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

AGENDA

Meeting of the Directors
Thursday
October 18, 2012 – 10:30 a.m.

PROPOSED AGENDA

FOR CONSIDERATION

I. CORPORATE ACTION

A. Approval of Minutes of the September 18, 2012 and September 20, 2012 Directors' Meetings (Corporate Action)

II. DISCRETIONARY PROJECTS

WESTERN NEW YORK REGION

A. Tonawanda (Western New York Region – Erie County) – GM 2L & 2.5L Engines Training – Empire State Economic Development Fund - Competitiveness Improvement Services Program (Training 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

STATEWIDE - RESTORE NEW YORK COMMUNITIES ****Tabled****

B. Statewide – Restore New York Communities – Capital Grants – 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

A. City of Buffalo – Commercial and Mixed-Use Urban Center – PUSH (Erie County) - $320,000

III. REGIONAL COUNCIL AWARDS – ROUND I

MOHAWK VALLEY REGION

A. Regional Council Award – Priority Project – Milford (Mohawk Valley Region – Otsego County) – Milford CSD CORE Initiative Working Capital - Economic Development Purposes Fund – (Working Capital Grant) - Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make a Grant and to Take Related Actions

IV. NON-DISCRETIONARY PROJECTS

A. Non-Discretionary Projects – Civic Project Findings and Determinations Pursuant to Section 10(d) and 10(g) of the Act; Authorization to Adopt the Proposed General Project Plans; Authorization to Make Grants and to Take Related Actions; Determination of No Significant Effect on the Environment

New York State Economic Development Program (Executive)

A. Library at the Galleries Upstate City-by-City Capital (Onondaga County) - $2,500,000

New York State Economic Development Assistance Program (Senate)

B. Wastewater Treatment Plant Capital – Village of Canajoharie (Montgomery County) - $650,000

C. Three Rivers Development Foundation – War Memorial Library Restoration Capital (Steuben County) - $100,000

V. HOUSING PORTFOLIO

A. City of Rochester (Monroe County) - Southeast Towers Residential Project (UDC Loan No. 63) – Authorization to (i) Make a Section 32 Mortgage Advance and (ii) Take All Related Actions

B. Pinnacle View Apartments, Rochester, New York (Monroe County) – Clinton Avenue Paul Place Houses, Inc. (UDC Loan No. 97) – Authorization to (i) Accept a Partial Prepayment of Cash, Subordinate and Consent to Borrower Assignment of the Balance of the Outstanding Indebtedness and (ii) Take All Related Actions

VI. ADMINISTRATIVE ACTION

A. Workout Committee and Procurement of Creditors' Rights/Foreclosure Counsel – Authorization of Workout Committee and Authorization to Enter into a Contract for Legal Services with the Law Firms of: Gonzalez Saggio & Harlan LLP, Mentor Rudin & Trivelpiece PC and Donald J. Tobias and to Take Related Actions

VII. INFORMATION

A. Quarterly Report on Procurement Commitments to Certified Minority and Women Business Enterprises (MWBEs) – First Quarter of Fiscal Year 2012-2013

B. Annual Report on Jobs Created and Retained on ESD Grant and Loan Programs and Status Report on UDC Loan Portfolio

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

Buffalo Regional Office
95 Perry Street, Suite 500
Buffalo, New York 14203

September 18, 2012

MINUTES

In Attendance

Directors:	Kenneth Adams (Acting Chair) Derrick Cephas Paul Ciminelli Anthony Albanese – Designee for Superintendent – Department of Financial Services
ESD Officers:	Maria Cassidy, Deputy General Counsel Justin Ginsburgh – Chief of Staff Robert Godley, Treasurer Eileen McEvoy, Corporate Secretary Kathleen Mize, Deputy CFO and Controller Frances A. Walton, Chief Financial and Administrative Office
Also Present:	Sam Hoyt, Regional President – Western New York 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 1:19 p.m. by Acting Chair Adams. 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 Adams set forth the guidelines regarding comments by the public on matters on the Agenda.

Acting Chair Adams then noted that there was one item for consideration today and that item was a housekeeping item.

Acting Chair Adams then asked the Directors to approve the appointment of Robert Dyson to ESD's Bond Finance Committee in accordance with the materials previously provided to the Directors.

The Acting Chair then noted that because of travel and weather conditions, Mr. Dyson was unable to attend the meeting.

The Acting Chair then 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 – Appointment of Director to the Bond Financing Committee

---

BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is ordered filed with the records of the Corporation, the following individual is hereby appointed to the Bond Financing Committee of the Corporation, in addition to Mr. Kenneth Adams, Mr. Benjamin Lawsky and Mr. Derrick Cephas, effective immediately and until his resignation or removal as Director of the Corporation.

- Robert Dyson

* * *

There being no further business, the meeting was adjourned at 1:22 p.m.

Respectfully submitted,

Eileen McEvoy
Corporate Secretary

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

Buffalo Regional Office
95 Perry Street, Suite 500
Buffalo, New York 14203

September 20, 2012

MINUTES

In Attendance

Directors:
Derrick Cephas (Acting Chair)
Paul Ciminelli
Joyce Miller
Anthony Albanese – Designee for Superintendent – Department of Financial Services

Present for ESD:
Maria Cassidy, Deputy General Counsel
Steve Cohen, Deputy Commissioner and Senior Vice President – Community Economic Development
Justin Ginsburgh – Chief of Staff
Rhoda Glickman, Senior Vice President - Business Services
Robert Godley, Treasurer
Sheri Lippowitsch, Vice President – Loans and Grants
Eileen McEvoy, Corporate Secretary
Kathleen Mize, Deputy CFO and Controller
Don Quinn, Manager – Technical Services
Susan Shaffer, Vice President – Loans and Grants
Frances A. Walton, Chief Financial and Administrative Officer

Also Present:
(via telephone)

Robin Albaugh, Senior Project Manager - Southern Tier Regional Office
James Fayle, Director – Central New York Regional Office
Kevin Hurley, Economic Development Program Administrator Finger Lakes Region
Ed Muszynski, Area Director - Finger Lakes Regional Office
Aimee Vargas, Director – Mid-Hudson Regional Office
David J. Wright, Assistant Commissioner, Albany
Kevin Younis, Deputy Commissioner and Senior Vice President - Government

Also Present:

Timothy Gilchrist, President – Moynihan Station Development Corporation
Michael Evans, Vice President - Moynihan Station Development Corporation
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 9:35 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.

Acting Chair Cephas then asked the Directors to approve the Minutes of the August 16, 2012 Directors' meeting. There being no changes or corrections, upon motion duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE AUGUST 16, 2012 MEETING OF THE DIRECTORS OF THE NEW YORK STATE URBAN DEVELOPMENT CORPORATION

RESOLVED, that the Minutes of the meeting of the Corporation held on August 16, 2012, as presented to this meeting, are hereby approved and all actions taken by the Directors presented at such meeting as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

* * *

The Acting Chair then asked Ms. Lippowitsch to present a summary of the Discretionary Project items on the Agenda. Acting Chair Cephas explained that following this brief presentation, he would call upon the individual Regional Directors or their representatives to present the projects from their region.

Ms. Lippowitsch noted that the Directors will be asked to approve seven discretionary projects in total. Ms. Lippowitsch explained that there are four Economic Development Fund Grants totaling $1,000,360; one Urban and Community Development Program grant for $100,000; and one grant from the Restore New York Communities Program for $1.2 million.

In addition, Ms. Lippowitsch noted that there is a Regional Council Award Project this month totaling $1,000,000.

Ms. Lippowitsch added that these seven projects will leverage over $19 million of additional investments and will assist in retaining 1,142 jobs and in creating approximately 182

jobs in New York State.

Following Ms. Lippowitsch's full summary, the Acting Chair asked Ms. Orsi to present the Praxair EDF Project for the Directors' consideration.

Ms. Orsi explained that the Directors are being asked to authorize ESD to make a $1,000,000 grant to Praxair, Inc. to be used to assist the Company with the costs associated with software development.

Ms. Orsi explained that the Company is headquartered in Danbury Connecticut, but has a very large facility in Western New York where they employ over 1,000 people doing research development and a number of other administrative and back office functions.

Ms. Orsi further explained that in 2009, the Company approached ESD for assistance in redeveloping its aging logistics systems, including the consolidation of three existing logistics centers in Canada, Mexico and the U.S into one location. She added that New York was competing against the other locations. This $1 million grant, Ms. Orsi continued, induced the Company to choose the Tonawanda facility to make their hub of logistics worldwide.

Ms. Orsi then stated that as a result of ESD's grant, the Company will retain 700 existing jobs.

Following the full presentation, Acting Chair Cephas called for any questions or comments. Director Miller asked if the consolidation of the back office operations meant that although the Company will be bringing employees to this site, there are possibly other places in New York State that will be losing jobs because of this consolidation.

Ms. Orsi stated that the project has to do with retaining existing jobs and that the Company will not be adding any direct jobs. She added that if the Company had not chosen the Tonawanda location, New York State would have lost some of the jobs.

Director Miller then asked if it was correct that the Company was not closing down any operations in order to consolidate. Ms. Orsi stated that that was correct as far as New York State was concerned.

Director Miller then noted that the materials state that the current employment level is 1,134 people and that the minimum employment through 2017 is going to be 700. In that regard, Director Miller asked if 700 is the number they expect to have or if that is a minimum number that was utilized.

Ms. Orsi stated that the actual current number is 1,100 employees and that it is not expected that they will reduce those numbers.

There being no further questions or comments, upon motion duly made and seconded,

the following resolution was unanimously adopted:

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

---

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

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

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

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

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Praxair, Inc. a grant for a total amount not to exceed One Million dollars ($1,000,000) from the Empire State Economic Development Fund, for the purposes, and substantially on the

terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

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

* * *

Next, Mr. Fayle asked the Directors to authorize ESD to make a $160,000 grant to Raymour Furniture Company, Inc. to be used for a portion of the cost of renovations and the purchase and installation of furniture fixtures and equipment for a new customer contact center.

Mr. Fayle explained that the total project cost is $1,292,942 and that the project will lead to the employment of 60 people in the New Liverpool, New York location.

Mr. Fayle went on to explain that the main purpose of this project was to consolidate its customer contact and the Company was looking at various locations throughout their network in the Northeast. ESD's assistance, Mr. Fayle continued, incentivised the Company to make the

investment in the Central New York region. Mr. Fayle added that the Company has over 2,000 employees in New York State and that they are the largest furniture retailer in the Northeast.

Following Mr. Fayle's full presentation, the Acting Chair called for questions or comments. Director Miller asked if any jobs will be moved from elsewhere in the State to this facility as a result of this consolidation.

Mr. Fayle explained that the Company's previous operations involved small pockets of employees in different distribution facilities throughout the whole Northeast and that they were looking to consolidate in one location. Much the same as the previous project, Mr. Fayle continued, if the Company did not make its investment here, they would have made an investment outside of New York State.

Mr. Fayle added that the Company has indicated that it has not lost any employees in any of their other New York locations, either they moved the employees here or they are working elsewhere within the operation.

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

> Liverpool (Central New York Region – Onondaga County) – Raymour & Flanigan Furniture Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Findings and Determinations Pursuant to Sections 16-m and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

---

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

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

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

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

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Raymours Furniture Company, Inc. d/b/a Raymour & Flanigan Furniture a grant for a total amount not to exceed One Hundred Sixty Thousand Dollars ($160,000) 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.

* * *

Mr. Hurley then asked the Directors to authorize ESD to make a $150,000 grant to Closing USA, Inc. located in the Town of Gates in Monroe County.

Mr. Hurley explained that the funds will be used for a portion of the costs of renovations and the purchase of machinery and equipment.

Mr. Hurley went on to explain that Closing USA is a national title and escrow company which primarily provides real estate transaction services to mortgage lenders.

Mr. Hurley further explained that Closing USA is currently licensed in 35 states with other applications in process. Over the next five years, Mr. Hurley continued, the Company is expecting significant growth and new business opportunities as a result of its certification as a minority-owned business.

In addition, Mr. Hurley explained, the Company plans on bringing in-house functions

that are currently outsourced.

Mr. Hurley added that because 70 percent of its business comes from outside New York State, the Company considered relocating its New York State operations to a site in California next to its largest customer, lendingtree.com.

As a result of ESD's assistance, Closing USA's investment will retain 66 current employees and create 100 new jobs over the next three years.

Following Mr. Hurley's presentation, Director Ciminelli asked what kind of equipment was involved and Mr. Hurley stated that it was basic office equipment.

Directors Ciminelli and Miller stated that that seemed like a substantial sum for that kind of equipment. Director Miller asked if it involved the modernization of the facility and upgrading of equipment.

Mr. Hurley stated that the Company was coming to the end of its lease in this particular building and was running out of space. The Company, he continued, is therefore moving into a larger space. He added that while they are not upgrading, he is certain that the computers and other such equipment represents the latest models.

Director Albanese asked if ESD was provided with an itemization of the equipment.

Ms. Shaffer stated that when these projects come to ESD for disbursement of funds, the itemized list is reviewed by a CPA. ESD, she continued, reviews receipts and invoices for everything that it purchases.

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

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

---

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Closing USA Capital - Empire State Economic Development Fund - General Development Financing (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 Closing USA LLC a grant for a total amount not to exceed One Hundred Fifty Thousand Dollars ($150,000) 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.

* * *

Ms. Lippowitsch then presented the September Discretionary Project Consent Calendar for the Directors' consideration.

Ms. Lippowitsch explained that there were two projects for consideration and she provided a brief synopsis of that project.

Ms. Lippowitsch explained that the first request was for authorization to make a

$50,000 grant to ComTec Solutions of New York. She explained that the Company assists businesses with management and enterprise resource planning and has been operating out of multiple locations in the Rochester area.

Ms. Lippowitsch went on to explain that the Company considered relocating to Connecticut but instead consolidated its operations in Monroe County.

Ms. Lippowitsch added that the project is complete and that the Company invested more than $500,000 in the project. Ms. Lippowitsch further explained that the Company will retain 12 jobs and create 21 jobs. Eleven of those jobs, she added, have already been created.

Ms. Lippowitsch then explained that the second request involves a $100,000 grant to the DUMBO Improvement District for working capital costs related to the Brooklyn Tech Triangle Master Plan Study. Ms. Lippowitsch explained that the Brooklyn Tech Triangle generally consists of the neighborhoods of DUMBO, Downtown Brooklyn and the Brooklyn Navy Yard.

This study, she explained, will recommend specific actions stakeholders can implement or advocate that will help further the technology sector in these neighborhoods.

Ms. Lippowitsch further explained that the study began last month and will be completed in January. The total project costs, she added, are $325,000.

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:

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

---

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

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

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

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

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s), that no substantive negative testimony or comment has been received at the public hearings held on the Plan, such Plan shall be effective at the conclusion of

such hearings, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the Empire State Economic Development Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

Empire State Economic Development Fund

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
	General Development Financing Projects			
A.	ComTec Solutions Capital	W782	ComTec Solutions of NY, LLC	$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.

* * *

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

---

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is

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

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

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

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

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

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
	Urban and Community Technical Assistance			
B.	DUMBO Improvement District Working Capital	X946	DUMBO Improvement District	$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.

* * *

Ms. Lippowitsch then presented the Restore New York Consent Calendar for the

Directors' consideration.

Ms. Lippowitsch noted that the one project on the calendar involves a $1,200,000 grant to the City of Jamestown to be used for a portion of the cost of rehabilitating vacant property to revitalize a neighborhood as part of the City's overall redevelopment plan.

Ms. Lippowitsch noted that the project was completed in June 2012 at a total cost of more than $7.6 million.

Ms. Lippowitsch then noted that the renovated 52,000 square foot mixed-use building contains 44 market rate apartments and over 6,000 square feet of ground floor commercial space.

Ms. Lippowitsch added that 12 of the apartments have been rented and 3,300 square feet of commercial space have been leased and negotiations are under way to lease an additional 1,500 square feet of commercial space.

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:

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

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

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

appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

Restore NY Communities – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
	Restore NY Communities Projects			
A.	Jamestown – RESTORE II – Renaissance	W092	City of Jamestown	$1,200,000
			TOTAL	**$1,200,000**

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.

* * *

Mr. Cohen then asked the Directors, to among other things, authorize ESD to select and enter into a contract with two additional Investment Fund Awardees and to increase the amount of one previously approved fund under the Innovate NY Fund Program.

Mr. Cohen provided the background information with regard to this request. Specifically, Mr. Cohen stated that the item relates to an additional investment and reallocation from other SSBCI funds of $10,000,000 to support three investment entities as follows: adding $1.5 million to the previously approved $2.5 million for Excel Partners; an investment of $4.5

million in Ff Asset Management; and $4 million to New York City Investment Fund.

Following the full presentation, the Acting Chair called for questions or comments. Director Ciminelli asked if, as these companies evolve and grow, there is some type of mandates or requirements that ensure that they expand in New York State.

Mr. Cohen explained that every fund will have to propose a provision where they commit their intention to stay in New York as well as some sort of remedy in case they move out of the State.

Citing FF Asset Management which is a for-profit fund, Director Miller asked if the State or the federal government will benefit from the upside of those investments. Mr. Cohen stated that the State participates like other limited partners and will receive upsides.

Director Miller then asked if these funds coordinate their activities with the economic development priorities of the areas in which they are located and Mr. Cohen stated that they did in fact coordinate their efforts.

Mr. Cohen added that it is, in part, the State's responsibility to work with these funds to make them aware of the priorities of the regions and to connect them with some of the projects that might be appropriate to them. He added that the State, however, does not make those investment decisions.

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

Statewide - Innovate NY Fund program: Authorization to Enter into Contracts with Two Additional Investment Funds and to Increase the Award of an Already Approved Investment Fund; Authorization to Disburse Funds; and Authorization 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 (the "Materials), relating to the Innovate NY Fund Program (the "Fund"), the Corporation is authorized to enter into investor agreements and related documentation with the investment entities named in the Materials and provide them funding, not to exceed in aggregate $10,000,000 funded by Innovate NY program funds; and be it further

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

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

* * *

Next, Mr. Cohen asked the Directors to authorize ESD to enter into agreements for Innovate NY Fund Program funding, to disburse funds and to take related actions. Part of this request, he added, involves an investment of $10 million from Goldman Sachs.

Mr. Cohen explained the proposed transaction in great detail noting, in part, that ESD will form a limited partnership with Goldman Sachs and then that entity will make the investments directly in the eight investment entities that were previously approved, including those that were just approved.

Mr. Cohen noted that the resolution was drafted prior to the previous approvals and will be changed for the record to read – a maximum of $35 million.

Following the full presentation of the specifics of this request, the Acting Chair called for questions or comments. Director Miller inquired as to the G.P. on this agreement and Mr. Cohen stated that ESD is entering a limited partnership agreement with Goldman Sachs that will be run independently, from an administrative point of view, by Community Development Venture Capital Alliance. That entity, he added, will handle the actual distribution of funds and the mechanics of it. A limited discussion ensued regarding the structure of this limited partnership.

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

Statewide - Innovate NY Fund Program - Authorization to Enter into Agreements for Program Funding; Authorization to Disburse Funds; and Authorization 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 (the "Materials), relating to the Innovate NY Fund program (the "Program"), the Corporation is authorized to enter into agreements and related documentation with the entities named in the Materials in order to provide Program funding in accordance with the Materials; and be it further

RESOLVED that the disbursement of Program funding shall not to exceed in aggregate $25,000,000; 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, to take such actions and make such modifications to the terms for such agreements and documentation as he or she may deem necessary or appropriate; and be it further

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

* * *

Acting Chair Cephas then asked Mr. Alpaugh to present the one Regional Council Award item on the Agenda.

Mr. Alpaugh asked the Directors to authorize ESD to make a $1,000,000 grant to the Southern Tier Regional Economic Development Corporation to fund a regional low-interest loan and grant fund program to revitalize downtown, rural and neighborhood center.

Mr. Alpaugh explained that GRE is an organization with a first of a kind program in New York State called the Regional Internal Harvesting and Economic Gardening Program which will

provide free assistance to companies that are poised for expansion.

Following Mr. Alpaugh's full presentation, the Acting Chair called for questions or comments. Director Ciminelli asked if there will be a co-investment part on the private side and Mr. Alpaugh stated that there would be such private co-investment.

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

Regional Council Award - Priority Project - Southern Tier Region – Southern Tier Regional Economic Development Corporation - Community Revitalization 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

---

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 Southern Tier Regional Economic Development Corporation - Community Revitalization 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.

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 Regional Economic Development Corporation 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.

* * *

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

Ms. Lippowitsch noted that the Directors were being asked to approve two projects totaling $100,000 in assistance authorized or re-appropriated in the fiscal year 2012-2013 New York State Budget.

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

Ms. Lippowitsch then briefly outlined the specifics of the requested actions.

Ms. Lippowitsch noted that the first project, an Executive-Sponsored item, involves a $612,000 grant to the Syracuse IDA for a portion of the cost of demolition, construction and renovation at the site of the former Tompkins Fabric Building in the Franklin Square neighborhood of Syracuse. Ms. Lippowitsch explained that this was the final reallocation of a $2 million grant that the Directors approved back in 2008 for a project that did not go forward. This request, she added does not involve the authorization of new funding.

Ms. Lippowitsch went on to note that the second request, a Senate-sponsored item, involves a $100,000 grant to the Washington County Board of Supervisors for an infrastructure project and broadband expansion in the Towns of Cambridge, Fort Ann, Kingsbury and Argyle.

Ms. Lippowitsch further noted that the two projects presented for consideration today will be funded via available bond proceeds.

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

Empire Opportunity Fund – Land Use Improvement Findings and Determinations Pursuant to Sections 10 (c) and 10 (g) of the Act; Authorization to Adopt the General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

---

RESOLVED, that the Corporation does hereby adopt, subject to the requirements of

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

Land Use Improvement Project

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

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

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

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

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

and be it further

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

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

RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s)

be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

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

Empire Opportunity Fund – Executive - Project Summary Table

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
A	SIDA – 460 North Franklin Street – Upstate City-by-City EOF Capital	X754	Syracuse Industrial Development Agency	0[1]
	1 – a $2 million grant was approved for this grantee by the ESD Directors on April 17, 2008, but that project did not move forward. The subject request is to reallocate the final $612,500 of the original $2 million grant, and does not involve new funding.			
			TOTAL	**$0**

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

* * *

New York State Economic Development 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 New York State Economic Development 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, are hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the New York State Economic Development 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

New York State Economic Development Assistance Program - Senate - Project Summary Table

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
B	Washington County Board of Supervisors – Infrastructure Improvements Capital	W559	Washington County Board of Supervisors	100,000
			TOTAL	**$100,000**

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

* * *

Mr. Evans asked the Directors to authorize ESD to grant easements with respect to portions of the James A. Farley Post Office Building and Annex.

Mr. Evans provided a brief outline of the current status of the project. He then provided the relevant information regarding this request.

Following the full presentation, the Acting Chair called for questions or comments. Director Miller spoke positively with regard to the tour of the project site provided by the Moynihan Station Development Corporation. She recommended that the other Directors avail themselves of this tour.

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

> New York (New York County) – Moynihan Station Civic and Land Use Improvement Project – Authorization to Grant Easements with Respect to the Portions of the James A. Farley Post Office Building and Annex that Will Become Part of the Expanded West End Concourse at the Completion of Phase 1 of the Moynihan Station Project; and Authorization to Take Related Actions

---

RESOLVED, that on the basis of the materials (the "Materials") presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Moynihan Station Civic and Land Use Improvement Project (the "Project"), the Corporation is hereby authorized to grant the easements with respect to the James A. Farley Post Office Building and Annex 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; and be it further

RESOLVED, that the President or his designee(s) be, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the easements as he or she may deem necessary or appropriate in connection with the furtherance of the Project; and be it further

RESOLVED, that the President 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. Vargas then asked the Directors to authorize ESD to extend the period to designate 216 acres of land in the Town of Orangetown for public and municipal use for another five years. Ms. Vargas provided the relevant details regarding this request.

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

Town of Orangetown (Rockland County) –Authorization to Extend Period to Designate 216 Acres of Land in the Town of Orangetown for Public and Municipal Use by Five Years

---

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds, pursuant to Section 5 of the New York State Urban Development Corporation Act of 1968, as amended, that it is necessary and convenient for the Corporation to extend period to designate 216 acres of land in the Town of Orangetown for public and municipal use by five years; and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or other proper Officer(s) of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation to take such actions and make such modifications, execute and deliver and affix the seal of the Corporation to all such agreements, contracts, deeds,

certificates and instruments and to take any such action as he may, in his sole discretion, consider to be necessary or proper to effectuate the extension by five years of the period to designate the 216 acres of land for public and municipal use; and be it further

RESOLVED, that the President and Chief Operating Officer of the Corporation or other proper Officer(s) of the Corporation be, and each of them hereby is, authorized to extend by five years of the period to designate the 216 acres of land for public and municipal use on such terms and conditions as may be deeded reasonable and satisfactory by the President and Chief Operating Officer or other proper Officer(s); and be it further

RESOLVED, that the President and Chief Executive Officer of the Corporation or other proper officer(s) of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation to take such actions and make such modifications, execute and deliver and affix the seal of the Corporation to all such agreements, contracts, deeds, certificates and instruments and to take any such action as he may, in his sole discretion, consider to be necessary or proper to effectuate the extension of the designation period.

* * *

Ms. Cassidy then asked the Directors to approve a new slate of pre-qualified counsel to render services to the Corporation in various areas of specialty within the law.

Ms. Cassidy noted that the purpose of this list is to make available to the Corporation, law firms that have gone through a competitive solicitation process so when the need arises for outside counsel, a firm can be selected from the list without the need to conduct an individual solicitation each time.

Ms. Cassidy provided an outline of the process involved in making these selections.

Following Ms. Cassidy's 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– Approval of Pre-Qualified Counsel

---

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 law firms, listed in Attachment A be and each hereby is, approved as pre-qualified counsel in the various areas of expertise (and, in each case, related litigation), and in such other areas as the General Counsel or, in the General Counsel's absence, the Deputy General Counsel, may in his or her sole discretion may deem appropriate or advisable in connection with any particular project or matter, such approval to remain in effect until the meeting of the Directors first occurring after September 20, 2015 or, in the discretion of the General Counsel or, in the General Counsel's absence, the Deputy General Counsel, until the meeting of the Directors first occurring after September 20, 2016.

* * *

Next, Ms. Jackson asked the Directors to authorize ESD to amend its agreement with the law firm of Sive Paget and Reisel, PC for environmental legal services in connection with the Victoria Theatre Redevelopment Project.

Ms. Jackson provided the relevant background information with regard to this request noting, in part, that the firm is on the current list of pre-qualified counsel, that the extension requested runs through December 31, 2013 and the contract will increase from $250,000 to $350,000.

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:

EMPIRE STATE DEVELOPMENT – Authorization to Amend the Agreement for Legal Services with Sive Paget & Reisel PC (the "Firm")and Authorization to Take Related Actions

---

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

RESOLVED, that the Corporation is hereby authorized to enter into an amendment to the agreement with Sive Paget & Reisel PC (the "Firm") to extend the tentative completion or expiration date to December 31, 2013 and to increase the contract value by one hundred thousand dollars ($100,000), for a new total contract amount not to exceed three hundred and fifty thousand dollars ($350,000), all on the terms and conditions set forth in the Materials, with such amendments and modifications as the President, or his designee(s) shall deem necessary and appropriate;

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

* * *

Mr. Gawlik then asked the Directors to authorize ESD to acquire and dispose of real property to the Fulton County IDA in connection with the proposed disposition for the Tryon Boys and Girls Center.

Mr. Gawlik explained that in the Spring of last year, a number of correctional and youth facilities were closed throughout the State. At the request of the Governor's office, he continued, a committee of agency heads has been meeting bi-weekly to work on the disposition of these large institutional facilities.

Mr. Gawlik added that since its closing, local officials have worked hard on a plan to develop this site and have requested that the property be transferred to the Fulton County IDA for nominal consideration to allow for the creation of the Tyron Technology Park and Incubator Center.

Mr. Gawlik added that while the transfer will be for no consideration, it is anticipated that it will bring significant economic benefit to the State including the creation of jobs and increased tax revenue.

Director Miller expressed her enthusiasm for projects such as this one and then asked if the development of the new facility is going to involve an expenditure of State funds.

Mr. Younis stated that there is a $2 million grant that was awarded through the CFA process in December of last year.

Ms. Shaffer stated that that grant will be presented to the Directors for their approval at a later date.

