

**UPSTATE EMPIRE STATE DEVELOPMENT CORPORATION**

at the offices of  
Empire State Development – Buffalo Regional office  
95 Perry Street – Suite 500  
Buffalo, New York 14203

Meeting of the Directors

Thursday

October 15, 2015 – 9:00 a.m.

**AGENDA**

**FOR CONSIDERATION**

**CORPORATE ACTION**

1. Approval of the Minutes of the September 17, 2015 Directors Meeting

**UPSTATE REGIONAL BLUEPRINT FUND**

**CAPITAL REGION**

2. Albany (Capital Region – Albany County) – Dewitt Clinton Hotel URB Capital - Upstate Regional Blueprint Fund – Business Investment (Capital Grant) – Findings and Determinations Pursuant to Sections 16-q 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; Waiver of Labor Peace Agreement

**DRAFT – SUBJECT TO REVIEW AND REVISION**

**UPSTATE EMPIRE STATE DEVELOPMENT CORPORATION**

Meeting of the Directors  
Held at the New York City Regional Office  
633 Third Avenue  
New York, New York 10017

and

Buffalo Regional Office  
95 Perry Street  
Buffalo, New York 14203

September 17, 2015

**MINUTES**

**In Attendance  
Directors:**

Howard A. Zemsky (Acting Chair)  
Hilda Rosario Escher  
Sam Hoyt

**Present for Upstate  
ESD:**

Steven Gawlik, Deputy General Counsel  
Eileen McEvoy, Secretary

**Present for ESD:**

Elizabeth Fine, Executive Vice President and General  
Counsel – Legal

**Also Present:**

Michael Ball, Deputy Director - Western New York  
Regional Office

The Press  
The Public

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The meeting of the Upstate Empire State Development Corporation, a wholly-owned subsidiary of the New York State Urban Development Corporation d/b/a Empire State Development (“ESD”), was called to order at 1:30 p.m. by Acting Chair Zemsky. It was noted for the record that notices to the public and news media of the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

First, Acting Chair Zemsky noted that the public is free to comment on any matters on the Agenda. 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 Zemsky 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. No conflicts were noted.

The Acting Chair then called for a motion to approve the Minutes of the July 30, 2014 Directors’ meeting. Upon motion duly made and seconded, the following resolution was unanimously adopted:

**APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE JULY 30, 2014 MEETING OF THE DIRECTORS OF THE CORPORATION FOR UPSTATE EMPIRE STATE DEVELOPMENT CORPORATION**

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**RESOLVED**, that the Minutes of the meeting of the Corporation held on July 30, 2014, as presented to this meeting, are hereby approved and all actions taken by the Directors present

**DRAFT – SUBJECT TO REVIEW AND REVISION**

at such meeting, as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

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The Acting Chair then asked Mr. Ball to present the Empire Genomics Upstate Regional Blueprint Fund loan item for the Directors' consideration.

Mr. Ball provided the relevant background information with regard to this request noting that the Directors were being asked to authorize the Corporation to make a \$400,000 Upstate Regional Blueprint Capital convertible loan to assist in the acquisition and installation of new machinery and equipment.

Among other things, Mr. Ball explained that Empire Genomics is a privately owned, comprehensive molecular diagnostics company, which was established in 2006 as a spinoff from research at Roswell Park Cancer Institute in Buffalo.

Since its inception, Mr. Ball noted, the Company has developed significant expertise in genome research and has acquired several national and international companies, which are all within the human genomic sequencing industry.

In 2009, Mr. Ball continued, the Company sought financial assistance through the Competitive Upstate Regional Blueprint Fund request for proposals to assist with facilitating a new corporate headquarters as it was outgrowing the space it utilized within Roswell Institute.

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Mr. Ball continued and explained that in 2010, it was awarded a \$400,000 convertible loan.

Mr. Ball further noted that the \$2.85 million project was completed earlier this year and is expected to retain eight existing jobs and create 31 new jobs by January 1, 2019. He added that the Company has already created 14 of those new jobs.

Mr. Ball further explained that the term of the convertible loan is five years at three percent unsecured.

Following the full presentation the Acting Chair called for questions or comments. Director Hoyt commented favorably with regard to the project.

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

Buffalo (Western New York Region – Erie County) – Empire Genomics URB Capital – Upstate Regional Blueprint Fund – Business Investment (Convertible Loan) – Findings and Determinations Pursuant to Sections 16-q 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 Upstate Empire State Development Corporation (the “Corporation”), relating to the Empire Genomics URB Capital – Upstate Regional Blueprint Fund – Business Investment (Convertible Loan) Project (the “Project”), the Corporation hereby

**DRAFT – SUBJECT TO REVIEW AND REVISION**

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 Empire Genomics, LLC a loan for a total amount not to exceed Four Hundred Thousand Dollars (\$400,000) from the Upstate Regional Blueprint 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 each of them hereby is, authorized to take such actions and make such modifications to the terms of the loan 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.

