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

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

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

Meeting of the Directors
Monday
November 18, 2013 – 9:30 a.m.

REVISED AGENDA*

*Revision – the order that the items will be presented has been changed – Item V. B – 125th Street will be presented after Minutes

FOR CONSIDERATION

I. CORPORATE ACTION

A. Approval of Minutes of the October 17, 2013 Directors' Meeting

V. LAND USE IMPROVEMENT AND CIVIC PROJECT

B. New York City (New York County) - 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project – Reaffirmation of General Project Plan; and Authorization to Take Related Actions

II. DISCRETIONARY PROJECTS

MID-HUDSON REGION

A. Somers (Mid-Hudson Region – Westchester County) – Pepsico Bottling Division 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

II. DISCRETIONARY PROJECTS

MID-HUDSON REGION

B. Poughkeepsie (Mid-Hudson Region – Dutchess County) – Walkway Over the Hudson Capital – Downstate Revitalization Fund – Downtown Redevelopment (Capital Grant) - Findings and Determinations Pursuant to Sections 16-r 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

C. New Windsor (Mid-Hudson Region - Orange County) – Metal Container 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

LONG ISLAND REGION

D. Melville (Long Island Region – Suffolk County) – Canon USA Capital – JOBS Now Program (Capital Grant) - Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Adoption of Findings Pursuant to the State Environmental Quality Review Act

WESTERN NEW YORK REGION

E. Buffalo Billion Initiative - Buffalo (Western New York Region – Erie County) – Daemen College Capital – Buffalo Regional Innovation Cluster (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

F. Buffalo Billion Initiative - Buffalo (Western New York Region - Erie County) – Empire Visual Effects Capital – Buffalo Regional Innovation Cluster (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

G. Lackawanna (Western New York Region – Erie County) – Welded Tube Capital – Economic Development Purposes Fund (Capital Loan) - Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and to Take Related Actions; Determination of No Significant Effect on the Environment

II. DISCRETIONARY PROJECTS - Continued

FINGER LAKES REGION

H. Rochester (Finger Lakes Region - Monroe County) – NSUS Capital – New York Works Program (Capital Loan) and Economic Development Purposes Fund (Working Capital Loan) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make Loans and to Take Related Actions

I. West Henrietta (Finger Lakes Region - Monroe County) – Rochester Precision Optics Capital - Empire State Economic Development Fund – General Development Financing (Capital Grant) - Findings and Determinations Pursuant to Sections 16-m and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

PORT AUTHORITY TRANSPORTATION ECONOMIC DEVELOPMENT INFRASTRUCTURE RENEWAL

J. Fort Greene (New York City Region – Kings County) – BAM Park Capital - Port Authority Transportation, Economic Development and Infrastructure Renewal (Capital Grant) - Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

STATEWIDE

K. Statewide – Entrepreneurial Assistance Program (Training and Technical Assistance Grants) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Make Grants and to Take Related Actions

III. REGIONAL COUNCIL AWARDS

LONG ISLAND REGION

A. Regional Council Award – Stony Brook and Upton (Long Island Region – Suffolk County) – SGRID 3 Capital – Regional Council Capital Fund and Economic Development Purposes Fund (Capital Grants) - 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

III. REGIONAL COUNCIL AWARDS - Continued

MOHAWK VALLEY REGION

B. Regional Council Award – Priority Project – Marcy (Mohawk Valley Region - Oneida County) – Fort Schuyler Management Corporation – Quad C Capital - Economic Transformation Program (Capital Grant) - Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Determination of No Significant Effect on the Environment

FINGER LAKES REGION

C. Regional Council Award – Medina (Finger Lakes Region – Orleans County) – Quorum Group/Takeform Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

NORTH COUNTRY REGION

D. Regional Council Award – (North Country Region – Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton and Clinton Counties) – Digital Film Conversion Fund - 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