Following the full presentation, the Acting Chair called for questions or comments. There being no further questions or comments, and upon motion duly made and seconded, the following resolution was unanimously adopted:

Towns of Perth and Johnstown (Fulton County)- Proposed Disposition of the Tryon Boys

and Girls Center - Authorization to Acquire and Dispose of Real Property to the Fulton County Industrial Development Agency in accordance with the Applicable Provisions of the Public Authorities Law, Determination of No Significant Effect on the Environment and Take Relate Actions

---

RESOLVED, that based on the materials presented to this meeting and ordered filed with the records of the New York State Urban Development Corporation d/b/a Empire State Development (the "Corporation") relating to the former Tryon Boys and Girls Center, the Corporation be and hereby is authorized to: (i) acquire real property from the State of New York consisting of the Tryon Boys and Girls Center in Towns of Perth and Johnstown in Fulton County; (ii) dispose and convey title of the Tyron Boys and Girls Center to the Fulton County Industrial Development Agency; and (iii) take all related actions, including utilizing bond counsel to confirm compliance with applicable Federal tax law; and be it further

RESOLVED, that on the basis of the materials submitted to the Directors, the Directors hereby find that there is no reasonable alternative to the proposed below market transfer that would achieve the same purpose of such transfer, 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 President and Chief Executive Officer of the Corporation or his designees 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 resolutions and to maintain compliance with Federal tax law applicable to the Corporation's refunding bonds with respect to the portion of the Tryon Facility owned by the Corporation pursuant to various bond financings.

* * *

Mr. Quinn then asked the Directors to authorize ESD to enter into a contract with CherryRoad Technologies for technical support of ESD's Peoplesoft Financial Management Services.

Mr. Quinn explained that the request is for three years of support at $36,000 per year to

be paid annually that would total $108,000 and an option to renew years four and five, in the amount of $42,000 per year.

Following Mr. Quinn's 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:

EMPIRE STATE DEVELOPMENT CORPORATION – Authorization to Enter Into a Contract with CherryRoad Technologies Inc. to provide software support for our PeopleSoft Financial system and to Take Related Actions

---

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

RESOLVED, that the Corporation is hereby authorized to enter into a contract with CherryRoad Technologies Inc., in an amount not to exceed one hundred ninety two thousand dollars ($192,000) for a term of five (5) years for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

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

* * *

Ms. Roy then asked the Directors to authorize ESD to dispose of a two family residential property in the Pelham Gardens for no less than $250,000.

Ms. Roy provided the relevant background information with regard to the proposed transaction.

Following Ms. Roy's 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 (Kings County) - Authorization to (i) Enter into a Contract of Sale for an amount no less than $250,000 for a residential property located at 2570 Bouck Avenue, Bronx, (ii) Pay Off the Balance of the Senior Mortgage; (iii) Pay Outstanding Real Estate Taxes; (iv) Determination of No Significant Effect on the Environment.

RESOLVED, that on 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, relating to the Contract of Sale for the residential property located at 2570 Bouck Avenue, Bronx New York (the "Property") and other related actions, ESD staff is hereby authorized to sell the Property for an amount no less than $250,000 pay off the balance of the first mortgage, and pay outstanding real estate taxes, and be it further

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

* * *

Lastly, Mr. Fayle asked the Directors to, among other things, adopt an amendment to the General Project Plan, and authorize a public hearing in connection with the Radisson New Community Project.

Following Mr. Fayle's 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:

TOWN OF LYSANDER (ONONGADA COUNTY) – RADISSON NEW COMMUNITY PROJECT - Adoption of Amendment to General Project Plan; Authorization to Hold Public Hearing Thereon; Determination of No Significant Adverse Effect on the Environment; and Authorization to Take Related Actions

---

RESOLVED, that the Corporation does hereby adopt, for the purposes of the public hearing required by Section 16 of the New York State Urban Development Corporation Act of 1968, as amended (the "UDC Act"), and as may be appropriate pursuant to other applicable laws, with respect to the Radisson New Community Project (the "Project"), the proposed amendment to the General Project Plan (the "Plan Amendment") 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 Amendment, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that based on the materials presented to this meeting (the "Materials"), the Corporation hereby determines that the proposed Plan Amendment will not have a significant adverse effect on the environment; and be it further

RESOLVED, the proposed Plan Amendment shall not be final until action is taken as provided in the UDC Act and until such time as all requirements of applicable laws and agreements 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 and directed, in the name of and on behalf of the Corporation, to take all such actions as may be necessary or appropriate in connection with the holding of such hearing pursuant to Section 16 of the Act, and as may be appropriate pursuant to other applicable laws (which hearing may be held simultaneously with one or more public hearings which may be held pursuant to the UDC Act and/or other applicable laws), including without limitation, the providing, filing or making available copies of the Plan Amendment, the fixing of a date for such hearing, the publication of a notice relating to the Plan Amendment and such hearing in accordance with the procedures heretofore approved by the Corporation with respect to similar hearings, and the making of a report or reports on such hearing, written comments received, and any local governmental recommendations respecting the Plan Amendment; 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 and directed, in the name and on behalf of the Corporation, to take all such further actions as they shall deem necessary or appropriate in connection with carrying out the public hearing; and be it further

RESOLVED, that upon the written finding of the President and Chief Executive Officer of the Corporation, or his designee(s), that no substantive negative testimony or comment on the Plan Amendment was received at the public hearing, the Plan Amendment shall be deemed affirmed and effective as of the conclusion of such hearing; and be it further

RESOLVED, that all continuing authority of the President and Chief Executive Officer of the Corporation or his designee(s) to carry out the Project pursuant to the resolutions, previously adopted and adopted today by the Directors with respect to the Project, is herby ratified and confirmed; 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 and directed, in the name and on behalf of the Corporation, to execute and deliver any and all documents and to take all actions as may be considered necessary or appropriate to effectuate the foregoing.

* * *

There being no further business, the meeting was adjourned at 10:35 a.m.

Respectfully submitted,

Eileen McEvoy
Corporate Secretary

FOR CONSIDERATION
October 18, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Tonawanda (Western New York Region – Erie County) — GM 2L & 2.5L Engines Training – Empire State Economic Development Fund – Competitiveness Improvement Services Program (Training 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

---

I. Project Summary

Grantee: General Motors LLC ("GM" or the "Company")

ESD* Investment: A grant of up to 50% of the training project's eligible expenses or $1,000,000, whichever is less.

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

Project Location: GM Powertrain Group, 2995 River Road, Buffalo, Erie County

Proposed Project: Training of 330 employees for the production of new 2 Liter and 2.5 Liter gasoline engines.

Project Type: Training involving job retention.

Regional Council: The Western New York Regional Council has been made aware of this item. The Incentive Offer was accepted in January 2010, predating the Regional Council Initiative. The project is consistent with the Regional Plan as it retains and creates employment.

Employment:

Initial employment at time of ESD Incentive Offer:	797[(a)]
Current employment level:	1,150
Minimum employment on January 1, 2013:	1,147[(b)]

[(a)] Includes 326 jobs associated with the V-8 ("Gen-V") project and 471 retained jobs associated with the 2 Liter and 2.5 Liter large gas ("LGE") engine project (W925).

[(b)] Includes 676 jobs associated with the Gen-V project and 471 retained jobs associated with the LGE engine project (W925).

Number of Trainees: 330

II. Project Cost and Financing Sources

Financing Uses	Amount
Training	$2,000,000
Total Project Costs	$2,000,000

Financing Sources	Amount	Percent
ESD-Grant	$1,000,000	50%
Company Equity	1,000,000	50%
Total Project Financing	$2,000,000	100%

III. Project Description

A. Company

Industry: GM is one of the world's largest automotive vehicle manufacturers. The GM Powertrain Group ("GMPTG"), an affiliate of the Company's North American operations headquartered in Pontiac Michigan, manufactures engines, automatic transmissions, automotive castings and power-train components for GM vehicles.

Company History: GM was founded in 1908.

Ownership: Publicly traded

Size: The Company employs more than 202,000 people worldwide and operates major subsidiaries, joint ventures and affiliates in more than 158 facilities on six continents. GMPTG operates 37 facilities in 13

countries including its Tonawanda Engine Plant in Tonawanda, Erie County. Today, the Tonawanda Engine Plant is a 3.1 million-square-foot manufacturing facility situated on 130 acres.

Market: GMPTG manufactures engines for GM vehicles and other non-GM customers including Opel, Vauxhall, Baojun, Holden and Isuzu.

ESD Involvement: In 2009, the Tonawanda Engine Plant advised ESD that it was competing with other GMPTG operating units for a new manufacturing plant to produce new 2 Liter and 2.5 Liter large gas ("LGE") engines. The new engines are fuel-efficient, four-cylinder Ecotec engines which will primarily be used in the Chevrolet Malibu and Impala. Additionally, some of the Cadillac platforms will use the engines in the future. The absence of investment to build the new engine line at the Tonawanda Engine Plant site would have jeopardized the viability of the entire facility, putting 797 existing jobs at risk in the long-term. On January 1, 2010, the Company accepted ESD's offer of $7 million in grants including a $1M training grant and a $6 million capital grant, resulting in a decision to proceed with building renovations, new machinery and equipment and worker training necessary to build the LGE engines. The project establishes the Tonawanda Engine Plant as a world-class, state-of-the-art facility that will improve the Company's competitiveness by expanding its product line and reducing costs through modernization.

ESD is also providing a $6 million capital grant towards a $395 million investment at the Gen-V engine line, which is located on the same GMPTG campus as the LGE line.

Competition: Michigan

Past ESD Support: Within the last ten years, ESD Directors have approved the following:

- In January 2002, $1.45 million capital grant to Erie County Industrial Development Agenda ("ECIDA"), for the benefit of the Tonawanda Engine Plant, for the reconstruction of Kenmore Avenue and Vulcan Road;
- In March 2002, $2 million training grant to the Tonawanda Engine Plant;
- In December 2002, $3.8 million capital grant via the ECIDA for the completion of the Kenmore Avenue and Vulcan Road reconstruction;
- August 2005, $3.5 million capital grant for water and sewer upgrades and $500,000 for River Road access.

Additionally, GM was provided two STRAP training grants including a $1.5 million grant disbursed in December 2001 and $1 million grant disbursed

in August 2004.

GM is in compliance with the terms of the above grants.

B. The Project

Completion: April 2013

Activity: Training of employees for the manufacture of new LGE product line, including assembly, cranks, blocks and heads on the original equipment manufacturer ("OEM") machines as well as all equipment and machinery from secondary suppliers associated with the OEM equipment. To date, over 230 training classes have been conducted by over 50 different OEMs and secondary suppliers including Precision Training, Products & Services, Inc. (Mississauga, Ontario, Canada); Leoni Engineering Products & Services, Inc. (Lake Orion, MI); and Comau, Inc. (Royal Oak, MI).

Precision, a third-party supplier to Siemens, has conducted training for all electricians and controls engineers including S7-Safety, Profibus, Ethernet/profinet, HMI Maintenance, Drives ES, and 840D SL CNC. Siemens provides the primary electrical component used on approximately 95% of LGE equipment controls. Precision was used as the third party trainer as it was willing to customize the training at a fraction of Siemens' cost.

Leoni, a third-party, conducted Fanuc Robot simulator training attended by electricians and controls engineers addressing safety concerns.

Other suppliers offered training for operators and mechanical trades.

Upon completion of the project, GM will furnish a final report describing the impact and effectiveness of the project.

Results: Retention of 797 employees and the creation of 350 new jobs by January 1, 2013. 471 retained employees are directly related to the LGE engine line; 326 retained employees and the creation of 350 new jobs are directly related to the Gen-V engine line.

Grantee Contact: Ms. Zennette Baker
Launch Training Coordinator
2995 River Road
Buffalo, NY 14207
Phone: (716) 583-5025 Fax: (716) 879-5260

ESD Project No.: W926

Project Team:	Origination	Michael Morse
	Project Management	Jean Williams
	Contractor & Supplier Diversity	Vikas Gera
	Finance	Jonevan Hornsby
	Environmental	Soo Kang

C. 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 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.

3. 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.

4. Up to $1,000,000 will be disbursed to the Grantee in two installments as follows:
   a) an Initial Disbursement of up to 50% of actual training costs or $500,000, whichever is less, upon submission of documentation of project expenditures of up to $1 million and documentation of the employment of at least 809 Full-time Permanent Employees at the Project Location (employment Increment of 12) including 338 tied to the Gen-V engine line and 471 retained employees associated with the LGE engine line, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of up to 50% of actual training costs or $500,000, whichever is less, upon submission of documentation of project expenditures of up to an additional $1 million (aggregate total of $2 million) and documentation of the employment of at least 1,147 Full-time Permanent Employees at the Project Location (employment increment of 338), including 676 Full-time

Permanent Employees tied to the Gen-V engine line and 471 retained employees associated with the LGE engine lined, 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. Expenditures must be incurred on or after January 28, 2010 to be considered eligible project costs. All disbursements must be requested by July 1, 2013.

5. 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.

6. 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	797**

A	B
Reporting Date	Employment Goals
February 1, 2014	797+X+Y
February 1, 2015	797+X+Y
February 1, 2016	797+X+Y

***Employment includes 471 Full-time Permanent Employees tied to the LGE engine line and 326 Full-Time Permanent employees associated with the Gen-V engine line.*

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=12, and Employment Goals shall equal [797 + X = 809] 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=338, and Employment Goals shall equal [797 + X + Y = 1,147] 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.

IV. Statutory Basis

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

   As a result of this project, the Company will directly retain 471 jobs which were at risk of relocating to Michigan.

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

   GM was competing against Michigan for the new LGE engine line. ESD assistance was needed to reduce costs at the Tonawanda facility.

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

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

   - Fiscal benefits to NYS government from the project are estimated at $51,082,465;
   - Fiscal cost to NYS government is estimated at $13,791,270;
   - Project cost to NYS government per direct job is $18,138;
   - Project cost to NYS government per job (direct plus indirect) is estimated at $8,027;
   - Ratio of project fiscal benefits to costs to NYS government is 3.70:1;
   - Fiscal benefits to all governments (state and local) are estimated at $87,418,093;

- Fiscal cost to all governments is $17,489,511;
- All government cost per direct job is $23,002;
- All government cost per total job is $10,180;
- The fiscal benefit to cost ratio for all governments is 5.00:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $487,200,258, or $283,578 per job (direct and indirect);
- The economic benefit to cost ratio is 27.86:1;
- Project construction cost is $33,900,000, which is expected to generate 337 direct job years and 232 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.26 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is one year.

*The results reported reflect the combined Gen-V capital project and LGE capital and training projects. The capital grants are funded by the Upstate Regional Blueprint Fund.

(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

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

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, goals will not be established due to the unavailability of certified MWBEs for performance of this 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

October 18, 2012

Tonawanda (Western New York Region – Erie County) – GM 2L & 2.5L Engines Training – Empire State Economic Development Fund – Competitiveness Improvement Services Program (Training Grant) – Findings and Determinations Pursuant to Sections 16-m and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

---

RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the GM 2L & 2.5L Engines Training – Empire State Economic Development Fund – Competitiveness Improvement Services Program (Training 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 President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in the administration of the grant; and be it further

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

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

* * *

Project Summary
Benefit-Cost Evaluation1

General Motors LLC*

Initial Jobs:	**797**	**Construction Job Years (Direct):**	**337**
New Jobs:	**350 over three years**	**Construction Job Years (Indirect)**:	**232**

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	$13,791,270	$794,250	$17,489,511	$1,020,500
Fiscal Benefits4	$51,082,465	$2,085,600	$87,418,093	$4,271,980
Fiscal Cost /Direct Job	$18,138	$3,000	$23,002	$4,110
Fiscal Cost/Total Jobs	$8,027	$1,424	$10,180	$1,964
Fiscal B/C Ratio	3.70	7.00	5.00	10.60

	Project Results	Benchmarks for ESD Projects
Economic Benefits5	$487,200,258	$119,468,000
Econ. Benefits/Total Jobs	$283,578	$147,600
Economic B/C Ratio	27.86	50.00

*The capital projects are funded by the Upstate Regional Blueprint Fund. The results reported in the table reflect the combined GM Gen-V, GM 2 L & 2.5 L Engine Lines, and Training projects.

---

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

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

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

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

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

A. Buffalo – RESTORE NY III – Commercial and Mixed-Use Urban Center - PUSH (W897)
October 18, 2012

General Project Plan

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

Beneficiary: People for Sustainable Housing ("PUSH")

ESD Investment: A grant of up to $320,000 to be used for a portion of renovation and construction costs.

Project Locations: 99 Chenango, 562 West Utica, 335-339 Massachusetts; Buffalo, Erie County

Proposed Project: Rehabilitation of two vacant structures into three units of affordable housing and the construction of a two-family residence.

Project Type: Rehabilitation of residential properties to revitalize a neighborhood.

Regional Council: The WNY Regional Council has been made aware of this item. The project predates the Regional Council Initiative. The project is consistent with the Regional Plan as it implements smart growth by investing in inner-city neighborhoods.

Background:

Grantee History – The City, incorporated in 1832, is located in Erie County in Western New York State. It's approximately 41 square miles in area and has a current population of about 280,000 people. At the turn of the twentieth century, Buffalo was the eighth most populous city and hosted the fifth largest economy in the United States. The City, which is located at the western terminus of the Erie Barge Canal, became known as the "Queen City" of the Great Lakes. It developed as a major transportation hub and contained a vibrant industrial base, which produced innovations in energy, chemicals and aeronautics. Today, as a result of shifts in transportation trends and a decline of its industrial base, Buffalo is one of the poorest of the largest 100 cities in the United States based on household income, unemployment and the percentage of population on public assistance. In the 1990s, more jobs were lost in Buffalo than in any other urban community of comparable size in the country. The City has lost over 50% of its population since the 1950s. The current poverty rate in the City is 27%. Buffalo is also ranked as one of the top five cities based on the number of vacant housing units, which currently involves over 22,000 properties.

In January 2006, the City adopted a Comprehensive Plan (the "Plan"), which addressed the revitalization of the City's neighborhoods. The Plan, consisting of five Strategic Investment

Areas in the City, includes the demolition and/or redevelopment of blighted properties to enable Buffalo to use these spaces for housing development, commercial development and land banking for future use.

Beneficiary History – PUSH, established in 2005, is a non-profit community organization working to rebuild the West Side of Buffalo through neighborhood organization, action-planning and redevelopment initiatives. PUSH strives to increase property ownership by low-income residents through the PUSH Community Housing Co-Op. The PUSH concentration zone is bounded by West Utica Avenue, Richmond Avenue, 15th Street and West Ferry Street, on Buffalo's Upper West Side, which has experienced declining housing conditions, but has many assets on which to build.

ESD Involvement – The City received a $14.32 million RESTORE NY III award, including $7,635,526 for the demolition and site clearing of up to 472 single-family homes and five commercial structures and $6,684,474 for commercial and mixed-use urban center rehabilitation ("Commercial") projects. This request is for $320,000 of the commercial allocation. Restore NY III funding will further the City's on-going strategy to build and sustain healthy neighborhoods by leveraging a variety of public and private resources.

Past ESD Involvement

- A $3 million RESTORE NY I grant to the City on March 15, 2007 for assistance with the demolition and site clearing of at least 208 single-family homes and one commercial property;
- A $5,072,000 RESTORE NY II grant on April 17, 2008 for assistance with the demolition and site clearing of up to 725 single-family homes;
- A $4,500,000 RESTORE NY II grant on July 17, 2008 for assistance with interior and exterior building renovations to the former Trico Building on the Buffalo Niagara Medical Campus. The City is in compliance with the terms of all of the above-listed RESTORE NY grants;
- a $2 million RESTORE NY III grant on December 18, 2009 for the renovation of the former Thaddeus J. Dulski Federal Office Building into a mixed-use facility;
- a $1.35 million RESTORE NY III grant on February 18, 2010 for the renovation of the Curtiss Building into a boutique hotel;
- a $7,635,526 RESTORE NY III grant on November 18, 2010 for assistance with the demolition and site clearing of up to 446 residential structures and the partial demolition and stabilization of one commercial structure; and
- A $763,576 RESTORE NY III grant on June 28, 2011 to assist the Jeremiah Partnership neighborhood development initiative.

Additional RESTORE NY III funding will be brought before the Directors at a later date.

Buffalo – RESTORE NY III – Commercial and Mixed-Use Urban Center - PUSH (W897)
October 18, 2012

The Project:

Completion – October 2013

Activity – The $1,242,817 project involves property acquisition; the rehabilitation of 99 Chenango, a single-family residence; 562 West Utica, a two-family residence; and the construction of a new two-family residence at 335-339 Massachusetts. The original intent of ESD's October 6, 2009 RESTORE NY award was to renovate vacant structures located at 335 and 339 Massachusetts; however, the two adjacent properties were destroyed by arson in September 2010. PUSH will now construct one two-family structure on a combined lot as current zoning laws prohibit the construction of two new structures given the small lot sizes. The Project Locations are expected to be transferred to the Massachusetts Avenue Sustainable Homes Housing Development Fund Corporation ("MASHHDFC"), a subsidiary of PUSH, in early October, after which construction and renovation will begin.

Results – Partnering with PUSH to redevelop two vacant homes and construct a new multi-family home in the targeted area will improve the affordable housing stock. Additionally, neighborhood homeowners will be encouraged to invest in their properties, increasing neighborhood housing values, reducing blight and laying the foundation for market stability and improved quality of life. RESTORE NY funds are critical to the success of this project.

Financing Uses	Amount	Financing Sources	Amount	Percent
Real Estate Acquisition	$18,400	ESD Grant	$320,000	26%
Construction and Renovations	1,028,012	NYS Division of Housing and Community Renewal Stustainable Neighborhoods Demonstration Program Grant	500,000	40%
Soft Costs	178,405	Federal Home Loan Bank Grant	100,000	8%
Maintenance and Marketing Fees; Maintenance Related Supplies	18,000	City Equity*	322,817	26%
Total Project Costs	$1,242,817	Total Project Financing	$1,242,817	100%

*Source of City Equity is a HOME Investment Partnerships Program forgivable loan.

Buffalo – RESTORE NY III – Commercial and Mixed-Use Urban Center - PUSH (W897)
October 18, 2012

Grantee Contact: Mr. Michael Breen, Communications Manager
Buffalo Urban Renewal Agency
913 City Hall
Buffalo, NY 14202-3376
Phone: (716) 851-5468 Fax: (716) 842-6942

Beneficiary Contact: Ms. Jenifer Kaminsky, Housing Director
271 Grant Street
Buffalo, NY 14213
Phone: (716) 775-7193 Fax: (716) 884-0358

Project Team:

Project Management	Jean Williams
Contractor & Supplier Diversity	Vikas Gera
Design & Construction	Dennis Conroy
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 $320,000 will be disbursed to Grantee during the course of the project for eligible project expenditures incurred by the Massachusetts Avenue Sustainable Homes Housing Development Fund Corporation, no more frequently than monthly, in compliance with ESD's Design and Construction requirements, assuming that all project approvals have been completed and funds are available. The final disbursement, which shall be at least 10% of the grant amount, shall be disbursed to the Grantee upon completion of the project as evidenced by a certificate of occupancy for each of the three Project Locations. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenditures must be incurred on or after May 4, 2009 to be considered reimbursable project costs. Previously expended funds may be applied toward match requirements retroactive to June 23, 2006, when the Restore New York Legislation was enacted.

5. ESD may reallocate the project funds to another form of assistance, at an amount no

greater than $320,000 for this project if ESD determines that the reallocation of the assistance would better serve the needs of the City and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

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

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

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

Design and Construction:
Design and Construction ("D&C") staff will review project plans, scope, budget, and schedule. D&C will visit the site at its option, review construction documents and recommend payment when its requirements have been met. Submission of final plans and building permits must be submitted to D&C before construction begins and first requisition is submitted for reimbursement.

Buffalo – RESTORE NY III – Commercial and Mixed-Use Urban Center - PUSH (W897)
October 18, 2012

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this project. The City shall be required to include minorities and women in any job opportunities created, to solicit and utilize 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 Minority and Women Business Enterprise ("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 – Restore NY Communities:
Land Use Improvement Project Findings

1. <u>The area in which the project is to be located is a substandard or insanitary area, or is in danger of becoming a substandard or insanitary area and tends to impair or arrest sound growth and development of the municipality.</u>
   The project is located in a blighted neighborhood and involves the renovation of vacant residential structures and the construction of a new structure where a vacant structure was destroyed by arson, which have been deemed by the City to arrest sound growth and development in the area, and the construction of a new residential structure in the area.

2. <u>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.</u>
   The project involves the rehabilitation of residential areas in the City's neighborhoods for re-use, allowing for a potential increase in the local tax base.

3. <u>The plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.</u>
   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. <u>The requirements of Section 10(g) of the Act are satisfied.</u>
   There are no families or individuals displaced from the Project area.

FOR CONSIDERATION
October 18, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Regional Council Award – Priority Project – Milford (Mohawk Valley Region – Otsego County) – Milford CSD CORE Initiative Working Capital – Economic Development Purposes Fund (Working Capital Grant)

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

---

I. Project Summary

Grantee: Milford Central School District ("Milford" or the "School District")

ESD* Investment: A grant of up to $125,000 to be used for a portion of the cost of technology set-up, training, marketing, and the purchase of supplies.

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

Project Location: 42 West Main Street, Milford, Otsego County

Proposed Project: Augment the Career Opportunities in Rural Education ("CORE") program - a community-centered educational curriculum offering career advancement opportunities in Otsego, Delaware, Chenango, and Schoharie counties. Purchase of supplies for the pre-engineering educational program Lead-The-Way, technology set-up, and training of instructors, to accommodate job preparedness in the fields of hospital administration and engineering.

Project Type: Job preparedness and education.

Regional Council: The Incentive Offer was accepted in April 2012. This is a priority project for the region. The project is consistent with the Regional Plan because it provides specialized workforce training and establishes a platform for business and economic expansion.

II. Project Cost and Financing Sources

Financing Uses	Amount
Technology Set-up	$2,419
Supplies	139,581
Employee Training	24,778
Training & Education	20,525
Marketing	34,000
Administration	228,697
Total Project Costs	$450,000

Financing Sources	Amount	Percent
ESD-Grant	$125,000	28%
Appalachian Regional Commission - Grant	149,700	33%
Equity (Donations, Revenue from Enrollment, In-Kind Contributions)	175,300	39%
Total Project Financing	$450,000	100%

III. Project Description

A. Company

Industry: Milford Central School District is an educational institution located in the Mohawk Valley region that teaches K-12 students through its regular curriculum, while also offering educational courses for adults and students through its Career Opportunities in Rural Education, or CORE, program.

Organizational History: The Milford Central School District was established in 1937. From the beginning, the school district sought to provide all students with the knowledge, skills and values to become productive participants in a changing world, and to instill a life-long love of learning.

In 2011, Milford established the CORE program, a community-centered physical and virtual network of adult education courses, and K-12 learning opportunities, that help students and adults achieve career advancement through interactive partnerships developed between local and regional businesses, institutions of higher learning, civic organizations, and the community. Operating alongside Milford's regular K-12 curriculum, the CORE program is located at Milford's main campus, and makes self-assessment tools, online resources and business partnership networks available to all participants. The CORE program focuses on three strategic educational areas: Entrepreneurship; Science, Technology, Engineering, and Math ("STEM"); and the medical industry. CORE's goal is to incorporate exposure to, and alignment with, industry programming by facilitating communication between educators, the STEM and medical industries, and business network partners.

Size: All facilities located in Milford, NY.

Market: The CORE program serves a community of job seekers, businesses, community members, and students.

ESD Involvement: As a result of the Governor's Regional Economic Development Council Initiative, the Milford Central School District was awarded $125,000 through the Consolidated Funding Application ("CFA") process. Milford conceived of the CORE program to respond to the large disparity in the community between employment openings and actual jobs filled. In response to this need, Milford designed an upgrade to the CORE curriculum that focused on career preparedness, recognizing that accessibility to higher levels of job training, education with degree and certification are now necessities for all age levels within the population. Milford applied for the Regional Council Award in 2011 because it encountered a funding gap of $125,000 when it attempted to make these improvements to the CORE program. To close this funding gap, ESD made an incentive offer to Milford in April 2012 which Milford accepted that month.

Past ESD Support: This is the first ESD grant to Milford.

B. The Project

Completion: October 2013

Activity: In October 2011, Milford sought to enhance the CORE program by augmenting its curriculum with updates to its STEM courses, upgrading

its classrooms and creating additional opportunities in the field of medical coding. Medical coding refers to careers in hospital administration. Milford chose five to six persons to serve on an advisory board to lend expertise in their respective fields for mentoring, instruction and advice to these program updates.

The updates to the CORE program involved additions to the medical coding classes, and enhancements and the establishment of training for two new teachers in "Project Lead-The-Way", which is a curriculum for middle school engineering students. Milford also hired the services of two contractors for videography, in addition to a new instructor for medical coding. The School District also purchased new supplies for the pre-engineering middle school students and performed technology upgrades to classrooms. Milford also prepared newsprint and radio advertisements to market the CORE program.