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**DRAFT – SUBJECT TO REVIEW AND REVISION**

There being no further business, the meeting was adjourned at 1:39 p.m.

Respectfully submitted,

Eileen McEvoy  
Corporate Secretary



FOR CONSIDERATION

October 15, 2015

**TO:** The Directors

**FROM:** Howard A. Zemsky

**SUBJECT:** Albany (Capital Region – Albany County) – Dewitt Clinton Hotel URB Capital – Upstate Regional Blueprint Fund – Business Investment (Capital Grant)

**REQUEST FOR:** Findings and Determinations Pursuant to Sections 16-q 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; Waiver of Labor Peace Agreement

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General Project Plan

I. Project Summary

**Grantee:** 144 Real Estate Properties, Inc. (the “Company” or the “Recipient”)

**Beneficiary  
Companies:** 144 State Hospitality LLC  
Wellington Restaurant LLC

**UESD\* Investment:** A grant of up to \$4,000,000 to be used for a portion of building acquisition costs

\* The Upstate Empire State Development Corporation (the “Corporation”), a subsidiary of the New York State Urban Development Corporation doing business as Empire State Development (“ESD”)

**Project Location:** 142 – 144 State Street, Albany, Albany County

**Proposed Project:** Acquisition and renovation of a historic building to establish a 204-room hotel with on-site amenities

**Project Type:** Acquisition, construction and renovation

Regional Council: The Capital Region Economic Development Council ("CREDC") has been made aware of this item. The Incentive Proposal was accepted in March 2013. The project involves funding awarded through the Upstate Regional Blueprint Program, which predates the Regional Council Initiative. The project is consistent with the Regional Plan in that it furthers the goal of bringing cities to life by investing in the restoration, rebuilding and revitalization of an urban core area. In 2013, the project was identified as a priority of the CREDC.

Employment: Initial employment at time of ESD Incentive Proposal: 0  
 Current employment level: 0  
 Minimum employment on January 1, 2016 75\*

\*New employees will be created by Project Beneficiary Companies 144 State Hospitality LLC and Wellington Restaurant LLC, and cannot be transferred from other NYS locations operated by the Project Beneficiary Companies, the Recipient, its owner, or any operating company formed by or associated with the Recipient or its owner(s)

II. Project Cost and Financing Sources

<u>Financing Uses</u>	<u>Amount</u>
Real Estate Acquisition	\$10,000,000
Construction/Renovation	29,000,000
Furniture, Fixtures and Equipment	4,000,000
Financing Costs	2,100,000
Other (developer, legal, etc.)	<u>1,500,000</u>
<b>Total Project Costs</b>	<b><u>\$46,600,000</u></b>

<u>Financing Sources</u>	<u>Amount</u>	<u>Percent</u>	<u>Rate/Term/Lien</u>
ESD-Grant	\$4,000,000	8.5%	
Berkshire Bank Loan	26,000,000	56%	4.5%/5yrs/1st mortgage on RE
National Grid Grant	250,000	.5%	
Company Equity	<u>16,350,000</u>	<u>35%</u>	
<b>Total Project Financing</b>	<b><u>\$46,600,000</u></b>	<b><u>100%</u></b>	

III. Project Description

A. Company

Industry: 144 Real Estate Properties, Inc. is a private corporation that was formed to acquire the historic Dewitt Clinton Hotel, located at 142 – 144 State

Street, and establish a full service Renaissance by Marriott Hotel ("Hotel").