E. Regional Council Award – Priority Project (North Country Region - Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton and Clinton Counties) – Community Tourism Transformation Fund - 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

IV. NON-DISCRETIONARY PROJECTS

A. Non-Discretionary Projects - Authorization to Make Grants and to Take Related Actions

Local Assistance (Executive)

A. NY/NJ Super Bowl XLVIII Host Committee Working Capital (New York County)- $5,000,000

Capital Projects Fund – Economic Development/Other (Senate)

B. Kings Count Surveillance Cameras Capital (Kings County) - $300,000

Community Projects Fund (Senate)

C. Shore Road Park Capital (Kings County) - $1,000,000

Local Assistance (Senate)

D. Western Erie Canal Alliance Working Capital (Monroe County) - $75,000
E. West Point Housing Capital (Orange County) - $450,000

Special Appropriation State and Municipal Facilities Program (Senate)

F. Oneida County – Upper Mohawk Valley Memorial Auditorium Capital (Oneida County) - $1,000,000

Local Assistance (Assembly)

G. Griffiss Military Base Capital (Oneida County) - $1,050,000

LOCAL ASSISTANCE – HURRICANE IRENE – TROPICAL STORM LEE MITIGATION

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

Local Assistance-Hurricane Irene-Tropical Storm Lee Flood Mitigation (Executive)

A. Oneida County – Hurricane Irene - Tropical Storm Lee Flood Mitigation Capital (Oneida County) - $408,211
B. Albany County – Hurricane Irene - Tropical Storm Lee Flood Mitigation Capital (Albany County) - $443,718

V. LAND USE IMPROVEMENT PROJECT

A. Canalside Land Use Improvement Project – Adoption of Modified General Project Plan; Authorization to Hold Public Hearing; Determination of No Significant Effect on the Environment; and Authorization to Take Related Actions

VI. ADMINISTRATIVE ACTIONS

A. Procurement of Urban Design and Planning Services – Authorization to Enter into a Contract for Urban Design and Planning Services and Authorization to Take Related Actions

B. Procurement of Market and Financial Feasibility Services – Authorization to Enter into a Contract for Market and Financial Feasibility Services; and Authorization to Take Related Actions

VII. INFORMATION

A. Budget Variance Reports through September 30, 2013

Empire State Development

FOR CONSIDERATION
November 18, 2013

TO:	The Directors
FROM:	Kenneth Adams
SUBJECT:	New York City (New York County) – 121 West 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project
REQUEST FOR:	Reaffirmation of General Project Plan ("GPP"); and Authorization to Take Related Actions.

I. Background

The 121 West 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project is a comprehensive plan for the redevelopment of an approximately 42,000 square foot lot located at 121 West 125th Street (the "Property") between Adam Clayton Powell, Jr. Boulevard and Lenox Avenue/Malcolm X Boulevards, extending between 125th and 126th Streets in Harlem, New York City, currently improved with an approximately 160,000 square foot, four-story building that includes a 304-space public parking garage, which is operated by a garage operator, and six small retail spaces that front on 125th Street.

On February 21, 2013, the ESD Directors conditionally designated the National Urban League, Inc. ("NUL") and The Hudson Companies, Inc. ("Hudson") as Developer of the Project to develop the Property with certain required uses, including the headquarters of the National Urban League, and to operate and maintain the Property in accordance with the terms of a 99-year ground lease with option to purchase. The planned redevelopment would include demolition of the existing building and the construction of a larger building with approximately 66,000 gross square feet ("gsf") of retail, 75,000 gsf of office, 55,000 gsf of community facility, 24,000 gsf of museum, 56,000 gsf of conference center space, 114 units of residential (50 percent affordable for low and middle income) and 89,000 gsf (or 225 spaces) for parking (the "Project").