To date, Milford has ordered all supplies, solicited contractors and selected an instructor for the medical coding class. Two instructors for Project Lead the Way have completed training.

Upon completion of the project, Milford will furnish a final report describing the impact and effectiveness of the project.

Results: The CORE program will increase enrollment in STEM college programs, ultimately providing a more qualified candidate pool for regional STEM businesses. It will also build relationships with regional businesses with the goal of drawing young professionals to the distressed upstate economy.

Grantee Contact:

Elizabeth Rickard, CORE Director
42 West Main Street
Milford, NY 13807
Phone: (607) 286-7721
Fax: (607) 286-7879

ESD Project No.: X674

Project Team:

Origination	Joseph Falcone
Project Management	Simone Bethune
Contractor & Supplier Diversity	Denise Ross
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 $125,000 capital grant ($1,250).

2. The Grantee will be obligated to advise ESD of any materially adverse changes n 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 $125,000 will be disbursed to the Grantee in two installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($62,500) upon submission of documentation verifying project expenditures of $225,000 (eligible expenditures of not less than $70,000) 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 ($62,500) will be disbursed upon completion of the project, documentation verifying project completion, including project results, and such other documentation as ESD may reasonably require, and documentation verifying project expenditures of approximately $450,000.

   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 April 24, 2012 to be considered eligible project costs. All disbursements must be requested by April 1, 2014.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $125,000, 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 2011-2012 New York State budget and reappropriated in the 2012-2013 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

ESD staff has determined that the project 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. The Grantee 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 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

October 18, 2012

Regional Council Award – Priority Project - Milford (Mohawk Valley Region – Otsego County) – Milford CSD CORE Initiative Working Capital – Economic Development Purposes Fund – 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 Milford CSD CORE Initiative Working Capital -- Economic Development Purposes Fund Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals residing on the site; 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 Milford Central School District a grant for a total amount not to exceed One Hundred and Twenty-Five Thousand Dollars ($125,000) 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

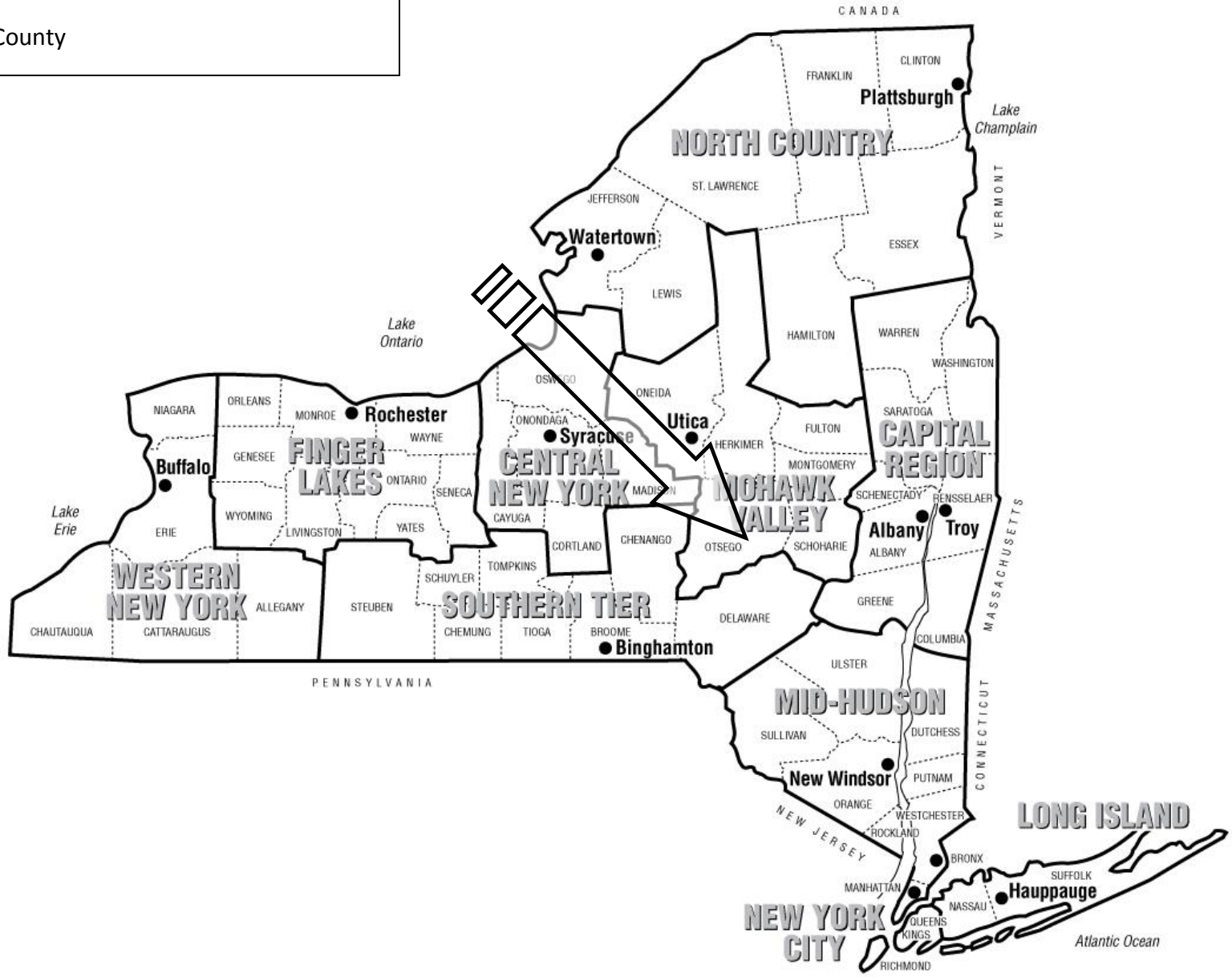
RESOLVED, that the President and Chief Executive Officer of the Corporation or his designee(s) be, subsequent to the making of the grant, and each of them hereby is, authorized to take such actions and make such modifications to the terms of the grant as he or she may deem necessary or appropriate in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

* * *

Milford CSD CORE Initiative Working Capital
Milford
Otsego County



FOR CONSIDERATION
October 18, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Non-Discretionary Projects

REQUEST FOR: Civic Project Findings and Determinations Pursuant to Sections 10 (d) and 10 (g) of the Act; Authorization to Adopt the General Project Plans; Authorization to Make Grants and to Take Related Actions; Determination of No Significant Effect on the Environment

---

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

	Project Name	Proj #	Grantee	Assistance up to
	New York State Economic Development Program (Executive)			
A	Onondaga County – Library at the Galleries Upstate City-by-City Capital	X441	The County of Onondaga	2,500,000
	1 project		**Sub-total**	**$2,500,000**
	New York State Economic Development Assistance Program (Senate)			
B	Village of Canajoharie – Wastewater Treatment Plant Capital	X751	Village of Canajoharie	650,000

	Project Name	Proj #	Grantee	Assistance up to
C	Three Rivers Development Foundation – War Memorial Library Restoration Capital	X483	Three Rivers Development Foundation, Inc.	100,000
	2 projects		**Sub-total**	**$750,000**
	TOTAL NON-DISCRETIONARY – 3 PROJECTS		**TOTAL**	**$3,250,000**

I. Statutory Basis

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

II. Environmental Review

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

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

III. Non-Discrimination and Contractor & Supplier Diversity

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

IV. ESD Employment Enforcement Policy

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

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

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

VI. Additional Requirements

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

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

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

VII. Additional Submissions to Directors

New York State Maps
Resolutions
Project Summaries

October 18, 2012

New York State Economic Development Program – Civic Project Findings and Determinations Pursuant to Sections 10 (d) and 10 (g) of the Act; Authorization to Adopt the General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

---

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 State Economic Development Program project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area(s); and be it further resolved:

Civic Project

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

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

3) That such project will be leased to or owned by the State or an agency or instrumentality thereof, a municipality or an agency or instrumentality thereof, a public corporation, or any other entity which is carrying out a community, municipal, public service or other civic purpose, and that adequate provision has been, or will be made for the payment of the cost of acquisition, construction, operation, maintenance and upkeep of this project;

4) That the plans and specifications assure adequate light, air, sanitation and fire protection; and

5) That the proposed facilities or project is consistent with any existing local or regional comprehensive plan.

and be it further

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

RESOLVED, that upon written findings of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make a grant to the party and for the amount listed below from the New York State Economic Development 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

New York State Economic Development Program – Executive - Project Summary Table

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
A	Onondaga County – Library at the Galleries Upstate City-by-City Capital	X441	The County of Onondaga	2,500,000
			TOTAL	**$2,500,000**

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.

* * *

October 18, 2012

New York State Economic Development Assistance Program - 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 New York State Economic Development Assistance Program 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 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 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 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 the New York State Economic Development 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 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

New York State Economic Development Assistance Program - Senate - Project Summary Table

	Project Name	**Proj #**	**Grantee**	**Assistance up to**
B	Village of Canajoharie – Wastewater Treatment Plant Capital	X751	Village of Canajoharie	650,000
C	Three Rivers Development Foundation – War Memorial Library Restoration Capital	X483	Three Rivers Development Foundation, Inc.	100,000
			TOTAL	**$750,000**

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.

* * *

A. Onondaga County – Library at the Galleries Upstate City-by-City Capital (X441)
October 18, 2012

General Project Plan

Grantee: The County of Onondaga ("Onondaga County" or the "County")

Beneficiaries: Onondaga County Public Library ("OCPL") and
Onondaga Galleries LLC

ESD Investment: A grant of up to $2,500,000 to be used for a portion of the cost of the redesign and reconstruction of the Robert P. Kinchen Central Library (the "Central Library" or the "Library") and the Galleries of Syracuse (the "Galleries") in Downtown Syracuse.

Project Location: 447 South Salina Street, Syracuse, Onondaga County

Proposed Project: The reconfiguration of the Central Library in Onondaga County and the Galleries of Syracuse to better serve the needs of the surrounding community.

Project Type: Redesign and construction/renovation.

Regional Council: The Central New York Regional Council has been made aware of this item. Project predates the Regional Council Initiative.

Background:

Grantee History - Onondaga County was organized in 1794 from Herkimer and Tioga Counties, later apportionments of land creating Cayuga, Cortland and Oswego Counties occurred until 1816, creating the present 781-square-mile Onondaga County, which is now comprised of separate municipalities including the City of Syracuse (the "City"), 19 towns and 15 villages. The development of the County was spurred by the salt industry and the Erie Canal, which contributed to Syracuse's emergence as a significant center of commerce. Onondaga County is now governed under home rule, which provides for the separation of legislative and executive functions, established in a charter approved by voter referendum in 1961. The area's economy has diversified over the years, with a strong service industry, health and educational institutions, including Syracuse University, and manufacturing. It is located in the central New York region and is approximately 35 miles in length and 30 miles in width. The 2010 U.S. Census showed a population of 467,026 for Onondaga County, which included a population of 145,170 for the City of Syracuse. The City is situated in the approximate center of the County and serves as the focus for commercial and business activities.

Onondaga County – Library at the Galleries Upstate City-by-City Capital (X441)
October 18, 2012

Beneficiary History – The Onondaga County Public Library was formed by its two predecessor organizations, the Onondaga Library System and the Syracuse Public Library. In 1905, the Syracuse Public Library opened the doors of a facility on Montgomery Street, made possible by a gift from Andrew Carnegie. In 1962, the Onondaga Library System was organized as a cooperative non-profit association of the Syracuse Public Library and other member libraries in Onondaga County, to provide shared services that would not have been economically feasible if attempted by individual libraries. Following recommendations of a special committee formed to explore cost-saving consolidation, on January 1, 1976, the Syracuse Public Library and the Onondaga Library System ceased independent operations and became the Onondaga County Public Library, with the City paying for branch library services and the County funding the remaining costs. Some funding is received through the state, grant monies and private contributions. Today, the Central Library is housed in the Galleries of Syracuse, a modern mixed-use facility combining office space and retail stores. The mission of the Library is to make a positive difference in every life it touches by putting the power of ideas and information to work for all. Its main goals are to demonstrate responsiveness to community needs, provide people with services where they need them in libraries, at home, at work and virtually, to continuously improve and evaluate services, materials and its role in the community, and to be known for its partnerships and collaborations and for leveraging resources to benefit all Onondaga County residents.

Onondaga Galleries LLC is the owner and manager of the "commercial unit" of The Galleries of Syracuse, a 440,000-square-foot, mixed-use facility located in Downtown Syracuse with access from South Warren and South Salina Streets. The Galleries office tower is a seven-story Class A office building, and the remainder of the property is a combination of office and retail tenants. Approximately 1,200 people work within the Galleries property and the area is densely populated with office space. Major tenants include Sutherland Global Services ("Sutherland") and The Travelers Companies, Inc. ("Travelers").

Ownership - The County of Onondaga, on behalf of the Onondaga County Public Library System, has continuously operated the Central Library in The Galleries of Syracuse since June 12, 1988. The County owns the Central Library space or the "library unit", comprised of approximately 121,374 square feet, under a condominium agreement with Onondaga Galleries LLC, which operates the remaining space as commercial office space and retail space, or the "commercial unit".

Size – All facilities located in Onondaga County, NY.

Onondaga County – Library at the Galleries Upstate City-by-City Capital (X441)
October 18, 2012

ESD Involvement - The original business model for the Galleries of Syracuse, which was designed to utilize more than 75,000 square feet of retail space and restaurants located in a food court near the Central Library main entrance, had failed at the time that Flaum Management Company of Rochester acquired the commercial unit component of the Galleries of Syracuse in 1992. Operating as Onondaga Galleries LLC, the new management repositioned the commercial unit to focus almost exclusively on commercial space and has successfully leased nearly all available office space to major tenants including Sutherland and Travelers. In total, approximately 1,200 people work within the Galleries property, in a downtown business district where fully or nearly full office buildings are rare. Recently, Sutherland announced that it will hire another 200 people to work within its office in the Galleries. The modified business model for the commercial unit at the Galleries, while successful in adding good jobs to the downtown area, has been detrimental to the Central Library, which had hoped for significant volume of pedestrian traffic from the stores and restaurants that were part of the original business model for the Galleries. In 2009, the OCPL Board of Trustees accepted the recommendation of Library consultants, Aaron Cohen Associates, to initiate a $7.8 million renovation of the Central Library that would result in the relocation of the Library's main entrance from the 2nd floor of the Galleries to a new street-level entrance on South Salina Street, the main north/south thoroughfare within the City's central business district, while also reducing the Central Library's footprint by approximately 30% with the attendant reduction in operating costs for the County of Onondaga, which funds the operations of the Central Library through property taxes levied within the County budget.

On October 11, 2011, the Onondaga County Legislature voted to support the reconfiguration of the Central Library at a maximum estimated cost of $7.8 million with an authorization to issue $5.2 million in County bonds, and backed by Onondaga County, the OCPL Board of Trustees adopted a resolution to apply for $587,000 from the New York State Library Construction Grant Program. Also in anticipation of the Central Library reconfiguration, the Galleries owner took necessary steps to improve the commercial unit, including renovating space for the retention of the United States Department of Agriculture offices, another large tenant. In order to complete the reconfiguration project and close a significant gap in funding, the County approached ESD in 2011 to request a $2.5 million reallocation of funds from a previous grant to Onondaga County for the creation of a downtown parking garage, which was not going forward and was terminated.

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

The Project:

Completion – July 2014

Onondaga County – Library at the Galleries Upstate City-by-City Capital (X441)
October 18, 2012

Activity – The Central Library will be redesigned and reduced in size, and its services realigned to meet current and future needs. Portions of the current Library space will be retained, some portions relinquished to the County, and portions of existing Galleries' space will be added to become Library space. The project will include some demolition, new construction and renovation.

The ground floor will be expanded from the existing 3,000 square feet to 19,000 square feet by repurposing existing infrastructure in the Galleries to include a new main entrance, popular print and media materials, patron assistance, public computers, and circulation functions, all relocated from the current 2nd, 3rd and 4th floors. New spaces will be created including a sizeable public meeting room, a welcome lounge, a designated young adult area and individual/small group study rooms, and staff and enlarged public rest rooms. The Special Technologies and Adaptive Resources ("STAR") services for persons with disabilities will also be located on the ground floor.

The 2nd floor will be expanded from the existing 12,000 square feet to 22,000 square feet by repurposing existing space. It will include Children's World and Tiny Town, an educational, interactive, child-sized environment for preschool age children and their parents. It will also include a local history collection, business and non-profit resources, adult materials collection, magazines, training space and resources, and collaboration space for use with/by other agencies, all relocated from the current 3rd, 4th and 5th floors. The Adult Literacy Program will also be located on the 2nd floor.

The 3rd and 4th floors will no longer be part of the Library, representing a reduction of 62,500 square feet. The 5th floor will contain the existing administrative and OCPL system headquarters. In addition, certain system or Central Library functions will be relocated to this floor. The current Local History and Genealogy room will be reduced in size to accommodate a Genealogy room. Space on this floor will be repurposed to house closed stacks, storing lesser-used materials, and for staff work space.

The basement houses the sorting and delivery functions of the Library system, serving all 32 library sites in the County. Automated materials handling equipment will be installed, replacing most of the manual work involved in exchanging materials between sites. Plans call for the Library to relinquish use of one of its elevators to the Galleries for the use of future commercial tenants on the 3rd and 4th floors, who have not been selected yet. A new elevator will be installed, linking the basement, ground and 2nd floors.

Automation will be implemented to reduce manual handling of materials, and to enable patron's self-service where feasible. Examples include an automated, 'smart' sorter for returning materials, and self-service media dispensers. The project will also include a download station for e-books, a charging station for devices, upgraded versions of

computers and laptops, and digital readers, printers and scanners. Furnishings and equipment will be selected to provide maximum flexibility and minimum maintenance and to accommodate user needs for both group work and quiet zones. A unique entrance and façade treatment, and placement of an art piece nearby will insure easy identification of the Library from the outside.

To date, in October 2011, the Onondaga County Legislature authorized a $7.8 million plan to renovate the OCPL Central Library, while also providing authority to borrow $5.2 million in bond funds. In November 2011, the OCPL Board of Trustees authorized the retention of QPK Design ("QPK"), a Syracuse architectural firm, to perform a feasibility study on several options for redesigning the Central Library. In April 2012, Aaron Cohen Associates delivered an updated version of the "Library Program & Planning Report" to reflect the findings of QPK's feasibility study. On July 27, 2012, QPK delivered a Preliminary Professional Opinion of the project budget and various illustrations of the Central Library relocation plan to the County.

Results - The project results will be measured in increased usage of the Central Library and increased community awareness of its location. Residents will find it easier to navigate, discover new and improved services, enjoy an increase in programs, attend community meetings, add it as a downtown destination, and take advantage of new technologies and opportunities found there. The redesign will fix the long-standing need for an easily identifiable location of the largest public library in Central New York. The public will immediately know that the space is a welcoming, active, vital place in the community. It will provide easy public access to the Library directly from Salina Street, allowing the Central Library to engage in the revitalization of Salina Street and the re-creation of a vibrant city center, crucial to attracting and keeping skilled workers and new residents downtown.

By reducing the number of public floors, the Library staff will be able to once again make all materials and services available for use during all open hours and no longer will significant portions of the Library be subject to restricted hours of access. A unique space created specifically for young children and their parents or caregivers will be a destination for residents looking for interactive, educational, literacy-based activities. Inside, an open staircase linking the ground floor with the 2nd floor will provide quick access to all parts of the Library and more intuitive self-navigating.

The renovation will offer opportunities to use up-to-date, environmentally friendly materials and energy saving solutions, resulting in LEED certification. Repurposing existing space is critical to the project's success as well as a green building strategy. Examples include creating the Library's main entrance by taking advantage of an existing

glass canopy and entrance vestibule and retaining 2nd floor space for materials, thus maximizing the use of existing floor loading capacity not found in other areas of the new configuration.

The project will result in physical and programmatic enhancements that will allow the Central Library to provide needed services more efficiently and effectively for years to come. With this funding, the County of Onondaga and Onondaga Galleries LLC can provide the residents of Onondaga County with a vastly improved Central Library at a reduced operating cost to County taxpayers, while also enhancing the ability of the Galleries to continue to retain and create quality jobs in the downtown business district of the City.

Financing Uses	Amount	Financing Sources	Amount	Percent
Construction/ renovation	$7,680,692	ESD Grant	$2,500,000	30%
Soft costs including utility costs, grant application fees, LEED costs, printing, design/professional costs	619,311	Onondaga County Bonds	5,200,000	62%
		NYS Public Library Construction Grant	587,011	7%
		Beneficiary Equity	12,992	1%
Total Project Costs	$8,300,003	Total Project Financing	$8,300,003	100%

Grantee Contact - William P. Fisher, Deputy County Executive
John H. Mulroy Civic Center, 14th Floor
421 Montgomery Street
Syracuse, New York 13202
Phone: (315) 435-3516

Beneficiary Contacts - Elizabeth Dailey, Executive Director
Onondaga County Public Library
The Galleries of Syracuse
447 South Salina Street
Syracuse, NY 13204
Phone: (315) 435-1900

Onondaga County – Library at the Galleries Upstate City-by-City Capital (X441)
October 18, 2012

James H. Messenger, Jr., Attorney at Law
Onondaga Galleries LLC
441 South Salina Street, Suite 211
Syracuse, New York 13202
Phone: (315) 471-3030

Project Team -	Project Management	Jessica Hughes
	Contractor & Supplier Diversity	Diane Kinnicutt
	Design & Construction	Marty Piecuch
	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 $2,500,000 will be disbursed to the Grantee as follows:
   a) an Initial Disbursement of an amount equal to 16% of the grant ($400,000) upon documentation of construction/renovation project costs totaling $400,000, assuming that all project approvals have been completed and funds are available;
   b) subsequent funds up to $2,100,000 will be disbursed to Grantee during the course of the project, no more frequently than quarterly, and in proportion to ESD's funding share, in compliance with ESD's Design and Construction requirements, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after January 27, 2011 to be considered reimbursable project costs.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $2,500,000, 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.

Design and Construction:
The project involves financial assistance with costs for renovation and reconfiguration of the OCPL and fit out for the Galleries of Syracuse. Indirect and soft costs are also part of the grant and D&C staff will review applicable final drawings and specifications for the building improvements. 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.

Environmental Review:
The Onondaga County Legislature, 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 11, 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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grantee shall use their Good Faith Efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal of 30% related to the total value of ESD's funding. This shall include a Minority Business Enterprise ("MBE") Participation goal of 25% and a Women Business Enterprise ("WBE") Participation goal of 5% and 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.

Statutory Basis – New York State Economic Development Program:
Section 10 Civic Project Findings

1. <u>That there exists in the area in which the Project is to be located a need for the educational, cultural, recreational, community, municipal, public service or other civic facility to be included in the project.</u>
   The redesign will fix the long-standing need for an easily identifiable location of the largest public library in Central New York. It will provide easy public access to the Library directly from Salina Street, allowing the Central Library to engage in the revitalization of Salina Street and the recreation of a vibrant city center, crucial to attracting and keeping skilled workers and new residents downtown.

2. <u>That such Project shall consist of a building or buildings which are suitable for educational, cultural, recreational, community, municipal, public service or other civic purposes.</u>
   The project results will be measured in increased usage of the Central Library, resulting in increased community awareness. Residents will find the Library

easier to navigate, discover new and improved services, enjoy an increase in programs, attend community meetings, add it as a downtown destination, and take advantage of its new technologies and opportunities.

3. That such Project will be leased to or owned by the State or an agency or instrumentality thereof, a municipality or an agency or instrumentality thereof, a public corporation, or any other entity which is carrying out a community, municipal, public service or other civic purpose, and that adequate provision has been, or will be made for the payment of the cost of acquisition, construction, operation, maintenance and upkeep of this project.
The project is owned by Onondaga County. The County will pay all costs and expenses for the reconfiguration of the Central Library and its continued upkeep.

4. That the plans and specifications assure adequate light, air, sanitation and fire protection.
Grantee has determined that the project has adequate light, air, sanitation, and fire protection and that it meets the specifications required for its operation.

5. That the proposed facilities or project is consistent with any existing local or regional comprehensive plan.
The project will provide the residents of Onondaga County with an improved Central Library at a reduced operating cost to County taxpayers, while also enhancing the ability of the Galleries to continue to retain and create quality jobs in the downtown business district of the City and considers the reconfiguration project a high priority consistent with its economic development objectives. Moreover, the project has the support of local elected officials.

6. 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.

Disclosure and Accountability Certifications:
The Grantee and Beneficiaries have provided ESD with the required Disclosure and Accountability Certifications. Grantee's and Beneficiaries' certifications indicate that Grantee and Beneficiaries 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.

October 18, 2012

Syracuse (Central New York – Onondaga County) – Onondaga County - Library at the Galleries – Upstate City – by – City Capital – Determination of No Significant Effect on the Environment

---

RESOLVED, that based on the material submitted to the Directors with respect to the Onondaga County – Library at the Galleries Upstate City-by-City Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

B. Village of Canajoharie – Wastewater Treatment Plant Capital (X751)
October 18, 2012

General Project Plan

Grantee: Village of Canajoharie ("Canajoharie" or the "Village")

ESD Investment: A grant of up to $650,000 to be used for a portion of the cost of construction and renovation of a wastewater treatment plant.

Project Location: 75 Erie Boulevard, Canajoharie, Montgomery County

Proposed Project: Wastewater treatment plant capital improvement project.

Regional Council: The Mohawk Valley Regional Council has been made aware of this item. Project predates the Regional Council Initiative. The project is consistent with the Regional Plan because it includes approaches to resolving conflicts over water policy differences and gaining support for a super-regional approach to securing adequate water supplies for economic development and quality of life.

Background:

Village History – Formed as a district in March 1772, the original land mass of the town of Canajoharie was divided into the Town of Minden in 1798, and an additional section to the Town of Minden in 1849. The Village is located east of the historic *Canajoharie*, a Village of the Mohawk nation. The word is said to signify 'a kettle shaped hole in the rock'. Canajoharie and its surrounding towns have a rich agriculture and manufacturing history, and the Village was an important weigh point along the Erie Canal system.

The Village of Canajoharie Watershed, located in the Town of Ephratah in Fulton County, consists of a series of natural underground springs that flow into a containment area where the water is piped approximately 12 miles to a filtration plant. The Slow Sand Filtration Plant was built in 2000 and has a capacity of filtering 1.5 million gallons per day ("MGD"). In 2010, the Village was voted as having the best drinking water in the state in a Saratoga Springs competition.

Size- The Village has a population of over 2,200 residents.

ESD Involvement – The project was reappropriated in the 2012-2013 New York State budget.

Past ESD Support - Past ESD assistance to the Village, in the 1990s, was for revamping the former wastewater treatment system of a major food manufacturing factory (the Beech-Nut plant) whose water supply affected the Village's own. The decision to

upgrade the factory's water system was made to encourage the factory to remain in the Village since it provided a major source of revenue for the area. Unfortunately, the plant ultimately relocated in 2010. ESD approved a grant for $200,000 and a loan for $300,000 to renovate the system. Funds were disbursed and the project was completed.

The Project:

Completion – June 2013

Activity – The relocation of the Beech-Nut plant from the Village of Canajoharie left the community with several challenges with respect to wastewater infrastructure. The existing wastewater treatment plant, while in compliance with its State Pollutant Discharge Elimination System permit due to significant operator attention and creativity, was costly to operate with respect to power and chemical demands, as well as the quantity of sludge generated. The operational mode of the wastewater treatment infrastructure was unsustainable from a cost perspective, and did not provide any opportunities for revenue generation due to a sludge processing capacity deficit. In addition, many plant components had reached the end of their useful life. The Village proposed a capital improvement project to address the aging components of the existing treatment system, and the reduction of operating costs and demands.

The project involves the conversion of oxidation ditches from brush aeration diffusion to a fine bubble aeration system, installation of a membrane bio-thickener sludge digestion system and installation of a hypochlorite disinfection system, as well as miscellaneous improvements including introduction of electronic supervisory control and data acquisition systems and other miscellaneous updates and repairs. The Village has re-designed the plant to handle a variety of biological oxygen demand loading conditions which are used as a gauge for the effectiveness of wastewater treatment. The unit processes were also upgraded to treat up to 2.8 MGD.

Engineering reports have been completed for the plant's design, and environmental review has commenced. The project began in June 2012 and will be complete in June 2013.

Results – The improvements to the plant will result in a sustainable, reliable and efficient wastewater treatment system that will meet the Village's needs for the foreseeable future. To date, the Village is the only party involved with the engineering reports. The Village does not plan on advertising for bids on the project until 2013.

