plans and specifications that call for the abatement of asbestos and hazardous materials in order to prepare the site for demolition of all structures on the site except for Hutchinson Chapel which will ultimately be stabilized and weatherproofed.

III. Contractor Selection Process

On June 10, 2014, ESD advertised in the New York State Contract Reporter seeking a Contractor for abatement and demolition services. A total of seven submissions were received by the deadline submission date of July 9, 2014. Staff from ESD and LiRo reviewed the bids and it was the recommendation of LiRo Group to award the contract to Total Wrecking & Environmental LLC who was found to be the lowest responsible bidder. The Contractor has demonstrated the successful completion of a wide range of projects of a similar scope to the work to be completed as part of the contract with ESD.

The following are the bid results:

Contractor	Base Bid	Alternate #1	Total Contract Amount
Total Wrecking & Environmental LLC	$2,894,355	$174,550	$3,068,905
Apollo Dismantling Services, LLC	$2,968,122	$138,252	$3,106,374
Sunshine Environmental	$3,095,000	$190,000	$3,285,000
Aria Contracting Corp.	$3,790,000	$220,000	$4,010,000
Mark Cerrone, Inc.	$3,888,000	$148,000	$4,036,000
Empire Dismantlement Corp.	$4,200,000	$102,000	$4,302,000
AAC Contracting, Inc.	$4,410,000	$174,100	$4,584,100

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

Since the property has been abandoned, it has been the target of continual vandalism which has resulted in asbestos containing materials scattered throughout the complex. The proposed contract consists of asbestos abatement and hazardous material remediation for the Robinson Addition (Buildings 2 and 2A), Thornton Building (Building 3A), Russell Building (Building 3B), Robinson Building (Building 4) and Hutchinson Chapel (Building 5). In addition, the contract will include the abatement of all asbestos and universal/hazardous materials and demolition of the Canterbury Building (Building 1) and Maintenance Building (Building 6). These buildings are separate from the main complex and contain little asbestos or other hazardous substances. Currently, ESD is not awarding Alternate No. 2 which involves demolition of the remaining buildings except for the historic Hutchinson Chapel. Future demolition plans will depend on available funding.

V. Contract Term, Price and Funding

This contract term is expected to be for 12 months for an amount of $3,068,905 plus a twenty percent contingency of $613,781 for a total contract amount not to exceed $3,682,686. The source of funding for the project will be City by City Funds or such other funding source as may be determined by the New York State Division of Budget.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor Diversity policy will apply to this Project. The Contractor shall be required to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project. The Contractor shall be required to use Good Faith Efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal of 25% related to the total of the total dollar value, 15% MBE and 10% WBE.

VII. Environmental Review

ESD, as lead agency, has completed an environmental review of the proposed abatement, demolition and stabilization of the Episcopal Church Home property, pursuant to the requirements of the State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. This review, which was coordinated with the involved and interested agencies due to the Project's Type I classification, found that the Project would not result in significant adverse impacts on the environment. Therefore, staff recommends that the Directors make a Determination of No Significant Effect on the Environment.

Furthermore, due to certain buildings on the site's eligibility for listing on the National Register of Historic Places, a Letter of Resolution has been entered into between ESD and the New York State Office of Parks, Recreation and Historic Preservation ensuring that the Project is a feasible and prudent plan to avoid or mitigate the adverse impact resulting from the potential future demolition of Thornton Hall.

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 Total Wrecking & Environmental, LLC for an amount not to exceed $3,682,686; and (3) take all related actions.

IX. Recommendation

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

Attachment

Resolution

August 27, 2014

NEW YORK STATE URBAN DEVELOPMENT CORPORATION – Authorization to Enter into a Contract for Abatement and Demolition Services relating to the former Episcopal Church Home in Buffalo; Determination of No Significant Effect on the Environment; and Authorization 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 Total Wrecking & Environmental, LLC to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with Total Wrecking & Environmental, LLC for a total contract amount not to exceed Three Million Six Hundred Eighty Two Thousand and Six Hundred and Eighty Six Dollars ($3,682,686) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that on the basis of the materials submitted to the Directors, the Corporation hereby determines that the proposed action will not have a significant effect on the environment, and be it further

RESOLVED, that the Chief Executive Officer, or other officer of the Corporation, or his or her 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 CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Procurement of Legal Services
REQUEST FOR:	Authorization to Enter Into a Contract with the Law Firm of Bryant Rabbino LLP to Provide Legal Services in Connection with Disposition of Portions of the Bronx Psychiatric Center and to Take Related Actions

---

I. CONTRACT SUMMARY

Counsel:	Bryant Rabbino LLP ("**Counsel**")
Scope of Services:	Counsel would provide legal services to the Corporation in connection with disposition of portions of the Bronx Psychiatric Center located at 1500 Waters Place in the Morris Park neighborhood of the Bronx, New York.
Contract Amount:	$300,000
Funding Source:	It is expected that the contract would be funded in its entirety from an imprest account to be funded by the potential project developer and to be maintained at and by ESD.