- Company History:** 144 Real Estate Properties, Inc. was formed in 2013
- Ownership:** 144 Real Estate Properties, Inc. and the Project Beneficiary Companies are owned by Campus Associates VII LLC (80%) and DRL State Street LLC (20%). Campus Associates VII LLC is owned by Joseph Nicolla. DRL State Street LLC is owned by the Donald R. LedDuke Trust and Joseph Nicolla. Joseph Nicolla is the primary owner of Columbia Development Companies, a diversified real estate investment and development company specializing in community enhancing commercial, hospitality, retail, and residential properties throughout the Northeast. Over the past 25 years, Columbia Development Companies has financed, designed and built properties with a combined value in excess of \$1.5 billion.
- Size:** 144 Real Estate Properties Inc. was established to own the Dewitt Clinton Hotel property and has no employees. 144 State Hospitality LLC and Wellington Restaurant LLC were established to operate the renovated hotel and restaurant, respectively.
- Market:** The project establishes the Albany Renaissance, the first Renaissance by Marriott Hotel in the Capital Region. The Hotel would be the second luxury-style, full service hotel in downtown Albany.
- ESD Involvement:** The DeWitt Clinton Hotel was built in 1927 and is located on the corner of State and Eagle Streets across from the New York State Capital. Named after former New York Governor DeWitt Clinton, this 11-story, 190,000-square-foot historic building was one of the centerpieces of downtown Albany. With over 400 guest rooms, the hotel was frequented by business leaders, politicians and other distinguished guests, including John F. Kennedy and Elizabeth Taylor. Over time, however, lodging competition grew and by 1975, the hotel ceased operations. Over the years, the building was converted for various short-term uses, including subsidized housing, and by the early 2000's, the building was largely vacant and in disrepair. In 2013, the primary owner of 144 Real Estate Properties, Inc. expressed interest in acquiring and restoring the former landmark to its original grandeur. However the cost to do so, over \$45 million due to the building's size, deteriorated condition and historical significance, was prohibitive. ESD offered a \$4 million Upstate Regional Blueprint Capital grant to address the funding gap. The Company subsequently applied to Round 3 of the Consolidated Funding Application initiative for additional support when renovation work revealed more significant structural issues than originally anticipated. Although not awarded, the project was identified as a priority by the CREDC based on

the projected benefits anticipated.

**Competition:** The only other full service luxury hotel located in downtown Albany is the Hilton Albany.

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

**B. The Project**

**Completion:** October 2015

**Activity:** The project involved the acquisition of the historic DeWitt Clinton Hotel by 144 Real Estate Properties, Inc., and renovations by 144 State Street LLC (also owned Campus Associates VII LLC and DRL State Street LLC) establishing the Albany Renaissance, a 204-room, full service luxury hotel operating under the Marriott flag. Building renovations included the restoration of the lobby and ballroom, and construction of 204 guest rooms, a lounge, a full service restaurant and meeting rooms. The Hotel will be operated by 144 State Hospitality LLC and the restaurant will be operated by Wellington Restaurant LLC.

**Results:** Create 75 new jobs. The Company has already created 66 new jobs, with the remaining 9 to be created by January 1, 2016. The project would support increased demand for lodging in downtown Albany resulting from the nearby Albany Convention Center, currently under construction.

**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 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 \$3,199,913;
- Fiscal cost to NYS government is estimated at \$4,000,000;
- Project cost to NYS government per direct job is \$74,674;

- Project cost to NYS government per job (direct plus indirect ) is estimated at \$58,594;
- Ratio of project fiscal benefits to costs to NYS government is 0.80:1;
- Fiscal benefits to all governments (state and local) are estimated at \$5,380,108;
- Fiscal cost to all governments is \$4,000,000;
- All government cost per direct job is \$74,674;
- All government cost per total job is \$58,594;
- The fiscal benefit to cost ratio for all governments is 1.35:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at \$27,436,092, or \$401,899 per job (direct and indirect);
- The economic benefit to cost ratio is 6.86:1;
- Project construction cost is \$29,000,000, which is expected to generate 214 direct job years and 122 indirect job year of employment;
- For every permanent direct job generated by this project, an additional 0.28 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is one year.

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

Grantee Contact: Joseph R. Nicolla, Managing Member  
302 Washington Avenue Extension  
Albany, NY 12203  
Phone: (518) 862-9133

Beneficiary  
Companies Contact: Brandon L. Stabler  
302 Washington Avenue Extension  
Albany, NY 12203  
Phone: (518) 862-9133 Ext. 4520

ESD Project No.: W938

Project Team:	Origination	Arnie Will
	Project Management	Linda Dillon
	Legal	Maria Cassidy
	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 \$4,000,000 capital grant (\$40,000) 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. Joseph R. Nicolla will guarantee the grant repayment obligation of 144 Real Estate Properties, Inc. in the event of an Employment Shortfall by 144 State Hospitality LLC or Wellington Restaurant LLC, or other default, as defined in these materials or the Grant Disbursement Agreement. The guarantor has provided evidence to ESD of net worth in excess of the grant amount.
3. The Company will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after August 5, 2013. 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 Project Beneficiary Companies' payrolls 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 the Project Beneficiary Companies to other employees with comparable rank and duties; or (b) two part-time, permanent, private-sector employees on Project Beneficiary Companies' payrolls, 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 the Project Beneficiary Companies to other employees with comparable rank and duties.
5. Up to \$4,000,000 will be disbursed to Grantee upon documentation of project costs totaling \$45,000,000, including \$10,000,000 in building acquisition costs by the Grantee, and \$35,000,000 in construction, renovation and furniture, fixtures and equipment costs by 144 State Street LLC., as evidenced by a certificate of occupancy and documentation of the employment of at least 75 Full-time Permanent Employees at the Project Location, 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 11, 2013, to be considered eligible project costs. All disbursements must be requested by June 1, 2016.
6. ESD may reallocate the project funds to another form of assistance, at an amount no