Village of Canajoharie – Wastewater Treatment Plant Capital (X751)
October 18, 2012

Financing Uses	Amount	Financing Sources	Amount	Percent
Construction	$1,726,000	ESD Grant	$650,000	25%
Engineering	225,000	Village Equity	1,600,000	61%
Legal Counsel	30,000	NYS Environmental Facilities Corp. - loan	381,000	14%
Plant Equipment	530,000			
Demolition	40,000			
Chemical feed system	80,000			
Total Project Costs	$2,631,000	Total Project Financing	$2,631,000	100%

*0%/30 Years/N/A

Grantee Contact - Francis Avery, Mayor
75 Erie Boulevard
Canajoharie, NY 13317
Phone: (518) 673-5512 Fax: (518) 673-5517

Project Team -

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 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 $650,000 will be disbursed to Grantee upon completion of the project substantially as described in these materials and documentation of construction and renovation project costs totaling $2,631,000, 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 27, 2012.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $650,000, 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.

Village of Canajoharie – Wastewater Treatment Plant Capital (X751)
October 18, 2012

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-Discrimination and Contractor & Supplier Diversity policy will apply. The Grantee 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% and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

Statutory Basis – New York State Economic Development Assistance Program:
The project was 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.

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. Three Rivers Development Foundation - War Memorial Library Restoration Capital (X483)
October 18, 2012

General Project Plan

Grantee: Three Rivers Development Foundation, Inc. ("Three Rivers")

Beneficiary Company: Corning War Memorial Apartments, LLC ("CWMA")

ESD Investment: A grant of up to $100,000 to be used for a portion of the cost of pre-development activities toward rehabilitating an 8,559-square-foot building in the downtown district to create new mixed-use space.

Project Location: 147 Pine Street St., Corning, Steuben County

Proposed Project: Renovation of the historic War Memorial Library Building into market rate apartments and one commercial space.

Project Type: Redevelopment of existing vacant property

Regional Council: The Southern Tier Regional Council has been made aware of this item. The project predates the Regional Council Initiative.

Background:

Grantee History - Three Rivers was established in 1966 and is a not-for-profit corporation whose purpose is to promote the economic viability of the region by maintaining a network of stakeholders and partners in the fields of planning, housing, commercial and industrial development, and community renewal. The organization serves Steuben County, within and around the Corning area, and has a 32-business member network that helps ensure success of business development by providing a framework of available resources.

Beneficiary History - Craig Marlatt has over 29 years of diverse construction, real estate development, and business development/contracting experience, and has been a business development executive for over $1.4 billion of construction value. He currently serves as executive vice president and partner, and is in charge of overall Business Development and the Real Estate Development Division of Ross Wilson & Associates, Inc. based out of Depew, NY. CWMA was formed in 2012 to specifically facilitate this project, with Marlatt serving as president.

Three Rivers Development Foundation - War Memorial Library Restoration Capital (X483)
October 18, 2012

Property – The 8,559-square-foot historic War Memorial Library Building was built in 1929 and is architecturally significant, structurally sound and listed on the National Register of Historic Places. It was last used in 1996 for municipal purposes and has been vacant and deteriorating since that time. The building is centrally located to the downtown and southside neighborhood and is an excellent candidate for mixed-use redevelopment.

ESD Involvement – The project was reappropriated in the 2012-2013 New York State budget.

Past ESD Support – In 2008, ESD administered a $200,000 Senate-sponsored grant to Three Rivers in support of a 2007 LPGA Tournament in Corning that boosted area tourism and contributed to charity. This project is complete and funds have been fully disbursed.

The Project:

Completion – July 2013

Activity – A key part of rehabilitating 147 Pine St., also known as the War Memorial Library Building, for apartments are the pre-development expenses of the property. There has been significant pre-development activity and expenses already making the project essentially shovel ready. Corning War Memorial Apartments, LLC will utilize subcontractors, based on prior project experience/performance. ESD funds will assist with the expense of the project's indirect soft costs including closing costs and architectural and engineering fees, thereby making the redevelopment effort financially viable.

Results – Marlatt will invest a total of $896,000 in redeveloping the property, creating five market rate apartments and one commercial space. With the continued success of Corning and Marcellus Shale gas drilling opportunities, there is a high demand and existing shortage of rental housing in the Corning area. This project will help alleviate the shortage and create approximately 25 construction jobs.

Three Rivers Development Foundation - War Memorial Library Restoration Capital (X483)
October 18, 2012

Financing Uses	Amount	Financing Sources	Amount	Percent
Demolition	$109,000	ESD Grant	$100,000	6.3%
Construction	621,000	STREDC Grant*	500,000	31.3%
Exterior Renovation	50,000	City Equity**	100,000	6.3%
Elevator/Windows/Concrete	250,000	Bank Financing***	267,000	16.7%
HVAC/Electric/Plumbing	285,000	Developer Equity/Deferred Development Fee	230,000	14.4%
Architect/Engineering Fees	85,000	Historic Tax Credits	399,000	25.0%
Property Acquisition	75,000			
Closing Costs/Interest	121,000			
Total Project Costs	$1,596,000	Total Project Financing	$1,596,000	100%

*Southern Tier Region Economic Development Corporation, Community Revitalization Grant
**City of Corning loan, 2% for 10 years
*** Largo Real Estate Advisors, Inc., 4% for 10 years

Grantee Contact: Charlene Secondo, Project Coordinator
114 Pine Street, Suite 201
Corning, NY 14830
Phone: (607) 962-4693 Fax: (607) 936-9132

Beneficiary Contact: Craig Marlatt
8299 Lewis Road
Holland, NY 14080
Phone: (716) 553-8306 Fax: (716) 601-7292

Project Team:

Project Management	Robin Alpaugh
Contractor & Supplier Diversity	Denise Ross
Environmental	Soo Kang

Financial Terms and Conditions:

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

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

3. Up to $100,000 will be disbursed to Grantee upon documentation of project costs totaling $1,596,000, and 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 August 1, 2011 to be considered eligible project costs.

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.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor and Supplier Diversity policy will apply. The Grantee 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 8% and a Women Business Enterprise ("WBE") Participation goal of 12% and 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.

Statutory Basis – New York State Economic Development Assistance Program:
The project was 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.

Disclosure and Accountability Certifications:
The Grantee and Beneficiary Company have provided ESD with the required Disclosure and Accountability Certifications. Grantee's and Beneficiary Company's certifications indicate that Grantee and Beneficiary Company 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.

FOR CONSIDERATION

October 18, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: City of Rochester (Monroe County)
Southeast Towers Residential Project (UDC Loan No. 63)

REQUEST FOR: Authorization to (i) Make a Section 32 Mortgage Advance and (ii) Take All Related Actions.

PROJECT SUMMARY

Location: Rochester, NY

Improvements: Southeast Towers (the "Project") is located in the downtown area adjacent to Manhattan Square Drive, Savannah and Broad Streets in Rochester. The Project consists of two buildings: a seventeen story building known as "Ten Manhattan Square" and a detached eight story building known as the "Savannah" The Project has a total of 376 units (36 studios, 164 one-bedroom units, 152 two-bedroom units and 24 three-bedroom units).

BACKGROUND

Legal title to the Project is held by Southeast Loop Area 3B Part 1A Houses, Inc. (the "Housing Company"). The beneficial ownership is Southeast Towers Associates (the "Partnership"), and the managing agent is Landsman Real Estate Services, Inc. (the "Managing Agent").

FINANCIAL

The Project was originally financed in 1978 with a UDC mortgage loan in the amount of $12,067,000 ("Final Mortgage Determination" or "FMD"). The Project's current total indebtedness is $20,570,743, and includes the $12,067,000 outstanding FMD, an arrearage note of $6,853,929, and accrued interest arrears through October 31, 2012 totaling $1,649,814.

The Project is subsidized under Section 236 of the National Housing Act and receives annual interest reduction payments ("IRP") from HUD in the amount of $201,260. The Project's IRP contract expires on March 31, 2018. The Project also receives a rental subsidy under a Rent Supplement agreement through HUD for 26 units, which represents 7% of the Project's 376 units.

CURRENT STATUS

Empire State Development ("ESD") recently received a request from the Project's Managing Agent to use debt service payments, which the Housing Company and Partnership are obligated to make to ESD, for roof and elevator repairs at Southeast Towers. The Housing Company pointed to the failure of one of the two elevators servicing the 17-story building, and portions of the Project's roofs that have experienced leaking.

Upon receiving notification of the failed elevator and roof, ESD's Design and Construction technical staff completed an inspection of the property and ESD staff has determined that certain roof and elevator work satisfies the criteria set forth in Section 32 of the Project's first mortgage. Section 32 mortgage advances may be made for emergency or structural repairs or for repairs that affect the health and safety of the tenants to maintain the physical integrity of the housing portfolio as per HUD Section 236 regulatory requirements.

ESD staff has determined that the 8-story Savannah building's roof and the defective 17-story Ten Manhattan Square tower elevator qualify for a Section 32 mortgage advance and is warranted at this 91% -occupied valuable affordable housing resource in Monroe County

MANAGEMENT ACTION

It has not been ESD's practice to allow a Housing Company or Partnership to use debt service obligations for capital improvements. In accordance with the mortgage documents, the Housing Company and the Partnership are required to make full debt service payments to ESD on a monthly basis and must maintain an Operating and Escrow Fund (OEF) Account which may be used for capital improvements. However, the Project's OEF account does not have sufficient funds to cover the needed elevator and roof repairs.

Recognizing that there are insufficient funds in the Project's OEF Account at this time, and that the elevator and roof repairs are immediate to tenant and health and safety, staff recommends that the Board authorize the making of a Section 32 mortgage advance to the Housing Company and Partnership, in an amount not to exceed $700,000 on the following conditions:

- The Housing Company and the Partnership will immediately remit to ESD past due debt service cash payments and will continue to remit debt service cash payments to ESD on a timely basis.

- The scope of the qualified roof and elevator work identified above and the estimated cost of the qualified work will be subject to ESD staff's review and approval. The Housing Company and Partnership will furnish ESD staff with two estimates for repairs to be completed at the site where possible.

- All of the qualifying work must be completed by June 2013, unless there are extenuating circumstances under which ESD will allow a short extension to complete the work.

- The Section 32 mortgage advance will be billed monthly and will be added to the Project's first mortgage debt. The Section 32 mortgage advance will accrue interest at the same rate of the Project's first mortgage and be repayable in full upon maturity of the Project's first mortgage.

The Section 32 mortgage advance is to be paid from the Housing Repair Fund Account, which is funded from savings realized from the 1996 Corporate Purpose Bond Restructuring.

NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

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

ENVIRONMENTAL REVIEW

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

REQUESTED ACTION

The Directors are requested to authorize: (i) the making of a Section 32 mortgage advance and (ii) the taking of all related actions.

RECOMMENDATION

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

ATTACHMENT

Resolution

October 18, 2012

MONROE COUNTY - CITY OF ROCHESTER - SOUTHEAST TOWERS RESIDENTIAL PROJECT (UDC LOAN NO. 63) - REQUEST FOR AUTHORIZATION TO (I) MAKE A SECTION 32 MORTGAGE ADVANCE AND (II) TAKE ALL RELATED ACTIONS.

RESOLVED, that, based on the materials submitted to this meeting and ordered filed with the records of the New York State Urban Development Corporation ("Corporation") relating to the Southeast Towers Residential Project (UDC Loan No. 63), the Corporation be and hereby is authorized to: (i) make a Section 32 Mortgage Advance and (ii) take all related actions; and be it further

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

FOR CONSIDERATION

October 18, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Pinnacle View Apartments, Rochester, NY (Monroe County)
Clinton Avenue Paul Place Houses, Inc. (UDC Loan No. 97)

REQUEST FOR: Authorization to (i) Accept a Partial Prepayment of Cash, Subordinate and Consent to Borrower Assignment of the Balance of the Outstanding Indebtedness and (ii) Take All Related Actions.

PROJECT SUMMARY

Location: City of Rochester, NY

Improvements: Pinnacle View (the "Project") is located on 4.5 acres in Rochester and consists of 407 apartments (71 Studios and 336 one-bedrooms) in four interconnected sections: an eighteen story high rise, a fifteen story high rise, and two five story wings.

BACKGROUND

Legal title to the Project is held by Clinton Avenue Paul Place Houses, Inc. (the "Housing Company"). The beneficial ownership is in Beacon Pinnacle View Associates (the "Partnership"), and the project is managed by Beacon Residential Management.

FINANCIAL

The Project was financed in 1976 as an affordable housing resource for senior citizens with a UDC mortgage loan in the amount of $10,565,000 ("Final Mortgage Determination" or "FMD"). The Project's current indebtedness is approximately $3,109,598.

The Project is subsidized under Section 236 of the National Housing Act and receives annual interest reduction payments ("IRP") from HUD in the amount of $611,993. The Project's IRP contract expires on August 31, 2016. The Project also receives a rental subsidy under a Rent Supplement agreement through HUD for 163 units, which represents 40% of the Project's total of 407 units.

CURRENT STATUS

The Project was constructed in the mid-1970's just outside the Central Business District in Downtown Rochester and is within walking distance of employment, health care, shopping and recreational opportunities. Owing to the Project's age and physical condition, the project is in need of moderate capital improvements. The project is currently 87% occupied, most of which are occupied by senior and handicapped residents.

PROPOSED REDEVELOPMENT PLAN

The Project will undergo a moderate rehabilitation with a total development cost of approximately $32 million. The proposed scope of work consists of replacement of the windows with new energy efficient windows, the installation of new energy efficient boilers, roof repair and insulation, new flooring, new kitchen cabinets, energy star appliances, upgrade of the fire alarm and smoke detection system, repair of the elevators, upgrading of the electrical wiring, installation of security cameras on all floors, exterior upgrades to the precast concrete panels and new signage. Tenants will be temporarily relocated into vacant units during the rehabilitation when needed.

PROPOSED FINANCING PLAN

The proposed rehabilitation calls for the Project to be purchased for preservation and redevelopment by a single-purpose entity to be controlled by Pathstone Development Corp (the "Purchaser"), a not-for-profit regional community development and human service organization providing services to low-income families. To facilitate the preservation of this affordable senior housing resource, ESD will allow the Purchaser to assume and subordinate $1 million of the outstanding ESD debt to new HCR financing. ESD will receive the remaining balance of outstanding indebtedness of approximately $2 million at closing.

The transaction is to be financed by a mortgage loan from the New York State Homes & Community Renewal ("HCR"), funded through the issuance of tax exempt bonds by HCR. Such issuance will allow the transaction to receive 4% as-of-right low income housing tax credits. Additional financing will be in the form of a HCR subsidy loan and loans from the City of Rochester and Federal Home Loan Bank. 97% percent of the 407 units will be set aside for households whose incomes are at or below 60% of the AMI, adjusted for family size. The new managing agent will be Pathstone Management Corporation ("Pathstone Management") an affiliate of the Sponsor. Pathstone Management currently manages over 1,800 units of affordable housing.

The IRP contract will be decoupled from the existing UDC mortgage so that the new owners continue to receive the financial benefits of the Section 236 subsidy through the expiration of the contract in August 2016. As part of the Section 236 decoupling and in conjunction with HUD's Rental Assistance Demonstration program, it is anticipated that the Project will receive a 20 year Housing Assistance Payment Contract ("HAP") with HUD, that will cover all of the Project's revenue units.

NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

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

ENVIRONMENTAL REVIEW

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

REQUESTED ACTION

The Directors are requested to authorize: (i) acceptance of a partial prepayment of cash, subordinate and consent to borrower assignment of the balance of the outstanding indebtedness and (ii) the taking of all related actions.

RECOMMENDATION

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

ATTACHMENT

Resolution

October 18, 2012

MONROE COUNTY – PINNACLE VIEW APARTMENTS. - UDC LOAN NO. 97 - REQUEST FOR AUTHORIZATION TO (I) ACCEPT A PARTIAL PREPAYMENT OF CASH, SUBORDINATE AND CONSENT TO BORROWER ASSIGNMENT OF THE BALANCE OF THE OUTSTANDING INDEBTEDNESS AND (II) TAKE ALL RELATED ACTIONS.

RESOLVED, that, based on the materials submitted to this meeting and ordered filed with the records of the New York State Urban Development Corporation ("Corporation") relating to the Pinnacle View Apartments residential project (UDC Loan No. 97) the Corporation be and hereby is authorized to: (i) Accept a Partial Prepayment of Cash, Subordinate and Consent to Borrower Assignment of the Outstanding Indebtedness and (ii) Take All Related Actions, and be it further

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

UDC Loan No. 97 - LOAN FACT SHEET

Property Name:	**Pinnacle View**
Mortgagor:	**Clinton Avenue Paul Place Houses, Inc.**
Property Location:	**919 Clinton Avenue South Rochester, NY 14620**
Mortgagee:	**New York State Urban Development Corporation**

Outstanding Indebtedness as of October 31, 2012

FMD Note (Principal Balance)	$	3,109,598.04
Debt Service Interest Arrears	$	0
Total Outstanding Indebtedness	$	3,109,598.04

Debt Service

Total Contractual Annual Debt Service	$	933,755.89
Annual HUD Section 236 Subsidy (thru 8/31/16)	($	611,993.00)
Housing Company's Annual Debt Service	$	321,762.89

HUD Section 236 Subsidy

Annual HUD Section 236 IRP (thru 8/31/16)	$	611,993.00

Proposed Transaction Details

Payment to ESD (assuming 10/31/12 closing)	$	2,109,598.04
Payment as a percent of FMD		68%
Assignment of Remaining Indebtedness	$	1,000,000.00

Miscellaneous

Operating Escrow Fund Balance as of 8/31/12	$	693,756.13
Occupancy as of 9/30/12 (407 units)		87%
Rent Supplement Contract	$	457,000.00
Number of Units Receiving RAP		163
Rent Supplement Units as a % of Total Units		40.0%

FOR CONSIDERATION
October 18, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Workout Committee and Procurement of Creditors Rights/Foreclosure Counsel

REQUEST FOR: Authorization of Workout Committee and Authorization to Enter into a Contract for Legal Services with the Law Firms of: Gonzalez Saggio & Harlan LLP, Mentor Rudin & Trivelpiece PC and Donald J. Tobias and to Take Related Actions

---

A. WORKOUT COMMITTEE

I. INTRODUCTION

Loan workout activity and related litigation in connection with outstanding loans and grants, has remained active over the last few years, as work has continued to enforce defaulted loans and grants, particularly failure to meet employment requirements, and to recover unpaid or amounts subject to recapture. In addition, ESD confronts numerous other types of defaulted loans requiring work out solutions. For the most part, all non-litigation matters are handled exclusively by ESD* staff. All borrowers and grantees that are in default are contacted by staff, and efforts are undertaken to recover on our indebtedness through a workout or other arrangement. When these efforts fail, we institute legal proceedings with specialized counsel. The ESD workout committee ("Workout Committee") regularly evaluates non-performing loans and grant agreements which are in default and determines when most legal proceedings will be commenced.

Authorization is being sought for the continued operation of the Workout Committee, appointment of members and retention of counsel for these matters.

II. BACKGROUND AND STATEMENT OF NEED

The Workout Committee, in various forms, has served the Corporation since the 1990s and has generally consisted of the ESD Chief Financial and Administrative Officer; the Controller; the Vice President of Loans and Grants and Vice President, Capital Programs; Senior Counsel; and the General Counsel. These five senior executives provide expertise in vital areas such as Finance, Legal, ESD Programs and Upstate representation and work together efficiently and effectively, a significant advantage when many requests for workouts are very time sensitive. The Workout Committee is needed to provide expeditious and consistent solutions for a large number and variety of defaults and collection matters. We are proposing that the individuals serving in the titles noted above, or in the case

*The New York State Urban Development Corporation ("UDC" or the "Corporation") d/b/a Empire State Development ("ESD")

of a vacancy, the person, if any, serving in that capacity, serve ex-officio as members of the Workout Committee.

The Workout Committee reviews recommendations of staff regarding defaults by ESD grant recipients in meeting minimum new employment requirements and approves changes or seeks more information on the recommendations. The Workout Committee chooses among several penalty options, including, but not limited to, waivers, extensions, pro-rata repayment, and revising the GDA. The Workout Committee also reviews and approves dozens of other loan related workouts throughout the year which include moratoriums on payments, interest-rate adjustments, write-offs, subordinations, extensions, and when material, covenant waivers or modifications, extensions and tenant consents. Workout Committee decisions are made only with a quorum consisting of a majority of its members and a majority vote of the quorum is required to make any determination. All decisions will now be approved by the Chief Financial and Administrative Officer or the General Counsel. Decisions related to the commencement of foreclosures or other title acquisition matters are also presented to the Board for authorization.

III. AUTHORIZATION AND APPOINTMENT

The Directors are being asked to authorize the continued function of the Workout Committee on the terms described above and to appoint the following officers, ex-officio, as its members to serve until such members resign or are replaced:

Frances A. Walton, Chief Financial and Administrative Officer
Kathleen Mize, Controller
Susan Shaffer, Vice President of Loans & Grants
Steve Gawlik, Vice President, Capital Projects & Senior Counsel
Maria Cassidy, Deputy General Counsel (in the absence of the General Counsel)

B. CREDITORS RIGHTS/FORECLOSURE COUNSEL

I. CONTRACT SUMMARY

Contractors:	Gonzalez Saggio & Harlan LLP/Mentor Rudin & Trivelpiece PC/ Law Office of Donald J. Tobias
Scope of Services:	Counsel will advise the Workout Committee, draft default letters and litigate breaches of contract, bankruptcy, foreclosure and related collection matters.
Contract Term:	3 years with one year option exercisable by General Counsel
Contract Amount:	No upset amount
Proposed Amendment Amount:	N/A

New Proposed Total Contact Amount: No upset amount
(Original Contract Amount + proposed amendment amount)

Funding Source(s): ESD General Fund

II. BACKGROUND AND STATEMENT OF NEED

As noted above, the Corporation has an ongoing need to enforce defaulted grants and various other types of loans and defaults. Often the only effective method of enforcement is litigation requiring specialized counsel.

ESD currently has retainers with the law firms of Phillips Lytle LLP, McNamee, Lochner, Titus & Williams, P.C. and Donald J. Tobias, Esq. to assist with litigation matters evolving from the loan and grant portfolio. These retainers were approved by the Directors on March 20, 2008 and an extension through September 19, 2012 was authorized on October 19, 2011.

III. CONTRACTOR SELECTION PROCESS

In the spring of 2012, the Corporation advertised in the Contract Reporter and requested bids for counsel to qualify on a slate of eligible counsel to serve the Corporation in nine (9) different practice areas. On September 19, 2012, the Directors approved a new slate of counsel for the Corporation including the two (2) specific practice areas of bankruptcy/creditors rights and foreclosure. Practitioners in these two areas possess the experience required for this engagement. Although nine firms are qualified in both these practice areas, during the past eight (8) years the Corporation has learned that medium and large firms are not structurally and economically suited to handle collection matters with relatively small stakes. As a result, most of the Corporation's work in the workout practice area, is sought by smaller firms or solo practitioners.

The nine firms were reviewed by the ESD Counsel responsible for workout matters, the ESD Counsel responsible for litigation and the Assistant Vice President-Portfolio Management. Based upon each reviewer's assessment of each firm's competence in the areas of bankruptcy, foreclosure, related litigation practice, enforcement of judgments, familiarity with ESD and similar governmental entities fee structures, and prior experience with the desired type of work and performance under existing retainers, it was determined that Gonzalez Saggio & Harlan LLP, Menter Rudin & Trivelpiece PC, and Donald J. Tobias best met ESD's needs.

Gonzalez Saggio & Harlan LLP has strong bankruptcy and litigation practice groups and is an M/WBE, with its main office in New York. Menter Rudin & Trivelpiece PC has strong litigation and collection credentials, and provides good geographical coverage in Syracuse and surrounding upstate counties. Don Tobias is based in New York City and has provided very good results in foreclosure and collection matters. All of the firms have agreed to provide services at ESD's hourly rates and have agreed to work on a contingency or set fee basis upon mutual agreement in certain cases.

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

Counsel will advise the Workout Committee, draft default letters and litigate breaches of contract, bankruptcy, foreclosure and related collection matters.

V. CONTRACT TERM, PRICE AND FUNDING

The term of the contract will be 3 years with an option for the General Counsel to extend for one year. Contractor will work at an hourly rate. The source of funding is Corporate funds.

VI. NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this project. Each firm shall adhere to ESD's non-discrimination policy and shall include minorities and women in any job opportunities created in relation to this work. ESD shall be required to (i) include participation of certified Minority and Women Business Enterprises ("MWBE") in relation to the loan workout activity and related litigation and (ii) structure the distribution of the work to include MWBE participation totaling no less than 25% of the overall authorized expenditure.

VII. ENVIRONMENTAL REVIEW

ESD staff has determined that this determination 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.

VIII. REQUESTED ACTION

The Directors are being asked to (1) authorize the Workout Committee and appoint its members; (2) authorize the retention of the Gonzalez Saggio & Harlan LLP, Menter Rudin & Trivelpiece PC and the Law Office of Donald J. Tobias firms as creditors' rights/foreclosure counsel, with no upset amounts, with each contract to expire in three years subject to a one year extension by the General Counsel. Compensation will be at rates not to exceed ESD limits and on further terms as approved by the Chairman, the General Counsel or their designees.

IX. RECOMMENDATION

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

X. ATTACHMENTS

Resolution

October 18, 2012

ESD WORKOUT COMMITTEE – Authorization of Workout Committee; Appointment of Members and Authorization to Enter into a Contract for Legal Services with the Law Firms of: Gonzalez Saggio & Harlan LLP, Mentor Rudin & Trivelpiece PC and Donald J. Tobias and to Take Related Actions

---

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the "Materials"), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds the Law Firms of: Gonzalez Saggio & Harlan LLP, Mentor Rudin & Trivelpiece PC and Donald J. Tobias to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into contracts with the Law Firms of: Gonzalez Saggio & Harlan LLP, Mentor Rudin & Trivelpiece PC and Donald J. Tobias, at no upset amount, for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the Workout Committee is authorized to take actions, as described herein; and be it further

RESOLVED, that the individuals serving in the capacities listed below, or in the case of a vacancy, the person, if any, serving in that capacity, shall serve ex-officio as members of the Workout Committee. The individuals currently serving in those capacities are also listed:

Ex-officio Office	Current Office Holder
Chief Financial and Administrative Officer	Frances A. Walton
Controller	Kathleen Mize
Vice President of Loans & Grants	Susan Shaffer
Vice President, Capital Projects & Senior Counsel	Steve Gawlik
General Counsel	Maria Cassidy*

*Deputy General Counsel serving in the absence of the General Counsel

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution. Any actions heretofore taken with respect to the actions described herein, including actions taken by the Workout Committee or Creditors' Rights Counsel are hereby approved and ratified.

* * *

Empire State Development

FOR INFORMATION

October 18, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Quarterly Report on Procurement Commitments to Certified Minority and Women Business Enterprises (MWBEs) – First Quarter of Fiscal Year 2012-2013

COMMITMENTS TO CERTIFIED MWBEs DURING FIRST QUARTER OF FISCAL YEAR 2012-2013:

For the First Quarter of Fiscal Year 2012-2013, ESD and its subsidiaries executed a total of $197.7M in eligible procurements and amendments, of which $30.24M or 15.30% has been committed to MWBEs by ESDC, its subsidiaries and primes. Of the total MWBE commitments, approximately $814,000 were direct commitments by ESD to certified MWBE vendors and the balance of approximately $29.4M were committed by prime contractors and sub-contractors.

This represents a substantial increase from the First Quarter of Fiscal Year 2011-12 when ESD and its subsidiaries committed to certified MWBEs approximately $567,500, or 7.28% of ESD procurements.