II. BACKGROUND

New York State is in the process of disposing of surplus State owned properties, including mental health facilities and correctional facilities. At the request of the Governor's Office, an ad hoc committee of agency heads and staff from the NYS Office of General Services, the Division of Budget, and Empire State Development ("**ESD**" or the "**Corporation**") have engaged in discussions focused on disposition of these large institutional properties. These deliberations verified that many of the facilities require creative approaches in order to transfer them from State ownership and to avoid the continued carrying costs and potential liabilities associated with depreciating properties. Some of the facilities can be sold in the private marketplace while others can be dedicated to economic development purposes consistent with ESD's mission and the needs of the surrounding community. In order to assist in ESD's

participation in these

dispositions, staff recommends the retention of real estate counsel. Among other projects, ESD currently is assisting in the potential disposition of portions of the Bronx Psychiatric Center (the "**BPC Work**").

III. COUNSEL SELECTION PROCESS

In April 2012, ESD staff advertised for legal counsel generally in the following areas: real estate and land use; environmental; construction; condemnation, bankruptcy; labor; taxation; bond financing; foreclosure and, in each case, related litigation. Sixty-six firms responded (including Counsel), the responses were evaluated, and in September 2012 the Directors approved a Pre-Qualified Counsel List. Counsel was pre-qualified in the areas of real estate and land use.

ESD staff solicited bids for legal services in connection with the BPC Work from four of the pre-qualified firms, including Counsel (which previously had been interviewed by ESD legal staff), three of the four responded, and, after review of the responses, General Counsel and a committee of three Senior Counsels recommends the retention of Counsel as legal counsel for the BPC Work based on: (a) knowledge and expertise of the firm; (b) rate proposal; and (c) the pre-qualification process and the prior interview. Counsel is a New York City firm with experience in real estate law and commercial real estate transactions. Counsel is a NYS-certified Minority Business Enterprise ("MBE").

IV. SCOPE OF WORK

Counsel would advise the Corporation in real estate and other related legal matters in connection with ESD's participation in the BPC Work, which may include but not be limited to drafting, negotiating, and finalizing the following types of documents: term sheets, cost agreements, transfer documents including leases, contracts of sale and restrictive declarations as necessary, and closing documents including title review.
Counsel also would assist ESD in complying with environmental regulations, and would be authorized to subcontract for environmental legal counsel and environmental consultants, as necessary, but only up to amounts included within the recommended overall $300,000 contract limit. Counsel also would coordinate documentation with other involved agencies.

V. CONTRACT PRICE AND FUNDING

The maximum amount of the contract shall be $300,000. Counsel would work at ESD standard rates, currently including $400 per hour for partners. As noted above, the source of funding will be an internal ESD Imprest Account funded by potential developer.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Section 163 and the Corporation's policy related thereto, staff has: (a) considered Counsel'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. Base on the foregoing, staff considers Counsel to be responsible.

VII. ENVIRONMENTAL REVIEW

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

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this contract. Counsel shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with this procurement, and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR Section 142.8) to achieve meaningful participation of MWBEs in relation to this procurement.

As noted above, Counsel is a NYS-certified MBE and may utilize its own certification status for the above MWBE participation requirements.

IX. REQUESTED ACTION

The Directors are asked to: (1) make a determination of responsibility with respect to Counsel; and (2) authorize the Corporation to retain Bryant Rabbino LLP as counsel to the Corporation for such legal services as are described in these materials for a maximum amount of $300,000. Compensation will be at rates not to exceed ESD limits.

X. RECOMMENDATION

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

XI. ATTACHMENT

Resolutions

August 27, 2014

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT - Authorization to Enter Into a Contract with the Law Firm of Bryant Rabbino LLP to Provide Legal Services in Connection with Disposition of Portions of the Bronx Psychiatric Center and to Take Related Actions

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RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the "Materials"), the Corporation hereby finds the law firm of Bryant Rabbino LLP ("Counsel") to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with Counsel in an amount not to exceed $300,000, for the purposes and services, and substantially on the terms and conditions, as set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer and his designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the
foregoing.

* * *

Empire State Development

FOR CONSIDERATION
August 27, 2014

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	Procurement of Legal Services
REQUEST FOR:	Authorization to Enter Into a Contract with the Law Firm of Schoeman Updike Kaufman Stern & Asher LLP to Provide Legal Services in Connection with Disposition of the Former Bayview Correctional Facility in Manhattan and to Take Related Actions

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I. CONTRACT SUMMARY

Counsel:	Schoeman Updike Kaufman Stern & Ascher LLP ("**Counsel**")
Scope of Services:	Counsel would provide legal services to the Corporation in connection with disposition of the former Bayview Correctional Facility located at 550 West 20th Street in Manhattan.
Contract Amount:	$300,000
Funding Source:	It is expected that the contract would be funded in its entirety from an imprest account to be funded by the potential project developer and to be maintained at and by ESD.