greater than \$4,000,000, 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	0
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A	B
Reporting Date	Employment Goals
February 1, 2017	0 + X
February 1, 2018	0 + X
February 1, 2019	0 + X
February 1, 2020	0 + X
February 1, 2021	0 + X

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=75, and Employment Goals shall equal  $[0 + X = 75]$  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.

#### D. Labor Peace

Public Authorities Law Section 2879-b prohibits public authorities from providing financing for any project that includes, as one of the principal functions, a hotel with more than fifteen employees unless a labor peace agreement ("LPA") is entered into with a labor organization representing hotel or convention center employees in the State, for a period of at least five years. An LPA is an agreement between the project developer (or its contractors) and a labor organization prohibiting the labor organization and its members from engaging in labor activities that disrupt the hotel's operations.

The statute also provides that the LPA requirement can be waived if the authority determines that the project would not be able to go forward with an LPA or the costs of the project to the authority would be substantially increased by such a requirement. The Grantee has requested a waiver from the LPA requirement because the increased costs associated with an LPA would make the project infeasible.

Review of the developer's operations and financial statements indicates that the effect of an LPA on the project would be a debt service coverage ratio average over 10-years below 1.0 (lenders typically require a projected ratio of at least 1.3). The LPA would also translate to a projected decline of the hotel's net operating income of \$12.9 million over the 10-year period, and a projected yield capitalization (or discounted cash flow) below the terminal cap yield consistent with hotel investor expectations.

The Grantee has advised ESD that, absent a waiver, the project will not proceed. Staff has reviewed the developer's financial analysis and operating proformas and agrees that the project would be rendered infeasible if an LPA were to be required due to the increased costs associated with its implementation. Staff, therefore, recommends that ESD waive the LPA requirement for this project.

#### IV. Statutory Basis

This project is authorized under Section 16-q of the New York State Urban Development Corporation Act (the "Act") and satisfies the eligibility criteria in the Act and the rules and regulations for the Upstate Regional Blueprint Fund Program. No residential relocation is required as there are no families or individuals residing on the site.

#### V. Environmental Review

The City of Albany Planning Board, 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 October 17, 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.

Due to the building's inclusion on the New York State and National Registers of Historic Places, ESD has confirmed that the project sponsor consulted with the New York State Office of Parks, Recreation and Historic Preservation pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law ("Section 14.09"). The project is in compliance with the requirements of Section 14.09.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination & Contractor and Supplier Diversity policy will apply to the Project. The Company 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 goal of 23%, 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  
Benefit-Cost Analysis  
Project Photographs

October 15, 2015

Albany (Capital Region – Albany County) – Dewitt Clinton Hotel URB Capital – Upstate Regional Blueprint Fund Capital – Business Investment (Capital Grant) - Findings and Determinations Pursuant to Sections 16-q 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 Upstate Empire State Development Corporation (the "Corporation"), relating to the Dewitt Clinton Hotel URB Capital -- Upstate Regional Blueprint 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, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to 144 Real Estate Properties, Inc. a grant for a total amount not to exceed Four Million Dollars (\$4,000,000) from the Upstate Regional Blueprint 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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October 15, 2015

Albany (Capital Region – Albany County) – Dewitt Clinton Hotel URB Capital – Upstate  
Regional Blueprint Fund Capital – Business Investment (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 Dewitt Clinton Hotel URB Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

\* \* \*

October 15, 2015

Albany (Capital Region – Albany County) – Dewitt Clinton Hotel URB Capital – Upstate  
Regional Blueprint Fund Capital – Business Investment (Capital Grant) - Waiver of Labor  
Peace Agreement

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RESOLVED, that on the basis of the materials presented at this meeting, the Corporation hereby finds, pursuant to New York State Public Authorities Law Section 2879-b, that the project would not be able to go forward if a labor peace agreement were required and hereby waives such requirement in connection with the project.

\* \* \*

**Dewitt Clinton Hotel URB Capital**  
 Albany  
 Albany County