Empire State Development Corporation
Report on Procurement Contracts
Entered Into During the Quarter of (04/01/2012 - 06/30/2012)

CO.	VENDOR NAME	ORIG CONT DATE	REASON FOR AWARD	CONT #	INITIAL SCOPE OF SERVICES	CONTRACT AMOUNT	CURRENT STATUS	CONTRACT REPORTER	COMPETITIVE SEARCH	BASIS OF AWARD	COMMENTS
EMPIRE STATE DEVELOPMENT CORPORATION											
ESDC	Hyjek & Fix, Inc. 1455 Pennsylvania Avenue, N.W. Suite 1111 Washington, D.C. 20004	5/31/2012	Need for consultant services relating to military base retention and expansion in New York.	7758	Provide assistance in identifying growth opportunities and retention strategies to keep New York State military bases as economic contributors and job generators.	350,000	On-going	YES	YES	BEST VALUE	
ESDC	Hawkins, Delafield & Wood One Chase Manhattan Plaza New York, NY 10005	6/8/2012	Need for bond counsel services with respect to the Corporation's State Personal Income Tax Bonds, Series 2011A.	7769	Provide legal services to ESD as bond counsel in connection with the State Personal Income Tax Bonds, Series 2011A.	150,000	Completed	YES	YES	BEST VALUE	
ESDC	Cool Insuring Agency 784 Troy-Schenectady Road Latham, NY 12110	5/3/2012	Need for insurance broker services for ESD and its subsidiaries.	7706	Provide marketing, placement, administrative and claims handling services on behalf of ESD and its subsidiaries.	140,000	On-going	YES	YES	BEST VALUE	
ESDC	Rehon & Roberts 830 The Alameda San Jose, CA 95126	5/21/2012	Need for legal services in connection with the judgement against Daystar Technologies, Inc.	7739	Provide legal services to ESDC with respect to the enforcement of a judgement against Daystar Technologies, Inc. which had defaulted under the terms of a Capital Grant Agreement.	55,000	On-going	Legally Exempt	N/A	BEST VALUE	Single Source
ESDC	Truax & Company 45 East 20th Street 5th Floor New York, NY 10003	6/19/2012	Need for consulting services associated with the New York Works Task Force.	7793	Provide logo development and website design for the New York Works Task Force.	48,250	On-going	N/A	N/A	BEST VALUE	Single Source
ESDC	Gonzalez, Saggio & Harlan LLP 292 Madison Avenue 19th Floor New York, NY 10117	5/18/2012	Need for legal services in connection with the foreclosure proceedings of the Sea Rise 1 & 2 Project.	7742	Provide legal services to ESDC with respect to the negotiation of workouts, forclosures, bankruptcies and related matters for the Sea Rise 1 & 2 Projects.	47,000	On-going	YES	YES	BEST VALUE	Certified Minority Owned Business
ESDC	Community Planning & Environmental Associates 152 Stolzenburg Road Berne, NY 12023	5/24/2012	Need for consulting services in connection with the environmental forms for the State Environmental Quality Review Act (SEQRA).	7755	Provide environmental consultant services to assist the Department of Environmental Conservation (DEC) in developing instruction guide for SEQRA applicants in completing the short and full Environmental Assessment Forms.	47,000	On-going	N/A	YES	BEST VALUE	Certified Woman Owned Business
ESDC	Century 21 Sheik's Realty 1425 East Gun Hill Road Bronx, NY 10469	6/29/2012	Need for broker services in connection with the disposition of ESDC owned property.	7826	Provide real estate broker services to assist ESDC staff with disposing of ESDC owned residential property at 2570 Bouck Avenue, Bronx, NY.	16,800	On-going	N/A	YES	BEST VALUE	
					TOTAL ESDC:	854,050					

Empire State Development Corporation
Report on Procurement Contracts
Entered Into During the Quarter of (04/01/2012 - 06/30/2012)

CO.	VENDOR NAME	ORIG CONT DATE	REASON FOR AWARD	CONT #	INITIAL SCOPE OF SERVICES	CONTRACT AMOUNT	CURRENT STATUS	CONTRACT REPORTER	COMPETITIVE SEARCH	BASIS OF AWARD	COMMENTS
ERIE CANAL HARBOR DEVELOPMENT CORPORATION											
ECHDC	DiPizio Construction Company, Inc. 100 Stradtman Street Cheektowaga, NY 14206	4/25/2012	Need for construction services related to the construction of the Historically Aligned Erie Canals.	7740	Provide labor, material, equipment and supervision for the construction of the Historically Aligned Erie Canals.	23,740,800	On-going	YES	YES	BEST VALUE	
ECHDC	Herbert F. Darling, Inc. 131 California Drive Williamsville, NY 14221	6/8/2012	Need for construction services in connection with the Erie Canal Harbor Civic Project.	7794	Provide construction services of the Seasonal Dock Extension along the Buffalo River.	1,197,689	On-going	YES	YES	BEST VALUE	
ECHDC	Buffalo Place, Inc. 671 Main Street Buffalo, NY 14203	5/25/2012	Need for site operations and maintenance in connection with the Erie Canal Harbor Civic Project.	7768	Provide operations, maintenance, security, programming, and marketing of Canalside.	839,000	On-going	Legally Exempt	N/A	BEST VALUE	Single Source
ECHDC	Foit-Albert Associates 763 Main Street Buffalo, NY 14203	6/8/2012	Need for design and engineering services in connection with the Erie Canal Harbor Civic Project.	7767	Provide lighting and engineering design services related to the Buffalo River Corridor.	305,011	On-going	YES	YES	BEST VALUE	Certified Woman Owned Business
ECHDC	Quality Inspection Services Cathedral Park Tower 37 Franklin Street Buffalo, NY 14202	6/20/2012	Need for inspection services in connection with the Erie Canal Harbor Civic Project.	7818	Provide special inspection services for the construction of the Historically Aligned Erie Canals.	240,000	On-going	YES	YES	BEST VALUE	
ECHDC	Arts Services Initiative of Western New York 95 Perry Street Suite 402 Buffalo, NY 14203	6/18/2012	Need for consulting services in connection with enhancing and expanding programming efforts along the Buffalo River.	7817	Provide event and program coordination services which will provide an array of appealing recreational activities, intergrate arts and cultural experiences, and capitalize on the diverse resources Western New York has to offer.	120,000	On-going	YES	YES	BEST VALUE	
					TOTAL ECHDC:	26,442,500					

Empire State Development Corporation
Report on Procurement Contracts
Entered Into During the Quarter of (04/01/2012 - 06/30/2012)

CO.	VENDOR NAME	ORIG CONT DATE	REASON FOR AWARD	CONT #	INITIAL SCOPE OF SERVICES	CONTRACT AMOUNT	CURRENT STATUS	CONTRACT REPORTER	COMPETITIVE SEARCH	BASIS OF AWARD	COMMENTS
HARLEM COMMUNITY DEVELOPMENT CORPORATION											
HCDC	Skyline Industries, LLC 45-10 Vernon Blvd Long Island City, NY 11101	5/15/2012	Need for Window replacement at 273-279 West 118th Street.	7748	Provide window replacement at 273-279 West 118th Street.	146,320	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract Certified Minority Owned Business
HCDC	Ross Window Corporation 4 Mt. Vernon Avenue Mt. Vernon, NY 10550	5/31/2012	Need for window replacement at 301 West 130th Street.	7790	Provide window replacement at 301 West 130th Street.	129,952	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	Dun-Rite, Inc. 9054 Fort Hamilton Parkway Brooklyn, NY 11210	4/3/2012	Need for window replacement at 111 West 141th Street.	7689	Provide window replacement at 111 West 141th Street.	128,782	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	City Gas Heating Service Co. Inc. 431 Barretto Street Bronx, NY 10474	4/12/2012	Need for boiler replacement at 273-279 West 118th Street.	7695	Provide heating system replacement at 273 West 118th Street.	127,275	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	Brooklyn Mechanical HTG Corporation 1429 Mill Avenue Brooklyn, NY 11234	4/3/2012	Need for boiler replacement at 106 West 137th Street.	7687	Provide heating system replacement at 106 West 137th Street.	106,200	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	Brooklyn Mechanical HTG Corporation 1429 Mill Avenue Brooklyn, NY 11234	4/3/2012	Need for boiler replacement at 110 West 137th Street.	7688	Provide heating system replacement at 110 West 137th Street.	106,200	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	East Coast Petroleum, Inc 340 Jackson Avenue Bronx, NY 10454	4/3/2012	Need for boiler replacement at 176 West 137th Street.	7686	Provide heating system replacement at 176 West 137th Street.	103,528	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	Brooklyn Mechanical HTG Corporation 1429 Mill Avenue Brooklyn, NY 11234	5/8/2012	Need for boiler replacement at 111 West 141st Street.	7720	Provide heating system replacement at 111 West 141st Street.	82,900	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract

Empire State Development Corporation
Report on Procurement Contracts
Entered Into During the Quarter of (04/01/2012 - 06/30/2012)

CO.	VENDOR NAME	ORIG CONT DATE	REASON FOR AWARD	CONT #	INITIAL SCOPE OF SERVICES	CONTRACT AMOUNT	CURRENT STATUS	CONTRACT REPORTER	COMPETITIVE SEARCH	BASIS OF AWARD	COMMENTS
HCDC	East Coast Petroleum, Inc 340 Jackson Avenue Bronx, NY 10454	5/31/2012	Need for boiler replacement at 301 West 130th Street.	7783	Provide heating system replacement at 301 West 130th Street.	70,523	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	New York Heating Corporation 354 Humboldt Street Brooklyn, NY 11211	4/12/2012	Need for boiler replacement at 124 West 137th Street	7693	Provide heating system replacement at 124 West 137th Street.	54,763	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	W & B Electric Corporation 135-15 135th Avenue South Ozone Park, NY 11420	5/15/2012	Need for electrical work at 273-279 West 118th Street.	7743	Provide electrical work at 273-279 West 118th Street.	54,420	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract Certified Minority Owned Business
HCDC	New York Heating Corporation 354 Humboldt Street Brooklyn, NY 11211	5/8/2012	Need for boiler replacement at 531 Lenox Avenue.	7722	Provide heating system replacement at 531 Lenox Avenue.	53,900	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	City Gas Heating Service Co. Inc. 431 Barretto Street Bronx, NY 10474	4/12/2012	Need for boiler replacement at 163 West 136th Street.	7694	Provide heating system replacement at 163 West 136th Street.	51,500	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	Skyline Industries, LLC 45-10 Vernon Blvd Long Island City, NY 11101	5/15/2012	Need for window replacement at 283 West 118 Street.	7746	Provide window replacement at 283 West 118th Street.	48,976	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract Certified Minority Owned Business
HCDC	New York Heating Corporation 354 Humboldt Street Brooklyn, NY 11211	5/8/2012	Need for boiler replacement at 102 West 137th Street.	7721	Provide heating system replacement at 102 West 137th Street.	45,982	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	Dun-Rite, Inc. 9054 Fort Hamilton Parkway Brooklyn, NY 11209	4/3/2012	Need for window replacement at 131 West 137th Street.	7690	Provide window replacement at 131 West 137th Street.	44,716	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract

Empire State Development Corporation
Report on Procurement Contracts
Entered Into During the Quarter of (04/01/2012 - 06/30/2012)

CO.	VENDOR NAME	ORIG CONT DATE	REASON FOR AWARD	CONT #	INITIAL SCOPE OF SERVICES	CONTRACT AMOUNT	CURRENT STATUS	CONTRACT REPORTER	COMPETITIVE SEARCH	BASIS OF AWARD	COMMENTS
HCDC	Laser Electrical Contracting, Inc 56-01 Northern Boulevard Woodside, NY 11377	5/15/2012	Need for electrical work at 106 West 137th Street.	7754	Provide electrical work at 106 West 137th Street.	40,694	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract Certified Minority Owned Business
HCDC	Laser Electrical Contracting, Inc 56-01 Northern Boulevard Woodside, NY 11377	5/23/2012	Need for electrical work at 163 West 136th Street.	7752	Provide electrical work at 163 West 136th Street.	39,342	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract Certified Minority Owned Business
HCDC	W & B Electric Corporation 135-15 135th Avenue South Ozone Park, NY 11420	5/15/2012	Need for electrical work at 124 West 137th Street.	7747	Provide electrical work at 124 West 137th Street.	23,860	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract Certified Minority Owned Business
HCDC	Riverdale Electrical Services Inc 421 Bruckner Blvd Bronx, NY 10455	5/23/2012	Need for electrical work at 176 West 137th Street.	7749	Provide electrical work at 176 West 137th Street.	17,737	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract
HCDC	Laser Electrical Contracting, Inc 56-01 Northern Boulevard Woodside, NY 11377	5/15/2012	Need for electrical work at 283 West 118th Street.	7753	Provide electrical work at 283 West 118th Street.	16,356	Completed	NO	YES	BEST VALUE	Vendor under NYS DHCR competitive contract Certified Minority Owned Business
					TOTAL HCDC:	1,493,925					
LOWER MANHATTAN DEVELOPMENT CORPORATION											
LMDC	BEM Systems 100 Passaic Avenue Chatham, NJ 07928	6/12/2012	Need for environmental services in connection with the WTC Memorial and Cultural Program.	7787	Provide environmental consulting and testing services that are required for construction projects related to LMDC.	15,000	On-going	N/A	YES	BEST VALUE	
LMDC	LiRo Engineers, Inc. 3 Aerial Way Syosset, NY 11791	5/7/2012	Need for environmental services in connection with the WTC Memorial and Cultural Program.	7725	Provide environmental consulting and testing services that are required for construction projects related to LMDC.	15,000	On-going	N/A	YES	BEST VALUE	
					TOTAL LMDC:	30,000					

Empire State Development Corporation
Report on Procurement Contracts
Entered Into During the Quarter of (04/01/2012 - 06/30/2012)

CO.	VENDOR NAME	ORIG CONT DATE	REASON FOR AWARD	CONT #	INITIAL SCOPE OF SERVICES	CONTRACT AMOUNT	CURRENT STATUS	CONTRACT REPORTER	COMPETITIVE SEARCH	BASIS OF AWARD	COMMENTS
MOYNIHAN STATION DEVELOPMENT CORPORATION											
MSDC	Skanska USA Civil Northeast, Inc. 75-20 Astoria Boulevard Suite 200 Queens, NY 10003	5/25/2012	Need for construction services related to the Moynihan Station Redevelopment Project.	7833	Provide construction services to build the West End Concourse Expansion.	162,525,000	On-going	YES	YES	BEST VALUE	
MSDC	National Railroad Passenger Corporation (Amtrak) 60 Massachusetts Avenue, NE Washington, DC 20002	5/22/2012	Need for construction services in connection with the Moynihan Station Redevelopment Project.	7797	Provide construction on Amtrak property of new passenger staion facilities and renovation of existing facilities owned by Amtrak.	33,000,000	On-going	Legally Exempt	N/A	BEST VALUE	Sole Source
MSDC	JFD Sales Consulting Services Corporation d/b/a JFD Office Interiors 11-12 44th Drive Long Island City, NY 11101	5/8/2012	Need for construction services in connection with the James A. Farley Post Office Building and Annex.	7714	Provide miscellaneous interior work as necessary at the James A Farley Post Office building and Annex.	45,000	On-going	YES	YES	BEST VALUE	Certified Minority Owned Business

TOTAL MSDC:	195,570,000
TOTAL FOR CONTRACTS:	224,390,475
TOTAL FOR AMENDMENTS:	6,261,477
GRAND TOTAL:	230,651,952.36

Empire State Development Corporation
Report on Procurement Contracts (Amendments)
Entered Into During the Quarter of (04/01/2012 - 06/30/2012)

CO.	VENDOR NAME AND ADDRESS	BEGIN DATE	AMEND. DATE	REASON FOR AWARD	CONTRACT NUMBER	ORIGINAL CONTRACT AMOUNT	AMEND AMOUNT	SCOPE OF SERVICES	REVISED CONTRACT AMOUNT	CURRENT STATUS	CONTRACT REPORTER	COMMENTS
EMPIRE STATE DEVELOPMENT CORPORATION												
ESDC	Law Offices of Donald J. Tobias 445 Park Avenue New York, NY 10022	5/18/2004	6/15/2012	Need for legal services in connection with the bankruptcy proceedings.	6630	100,000	145,000	Provide legal services to ESD with respect to the bankruptcy proceedings for creditors' rights and workout matters.	750,000	On-going	N/A	Pre Qualified List
ESDC	Bloomberg Finance, LLP 731 Lexington Avenue New York, NY 10022	1/27/1995	4/2/2012	Need for the extension of the lease of a Bloomberg terminal through 01/26/2014.	58	26,960	51,000	Continue to provide financial analysis and information.	673,518	On-going	Legally Exempt	Sole Source
				ESDC TOTAL:		126,960	196,000		1,423,518			
HARLEM COMMUNITY DEVELOPMENT CORPORATION												
HCDC	Dun-Rite, Inc. 9054 Fort Hamilton Parkway Brooklyn, NY 11209	4/3/2012	5/31/2012	Need for window replacement at 111 West 141st Street.	7689	128,782	29,650	Provide window replacement and installation at 111 West 141st Street.	158,432	Completed	N/A	Vendor under NYS DHCR competitive contract
HCDC	Brooklyn Mechanical HTG Corporation 1429 Mill Avenue Brooklyn, NY 11234	5/8/2012	5/11/2012	Need for heating system replacement at 111-115 West 141st Street.	7720	82,900	5,450	Provide heating system replacement at 111-115 West 141st Street.	88,350	Completed	N/A	Vendor under NYS DHCR competitive contract
HCDC	Dun-Rite, Inc. 9054 Fort Hamilton Parkway Brooklyn, NY 11209	4/3/2012	4/10/2012	Need for window replacement at 131 West 137th Street.	7690	44,716	19,610	Provide window replacement at 131 West 137th Street.	64,326	Completed	N/A	Vendor under NYS DHCR competitive contract
				HCDC TOTALS:		256,398	54,710		311,108			
LOWER MANHATTAN DEVELOPMENT CORPORATION												
LMDC	Hellman Electric Corporation 855 Brush Avenue Bronx, NY 10465	4/26/2007	5/25/2012	Need for additional upgrades to LMDC/LMCCC's Intelligent Transportations Systems (ITS).	4585	5,994,620	487,767	Provide upgrades to the ITS system before its management and maintainence is transferred to New York City and to provide servicing during the transition.	6,482,387	Completed	Legally Exempt	Single Source
LMDC	Carter, Ledyard, & Milburn LLP 2 Wall Street New York, NY 10005	2/18/2009	6/7/2012	Need for legal services in connection with the Community and Cultural Enhancement Program.	5833	500,000	275,000	Provide real estate and land use, environmental matters, condemnation and related litigation with respect to the Community and Cultural Enhancement Program.	640,000	On-going	N/A	Pre Qualified List

Empire State Development Corporation
Report on Procurement Contracts (Amendments)
Entered Into During the Quarter of (04/01/2012 - 06/30/2012)

CO.	VENDOR NAME AND ADDRESS	BEGIN DATE	AMEND. DATE	REASON FOR AWARD	CONTRACT NUMBER	ORIGINAL CONTRACT AMOUNT	AMEND AMOUNT	SCOPE OF SERVICES	REVISED CONTRACT AMOUNT	CURRENT STATUS	CONTRACT REPORTER	COMMENTS
LMDC	Inventus, LLC 2 Rector Street, 9th Floor New York, NY 10006	12/13/2007	5/29/2012	Need for document copying, imaging, and related services in connection with 130 Liberty Street.	5113	35,000	150,000	Continue to provide document management and related services, given the pending litigation concerning 130 Liberty Street.	1,500,000	On-going	Legally Exempt	Single Source
LMDC	PB Americas, Inc. 555 17th Street Denver, CO 80202	3/18/2009	6/12/2012	Need for consulting services in connection with LMDC's website.	5975	112,000	106,000	Continue to provide website hosting, maintenance and support to keep the workers, residents, visitors and stakeholders aware of the construction in Lower Manhattan.	272,000	On-going	N/A	Amendment within original RFP 3 year term
LMDC	Venable LLP 575 7th Street NW, Washington DC, 20004	6/13/2008	4/3/2012	Need for legal services in connection with 130 Liberty Street.	5405	15,000	75,000	Continue to provide legal services related to environmental and insurance matters for an extended term through December 31, 2012.	225,000	On-going	N/A	Pre Qualified List
LMDC	Duane Morris 1540 Broadway New York, NY 10036	1/22/2009	4/3/2012	Need for legal services in connection with 130 Liberty Street.	5772	500,000	175,000	Continue to provide legal advice and services related to 130 Liberty Street for an extended term through December 31, 2012.	1,175,000	On-going	N/A	Pre Qualified List
LMDC	Something Digital 9 East 38th Street New York, NY 10016	3/20/2009	4/26/2012	Need for consulting services in connection with LMDC's website.	5978	109,840	92,000	Continue to provide website hosting, maintenance and support to keep the workers, residents, visitors and stakeholders aware of the construction in Lower Manhattan.	241,760	On-going	N/A	Amendment within original RFP 3 year term
LMDC	Dewey and LeBoeuf LLP 1301 Avenue of the Americas New York, NY 10019	8/13/2009	4/10/2012	Need for legal services in connection with 130 Liberty Street.	6323	250,000	5,000,000	Continue to provide counsel in claims, disputes, and litigation arising from the deconstruction of LMDC's 130 Liberty Street.	8,500,000	Terminated	Legally Exempt	Single Source
LMDC	URS Corporation-New York One Penn Plaza Suite 610 New York, NY 10119	5/17/2005	4/16/2012	Need for continued construction management and owner's representation services.	2857	1,880,000	-350,000	Continue to provide construction management and owner's representation services due to delays in the projects closeout.	21,857,461	On-going	Legally Exempt	Single Source
				LMDC TOTALS:		9,396,460	6,010,767		40,893,608			
				TOTAL FOR AMENDMENT CONTRACTS:		9,779,818	6,261,477		42,628,234			

Empire State Development

FOR INFORMATION

October 18, 2012

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Annual Report on Jobs Created and Retained on ESD Grant and Loan Programs and Status Report on UDC Loan Portfolio

---

The Annual Report on Jobs Created and Retained details the performance of the Empire State Development's ("ESD") economic development activities related to job growth and retention for the 2011 calendar year. Compliance with the employment requirements of the various loan and grant programs administered by ESD improved from 87% in 2010 to 89% in 2011

For the calendar year ending December 31, 2011, 355 projects, funded in 2011 and prior years, were subject to employment stipulations. Those projects had been funded with $253,197,733 from various NYS investment sources. 315 (89%) of these projects were in compliance with the employment requirements in their financial assistance packages, which generally requires, at a minimum, that the project be within 15% of its stated employment goals. 253 of these projects met or exceeded their employment goals, while the remaining 62 projects came within 15% of their employment goals. For the 40 non-compliant projects, ESD applied repayment penalties on 9 projects, extended grant agreement terms on 20 projects, waived penalties on 6 projects and written-off 4 projects. The one other project is a loan ESD has accelerated. For the 9 projects assessed penalties, ESD is seeking a combined repayment of $324,128.

Since first receiving financial assistance, the companies receiving ESD program funding have created approximately 19,896 new jobs in New York State, with their employment increasing from approximately 59,505 jobs to 79,401. The average cost per job created or retained is $3,189.

Regions that experienced the most difficulty meeting employment goals are the North Country, Capital and Western New York/Finger Lakes regions with non-compliance rates of 22%, 17% and 16%, respectively. The best performing region was Long Island, with a 100% compliance rate.

The UDC loan portfolio has an outstanding balance of $139,851,477.04, with 111 active loans and a default rate of 9%. The outstanding balance of the portfolio increased by $8,561,945, or 7%, since the last report to the Board of Directors.

More detailed information on the performance of ESD's economic development activities related to job growth and retention and on the UDC loan portfolio is included in the attached report.

ANNUAL REPORT ON JOBS CREATED AND RETAINED ON ESD GRANT AND LOAN PROGRAMS

AND

STATUS REPORT ON ESD LOAN PORTFOLIO

TABLE OF CONTENTS

	Page
I. Annual Report on Jobs Created and Retained (State Funding)	5
a) Key Findings	5
b) The Reporting and Recommendation Process	6
c) The Workout Committee	6
d) Employment Results for 2011	8
e) Grant Recapture for 2011	8
f) Comparison of 2010 and 2011 Employment Results	8
g) Recapture Results for 2010	9
II. WTC Job Creation and Retention Grants Program (Federal Funding)	10
III. Status of the New York State Urban Development Corporation Loan Portfolio	11
a) Overview	11
b) Recent Activity	11

I. Annual Report on Jobs Created and Retained (State Funding)

This report details the performance of ESD's economic development activities related to job growth and retention for the 2011 calendar year.[1] Despite the difficult and uncertain economic climate of 2011, ESD assisted companies in New York State ("NYS") performed relatively well in terms of meeting their respective employment goals. Compliance with the employment requirements of the various loan and grant programs administered by ESD improved to 89% in 2011 from 87% in 2010. The record compliance rate, coming up from a low of just 60% in 2003 is attributable to three main factors. First, the economy stabilized from its dip into the worst recession since the Great Depression. Second, the enhanced grant disbursement policies continue to help reduce risk and exposure to defaults. Third, the application of the pro-rata recapture penalty generated less chronic defaults by the same grantee.

a) Key Findings

The following are the key findings for 2011 with respect to the 355 active projects in the UDC commercial portfolio:

- 315 (89%) of the projects were in compliance with the employment requirements in their financial assistance packages. 253 of these projects met or exceeded their employment goals, with the remaining 62 coming within 15% of their employment goals. 40 projects (11%) were not in compliance with the employment requirements in their financial assistance packages. (Attachment I)

- Since first receiving financial assistance, the companies receiving ESD program funds have created approximately 19,896 new jobs in New York State, with their employment increasing from approximately 59,505 jobs to 79,401. The average cost per job created or retained, net of three non-discretionary projects, is $3,189.[2]

- The worst performing sectors (with 10 or more projects), which include Electronic Manufacturing, Transportation Manufacturing and Financial Services, had non-compliance rates of 33%, 31% and 23%, respectively. The best performing sectors (again with 10 or more projects) were the Biotech, Medical Manufacturing industries – both with 100% compliance rates. (Attachment II).

---

[1] All employment and grant recapture information for 2011 refers to information reported to ESD during Reporting Year 2012. Similarly, all employment and grant recapture information for 2010 refers to information reported to ESD during Reporting Year 2011.

[2] A separate listing detailing the two (2) non-discretionary projects for which employment is tracked is attached to this report. These two projects include the AMD/Global Foundries grant for $594 million (U223) and one IBM project - a $240 million grant (V895) to the Research Foundation of SUNY, with International SEMATECH as the beneficiary.

- The regions that experienced the most difficulty meeting employment goals are the North Country, Capital and Western New York/Finger Lakes regions. The overall non-compliance rates for these regions were 22%, 17% and 16%, respectively. The best performing region was the Long Island Region with a compliance rate of 100% for 22 projects. (Attachment III)

- Of the 40 non-compliant projects, ESD applied monetary penalties on 9 projects, extended the terms of 20 grant agreements, waived penalties on 6 projects and 4 projects were written off. The remaining project was a loan which was accelerated for non-payment.

b) The Reporting and Recommendation Process

By February 1st of each year, each company with job goals is obligated to submit an Employment Report stating its quarter by quarter employment level for the previous year. Those companies that fall short of their employment goals are sent a letter in mid-March notifying them of the default. This letter provides the company with an opportunity to detail any extenuating circumstances that may have prevented the company from meeting its employment goals.

Portfolio Management staff members ("Staff") are assigned defaulted projects by geographic region. As part of the review process, Staff is expected to: 1) request a letter explaining extenuating circumstances and financial statements, if not already submitted; 2) review financial statements; 3) contact and work with the ESD Regional Office/Strategic Business Division ("ROSB") for the region in which the company is located; 4) discuss the employment and business climate with the company to gain perspective on the company's current situation and a better understanding going forward; and 5) make a recommendation to ESD's Workout Committee (the "Committee") based on an analysis of the above information.

c) The Workout Committee

The Committee consists of the Chief Financial & Administrative Officer, General Counsel, Controller, Senior Vice President of Loans & Grants and Vice President, Capital Projects and Senior Counsel. For each project, the Committee evaluates the circumstances causing the default and seeks to apply one of several existing penalty options. These penalty options include:

Maximum Penalty - The grantee is required to repay the maximum amount due according to the schedule in the grantee's Grant Disbursement Agreements ("GDA"). Factors considered include job counts below starting levels, lack of clear defense, unwillingness to provide information, lack of cooperation, and profitability of company.

Negotiated Penalty - The grantee is required to repay an amount less than the amount stipulated in the GDA. Factors evaluated include company's ability to

repay, feasibility of collection and operating status of company. A negotiated settlement is generally approved in conjunction with termination of the GDA.

Pro-Rata Penalty - The grantee is required to repay an amount less than the maximum allowable penalty under the GDA, which amount is calculated based on the amount of the employment shortfall relative to the required employment level. Once the penalty has been paid, the grantee's future employment target is lowered to reflect the number last reported or a higher figure. This penalty is most often applied in cases where circumstances causing the deficiency are beyond the owner's control (e.g., industry-wide economic deterioration, foreign competition, loss of major clients) and are unlikely to be cured in the foreseeable future.

Extend and Freeze - This penalty extends the terms of a grantee's GDA for one year and freezes the percentage of the grant ESD can recapture at the current level during the one year extension period. Determinative factors include the company's ability to reach its goals, economic climate and past history.

Multi-Year Extension ("MYE") – This penalty option was established for the 2009 year due to the effects of the severe recession on New York businesses. The option allows extension of the term of the GDA, for up to 3 years, and a reduction in the grantee's target to the level reported or to the level at the time of the decision. The option was recommended at the discretion of staff, and grantees qualified for the option only if they met three of the four specific criteria which included whether a grantee was in a distressed industry, had experienced a significant drop in sales, was located in a depressed region, and/or had unattainable employment goals.