II. BACKGROUND

New York State is in the process of disposing of surplus State owned properties, including mental health facilities and correctional facilities. At the request of the Governor's Office, an ad hoc committee of agency heads and staff from the NYS Office of General Services, the Division of Budget, and Empire State Development ("**ESD**" or the "**Corporation**") have engaged in discussions focused on disposition of these large institutional properties. These deliberations verified that many of the facilities require creative approaches in order to transfer them from State ownership and to avoid the continued carrying costs and potential liabilities associated with depreciating properties. Some of the facilities can be sold in the private marketplace while others can be dedicated to economic development purposes consistent with ESD's mission and the needs of the surrounding community. In order to assist in ESD's

participation in these dispositions, staff recommends the retention of real estate counsel. Among other projects, ESD is currently assisting in the potential disposition of the former Bayview Correctional Facility in the Chelsea section of Manhattan (the "**Bayview Work**").

III. COUNSEL SELECTION PROCESS

In April 2012, ESD staff advertised for legal counsel generally in the following areas: real estate and land use; environmental; construction; condemnation, bankruptcy; labor; taxation; bond financing; foreclosure and, in each case, related litigation. Sixty-six firms responded (including Counsel), the responses were evaluated, and in September 2012 the Directors approved a Pre-Qualified Counsel List. Counsel was pre-qualified in the areas of real estate and land use and labor.

ESD staff solicited bids for legal services in connection with the Bayview Work from four of the pre-qualified firms, including Counsel (which previously had been interviewed by ESD legal staff), three of the four responded, and, after review of the responses, General Counsel and a committee of three Senior Counsels recommend retention of Counsel as legal counsel for the Bayview Work based on: (a) knowledge and expertise of the firm; (b) prior satisfactory work which the firm has performed for ESD; (c) rate proposal; and (d) the pre-qualification process and the prior interview. Counsel is a New York City firm with experience in real estate law and commercial real estate transactions. Counsel is a NYS-certified Women-owned Business Enterprise ("WBE").

IV. SCOPE OF WORK

Counsel would advise the Corporation in real estate and other related legal matters in connection with ESD's participation in the Bayview Work, which may include but not be limited to drafting, negotiating, and finalizing the following types of documents: term sheets, costs agreements, transfer documents including leases, contracts of sale and restrictive declarations as necessary, and closing documents including title review. Counsel also would assist ESD in complying with environmental regulations, and would be authorized to subcontract for environmental legal counsel and environmental consultants, as necessary, but only up to amounts included within the recommended overall $300,000 contract limit. Counsel also would coordinate documentation with other involved agencies.

V. CONTRACT TERM, PRICE AND FUNDING

The maximum amount of the contract shall be $300,000. Counsel would work at ESD standard rates, currently including $400 per hour for partners. As noted above, the source of funding will be an internal ESD Imprest Account funded by potential developer.

VI. RESPONSIBLE PARTY

Pursuant to State Finance Law Section 163 and the Corporation's policy related thereto, staff has: a) considered Counsel'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 Firm to be responsible.

VII. ENVIRONMENTAL REVIEW

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

VIII. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this contract. Counsel shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprises ("MWBEs") for any contractual opportunities generated in connection with this procurement, and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR Section 142.8) to achieve meaningful participation of MWBEs in relation to this procurement.

As noted above, Counsel is a NYS-certified WBE and may utilize its own certification status for the above MWBE participation requirements.

IX. REQUESTED ACTION

The Directors are asked to: (1) make a determination of responsibility with respect to Counsel; and (2) authorize the Corporation to retain Schoeman Updike Kaufman Stern & Ascher LLP as counsel for such legal services as are described in these materials for a maximum amount of $300,000. Compensation will be at rates not to exceed ESD limits.

X. RECOMMENDATION

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

XI. ATTACHMENT

Resolutions

August 27, 2014

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT - Authorization to Enter Into a Contract with the Law Firm of Schoeman Updike Kaufman Stern & Ascher LLP to Provide Legal Services in Connection with Disposition of the Former Bayview Kill Correctional Facility in Manhattan and to Take Related Actions

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RESOLVED, that in accordance with the materials presented to this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the "Materials"), the Corporation hereby finds the law firm of Schoeman Updike Kaufman Stern & Ascher LLP ("Counsel") to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with Counsel in an amount not to exceed $300,000, for the purposes and services, and substantially on the terms and conditions, as set forth in the Materials; and be it further

RESOLVED, that the President and Chief Executive Officer and his designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation to execute and deliver any and all documents and to take all such actions as may be necessary or appropriate to effectuate the foregoing.

* * *