Public Hearings

The Project was brought to the ESD Directors for approval on June 27, 2013. At that time, among other actions taken with respect to the Project, the Directors adopted a General Project Plan ("GPP"), attached to these materials as Exhibit A; adopted findings in accordance with the New York State Environmental Quality Review Act ("SEQRA"); and authorized the holding of a

public hearing pursuant to Section 16 of the Urban Development Corporation Act (the "Act") to receive comments on the GPP. Pursuant to the authorization, ESD held a public hearing on July 10, 2013 at the Adam Clayton Powell, Jr. State Office Building, 163 West 125th Street, New York, NY.

Subsequently, pursuant to the authorization granted by the Directors on June 27, 2013, and in response to requests from members of the community, ESD held a duly noticed public hearing on November 7, 2013 at which oral and written comments were received from the public. Further written comments were accepted through November 8, 2013. The purpose of the hearing was to inform the public about the Project and to solicit public comment pursuant to Section 16 of the Act on the GPP for the Project. A summary of all public comments received on the GPP and the responses thereto is set forth as Exhibit B to these materials. A transcript of the November 7, 2013 hearing and copies of the written comments received, are included as Exhibit C.

II. Response to Hearing Comments

At the November 7, 2013 public hearing, oral and written comments were received from elected officials, interested individuals and local agencies and organizations. A total of 36 individuals and organizations spoke at the hearing or submitted written comments. The comments related primarily to six topics: (1) UDC Act findings; (2) environmental review; (3) existing and proposed commercial tenancies; (4) minority- and women-owned business enterprise ("MWBE") and local participation in contracting and workforce opportunities; (5) affordable housing, and (6) community involvement. The full Response to Comments is included in Exhibit B. Set forth below are summaries of the comments, along with ESD's responses thereto.

UDC Act Findings

Comments: A commenter questioned the basis for several UDC Act land use improvement findings. In addition, a question was raised as to whether the requirements of Section 10(c) of the UDC Act were satisfied.

Response: The Project would create a mixed-use development designed to maximize the full development potential of the Property in a manner consistent with the 2008 re-zoning of the 125th Street corridor.

The Project, which is to be built primarily with private financing, affords maximum opportunity for participation by private and non-profit enterprises, including increasing the retail and office square footage available for leasing to other private and non-profit enterprises and creating jobs and economic activity to benefit the 125th Street corridor and the overall community.

Section 10(g) of the Act addresses relocation methods for residential tenants, not commercial tenants. There are no residential tenants at the Property and therefore no residents would be displaced because of the Project.

Environmental Review

Comments: A number of comments either questioned the level of environmental review undertaken in connection with the Project or called for the preparation of a full supplemental environmental impact statement ("SEIS") for the Project.

Response: An Environmental Impact Statement ("EIS") for the 125th Street Corridor Rezoning and Related Actions was prepared by the New York City Planning Commission in 2008. The Property was a projected development site identified in that EIS and the proposed Project complies with the requirements of the rezoning. ESD prepared a Technical Memorandum to assess whether any new or substantially different significant adverse impacts would result from the Project compared to what was disclosed in the 2008 environmental review conducted for the 125th Street Corridor Rezoning, which identified no new or substantially different impacts, and therefore concluded that no SEIS is needed for the Project.

Existing and Proposed Tenancies

Comments: A large number of comments inquired about the future for the existing tenants at the Property; specifically, what if any steps are being taken to either prevent their being displaced or to relocate them once the Project construction begins and to compensate them for their investment in their businesses. Questions were also raised about the criteria for qualifying future tenants and whether the existing tenants would be permitted to return to the Property upon Project completion, and if so at rents they could afford.

Response: The GPP does not call for eviction of any tenants. All the existing leases expire by August 31, 2015, prior to the proposed construction commencement date. Both ESD and the New York City Economic Development Corporation ("NYCEDC") have offered to work with the existing tenants to provide them with relocation assistance, including but not limited to providing access to loan-to-grant programs that would provide up to $250,000 in capital funds, legal assistance in reviewing new leases, and relocation and technical assistance directed at the long-term sustainability of these important local community businesses.