Waiver - Due to extenuating circumstances, the Committee decides to waive all penalties for the current reporting year only. Factors include cure of short-term default, shy of its target by a small percentage of jobs, and past history.

Interest Rate Adjustments for Loans - If a borrower fails to achieve its employment target within a specified period, the interest rate on the loan may be increased up to a maximum rate of Prime+2. If the borrower subsequently achieves its employment projections, the interest rate is reduced to its original level.

d) Employment Results for 2011

For 2011, 253 (71%) projects met or exceeded their employment goals, 62(18%) came within 15% of their targeted employment goals and 40 (11%) were not in compliance. Staff reviewed the 40 projects in default and made penalty recommendations to the Committee which resulted in the various penalties listed below.

PENALTIES	2011 PROJECTS	PERCENTAGE
Maximum	1	2.5%
Negotiated	1	2.5%
Pro-Rata	7	17.5%
Extend	20	50%
Waive	6	15%
Write-Off	4	10%
Other	1	2.5%
Total	**40**	**100%**

e) Grant Recapture for 2011

After reviewing Staff's recommendations and supporting documentation, the Committee decided to demand maximum recapture on one project, negotiated a settlement on a another project and assessed pro-rata penalties on 7 projects.

The maximum recapture penalty amount was in the amount of $247,500 and the negotiated settlement amount was for $20,000. The pro-rata amounts ranged from $2,646 to $18,240. The total requested from grantees assessed a pro-rata penalty was $56,628, or 20% of the maximum allowable amount of $285,060.

In total, ESD is seeking repayment of $324,128 from companies in default of their GDAs for 2011. Since 2001, ESD has recaptured over $33 million in grant monies.

f) Comparison of 2010 and 2011 Employment Results

Based on the employment data submitted for 2011, most ESD assisted projects continue to meet or exceed their stated employment goals. The compliance r ate improved to 89% from 87% in the previous year. The factors contributing to increased compliance from the previous year is the stabilization of the economy, the Loans and Grants Department's multiple disbursement policy for grants and the application of the pro-rata penalty. The total net jobs created and retained amongst all of the companies which reported for both 2010 and 2011 is 79,609 and 79,401, respectively.

The following highlights the year over year comparison for 2010 and 2011:

- For 2011, the Committee assessed monetary penalties on 9 (23%) projects in default, which is on par, in percentage terms, with the 12 projects (23%) penalized the previous year. Extensions were granted for 20 (50%) projects for 2011, which is also on par with the prior year when 24 projects received extension (46%).

- For 2011, the Committee waived penalties for 6 (15%) projects, as compared with 2010, when 5 projects (10%) received penalty waivers. The extra waiver this year was for BAE Systems, which was force to move is location due to flooding – triggering a technical default (job goals had been met).

- There were half as many projects written off this year (4) than in the previous year (8). The write offs in 2010 were caused by the recession in 2009, which caused more businesses to close and file for bankruptcies than in any other year.

PENALTIES	2010 PROJECTS	PERCENTAGE	2011 PROJECTS	PERCENTAGE
Maximum	3	6%	1	2.5%
Negotiated	0	0%	1	2.5%
Pro-Rata	9	17%	7	17.5%
Extend	24	46%	20	50%
Waive	5	10%	6	15%
Write-Off	8	15%	4	10%
Other	3	6%	1	2.5%
Total	**52**	**100%**	**40**	**100%**

g) Recapture Results for 2010

For 2010, the Committee approved recapture of $2,268,807 of grant monies, with $1,846,344.50 collected and $29,962.50 accounted for either by promissory notes or other repayment agreements. The shortfall between the penalties assessed, the amounts repaid and the amounts evidenced by notes and other agreements ($392,500) is attributable to two project that went out of business: CoolBrands Dairy, Inc. and HF Technologies, LLC., ESD negotiated a settlement with CoolBrands Dairy for $100,000 and obtained a judgment against HF Technologies in the amount of $41,822.

In total, Staff has obtained repayment of 81% of the approved recapture amounts for 2010, with another 1% to be paid to ESD pursuant to promissory notes or other repayment agreements. This represents 83% success rate for recapture of penalties assessed.

II. World Trade Center Job Creation and Retention Grants Program (Federal Funding)

Through the World Trade Center Job Creation & Retention Grants Program ("JCRP" or the "Program"), ESD offers grants to firms committing to maintain, create or attract at least 200 jobs in lower Manhattan. Many of these businesses experienced a disruption of operations as a result of 9/11. The US Department of Housing and Urban Development ("HUD") provided $320,000,000 in funding for the Program, which is administered by ESD.

Each JCRP grant recipient is required to sign a GDA which requires it to retain and/or create a specific number of jobs for a specified number of years – a minimum of 7 years and up to 15 years in certain cases. The monitoring and workout process is identical to that followed for ESD grant defaults discussed above.

Since their initial receipt of financial assistance, these 46 companies have created a total of 7,193 net new jobs, and total employment increased from 52,132 to 59,325 jobs. With total investment by HUD of $232,325,134, the average cost per job created or retained is $3,916. (Attachment IV)

For 2011, 3 of the 46 (7%) active JCRP projects were not in compliance compared with 4 projects (8%) for the previous year. The 3 projects not in compliance include the Bowne & Company, Inc. (T195), CGI Technologies/American Management Systems, Inc. (Q608), and MetSchools, Inc. (R932). Bowne & Company has repaid a pro-rata sum of $100,524.40 and had its job targets reduced from 414 to 331. CGI has repaid the maximum penalty of $101,250 and Met Schools is repaying the maximum penalty of $207,724.50 over a three year period.

PENALTIES	2011 PROJECTS	PERCENTAGE
Maximum	2	66%
Pro-rata	1	34%
Total	**3**	**100%**

III. Status of the New York State Urban Development Corporation's Loan Portfolio

a) Overview

Staff is responsible for monitoring employment requirements, as well as loan modifications and workouts, on UDC's Loan Portfolio.

The current outstanding balance of the UDC portfolio is $139,851,477.04, which includes 111 loans funded from 18 different funding sources. The funding source with the highest volume of active loans, the ESD's Upstate Regional Blueprint Loan Fund, has 20 active loans, with an outstanding balance of $13,487,225.91, or 10% of the total portfolio. The 15 active loans funded from the Empire State ED Funds source have the highest outstanding principal balance of $29,907,934.33.

In addition to the 111 active loans, Staff services and tracks repayments for companies that defaulted on their GDAs or under World Trade Center Disaster Recovery Program ("WTC") grant agreements, and were assessed a repayment penalty by the Committee, and are repaying portions of their grants pursuant to promissory notes. Staff is currently servicing 13 UDC grantees, with $559,043.06 in principal outstanding and 5 WTC grantees, with $228,072.12 in principal outstanding.

16 projects in the UDC portfolio are delinquent. A loan is considered delinquent when it is more than 60 days in arrears. These delinquent loans have a current outstanding balance of $12,935,964, or a delinquency rate of 9%.

Two project, Luther Forest Technology Campus ("LFTC") with 5 loans ($5,840,665) and the Nostrand Industrial Systems, Inc. ("NISI") loan ($3,335,822), accounts for $9,176,487, or 71% of the $12,935,964 in outstanding principal considered delinquent. ESD is currently negotiating with LFTC for a repayment plan and has a purchaser for the former NISI commercial property for $3,350,000.

The percentage of delinquent loans, in dollar terms, is unchanged from the previous year's portfolio amount of 9%.

b) Recent Activity

Since Portfolio Management last reported to the Board of Directors on the status of the UDC loan portfolio in December 2011, ESD has closed 17 new loans with total disbursements of $33,623,713 and 14 loans have paid off total balance of $1,481,825.19 remainin g out on their loan. Most of the new loans were fund ed through the Upstate Regional Blueprint Fund (9)

Attachment I

Empire State Development Corporation
2012 Annual Report of Employment

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
3 Kids Corp.	S476	ED-Fund	G	07/13/09	93,750	0	14	17	3	0	17	0	17	0	MIDHUD	In Compliance
Ace Endico Corporation	P353	ED-Fund	G	12/06/05	400,000	105	168	196	28	185	11	105	91	0	MIDHUD	Exceeds Compliance
Active Motif, Inc.	U237	ED-Fund	G	11/30/10	37,500	0	7	7	0	4	3	0	7	0	NCOUNTRY	Exceeds Compliance
Adecco USA, Inc.	V966	ED-Fund	L	07/07/11	100,000	13		121	121	100	21	13	108	0	FNGERLKS	Exceeds Compliance
ADH Health Products, Inc.	X210	ED-Fund	L	12/14/11	125,000	58		74	74	58	16	58	16	0	MIDHUD	Exceeds Compliance
Adirondack Cookie Company, Inc.d/b/a Corso's Cookies	T724	ED-Fund	G	09/25/07	22,500	14	20	22	2	25	(3)	14	8	0	CENTRAL	In 15% Range
Advanced Coating Technologies	U542	ED-Fund	L	05/11/11	250,000	35		93	93	35	58	35	58	0	MIDHUD	Exceeds Compliance
Advanced Energy Systems, Inc.	V597	ED-Fund	G	11/17/09	150,000	25	37	37	0	36	1	25	12	0	LI	Exceeds Compliance
Advion BioSciences, Inc.	R104	BIOME	G	09/25/07	131,250	110	158	157	(1)	140	17	110	47	0	STIER	Exceeds Compliance
AFC Industries, Inc.	U538	ED-Fund	G	03/12/08	281,250	82	110	103	(7)	112	(9)	82	21	0	NYC	In 15% Range
Air Techniques, Inc.	R936	ED-Fund	G	10/24/06	200,000	320	345	328	(17)	380	(52)	320	8	0	LI	In 15% Range
Allegany Cty Chapter	A264	HIGH	L	10/28/93	401,500	25	372	351	(21)	66	285	25	326	0	WNY	Exceeds Compliance
Alleson of Rochester, Inc. d/b/a Alleson Athletic	T706	ED-Fund	L	02/08/11	112,500	76		117	117	101	16	76	41	0	FNGERLKS	Exceeds Compliance
Allred & Associates, Inc	W777	ED-Fund	L	02/03/11	17,500	38		41	41	38	3	38	3	0	CENTRAL	Exceeds Compliance
Allred & Associates, Inc.	U621	ED-Fund	G	03/28/08	100,000	22	41	41	0	38	3	22	19	0	CENTRAL	Exceeds Compliance
Alpla, Inc.	V624	ED-Fund	G	07/09/09	100,000	0	36	56	20	30	26	0	56	0	CENTRAL	Exceeds Compliance
ALSTOM Power Inc.	U545	ED-Fund	G	04/14/09	1,500,000	483	476	493	17	558	(65)	483	10	0	WNY	In 15% Range
America Customer Care, Inc.	U714	JN-Fund	G	07/13/10	137,500	0	107	76	(31)	50	26	0	76	0	STIER	Exceeds Compliance
American Packaging Corporation	W113	ED-Fund	G	03/30/10	75,000	147	149	147	(2)	147	0	147	0	0	FNGERLKS	In 15% Range
American Stevedoring Inc.	X062	ED-Fund	L	07/15/10	1,000,000	250	110		(110)	250	(250)	0	0	250	NYC	Not In Compliance
Anaren, Inc.	U315	ED-Fund	G	04/02/09	375,000	396	411	411	0	426	(15)	396	15	0	CENTRAL	In 15% Range
Anchor Glass Container Corporation	U078	ED-Fund	G	07/23/07	475,000	365	312	310	(2)	365	(55)	310	0	55	STIER	Not in Compliance
An-Cor Industrial Plastics, Inc.	P743	ED-Fund	G	04/01/08	85,000	52	44	51	7	77	(26)	51	0	1	WNY	Not in Compliance
Angion Biomedica Corp.	U204	ED-Fund	G	01/24/08	112,500	17	28	28	0	25	3	17	11	0	LI	Exceeds Compliance
APC-NY Paper/APC Paper Company of New York, Inc.	V038	ED-Fund	G	07/29/08	500,000	54	57	57	0	54	3	54	3	0	NCOUNTRY	Exceeds Compliance
API Heat Transfer Inc.	W156	JN-Fund	G	09/17/09	1,000,000	370	412	430	18	370	60	370	60	0	FNGERLKS	Exceeds Compliance
APS Healthcare, Inc.	V949	JN-Fund	G	10/02/09	600,000	0	98	67	(31)	25	42	0	67	0	MIDHUD	Exceeds Compliance
Ardagh Metal Packaging USA Inc./Impress USA	W020	ED-Fund	L	10/20/11	500,000	0		52	52	50	2	0	52	0	STIER	Exceeds Compliance
Ashton Potter (USA), Ltd	U577	ED-Fund	L	05/17/11	100,000	140		145	145	175	(30)	140	5	0	WNY	Not in Compliance
Atlantis Energy Systems, Inc.	V769	ED-Fund	G	11/17/09	37,500	12	18	24	6	12	12	12	12	0	MIDHUD	Exceeds Compliance
Austin Mohawk and Company, Inc.	V961	ED-Fund	G	04/14/09	25,000	49	57	58	1	51	7	49	9	0	MOHAWK	Exceeds Compliance
Autotask Corporation	U205	ED-Fund	G	06/29/09	225,000	46	125	124	(1)	121	3	46	78	0	CAPITAL	Exceeds Compliance
Avon Products, Inc..	P977	ED-Fund	G	11/30/04	650,000	284	345	347	2	305	42	284	63	0	MIDHUD	Exceeds Compliance
AXA Equitable Life Insurance Company	S338	JN-Fund	G	08/31/10	625,000	713	946	861	(85)	713	148	713	148	0	CENTRAL	Exceeds Compliance

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
BAE Systems Controls Inc.	V274	JN-Fund	G	05/29/08	462,500	1,319	1,331	1,262	(69)	1,444	(182)	1262	0	57	STIER	Not in Compliance
Baldwin Richardson Foods Company,	S454	ED-Fund	G	09/07/07	200,000	168	241	296	55	228	68	168	128	0	FNGERLKS	Exceeds Compliance
Barilla America NY, Inc.	T951	JN-Fund	G	12/07/09	600,000	0	118	120	2	117	3	0	120	0	FNGERLKS	Exceeds Compliance
Bass Pro Outdoor World, LLC d/b/a Bass Pro Shops Outdoor	R442	ED-Fund	G	02/01/05	450,000	0	137	139	2	120	19	0	139	0	CENTRAL	Exceeds Compliance
Bausch & Lomb, Incorporated	T346	ED-Fund	G	10/23/07	600,000	1,305	1,323	1,293	(30)	1,505	(212)	1293	0	12	FNGERLKS	In 15% Range
Beech- Nut Nutrition Corporation/ Hero Group, Inc.	V795	ED-Fund	G	08/18/08	2,500,000	386	495	437	(58)	386	51	386	51	0	CAPITAL	Exceeds Compliance
Beech-Nut Nutrition Corporation/Hero Group, Inc.	V392	JN-Fund	G	01/22/09	5,000,000	386	495	437	(58)	386	51	386	51	0	MOHAWK	Exceeds Compliance
Benchemark Printing, Inc.	V937	ED-Fund	G	01/26/11	90,000	72	97	82	(15)	72	10	72	10	0	CAPITAL	Exceeds Compliance
Bitzer Scroll, Inc.	V378	JN-Fund	L	08/23/11	700,000	12		75	75	67	8	12	63	0	CENTRAL	Exceeds Compliance
Blackstone Business Enterprises, Inc.	S204	ED-Fund	G	02/09/06	200,000	102	97	147	50	152	(5)	102	45	0	WNY	In 15% Range
BorgWarner Morse TEC Inc	V796	ED-Fund	L	12/15/11	133,000	1,380		1,396	1,396	1,380	16	1380	16	0	STIER	Exceeds Compliance
Breton Industries, Inc.	V889	ED-Fund	G	04/09/10	200,000	106	101	107	6	116	(9)	106	1	0	MOHAWK	In 15% Range
Briggs & Stratton Power Products Group, LLC	V798	ED-Fund	G	03/24/09	75,000	0	11	21	10	20	1	0	21	0	MOHAWK	Exceeds Compliance
Brinkman Precision, Inc.	W453	ED-Fund	L	11/10/11	250,000	99		103	103	99	4	99	4	0	FNGERLKS	Exceeds Compliance
Broadridge Financial Solutions	U859	JN-Fund	G	01/20/11	1,000,000	1,606	1,866	1,872	6	1,756	116	1606	266	0	LI	Exceeds Compliance
Brown Shoe Company, Inc.	U860	ED-Fund	G	03/25/10	176,470	20	45	66	21	51	15	20	46	0	NYC	Exceeds Compliance
Buffalo Wire Works Co. Inc.	W239	ED-Fund	L	06/01/11	175,000	61		94	94	61	33	61	33	0	WNY	Exceeds Compliance
C Speed, LLC	W504	ED-Fund	G	07/26/10	50,000	15	25	28	3	25	3	15	13	0	CENTRAL	Exceeds Compliance
C&S Worldwide Holdings, Inc.	U281	ED-Fund	G	05/29/08	225,000	263	361	333	(28)	307	26	263	70	0	CENTRAL	Exceeds Compliance
CAF USA,, INC.	K878	ED-Fund	G	04/17/06	100,000	0	18	71	53	80	(9)	0	71	0	STIER	In 15% Range
Café Spice GCT,Inc.d/b/a Zaika Foods/Zaika Flavors of India	U278	ED-Fund	G	07/15/09	200,000	18	70	111	41	57	54	18	93	0	MIDHUD	Exceeds Compliance
Camoplast Rockland Ltd.	U423	ED-Fund	G	08/23/07	100,000	90	110	120	10	116	4	90	30	0	NCOUNTRY	Exceeds Compliance
Capital Management Services, Inc.	U064	JN-Fund	G	12/20/07	150,000	820	655	567	(88)	655	(88)	567	0	253	WNY	Not in Compliance
Carestream Health, Inc.	V322	JN-Fund	G	04/29/10	1,500,000	800	1,189	1,147	(42)	1,175	(28)	800	347	0	FNGERLKS	In 15% Range
CASP, LLC	U902	ED-Fund	G	03/27/09	37,500	5	37	39	2	15	24	5	34	0	FNGERLKS	Exceeds Compliance
Cauldron Solutions, LLC(Grabnet	T540	ED-Fund	G	06/06/06	45,000	16	7	8	1	6	2	8	0	8	NYC	Exceeds Compliance
Cedar Knoll Log Homes,Inc	R724	ED-Fund	G	07/08/05	50,000	23	9	9	0	9	0	9	0	14	NCOUNTRY	Exceeds Compliance
Cello-Pack Corporation	U431	ED-Fund	G	06/15/10	450,000	121	136	137	1	121	16	121	16	0	WNY	Exceeds Compliance
Center One, LLC	V604	JN-Fund	G	04/27/09	375,000	10	134	98	(36)	202	(104)	10	88	0	WNY	Not in Compliance
Chautauqua County IDA/ Ralston	C272	REDS	L	12/12/95	300,000	250	337	334	(3)	262	72	250	84	0	WNY	Exceeds Compliance
Chautauqua IDA/Cummins Engine	B931	REDS	L	01/17/96	227,850	876	1,227	1,306	79	1,016	290	876	430	0	WNY	Exceeds Compliance
Citi Amherst, Inc.	U652	JN-Fund	G	06/18/08	1,300,000	598	1,166	1,182	16	998	184	598	584	0	WNY	Exceeds Compliance
Cives Corporation d/b/a/Viking Cives USA	W231	ED-Fund	G	09/23/10	25,000	80	86	93	7	84	9	80	13	0	NCOUNTRY	Exceeds Compliance
Clear Vision Optical Company, Inc.	U291	ED-Fund	G	01/28/09	75,000	103	130	138	8	118	20	103	35	0	LI	Exceeds Compliance
Clearwood Custom Capentry & Millwork , LLC	U632	ED-Fund	G	05/16/08	75,000	27	29	32	3	27	5	27	5	0	CENTRAL	Exceeds Compliance
Cleveland BioLabs, Inc.	U712	ED-Fund	G	05/28/08	220,000	0	39	46	7	25	21	0	46	0	WNY	Exceeds Compliance

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
Cliffstar Corporation	R851	ED-Fund	G	12/19/07	450,000	612	645	613	(32)	708	(95)	612	1	0	WNY	In 15% Range
CMP Advanced Mechanical Solutions	U617	ED-Fund	L	08/05/11	135,000	54		107	107	90	17	54	53	0	STIER	Exceeds Compliance
Coast Professional, Inc.	w221	JN-Fund	G	12/07/10	150,000	0	52	80	28	58	22	0	80	0	FNGERLKS	Exceeds Compliance
Complete Medical Supplies, Inc.	V141	ED-Fund	G	05/01/08	175,000	22	35	41	6	39	2	22	19	0	MIDHUD	Exceeds Compliance
Composite Panel Solutions (CATTCO)	R669	ED-Fund	G	11/09/04	150,000	0	34	34	0	43	(9)	0	34	0	WNY	Not in Compliance
Connection d/b/a Data Listing Services, LLC	P665	JN-Fund	G	03/21/08	500,000	0	452	325	(127)	331	(6)	0	325	0	WNY	In 15% Range
Connection Technology Center, Inc.	U670	ED-Fund	G	07/30/09	150,000	40	48	52	4	53	(1)	40	12	0	FNGERLKS	In 15% Range
Cooper & Clement, Inc.	W179	ED-Fund	G	02/08/10	55,000	17	35	34	(1)	22	12	17	17	0	CENTRAL	Exceeds Compliance
Cornell Agriculture & Food Technology Park Inc.	P248	ED-Fund	G	02/04/03	298,800	0	48	49	1	49	0	0	49	0	FNGERLKS	Exceeds Compliance
Corning Incorporated	U144	ED-Fund	L	04/01/11	200,000	375		622	622	475	147	375	247	0	STIER	Exceeds Compliance
Corning Incorporated Diesel Ceramic Manufacturing Facility	L384	JN-Fund	G	10/07/06	625,000	50	629	622	(7)	300	322	50	572	0	STIER	Exceeds Compliance
Cortland Plastics International,LLC	V935	ED-Fund	G	04/16/10	70,000	20	35	43	8	40	3	20	23	0	CENTRAL	Exceeds Compliance
Cox & Company, Inc.	T639	ED-Fund	G	11/18/09	324,000	130	159	187	28	160	27	130	57	0	LI	Exceeds Compliance
Critical Link, LLC	U232	ED-Fund	G	01/15/08	37,500	22	27	30	3	25	5	22	8	0	CENTRAL	Exceeds Compliance
Crosman Corporation	X031	UB	L	03/23/11	240,000			283	283	226	57	0	283	0	FNGERLKS	Exceeds Compliance
Crucible Industries LLC (Loan)	W923	ED-Fund	L	12/08/09	5,330,000	120	299	301	2	170	131	120	181	0	CENTRAL	Exceeds Compliance
Crucible Industries LLC (Loan)	W894	UB	L	02/08/10	2,670,000	120	299	301	2	170	131	120	181	0	CENTRAL	Exceeds Compliance
Crucible Industries, LLC	W903	ED-Fund	G	09/17/10	1,500,000	120	299	301	2	170	131	120	181	0	CENTRAL	Exceeds Compliance
CryovacSealed Air, Inc.	U289	ED-Fund	G	04/01/10	400,000	120	187	185	(2)	170	15	120	65	0	FNGERLKS	Exceeds Compliance
Crystal IS , Inc.	T287	ED-Fund	G	04/17/06	125,000	17	19	24	5	25	(1)	17	7	0	CAPITAL	Not in Compliance
Crystal Window & Door Systems, Ltd.	E282	ED-Fund	L	04/25/02	250,000	170	305	290	(15)	320	(30)	170	120	0	NYC	In 15% Range
Cumberland Packing Corp.	U155	ED-Fund	G	09/07/10	800,000	320	376	380	4	320	60	320	60	0	NYC	Exceeds Compliance
Cummins Inc.	W481	ED-Fund	L	11/03/11	500,000	1,254		1,306	1,306	1,270	36	1254	52	0	WNY	Exceeds Compliance
Cummins, Inc.	V608	ED-Fund	G	04/08/08	500,000	1,100	1,227	1,306	79	1,100	206	1100	206	0	WNY	Exceeds Compliance
CURRENT Communications Services LIC	R557	JN-Fund	G	07/31/07	100,000	0	48		(48)	0	0	0	0	0	FNGERLKS	In Compliance
Curtis Screw Company, LLC	R292	ED-Fund	G	04/05/05	600,000	272	198	174	(24)	190	(16)	174	0	98	WNY	In 15% Range
CVD Equipment Corporation	V876	ED-Fund	G	10/13/09	100,000	107	127	136	9	127	9	107	29	0	LI	Exceeds Compliance
D. C. Sports, Inc.	U371	ED-Fund	G	07/16/09	62,500	0	32	28	(4)	20	8	0	28	0	CAPITAL	Exceeds Compliance
D'Addario & Company, Inc.	T480	ED-Fund	G	08/22/08	977,666	700	748	750	2	700	50	700	50	0	LI	Exceeds Compliance
Dansville Properties, LLC	T247	JN-Fund	G	05/29/08	375,000	73	207	125	(82)	173	(48)	73	52	0	FNGERLKS	Not in Compliance
Data Listing Services, LLC	V811	JN-Fund	G	01/06/11	525,000	0	336	162	(174)	375	(213)	0	162	0	WNY	Not in Compliance
Datrose, Inc.	W497	ED-Fund	G	05/14/10	14,000	130	130	119	(11)	130	(11)	119	0	11	FNGERLKS	In 15% Range
Datrose, Inc.	W114	MWBD	L	04/12/10	160,000	130	130	119	(11)	130	(11)	119	0	11	FNGERLKS	In 15% Range
De Luxe Packaging Corporation	R420	ED-Fund	G	02/24/05	100,000	0	21	25	4	25	0	0	25	0	MIDHUD	Exceeds Compliance
DeCicco Enterprises, LLC	X089	ED-Fund	L	10/31/11	165,000	0		84	84	75	9	0	84	0	MIDHUD	Exceeds Compliance
Deltacraft Paper Company, LLC	T347	ED-Fund	G	07/07/06	75,000	50	37	31	(6)	28	3	31	0	19	WNY	Exceeds Compliance
DeMet's Candy Capital	W026	ED-Fund	G	05/26/10	500,000	0	212	324	112	141	183	0	324	0	STIER	Exceeds Compliance
Disc Graphics Inc.MAP	U344	ED-Fund	G	11/16/07	275,000	240	228	208	(20)	240	(32)	208	0	32	LI	In 15% Range