MWBE and Local Participation in Contracting and Workforce Opportunities

Comments: A number of commenters asked about the availability of, notification about and potential training for jobs for local residents and contracting opportunities for local, women- and minority-owned business enterprises. Specific MWBE and local hiring goals were requested for the Project as well as information on the proposed developer's record of accomplishment in achieving MWBE participation goals.

Response: ESD has set 30% MWBE goals for this Project for the workforce as well as the solicitation and utilization of contractors and suppliers. The National Urban League has pledged an even higher goal of a minimum of 50% MWBE participation. ESD's office of Contractor and Supplier Diversity would monitor compliance with these goals. While there are no specific

goals set to engage "local" workforce or MWBE contracting, the developer has pledged to conduct ongoing outreach within the local community to insure that local community residents are aware of upcoming job and contracting opportunities.

Affordable Housing

Comments: With respect to the affordable housing that is to be included in the Project, commenters asked questions regarding the target income levels, projected rents, duration of the affordability period and the percentage of total units that are to be set aside for preference to Harlem residents. Some questioned the use of the U.S. Department of Housing and Urban Development ("HUD") Area Median Income ("AMI") limits, stating that the HUD AMI limits are higher than actual median incomes within the Harlem community.

Response: Of the 114 residential units that would be constructed, 23 would be made available to those with income that is less than or equal to 50% of the New York City AMI, established annually by HUD, 34 would be available to those with incomes less than or equal to 130% of AMI and the remaining 56 units would be rented at market rates. All 114 units would be subject to rent stabilization. The housing would be partially financed with existing discretionary Federal and State programs for multifamily development, including but not limited to tax exempt bonds, tax credits and/or low interest-rate loans. The funding programs generally require the Building Owner to maintain the governmentally-financed units as affordable for a term of years, currently 30 years for similarly financed projects. Residents of Community Board 10 would be given preference with respect to 50% of the units. This preference may be expanded to include other adjacent Community Boards with City approval. Additionally, people with disabilities would be given preference for 2% of the units and municipal employees would be given preference for 5% of the units. The proposed 50/30/20 housing program and other programs that finance affordable housing use the HUD AMI guidelines as benchmarks for household eligibility.

Community Involvement

Comments: Commenters expressing opinions on this topic generally fell into two categories, those who felt that that outreach to the community to advise them of Project was inadequate and those who felt that proposed developments should be more inclusive and conscious of the concerns of the businesses and residents of the community in which the Project is to be located.

Response: ESD takes seriously the criticism it has received in connection with the notice that it provided to the community in connection with the July 10 hearing on this project. In response to requests from the community, ESD scheduled a second public hearing, advertising the hearing in three publications in addition to posting the notice on its website. ESD also extended to comment period. ESD complied with the statutory notice requirements under the Act, notwithstanding it is open to suggestions on improving outreach.

Miscellaneous

Comments: Various commenters, while expressing approval of the Project, asked that the Project include additions such as a "tech hub" or a program to employ formerly incarcerated individuals. Others questioned the selection of this site, the building of a museum and the need to demolish the existing structure at the expense of losing the existing retail stores. Another set of questions requested more detail on the project economics including the lease price, the valuation of the site, the value of government tax benefits or incentives, and the allocation and use of the lease income.

Response: See Exhibit B for responses to these varied topics.

III. Project Description and Statutory Basis

The proposed Project is as set forth in the attached GPP. The statutory bases for the Project are also set forth in the GPP. The Project does not require override of any local zoning rules or regulations.

Land Use Improvement and Civic Project Findings

Staff has reviewed the comments received at the November 7, 2013 public hearing and concluded that no substantive negative comment was received at the hearing that would have an effect on the findings the Directors made when adopting the GPP. The Directors are therefore requested to reaffirm the Land Use Improvement and Civic Project findings, as set forth below and stated in the GPP.

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

The current low-density uses of the Property as a garage with limited retail do not maximize the full potential of the site.

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

The proposed Project would result in a building with approximately 466,238 gsf, a density close to the allowable maximum, including FAR bonuses. The cultural, office and retail uses would transform the site into a mixed-use development that increases the vitality of 125th Street as an arts/entertainment destination and regional business district.

(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.

The Project would result in new development by a private developer that is consistent with the goals and objectives of the 125th Street Corridor Rezoning and the criteria set forth in the RFP, in addition to providing amenities and uses that would benefit the 125th Street Corridor and the overall community.

Staff also believes, and recommends that the Directors find that the proposed Project is consistent with the requirements of the UDC Act for civic projects and satisfies the findings required under UDC Act Section 10(d) as follows (statutory language underscored):

(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>

Not-for-profit organizations generate substantial economic activity in New York and constitute an important sector of the State and City economies. The proposed Civil Rights Museum would bring New York State's first Civil Rights Museum to Harlem, helping to preserve this important part of U.S. history and serve as another rich cultural attraction for tourists and residents. The Museum as well as the proposed empowerment and conference center would add to the vibrant, mixed-use growth of the Harlem community.

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

The mixed-use building proposed for the development would include a civil rights museum, a conference center which would be available for use by the community, and an approximately 50,000 gross square foot community facility.

(3) <u>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 the acquisition, construction, operation, maintenance and upkeep of the project.</u>

ESD would acquire ownership of the Property and simultaneously lease the Property to the developer. The developer would be responsible for the cost of constructing the improvements as well as for the operation and maintenance of the Property, including all costs associated therewith. The developer would provide appropriate performance and payment bonds, guarantees and security deposits for the successful completion and operation of the Property.

(4) <u>That the plans and specifications assure or will assure adequate light, air, sanitation and fire protection.</u>

The Project would be designed and would be built in compliance with all applicable Building Code(s), including making adequate provision for light, air, sanitation and fire protection.

The requirements of UDC Act Section 10(g) also are satisfied. No residential relocation is necessary because no families or individuals reside at the Property.

IV. Environmental Review

At their June 27, 2013 meeting, the Directors adopted SEQRA findings based on the 2008 125th Street Corridor Rezoning EIS and subsequent Technical Memoranda, and the determination that no supplemental EIS was needed as explained in a Technical Memorandum prepared to address the change in the program from what was assumed on the Property as a projected development site in the 2008 FEIS, taking account of changes to background conditions since the 2008 environmental review was completed. The requirements of SEQRA have been duly fulfilled through the 2008 environmental review, the preparation of the Technical Memorandum and the issuance of SEQRA findings by ESD. No further environmental review is necessary in connection with the requested action.

V. Non-Discrimination and Contractor & Supplier Diversity

ESD reaffirms that the agreed Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project.

VI. Requested Actions

The Directors are requested to reaffirm the General Project Plan for the Project.

VII. Attachments

Resolutions
Exhibit A: General Project Plan
Exhibit B: Summary of Comments and Responses
Exhibit C: Hearing Transcript

November 18, 2013

New York City (New York County) – 121 West 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project – Reaffirmation of General Project Plan; and Authorization to Take Related Actions.

RESOLVED, that, pursuant to Section 16 of the New York State Urban Development Corporation Act, as amended, and after due consideration of: (1) the testimony given at the public hearing held by the Corporation on November 7, 2013 at the Adam Clayton Powell, Jr. State Office Building, 163 West 125th Street, New York, NY on the General Project Plan for the Project dated June 27, 2013 (the "Plan"); (2) the entire record of such hearing, including all written comments received on the Plan, copies of all of which were presented to this meeting and are ordered filed with the records of the Corporation, the Corporation does hereby reaffirm the Plan; and be it further

RESOLVED, that the President and his designees, or any of them, be and each hereby is authorized to take such action or execute on behalf of the Corporation such documents as they may consider necessary or appropriate in connection with the foregoing resolution.