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
Dresser-Rand Company	V734	JN-Fund	G	07/23/10	2,000,000	552	945	956	11	672	284	552	404	0	WNY	Exceeds Compliance
Dresser-Rand Group	U329	ED-Fund	G	03/12/08	750,000	448	632	599	(33)	448	151	448	151	0	WNY	In 15% Range
e.nfrastructure Technologies, Inc.	S098	ED-Fund	G	03/21/08	200,000	75	173	182	9	150	32	75	107	0	CAPITAL	Exceeds Compliance
E.T. Precision Optics, Inc.	W352	ED-Fund	G	08/07/09	87,500	64	56	48	(8)	64	(16)	48	0	16	FNGERLKS	Not in Compliance
East Harlem Abyssinian Triangle L.P./ Pathmark Stores	D229	MERF	L	12/15/00	8,822	0	136	146	10	125	21	0	146	0	NYC	Exceeds Compliance
Eastman Machine Company	W107	ED-Fund	G	03/25/09	75,000	98	101	107	6	103	4	98	9	0	WNY	Exceeds Compliance
Eaton Corporation	U665	ED-Fund	G	07/15/09	600,000	220	255	270	15	220	50	220	50	0	STIER	Exceeds Compliance
ECR International Part II, Inc.	W581	ED-Fund	G	04/23/10	600,000	247	328	287	(41)	309	(22)	247	40	0	MOHAWK	In 15% Range
Edison Price Lighting, Inc.	T652	ED-Fund	G	02/11/08	200,000	100	82	82	0	110	(28)	82	0	18	NYC	Not in Compliance
EFJ, Inc. d/b/a Mill Services	V293	ED-Fund	G	06/24/08	90,000	52	55	69	14	52	17	52	17	0	MOHAWK	Exceeds Compliance
El Greco Woodworking , Inc.	T672	ED-Fund	G	03/21/08	100,000	14	35	36	1	34	2	14	22	0	WNY	Exceeds Compliance
Emerson Network Power Surge Protection, Inc.	V752	ED-Fund	G	10/05/10	162,500	56	56	54	(2)	56	(2)	54	0	2	STIER	In 15% Range
ENAP, Inc..	S139	ED-Fund	G	12/07/06	250,000	75	55	53	(2)	62	(9)	53	0	22	MIDHUD	Not in Compliance
Epic Pharma, LLC	W220	ED-Fund	G	10/16/09	300,000	165	193	179	(14)	185	(6)	165	14	0	NYC	In 15% Range
Essex Structural Steel Co., Inc.	S227	ED-Fund	G	10/04/05	100,000	25	24	24	0	20	4	24	0	1	CENTRAL	Exceeds Compliance
Excelco/Newbrook, Inc.	W459	UB	L	06/27/11	175,000	0		84	84	45	39	0	84	0	WNY	Exceeds Compliance
FactSet Research System, Inc.	V325	JN-Fund	G	07/09/08	200,000	163	388	454	66	313	141	163	291	0	NYC	Exceeds Compliance
FAGE USA Dairy Industry. Inc.	S844	ED-Fund	G	07/23/09	300,000	0	107	237	130	60	177	0	237	0	MOHAWK	Exceeds Compliance
Farm View Partners, LLCd/b/a Farm to Table Co-Packers (LOAN)	X103	Convert	L	10/27/10	229,520	12	25	30	5	20	10	12	18	0	MIDHUD	Exceeds Compliance
Farney Lumber, Inc.	T204	ED-Fund	G	04/25/06	30,000	14	12	12	0	16	(4)	12	0	2	NCOUNTRY	Not in Compliance
Felix Schoeller North America Inc.	U458	ED-Fund	G	11/19/09	200,000	110	126	131	5	110	21	110	21	0	CENTRAL	Exceeds Compliance
Ferris Industries/Briggs & Stratton Power Products GroupLLC	U672	ED-Fund	G	07/28/08	187,500	298	354	402	48	328	74	298	104	0	CENTRAL	Exceeds Compliance
Fifty Door Partners, LLC d/b/a A & J Washroom Accessories	V917	ED-Fund	G	10/27/08	183,334	60	69	69	0	60	9	60	9	0	MIDHUD	Exceeds Compliance
First National Financial Group, Inc.	W786	UB	L	07/18/11	1,300,000	1,017		1,606	1,606	1,327	279	1017	589	0	WNY	Exceeds Compliance
Fluid Power Service Corporation	V969	ED-Fund	G	04/14/09	33,600	36	36	43	7	40	3	36	7	0	WNY	Exceeds Compliance
Ford Motor Company	U083	ED-Fund	G	04/17/08	149,839	1,080	765	684	(81)	765	(81)	684	0	396	WNY	Not in Compliance
Ford Stamping Plant MAP	U082	ED-Fund	G	05/29/08	600,000	1,080	765	684	(81)	765	(81)	684	0	396	WNY	Not in Compliance
Frito-Lay, Inc.	T924	ED-Fund	G	09/24/07	1,250,000	540	550	522	(28)	540	(18)	522	0	18	STIER	In 15% Range
G.A. Braun, Inc.	R777	ED-Fund	G	08/26/09	600,000	85	130	135	5	125	10	85	50	0	CENTRAL	Exceeds Compliance
General Electric Company -GE Energeny Div.	V819	JN-Fund	G	04/29/10	5,000,000	500	590	620	30	500	120	500	120	0	CAPITAL	Exceeds Compliance
Getinge Sourcing LLC	T542	ED-Fund	G	08/24/10	412,500	265	290	275	(15)	265	10	265	10	0	FNGERLKS	Exceeds Compliance
GIS Information Systems, Inc. d/b/a Polaris Library Systems	W945	ED-Fund	L	11/15/10	1,000,000	63	66	69	3	68	1	63	6	0	CENTRAL	Exceeds Compliance
Gleason Works	U081	ED-Fund	G	07/13/09	1,800,000	775	557	670	113	625	45	670	0	105	FNGERLKS	Exceeds Compliance
Global Abrasive Products, Inc.	S087	ED-Fund	G	06/13/06	75,000	30	31	31	0	31	0	30	1	0	WNY	Exceeds Compliance
Goodyear Dunlop Tires North America, LTD	F341	ED-Fund	G	06/13/01	2,000,000	1,200	1,181	1,247	66	1,268	(21)	1200	47	0	WNY	Not in Compliance

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
Goulds Pumps, Inc / Auburn IDA (ITT Water Technology)	D047	ED-Fund	L	08/21/97	240,000	225	230	223	(7)	225	(2)	223	0	2	CENTRAL	In 15% Range
Grant Meridian Printing,Inc. d/b/a GM Printing	V185	ED-Fund	L	06/20/11	44,150	24		25	25	24	1	24	1	0	NYC	Exceeds Compliance
Graphic Controls, LLC	V080	ED-Fund	G	02/26/08	187,500	262	276	274	(2)	270	4	262	12	0	WNY	Exceeds Compliance
Great Lake Cheese of NY, Inc.	T544	ED-Fund	G	06/10/10	1,000,000	79	107	111	4	79	32	79	32	0	NCOUNTRY	Exceeds Compliance
Griffiss Hangar 101/Commodore/ Empire Aero Center	R299	ED-Fund	G	06/22/04	2,000,000	0		110	110	51	59	0	110	0	MOHAWK	Exceeds Compliance
Griffiss Local Development Corp	R300	JN-Fund	G	05/18/04	1,000,000	0		110	110	51	59	0	110	0	MOHAWK	Exceeds Compliance
H@Lofts Capital	W952	UB	L	12/29/10	400,000	40	76	42	(34)	40	2	40	2	0	WNY	Exceeds Compliance
Hamilton Printing Company	V143	ED-Fund	L	03/28/11	100,000	95		88	88	95	(7)	88	0	7	CAPITAL	In 15% Range
Hammer Packaging Corporation	U231	ED-Fund	G	09/04/09	125,000	321	396	386	(10)	352	34	321	65	0	FNGERLKS	Exceeds Compliance
Hannay Reels, Inc.	U369	ED-Fund	G	04/01/09	525,000	128	140	139	(1)	128	11	128	11	0	CAPITAL	Exceeds Compliance
Harrisville Dry Kiln (Bestway Enterprises, Inc.	J111	ED-Fund	G	03/26/02	75,000	2	5	17	12	13	4	2	15	0	NCOUNTRY	Exceeds Compliance
Hartford Fire Insurance Company	V809	ED-Fund	G	03/25/10	326,250	600	630	658	28	600	58	600	58	0	MOHAWK	Exceeds Compliance
Hartford Fire Insurance Company	V808	ED-Fund	L	12/23/11	183,000	468		480	480	468	12	468	12	0	CENTRAL	Exceeds Compliance
Healthway Home Products, Inc.	W472	ED-Fund	G	04/01/10	25,000	22	29	29	0	22	7	22	7	0	CENTRAL	Exceeds Compliance
Hero Group Inc./ Beech-Nut Nutrition	V060	JN-Fund	G	11/17/10	12,567,000	356	495	437	(58)	491	(54)	356	81	0	MOHAWK	In 15% Range
Hero Group Inc./Beech-Nut Nutrition Corporation	V330	ED-Fund	G	12/24/10	6,016,236	386	495	437	(58)	386	51	386	51	0	MOHAWK	Exceeds Compliance
Hero Group Inc./Beech-Nut Nutrition Corporation	W136	ED-Fund	G	11/19/10	5,000,000	386	495	437	(58)	386	51	386	51	0	MOHAWK	Exceeds Compliance
HF Technologies, LLC	U054	ED-Fund	G	08/24/07	62,500	10	0		0	10	(10)	0	0	10	FNGERLKS	Not In Compliance
High Falls Brewing Company, LLC	V176	ED-Fund	G	05/13/08	1,500,000	331	368	519	151	421	98	331	188	0	FNGERLKS	Exceeds Compliance
Hi-Tech Pharmacal, Inc.	W182	ED-Fund	G	08/28/09	450,000	240	296	327	31	290	37	240	87	0	LI	Exceeds Compliance
Hope Lake Investors, LLC	T485	JN-Fund	G	03/02/10	300,000	0	154	165	11	150	15	0	165	0	CENTRAL	Exceeds Compliance
Hudson River Inlay, Inc.	T942	ED-Fund	G	09/21/07	37,500	18	14	12	(2)	14	(2)	12	0	6	MIDHUD	Not in Compliance
Hydro-Air Components, Inc.	T988	JN-Fund	G	07/23/08	800,000	114	142	154	12	140	14	114	40	0	WNY	Exceeds Compliance
ICON Laboratories, Inc.	Q400	ED-Fund	G	09/01/05	225,000	186	342	263	(79)	225	38	186	77	0	LI	Exceeds Compliance
IFC, LLC	R815	ED-Fund	G	10/28/04	95,000	0	37	38	1	50	(12)	0	38	0	NCOUNTRY	Not in Compliance
Ingram Micro / Amherst Development	C162	REDS	L	08/20/97	300,000	539	1,241	1,360	119	1,139	221	539	821	0	WNY	Exceeds Compliance
Inova LLC	T611	ED-Fund	G	12/12/06	30,000	6	13	14	1	9	5	6	8	0	CAPITAL	Exceeds Compliance
Inscape (NY) Inc.	X061	ED-Fund	L	12/09/11	75,000	66		86	86	78	8	66	20	0	WNY	Exceeds Compliance
International Business Machines Corporation IBM	W285	JN-Fund	G	12/15/08	65,000,000	1,400	2,731	2,859	128	1,400	1,459	1400	1,459	0	MIDHUD	Exceeds Compliance
International Paper Company/Ticonderoga Mill	V375	ED-Fund	L	06/20/11	785,000	626		658	658	626	32	626	32	0	NCOUNTRY	Exceeds Compliance
International SEMATECH Manufacturing Initiative	X008	CITYBY	G	08/08/11	1,250,000	0		96	96	25	71	0	96	0	CAPITAL	Exceeds Compliance
International SEMATECH Manufacturing Initiative	X204	CITYBY	G	08/08/11	2,500,000	0		96	96	25	71	0	96	0	CAPITAL	Exceeds Compliance

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
International SEMATECH Manufacturing Initiative, Inc.	W934	JN-Fund	L	08/08/11	1,250,000	0		96	96	25	71	0	96	0	CAPITAL	Exceeds Compliance
IPAC, Inc.	U648	ED-Fund	G	11/17/09	100,000	38	43	45	2	43	2	38	7	0	WNY	Exceeds Compliance
iQor US Inc.	T883	ED-Fund	L	02/14/11	250,000	50		52	52	50	2	50	2	0	WNY	Exceeds Compliance
Ithaca Material Research & Testing, Inc.	R847	ED-Fund	G	08/08/06	50,000	53	74	66	(8)	66	0	53	13	0	STIER	Exceeds Compliance
ITT Corporation	V596	ED-Fund	G	05/29/08	1,000,000	119	190	152	(38)	169	(17)	119	33	0	MIDHUD	In 15% Range
JADAK.LLC	U486	ED-Fund	G	04/17/08	200,000	17	77	90	13	57	33	17	73	0	CENTRAL	Exceeds Compliance
John Hassall, Inc.	U473	ED-Fund	L	07/25/11	90,000	74		94	94	74	20	74	20	0	LI	Exceeds Compliance
Johnson and Hoffman., LLC	V177	ED-Fund	G	04/17/08	100,000	79	73	72	(1)	79	(7)	72	0	7	LI	In 15% Range
KAS Production Center LLC	F243	ED-Fund	L	06/25/08	500,000	28	50	51	1	28	23	28	23	0	NYC	Exceeds Compliance
KAS Production Center, LLC	F241	ED-Fund	G	10/20/09	450,000	28	50	51	1	28	23	28	23	0	NYC	Exceeds Compliance
KAS Production Center, LLC(merf Loan)	F242	ED-Fund	L	02/19/09	1,000,000	28	50	51	1	28	23	28	23	0	NYC	Exceeds Compliance
Kimber Manufacturing, Inc.	V083	ED-Fund	G	04/29/10	700,000	185	244	301	57	185	116	185	116	0	MIDHUD	Exceeds Compliance
Kionix, Inc.	R917	ED-Fund	G	10/09/09	200,000	54	154	185	31	117	68	54	131	0	STIER	Exceeds Compliance
Klein Steel Service, Inc.	W150	ED-Fund	G	04/16/09	100,000	135	143	162	19	149	13	135	27	0	FNGERLKS	Exceeds Compliance
Knowlton Technologies, LLC	V774	ED-Fund	G	04/02/09	425,000	101	112	124	12	111	13	101	23	0	NCOUNTRY	Exceeds Compliance
Kolmar Laboratories, Inc.	X305	ED-Fund	L	07/28/11	250,000	400		424	424	400	24	400	24	0	MIDHUD	Exceeds Compliance
Kolmar Laboratories, Inc.	W756	CITYBY	L	07/28/11	1,250,000	400		424	424	400	24	400	24	0	MIDHUD	Exceeds Compliance
Kolmar Laboratories, Inc.	W331	ED-Fund	L	03/25/11	1,000,000	400		424	424	400	24	400	24	0	MIDHUD	Exceeds Compliance
Kraft Foods Global, Inc.	T553	ED-Fund	G	07/28/08	925,000	296	307	315	8	296	19	296	19	0	NCOUNTRY	Exceeds Compliance
Kraft Foods Global, Inc.	W587	ED-Fund	L	02/04/11	125,000	353		413	413	353	60	353	60	0	FNGERLKS	Exceeds Compliance
Kristi Trailers Industries, Inc.	R554	ED-Fund	L	09/25/06	75,000	12	11	12	1	9	3	12	0	0	CENTRAL	Exceeds Compliance
L.D. McCauley, LLC	V692	ED-Fund	G	04/29/09	175,000	154	149	155	6	154	1	154	1	0	WNY	Exceeds Compliance
La Belle Farm, Inc.	U319	ED-Fund	G	08/18/10	176,205	47	63	113	50	65	48	47	66	0	MIDHUD	Exceeds Compliance
Lakeside Capital Corporation/d/b/a Dahlstrom Roll Form	T941	ED-Fund	G	12/08/06	50,000	16	14	16	2	19	(3)	16	0	0	WNY	Not in Compliance
Landis Plastics, Inc.	V383	ED-Fund	G	11/18/09	105,750	145	173	144	(29)	145	(1)	144	0	1	CENTRAL	In 15% Range
Lanovara Food Distributors	V772	ED-Fund	G	06/24/08	12,500	33	34	30	(4)	33	(3)	30	0	3	FNGERLKS	In 15% Range
Lapp Insulators LLC	T801	ED-Fund	G	04/04/07	300,000	156	132	126	(6)	156	(30)	126	0	30	FNGERLKS	Not in Compliance
Lee Spring Company LLC	V724	ED-Fund	G	04/02/09	350,000	95	96	92	(4)	95	(3)	92	0	3	NYC	In 15% Range
Legendary Auto Interiors, Ltd	U671	ED-Fund	G	12/08/10	123,750	60	56	59	3	69	(10)	59	0	1	FNGERLKS	In 15% Range
LiDestri Foods, Inc.	U480	ED-Fund	G	07/25/07	250,000	379	395	495	100	379	116	379	116	0	FNGERLKS	Exceeds Compliance
Life Technologies Corporation	S280	ED-Fund	G	08/26/09	1,250,000	475	518	533	15	524	9	475	58	0	WNY	Exceeds Compliance
Lockheed Martin Corporation	R805	JN-Fund	G	01/30/07	5,000,000	2,702	2,760	2,588	(172)	3,132	(544)	2588	0	114	STIER	Not in Compliance
Love and Quiches, Inc.	V366	ED-Fund	G	04/07/09	175,000	205	232	241	9	205	36	205	36	0	LI	Exceeds Compliance
LS&S, LLC	V920	ED-Fund	G	07/23/09	70,000	0	17	17	0	0	17	0	17	0	WNY	In Compliance
Luvata/Aurubis Buffalo, Inc.	V730	ED-Fund	G	04/01/10	93,609	542	581	621	40	542	79	542	79	0	WNY	Exceeds Compliance
Marquardt Switches, Inc	E386	ED-Fund	L	05/18/99	500,000	193	374	415	41	250	165	193	222	0	CENTRAL	Exceeds Compliance
Marquardt Switches, Inc.	V333	ED-Fund	G	07/23/10	150,000	267	374	415	41	291	124	267	148	0	CENTRAL	Exceeds Compliance
Matrix Training Solutions, Inc.	V133	ED-Fund	G	09/19/07	55,000	70	68	71	3	75	(4)	70	1	0	WNY	In 15% Range
Medline Industries, Inc.	U924	ED-Fund	L	06/28/11	250,000	0		114	114	69	45	0	114	0	MIDHUD	Exceeds Compliance

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
Metro Door, Inc.	V357	ED-Fund	G	01/14/10	150,000	86	102	102	0	86	16	86	16	0	LI	Exceeds Compliance
Metro Paper Industries of N.Y., Inc.	W180	ED-Fund	G	07/13/09	200,000	53	64	70	6	71	(1)	53	17	0	NCOUNTRY	In 15% Range
Meyer Tool Middletown New York, Inc.	U858	ED-Fund	G	09/01/10	112,500	0	30	31	1	35	(4)	0	31	0	MIDHUD	In 15% Range
Millennium Machining LLC	R904	ED-Fund	G	06/29/05	250,000	60	107	101	(6)	99	2	60	41	0	FNGERLKS	Exceeds Compliance
MOD-PAC CORPORATION	P657	ED-Fund	L	01/16/04	200,000	246	347	373	26	436	(63)	246	127	0	WNY	In 15% Range
Moldtech Incorporated	V124	ED-Fund	G	05/28/09	202,500	45	57	64	7	65	(1)	45	19	0	WNY	In 15% Range
Morris Northstar Hatchery, Inc.	V432	ED-Fund	G	07/31/09	50,000	0	22	17	(5)	15	2	0	17	0	NCOUNTRY	Exceeds Compliance
Mueller Services, Inc.	R792	ED-Fund	G	04/27/05	100,000	160	272	344	72	260	84	160	184	0	WNY	Exceeds Compliance
Multiplex Biosciences, Inc.	U226	ED-Fund	G	06/05/07	75,000	0	18	22	4	15	7	0	22	0	NCOUNTRY	Exceeds Compliance
Multisorb Technologies, Inc.	V598	ED-Fund	G	11/04/08	800,000	352	495	493	(2)	402	91	352	141	0	WNY	Exceeds Compliance
Murray Bresky Consultants, L.T.D d/b/a Murray's Chicken	S400	ED-Fund	G	02/20/07	250,000	300	314	298	(16)	345	(47)	298	0	2	MIDHUD	In 15% Range
MWI, Inc.	T601	ED-Fund	G	08/19/10	75,000	63	125	110	(15)	87	23	63	47	0	FNGERLKS	Exceeds Compliance
Nanz Custom Hardware, Inc.	V781	ED-Fund	G	07/15/09	200,000	72	88	83	(5)	72	11	72	11	0	LI	Exceeds Compliance
Nationwide Credit Inc.	U238	JN-Fund	G	04/04/07	356,250	135	500	457	(43)	375	82	135	322	0	STIER	Exceeds Compliance
Nestle Purina Pet Care Company	T970	ED-Fund	G	06/06/07	1,700,000	281	337	334	(3)	320	14	281	53	0	WNY	In 15% Range
Net-A-Porter, LLC	T892	JN-Fund	G	08/15/07	250,000	30	124	76	(48)	30	46	30	46	0	NYC	Exceeds Compliance
New England Wood Pellet, LLC	U160	ED-Fund	G	05/30/08	75,000	0	18	17	(1)	16	1	0	17	0	MOHAWK	Exceeds Compliance
New Era Cap Co., Inc.	T725	ED-Fund	G	03/13/08	2,175,000	511	597	684	87	511	173	511	173	0	WNY	Exceeds Compliance
New York Air Brake	W165	ED-Fund	G	06/04/10	75,000	250	315	379	64	250	129	250	129	0	NCOUNTRY	Exceeds Compliance
New York Air Brake Corporation	B452	SRFUN	L	03/28/96	2,250,000	358		379	379	358	21	358	21	0	NCOUNTRY	Exceeds Compliance
New York State Energy Research and Development Authority	W517	ED-Fund	L	05/26/11	600,000	62		299	299	200	99	62	237	0	CAPITAL	Exceeds Compliance
New York Times Company	U649	JN-Fund	G	08/06/09	937,500	588	733	672	(61)	676	(4)	588	84	0	NYC	In 15% Range
Newton Falls Fine Paper Company, LLC	O840	ED-Fund	G	12/21/09	250,000	0	115	22	(93)	97	(75)	0	22	0	NCOUNTRY	Not in Compliance
Niagara Ceramics Corporation	R680	JN-Fund	G	08/06/04	500,000	0	84	82	(2)	180	(98)	0	82	0	WNY	Not in Compliance
Niagara Sheets, LLC	W115	ED-Fund	G	12/31/08	48,008	0	69	68	(1)	65	3	0	68	0	WNY	Exceeds Compliance
NOCO Energy Corporation	T173	ED-Fund	G	10/07/09	300,000	153	181	183	2	173	10	153	30	0	WNY	Exceeds Compliance
Nokia, Inc.	R933	JN-Fund	G	10/07/09	700,000	0	334	257	(77)	300	(43)	0	257	0	MIDHUD	In 15% Range
Northern Lights Enterprises, d/b/a Northern Lights Candles	S329	ED-Fund	G	07/11/07	250,000	119	89	76	(13)	83	(7)	76	0	43	WNY	In 15% Range
Oldcastle Retail, Inc d/b/a Bonsal	S485	ED-Fund	G	04/17/08	25,000	0	10	15	5	13	2	0	15	0	LI	Exceeds Compliance
Olin Corporation, Chlor-Alkaki Division	U434	ED-Fund	G	02/14/08	550,000	190	197	209	12	190	19	190	19	0	WNY	Exceeds Compliance
Oneida Molded Plastics, LLC	V708	ED-Fund	G	08/29/08	180,000	120	138	138	0	128	10	120	18	0	CENTRAL	Exceeds Compliance
Oriskany Manufacturing LLC	V612	ED-Fund	L	08/10/11	200,000	51		85	85	86	(1)	51	34	0	MOHAWK	In 15% Range
OSI Pharmaceuticals, Inc	T257	ED-Fund	G	12/15/08	300,000	160	164	170	6	160	10	160	10	0	LI	Exceeds Compliance
Owens-Brockway Glass Container Inc.	U370	ED-Fund	G	11/18/09	937,500	230	272	273	1	230	43	230	43	0	CENTRAL	Exceeds Compliance
OXYVITA, INC	R291	BIOME	G	01/11/05	250,000	0	6	6	0	1	5	0	6	0	MIDHUD	Exceeds Compliance
P&G Steel Products Co., Inc	S154	ED-Fund	G	03/17/08	50,000	67	62	83	21	46	37	67	16	0	WNY	Exceeds Compliance
Pactiv Corporation	V046	ED-Fund	G	04/08/08	95,000	119	136	125	(11)	131	(6)	119	6	0	NCOUNTRY	In 15% Range
PAETEC Communications, Inc.	V810	ED-Fund	L	02/08/11	250,000	656		608	608	706	(98)	608	0	48	FNGERLKS	In 15% Range

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
Pall Corporation	V591	ED-Fund	L	04/22/11	250,000	517		547	547	517	30	517	30	0	LI	Exceeds Compliance
PCS Technologies, Ltd	U366	ED-Fund	G	05/05/09	15,000	14	13	14	1	14	0	14	0	0	NCOUNTRY	Exceeds Compliance
PEMS Tool and Machine, Inc.	U540	ED-Fund	G	03/20/09	75,000	33	37	38	1	44	(6)	33	5	0	MOHAWK	In 15% Range
Pentagroup Financial , LLC	U050	JN-Fund	G	04/03/08	270,000	0	138	61	(77)	135	(74)	0	61	0	WNY	Not in Compliance
Pernod Ricard USA, LLC	T642	JN-Fund	G	07/24/07	1,000,000	165	273	274	1	273	1	165	109	0	MIDHUD	Exceeds Compliance
Perry's Ice Cream Company, Inc.	U811	ED-Fund	G	05/21/08	450,000	268	290	290	0	268	22	268	22	0	WNY	Exceeds Compliance
Perry's Ice Cream Company, Inc.	V085	ED-Fund	G	05/21/08	1,325,000	268	290	290	0	268	22	268	22	0	WNY	Exceeds Compliance
Pestech Exterminating, Inc.	T659	ED-Fund	G	07/09/08	52,900	17	27	27	0	27	0	17	10	0	MIDHUD	Exceeds Compliance
Philips Lighting Company	U380	ED-Fund	G	04/14/09	375,000	370	391	353	(38)	370	(17)	353	0	17	STIER	In 15% Range
Phyljohn Distributors,Inc D/B/A Gillette Creamery	W899	ED-Fund	L	09/22/11	600,000	72		78	78	79	(1)	72	6	0	MIDHUD	In 15% Range
Piccini Industries, LTD.	T237	ED-Fund	G	07/21/06	75,000	42	49	60	11	57	3	42	18	0	MIDHUD	Exceeds Compliance
Plattco, Inc.	U024	ED-Fund	G	12/27/06	71,207	52	57	62	5	52	10	52	10	0	NCOUNTRY	Exceeds Compliance
PLC Trenching Co., LLC	U146	ED-Fund	G	12/09/08	65,000	6	62	24	(38)	15	9	6	18	0	MOHAWK	Exceeds Compliance
Polymer Conversions, Inc.	V737	ED-Fund	G	04/17/09	125,000	75	74	86	12	75	11	75	11	0	WNY	Exceeds Compliance
POMCO, Inc.	R379	ED-Fund	G	03/26/07	160,000	204	341	332	(9)	267	65	204	128	0	CENTRAL	Exceeds Compliance
Potsdam Specialty Paper, Inc.	W512	ED-Fund	G	10/09/09	250,000	79	82	84	2	79	5	79	5	0	NCOUNTRY	Exceeds Compliance
Praxair, Inc.	V028	ED-Fund	G	10/27/08	575,000	90	91	90	(1)	90	0	90	0	0	WNY	In 15% Range
Precision Pipeline Solutions, LLC	U218	ED-Fund	G	06/29/09	170,000	27	182	192	10	42	150	27	165	0	MIDHUD	Exceeds Compliance
Primet Precision Materials, Inc.	R514	ED-Fund	G	09/21/06	75,000	0	23	32	9	30	2	0	32	0	STIER	Exceeds Compliance
Prism Solar Technologies, Inc.	U288	JN-Fund	G	02/25/10	300,000	0	24	19	(5)	20	(1)	0	19	0	MIDHUD	In 15% Range
Protective Industries, Inc.d/b/a Caplugs	R994	ED-Fund	G	08/01/06	300,000	256	249	267	18	272	(5)	256	11	0	WNY	Not in Compliance
Quad Graphics Inc.	T469	ED-Fund	G	09/14/07	250,000	940	750	745	(5)	775	(30)	745	0	195	CAPITAL	In 15% Range
Radio Computing Services, Inc.d/b/a RCS	U211	ED-Fund	G	02/19/08	150,000	95	90	87	(3)	95	(8)	87	0	8	MIDHUD	In 15% Range
Remington Arms Company, Inc.	W173	JN-Fund	G	07/03/09	1,500,000	600	939	1,071	132	700	371	600	471	0	MOHAWK	Exceeds Compliance
Rem-tronics, Inc.	W171	ED-Fund	L	12/01/11	37,500	56		67	67	56	11	56	11	0	WNY	Exceeds Compliance
Richardson Brands Company	W615	ED-Fund	L	08/25/11	500,000	128		158	158	143	15	128	30	0	MOHAWK	Exceeds Compliance
RNN News LLC	W609	ED-Fund	L	02/04/11	200,000	0		85	85	45	40	0	85	0	MIDHUD	Exceeds Compliance
Roundabout Theatre Company	V814	ED-Fund	G	03/25/10	250,000	0	60	97	37	103	(6)	0	97	0	NYC	In 15% Range
Roycroft Campus Corporation	U293	ED-Fund	G	08/27/10	1,039,390	97	100	104	4	110	(6)	97	7	0	WNY	In 15% Range
S. A. Baxter, LLC	U010	ED-Fund	G	05/29/08	112,500	0	15	18	3	17	1	0	18	0	MIDHUD	Exceeds Compliance
S.J.McCullagh, Inc.	X134	ED-Fund	L	12/01/11	40,000	42		40	40	42	(2)	40	0	2	WNY	In 15% Range
S.R. Sloan,, Inc.	T649	ED-Fund	G	04/14/09	87,500	55	47	50	3	60	(10)	50	0	5	MOHAWK	Not in Compliance
San-Mar Laboratories, Inc.	W530	JN-Fund	G	12/02/10	250,000	199	244	236	(8)	244	(8)	199	37	0	MIDHUD	In 15% Range
Sanmina-SCI Corporation	T532	ED-Fund	G	12/19/07	1,000,000	600	510	464	(46)	600	(136)	464	0	136	STIER	Not in Compliance
Schweizer Aircraft Corp	U154	JN-Fund	G	10/14/08	500,000	491	1,288	972	(316)	591	381	491	481	0	STIER	Exceeds Compliance
Seal & Design Inc.	U903	ED-Fund	G	03/10/08	50,000	57	74	76	2	62	14	57	19	0	WNY	Exceeds Compliance
Sealing Devices, Inc.	V779	ED-Fund	L	08/25/11	47,240	127		161	161	147	14	127	34	0	WNY	Exceeds Compliance
Seneca Market I, LLC	U620	ED-Fund	L	05/02/11	67,500	0		94	94	0	94	0	94	0	STIER	In Compliance
Shearman & Sterling, LLC	U737	ED-Fund	G	07/15/09	300,000	100	103	101	(2)	100	1	100	1	0	LI	Exceeds Compliance
Shenfeld Studios	V114	ED-Fund	G	12/11/08	35,000	3	19	9	(10)	13	(4)	3	6	0	CENTRAL	Not in Compliance