* * *

Empire State Development

FOR CONSIDERATION
June 27, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: New York City (New York County) – 121 West 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project

REQUEST FOR:

Land Use Improvement and Civic Project Findings; Adoption of General Project Plan ("GPP"); Determination that No Supplemental Environmental Impact Statement Needed; Adoption of Findings Pursuant to Article 8 of the Environmental Conservation Law, the State Environmental Quality Review Act and its implementing regulations; Adoption of the General Project Plan; Approval of Lease; Authorization to Hold a Public Hearing; Authorization to Acquire and Dispose of Real Property in accordance with the Applicable Provisions of the Public Authorities Law;; and Authorization to Take Related Actions.

Part 1: General Project Plan

121 West 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project

I. Project Summary

Property Location and Description: The property consists of the land, the improvements and the air space located at 121 West 125th Street in the City, County, and State of New York, an approximately 42,000 square foot lot that extends through 125th Street to 126th Street, between Adam Clayton Powell Jr. Boulevard and Lenox Avenue/Malcolm X Boulevard, east of the Adam Clayton Powell Jr. State Office Building, (Manhattan Tax Block 1910, Part of Lot 1; hereinafter collectively, the "Property").

The fee interest in the Property is divided between a *Lower Parcel*, which includes the land and the building situated thereon, extending vertically to a horizontal plane at an elevation of 80.20 feet, and an *Upper Parcel* consisting of the air space that lies directly above the Lower Parcel, extending vertically up from an elevation of 80.20 feet.

Property Owners:	Lower Parcel: The City of New York ("NYC") has a fee interest in the Lower Parcel that will automatically revert to the State of New York, acting through the Office of General Services ("OGS") in 2053.
Upper Parcel:	OGS has the fee interest in the Upper Parcel, in addition to its reversionary right in the Lower Parcel.
Lower Parcel Lessee:	New York City Economic Development Corporation ("NYCEDC")
Conditionally Designated Developer:	Urban League Empowerment Center, LLC ("ULEC" or "Developer") c/o National Urban League, Inc. 120 Wall Street, 8th Floor New York, New York 10005
Developer Contact:	Charles J. Hamilton, Jr. Windels Marx Lane & Mittendorf, LLP 156 West 56th Street, New York, New York 10019 [Tele] 212-262-1215 chamilton@windelsmarx.com
Development: Partners	The Hudson Companies, Inc. ("Hudson") and BRP Companies
Contact:	David Kramer 826 Broadway, 11th Floor New York, New York 10003 [Tele]212-777-9500 DKramer@hudsoninc.com
ESD Investment:	ESD will facilitate the transfer of interests among OGS, NYC and Developer and/or entities controlled by Developer's principals. In addition, a $2 million Restore New York grant for demolition of this site, which ESD awarded to NYC in 2008, is available for use in the Project. NYC as grantee can sub-grant the grant proceeds to Developer. Developer is responsible for the payment of all ESD costs associated with the Project.
Proposed Project:	Developer will lease the Property from ESD. Developer will demolish the existing building and construct a larger building with office, retail, cultural, community facility housing and parking uses. Among other things, the Developer would be obligated to develop the Property with certain required uses, including the headquarters of the National Urban League, and to operate and maintain the Property in accordance with

the terms of the Lease, as described herein.

Project Type:	Land Use Improvement and Civic Project
Completion:	2018, subject to extension as described herein.
Employment:	
Existing:	NYCEDC estimates that the current use of the Property generates approximately 24 full time jobs.
Projected Construction Jobs:	767 direct; 429 indirect
Projected Permanent: Jobs:	160 direct; 59 indirect

Project Team:	Origination	Alexis Offen
	Legal	Eunice Jackson
	Affirmative Action	Vikas Gera
	Environmental	Rachel Shatz

II. Project Description

A. Background

The existing building on the Property is an approximately 160,000 square foot, four-story building that includes a 304-space public parking garage, which is operated by a garage operator, and six small retail spaces that front on 125th Street. The building does not utilize the maximum building density allowable under current zoning.