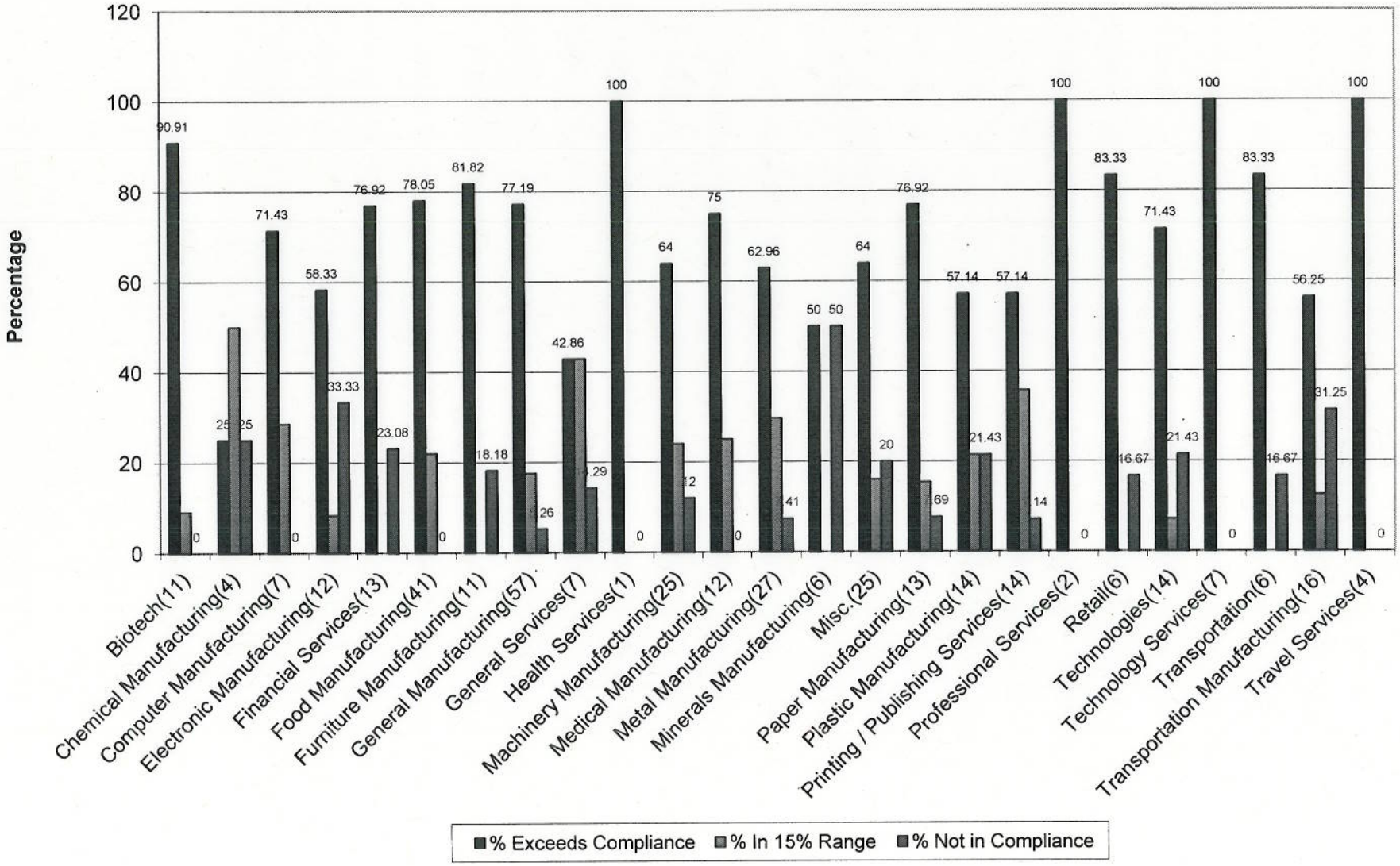
Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
Sigma International General Medical Apparatus, LLC	W918	Convert	L	08/05/11	500,000	236		762	762	296	466	236	526	0	FNGERLKS	Exceeds Compliance
SKF Aeroengine (SKF USA Inc.)	V434	ED-Fund	G	04/23/09	275,000	395	580	620	40	395	225	395	225	0	WNY	Exceeds Compliance
Sleepy's, LLC	U294	JN-Fund	G	04/01/10	1,500,000	401	556	612	56	551	61	401	211	0	LI	Exceeds Compliance
SMG Har-Son, LLC	U624	ED-Fund	G	12/06/07	50,000	15	22	19	(3)	21	(2)	15	4	0	WNY	In 15% Range
Snyder Transportation, LLC	W916	UCDPF	L	04/29/11	500,000	80		87	87	80	7	80	7	0	WNY	Exceeds Compliance
Solartech Renewables, LLC (LOAN)	W784	Convert	L	04/16/10	1,800,360	0	20	10	(10)		10	0	10	0	MIDHUD	Exceeds Compliance
Sorrento Lactalis, Inc.	W159	ED-Fund	L	08/29/11	500,000	510		524	524	510	14	510	14	0	WNY	Exceeds Compliance
Southern Graphic Systems, Inc.	U152	ED-Fund	G	08/17/09	70,000	26	26	26	0	26	0	26	0	0	CENTRAL	Exceeds Compliance
Southern Tier Title Agency, LLC	T684	ED-Fund	G	08/29/06	75,000	20	7	6	(1)	8	(2)	6	0	14	MIDHUD	Not in Compliance
Sovena USA/ East Coast Olive Oil	U143	ED-Fund	G	03/13/08	600,000	122	162	166	4	142	24	122	44	0	MOHAWK	Exceeds Compliance
Special Metals Corp.	V623	ED-Fund	G	09/25/07	172,538	499	440	353	(87)	499	(146)	353	0	146	WNY	Not in Compliance
Specialty Quality Packaging, LLC	U375	ED-Fund	G	10/26/07	150,000	36	83	108	25	70	38	36	72	0	CAPITAL	Exceeds Compliance
Speed Motor Express of WNY, Inc.	U287	ED-Fund	G	03/13/07	63,880	101	97	100	3	84	16	100	0	1	WNY	Exceeds Compliance
St. Lawrence Zinc Company, LLC	Q984	ED-Fund	G	08/08/06	412,500	3	11	10	(1)	192	(182)	3	7	0	NCOUNTRY	Not in Compliance
Stature Electric, Inc.	R865	ED-Fund	G	02/10/05	160,000	100	82	86	4	100	(14)	86	0	14	NCOUNTRY	Not in Compliance
Steel & O'Brien Manufacturing, Inc.	X072	ED-Fund	L	08/16/11	100,000	47		74	74	57	17	47	27	0	FNGERLKS	Exceeds Compliance
Stuart Mill Acquisitiion,Inc.d/b/a The Page Seed Co., Inc.	V712	ED-Fund	G	10/08/08	100,000	23	30	38	8	23	15	23	15	0	STIER	Exceeds Compliance
StudentVoice LLC	T436	ED-Fund	G	01/15/08	75,000	8	45	59	14	37	22	8	51	0	WNY	Exceeds Compliance
Sturges Manufacturing Company,Inc.	U373	ED-Fund	G	04/14/09	75,000	57	75	72	(3)	62	10	57	15	0	MOHAWK	Exceeds Compliance
Synergy Tooling Systems, Inc.	T646	ED-Fund	G	10/15/08	75,000	26	24	24	0	26	(2)	24	0	2	WNY	In 15% Range
Syntec Optics (Syntec Technologies, Inc.)	U302	ED-Fund	G	04/16/09	75,000	54	70	60	(10)	54	6	54	6	0	FNGERLKS	Exceeds Compliance
Syracuse Label Company, Inc.	U622	ED-Fund	G	05/05/10	110,000	80	79	81	2	80	1	80	1	0	CENTRAL	Exceeds Compliance
Syron Industries, Inc.	V878	ED-Fund	G	12/15/09	18,138	57	69	48	(21)	57	(9)	48	0	9	CENTRAL	Not in Compliance
Taconic Farms, Inc.	U440	ED-Fund	G	05/24/10	105,468	28	46	36	(10)	44	(8)	28	8	0	CAPITAL	Not in Compliance
TAM Ceramics Group of NY, LLC	X047	ED-Fund	L	02/03/11	200,000	50		58	58	50	8	50	8	0	WNY	Exceeds Compliance
Target Distribution Center	R341	JN-Fund	G	03/03/09	2,500,000	566	634	647	13	531	116	566	81	0	MOHAWK	Exceeds Compliance
Taylor Concrete Products, Inc.	T152	ED-Fund	G	10/27/05	50,000	22	20	18	(2)	24	(6)	18	0	4	NCOUNTRY	Not in Compliance
TechNet International, Inc.d/b/a TechNet Global Services	U306	ED-Fund	G	07/30/07	75,000	0	12		(12)	0	0	0	0	0	FNGERLKS	In Compliance
Tessy Plastics Corporation	X003	UB	L	04/11/11	1,300,000	593		725	725	623	102	593	132	0	CENTRAL	Exceeds Compliance
The Brooklyn Brewery Corporation	W928	DS	L	07/27/11	800,000	27		40	40	36	4	27	13	0	NYC	Exceeds Compliance
The Eastern Company d/b/a Frazer & Jones Company	X028	UCDPF	L	12/22/11	143,000	120		187	187	120	67	120	67	0	CENTRAL	Exceeds Compliance
Thermold Corporation	W423	ED-Fund	L	11/10/11	25,000	35		65	65	40	25	35	30	0	CENTRAL	Exceeds Compliance
Top Quality Hay Processors, LLC	V726	ED-Fund	G	10/05/09	75,000	0	15	13	(2)	19	(6)	0	13	0	FNGERLKS	Not in Compliance
Tops Markets, LLC	W005	JN-Fund	G	11/18/09	1,200,000	145	308	307	(1)	285	22	145	162	0	WNY	Exceeds Compliance
Town of Norwich Water & Sewer (Unison Industries)	C584	REDS	L	03/05/02	168,753	265	305	329	24	265	64	265	64	0	STIER	Exceeds Compliance
Trayer Products, Inc.	S285	ED-Fund	G	11/24/06	200,000	200	113	121	8	108	13	121	0	79	STIER	Exceeds Compliance
Trikeenan Tileworks, Inc.of New York	T805	ED-Fund	G	06/09/06	93,750	0	19	26	7	4	22	0	26	0	STIER	Exceeds Compliance

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
Troy Community Food Cooperative, Inc.	W986	Convert	L	01/07/11	270,000	14	28		(28)	21	(21)	0	0	14	CAPITAL	Not In Compliance
Twi - Laq Industries, Inc.	U212	ED-Fund	G	11/27/07	50,000	24	25	25	0	24	1	24	1	0	NYC	Exceeds Compliance
Twin Marquis, Inc.	S762	ED-Fund	G	01/02/09	225,000	86	214	224	10	166	58	86	138	0	NYC	Exceeds Compliance
Ultra-Flex Packaging Corp..	V179	ED-Fund	G	04/16/09	279,750	200	225	225	0	200	25	200	25	0	NYC	Exceeds Compliance
UniQuest Delaware, LLC	V806	ED-Fund	G	11/06/96	1,886,000	0	97	112	15	70	42	0	112	0	WNY	Exceeds Compliance
UniQuest Delaware, LLC	V784	ED-Fund	G	11/05/09	4,200,000	0	138	210	72	140	70	0	210	0	WNY	Exceeds Compliance
UniQuest Delaware, LLC	V785	COMM	G	11/05/09	4,914,000	0	97	112	15	70	42	0	112	0	WNY	Exceeds Compliance
United Baking Company, Inc.	U459	ED-Fund	G	03/21/08	250,000	120	146	151	5	150	1	120	31	0	LI	Exceeds Compliance
Upstate Niagara Cooperative, Inc.	V335	ED-Fund	G	05/11/09	350,000	146	161	168	7	146	22	146	22	0	WNY	Exceeds Compliance
US Optical LLC	V716	ED-Fund	G	12/18/09	100,000	0	52	67	15	35	32	0	67	0	CENTRAL	Exceeds Compliance
ValueCentric, LLC	U079	ED-Fund	G	07/29/09	150,000	18	65	70	5	54	16	18	52	0	WNY	Exceeds Compliance
Village of Canastota	D854	ED-Fund	L	04/08/02	250,000	253	337	346	9	315	31	253	93	0	CENTRAL	Exceeds Compliance
VMR Electronics, LLC	U047	ED-Fund	G	09/21/09	60,000	15	229	202	(27)	48	154	15	187	0	STIER	Exceeds Compliance
Voss Manufacturing Inc.	V697	ED-Fund	G	07/23/09	150,000	78	78	83	5	78	5	78	5	0	WNY	Exceeds Compliance
Vulcraft of New York, Inc.	I723	JN-Fund	G	06/26/02	1,400,000	0	199	205	6	235	(30)	0	205	0	STIER	In 15% Range
Wagner Nineveh, Inc.	V722	ED-Fund	G	11/07/08	100,000	27	44	46	2	37	9	27	19	0	STIER	Exceeds Compliance
Ward's Natural Science	J615	ED-Fund	G	02/06/03	300,000	275	328	336	8	318	18	275	61	0	FNGERLKS	Exceeds Compliance
Washington/Walton Real Estate Company Inc.	W137	UCDPF	L	09/14/11	1,000,000	0		376	376	300	76	0	376	0	CENTRAL	Exceeds Compliance
We Care Transportation. d/b/a PLS III,LIC	U283	ED-Fund	G	07/28/08	475,000	160	158	164	6	160	4	160	4	0	WNY	Exceeds Compliance
Weber International Packaging Co., LIC	U341	ED-Fund	G	06/20/08	125,000	50	59	59	0	53	6	50	9	0	NCOUNTRY	Exceeds Compliance
Welch Allyn, Inc.	V950	ED-Fund	L	03/24/11	240,000	1,125		1,136	1,136	1,300	(164)	1125	11	0	CENTRAL	In 15% Range
Westinghouse Air Brake Technologies Corp. d/b/a WABTEC	V119	ED-Fund	L	11/09/11	200,000	45		68	68	65	3	45	23	0	NCOUNTRY	Exceeds Compliance
Windham Professionals, Inc.	W663	ED-Fund	L	12/28/11	112,000	60		174	174	110	64	60	114	0	WNY	Exceeds Compliance
Z-AXIS, Inc.	U739	ED-Fund	G	03/31/08	45,000	36	63	79	16	66	13	36	43	0	FNGERLKS	Exceeds Compliance
Zeller Corporation	W151	ED-Fund	L	02/04/11	350,000	63		146	146	113	33	63	83	0	FNGERLKS	Exceeds Compliance
Zotos International Inc.	V931	ED-Fund	G	05/27/10	229,500	394	347	339	(8)	394	(55)	339	0	55	FNGERLKS	In 15% Range
Non Duplicated Total 331 Grand Total 355 Projects					253,197,733	59,505	64,236	79,401	15,165	71,714	7,687	57,137	22,264	2,368		

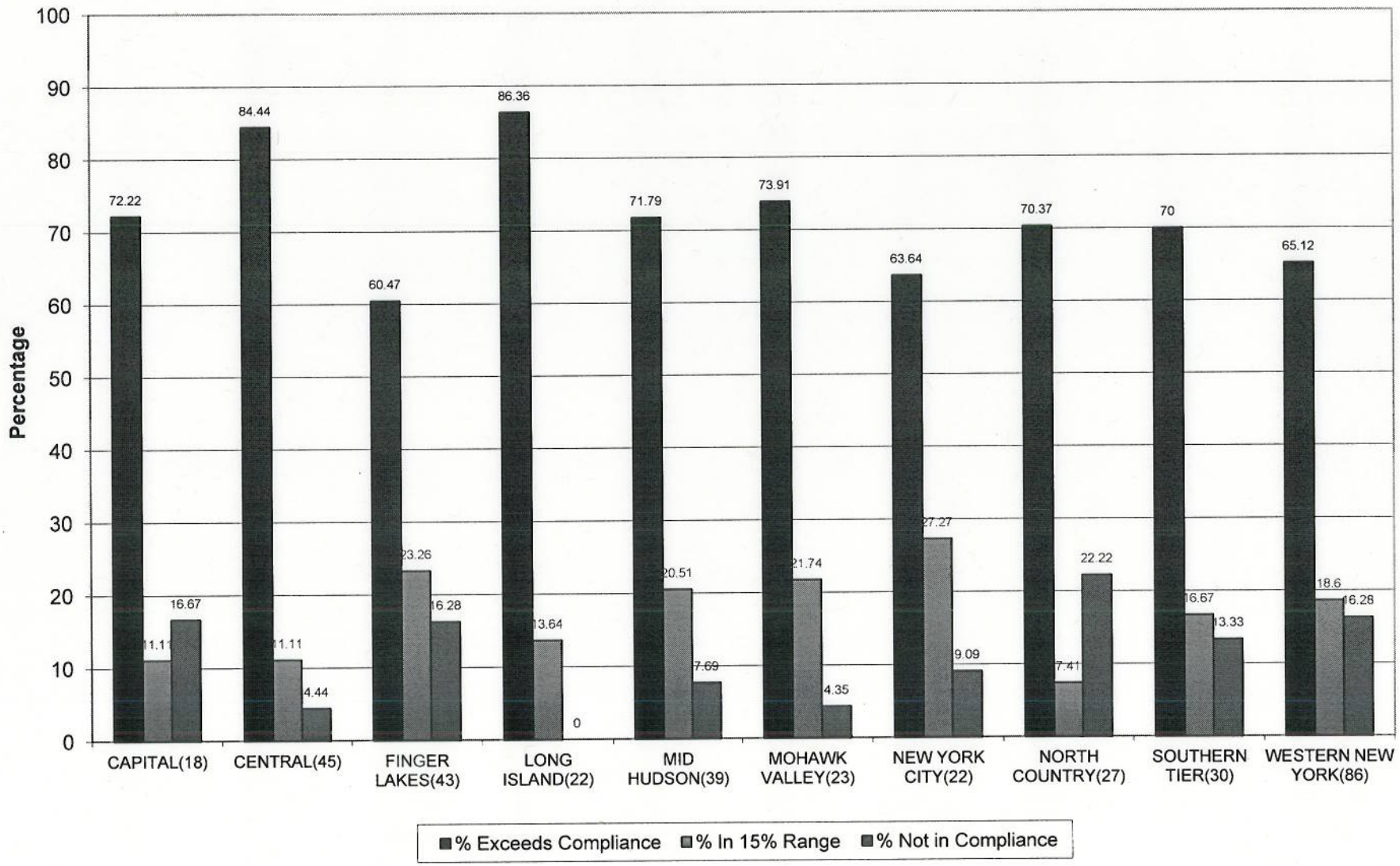
Empire State Development Corporation
2012 Annual Report of Employment

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
Advanced Micro Devices, Inc.	U223	SLA	G	03/16/10	593,598,026	0	220	1,061	841	0	1,061	0	1,061	0	CAPITAL	In Compliance
International SEMATECH	V895	SLA	G	05/19/08	240,428,192	250	700	700	0	700	0	250	450	0	CAPITAL	Exceeds Compliance
Non Duplicated Total 2 Grand Total 2 Projects					834,026,218	250	920	1,761	841	700	1,061	250	1,511	0		

Attachment II - Industry Performance



Attachment III -Region Performance



Attachment IV

Empire State Development Corporation
2012 Annual Report of Employment

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
Advanced Telemarketing Corp d/b/a Aegis Communications Group	R972	WTCJC	G	08/26/04	884,000	0	297	422	125	260	162	0	422	0	NYC	Exceeds Compliance
American Express Company	Q223	WTCJC	G	02/10/03	25,000,000	3,653	3,770	4,233	463	3,653	580	3653	580	0	NYC	Exceeds Compliance
American Federation of Teachers d/b/a United Fed of Teacher	Q224	WTCJC	G	10/10/03	1,700,000	477	533	513	(20)	477	36	477	36	0	NYC	Exceeds Compliance
AON Service Corporation	Q362	WTCJC	G	03/19/04	4,235,000	619	887	872	(15)	855	17	619	253	0	NYC	In 15% Range
Bank of New York (NYC)	Q029	WTCJC	G	12/30/02	40,000,000	7,700	6,915	6,597	(318)	7,700	(1,103)	6597	0	1,103	NYC	In 15% Range
Beth Israel Medical Center/LICH, St	R572	WTCJC	G	04/27/04	2,403,000	462	594	588	(6)	500	88	462	126	0	NYC	Exceeds Compliance
Bowne & Company, Inc, and	T195	WTCJC	G	02/22/08	957,375	440	352	161	(191)	414	(253)	161	0	279	NYC	Not in Compliance
Brown Brothers Harriman & Co.	Q790	WTCJC	G	03/24/05	1,600,000	750	775	818	43	750	68	750	68	0	NYC	Exceeds Compliance
Cadwalader, Wickersham & Taft LLP	R590	WTCJC	G	05/21/04	5,789,000	757	709	670	(39)	757	(87)	670	0	87	NYC	In 15% Range
Cahill Gordon & Reindel, LLP	P810	WTCJC	G	03/14/03	1,500,000	517	505	502	(3)	517	(15)	502	0	15	NYC	In 15% Range
Cantor Fitzgerald Group of Companies	R289	WTCJC	G	03/10/04	6,800,000	393	510	538	28	449	89	393	145	0	NYC	Exceeds Compliance
CDL (New York) d/b/a Millenium Hilton Hotel	R285	WTCJC	G	08/26/04	300,000	200	271	269	(2)	300	(31)	200	69	0	NYC	In 15% Range
CGI Technologies/ American Management Systems, Inc.	Q608	WTCJC	G	08/08/03	675,000	276	298	216	(82)	276	(60)	216	0	60	NYC	Not in Compliance
Cleary, Gottlieb, Steen & Hamilton	P858	WTCJC	G	02/28/03	1,617,204	989	1,227	1,227	0	1,123	104	989	238	0	NYC	Exceeds Compliance
Computer Generated Solutions Inc.	R853	WTCJC	G	04/22/05	1,175,369	205	158	162	4	158	4	162	0	43	NYC	Exceeds Compliance
Deloitte & Touche LLP	P879	WTCJC	G	06/03/03	13,000,000	3,082	3,002	3,207	205	2,768	439	3082	125	0	NYC	Exceeds Compliance
Deloitte Consulting, L.P.	Q205	WTCJC	G	09/25/03	1,000,000	203	856	1,041	185	308	733	203	838	0	NYC	Exceeds Compliance
Dow Jones & Company, Inc.	P834	WTCJC	G	06/09/04	1,402,250	404	0	0	0	0	0	0	0	404	NYC	In Compliance
EmblemHealth Services LLC/ Haelth Insurance Plan of GNY, Inc	R349	WTCJC	G	03/22/04	11,129,700	2,692	2,325	2,373	48	2,692	(319)	2373	0	319	NYC	In 15% Range
Fitch Group, Inc &Subsidiaries (Fimalac, Inc.& Subsidiaries	Q574	WTCJC	G	07/01/04	1,923,000	523	669	667	(2)	750	(83)	523	144	0	NYC	In 15% Range
GFI Group Inc.	R210	WTCJC	G	07/14/05	2,000,000	375	547	543	(4)	504	39	375	168	0	NYC	Exceeds Compliance
Goldman Sachs Group, Inc.	T177	WTCJC	G	01/02/07	23,000,000	8,100	7,472	8,484	1,012	8,900	(416)	8100	384	0	NYC	In 15% Range
H/F Management Services, LLC	P794	WTCJC	G	10/30/02	1,570,000	735	1,055	1,167	112	905	262	735	432	0	NYC	Exceeds Compliance
Interactive Data Corporation	W537	WTCJC	L	02/11/10	795,000	485	433	475	42	485	(10)	475	0	10	NYC	In 15% Range
Kenyon & Kenyon	Q310	WTCJC	G	09/12/03	465,000	376	363	348	(15)	406	(58)	348	0	28	NYC	In 15% Range
Locke Lord	R745	WTCJC	G	11/09/04	1,533,000	219	91	86	(5)	86	0	86	0	133	NYC	Exceeds Compliance
Media Planning Group USA, Inc	P630	WTCJC	G	08/18/03	720,000	206	236	232	(4)	250	(18)	206	26	0	NYC	In 15% Range
MetSchools, Inc. /Claremont Preparatory School,LLC	R932	WTCJC	G	07/25/07	461,610	0	177	0	(177)	205	(205)	0	0	0	NYC	Not In Compliance
Milbank, Tweed, Hadley & McCloy	P836	WTCJC	G	01/15/03	778,000	640	688	675	(13)	668	7	640	35	0	NYC	Exceeds Compliance
Moody's Corporation	R049	WTCJC	G	11/13/03	2,600,000	967	1,706	1,838	132	967	871	967	871	0	NYC	Exceeds Compliance
Morgan Stanley	T448	WTCJC	L	05/25/06	16,000,000	2,697	3,280	3,383	103	3,275	108	2697	686	0	NYC	Exceeds Compliance

Project Name	Proj#	Funding Source		Closing Date	Original Investment	Start Employ	2011	2012	Diff 11/ 12	Required	Diff Required/12	Retained	Created	Lost	Region	Compliance
New York Law School	Q881	WTCJC	G	01/30/04	200,000	226	253	249	(4)	226	23	226	23	0	NYC	Exceeds Compliance
NYSARC, Inc d/b/a AHRC	T233	WTCJC	G	11/17/05	575,000	0	589	614	25	331	283	0	614	0	NYC	Exceeds Compliance
Oppenheimer Funds, Inc.	Q685	WTCJC	G	01/02/04	4,030,000	553	595	632	37	553	79	553	79	0	NYC	Exceeds Compliance
Royal Bank of Canada One Liberty Plaza Branch	P776	WTCJC	G	09/13/05	3,000,000	480	1,649	2,025	376	480	1,545	480	1,545	0	NYC	Exceeds Compliance
Standard Chartered Bank	P622	WTCJC	G	03/28/03	1,500,000	102	382	405	23	350	55	102	303	0	NYC	Exceeds Compliance
Stroock & Stroock & Lavan, LLP	P775	WTCJC	G	06/03/03	700,000	582	506	500	(6)	582	(82)	500	0	82	NYC	In 15% Range
Sullivan & Cromwell	Q222	WTCJC	G	02/24/03	1,200,000	1,362	1,427	1,453	26	1,362	91	1362	91	0	NYC	Exceeds Compliance
Taunus Corporation and Deutsche Bank/ Americas Holding Corp.	R205	WTCJC	G	07/21/03	34,500,000	5,500	6,038	5,874	(164)	5,500	374	5500	374	0	NYC	Exceeds Compliance
Thacher Proffitt & Wood/Sonnenschein	R363	WTCJC	G	01/08/04	1,500,000	305	174	165	(9)	150	15	165	0	140	NYC	Exceeds Compliance
The McGraw -Hill Companies, Inc.	Q015	WTCJC	G	08/25/03	4,000,000	2,275	2,912	3,099	187	2,378	721	2275	824	0	NYC	Exceeds Compliance
The New York Mercantile Exchange, Inc.	P755	WTCJC	G	12/30/02	5,000,000	470	372	401	29	470	(69)	401	0	69	NYC	In 15% Range
Topps Company, Inc.	Q244	WTCJC	G	02/11/03	250,000	202	123	133	10	123	10	133	0	69	NYC	Exceeds Compliance
Tradition (North America), Inc.	P992	WTCJC	G	06/03/03	350,000	361	516	537	21	500	37	361	176	0	NYC	Exceeds Compliance
Willis North America Inc.	Q795	WTCJC	G	05/05/03	906,626	102	690	389	(301)	445	(56)	102	287	0	NYC	In 15% Range
Zurich American Insurance Company	R074	WTCJC	G	04/07/05	1,600,000	470	502	542	40	470	72	470	72	0	NYC	Exceeds Compliance
Non Duplicated Total 46 Grand Total 46 Projects					232,325,134	52,132	57,429	59,325	1,896	55,278	4,047	49,291	10,034	2,841		