In 2008, the New York City Department of City Planning ("DCP") implemented re-zoning of portions of 125th Street, creating the Special 125th Street District to encourage greater density, growth and mixed-use development, particularly arts, retail and office uses. The re-zoning established zoning bonuses for arts, community facility and affordable housing uses, allowing greater density for buildings incorporating these uses.

In May 2012, ESD and NYCEDC (together the "Public Parties") jointly issued the Central Harlem Mixed Use Request for Proposals (the "RFP"), seeking proposals to re-develop this underutilized parcel, in a manner consistent with the 2008 re-zoning, creating commercial office, visual and performing arts space, with some proportion of these spaces leased at below market rate rent.

On February 21, 2013, after conducting a competitive bid process that included an extensive

review of the two re-development proposals submitted in response to the RFP, the ESD Board of Directors (the "Directors" or "Board"), conditionally designated the development team of the National Urban League, Inc. ("NUL") and the Hudson Companies (together "NUL/Hudson"), or entities controlled by one or more of their principals, as Developer of the Property and authorized ESD to enter into a Pre-Development Agreement ("PDA"), with a proposed lease as an exhibit.

On March 21, 2013, ESD and Urban League Empowerment Center, LLC ("ULEC"), a special purpose entity created by NUL and formed on behalf of NUL/Hudson to act as developer of the Project, executed the PDA. The PDA, among other things, conditions proceeding with the Project on the Directors' adopting a GPP for the proposed re-development of the Property and a public hearing on the GPP.

B. Proposed Project

NYCEDC will terminate its lease for the Property with NYC. ESD will acquire the Property from OGS and NYC. ESD will enter into a 99-year ground lease (the "Lease") with ULEC ("Tenant"). Tenant will redevelop the site as a mixed-use development that will include approximately 66,000 gross square feet ("gsf") of retail, 75,000 gsf of office, 55,000 gsf of community facility, 24,000 gsf of museum, 56,000 gsf of conference center space, 114 units of residential (50 percent affordable for low and middle income) and 89,000 gsf of parking (225 spaces).

NUL will relocate its national headquarters to the office space in the Project. The move represents NUL's return to its Harlem roots, where NUL was founded more than a century ago. The United Negro College Fund, another nationally recognized not-for-profit organization, expects to relocate its offices to the Property as well.

NUL, ULEC, or an affiliate of NUL will also develop the civil rights museum that is an integral part of the Project. The museum will be an expansion and outgrowth of the *Mobile Museum* NUL assembled in Washington D.C. in 2011 to celebrate the organization's centennial.

The Project will include a conference center for NUL's own use, which NUL may also make available for use by neighborhood businesses, not-for-profit organizations and others having a need for professional conference and meeting facilities.

Hudson and its minority development partner, BRP Companies, will operate the rental housing included in the Project. Approximately 114 units will be constructed, of which a minimum of 50% will be affordable to low and moderate-income families.

The significant capital investment in the Project will generate approximately 1196 construction related and 219 permanent jobs for New York City, in a community that suffers from extremely high unemployment rates. In addition, the Project is expected to generate during the construction period $18.3 million in New York State and City tax revenue and $16.1 million post-construction tax revenue over a seven- year analysis period.

C. Transfers of Property Interests

Subject to requisite public approvals and provided that Developer has satisfactorily completed the performance of its obligations under the PDA, OGS will convey its interest in the Property (Upper Parcel and reversionary interest in Lower Parcel) to ESD pursuant to UDC Section 13-a and NYC will convey the Lower Parcel to ESD pursuant to UDC Section 14. ESD will simultaneously lease the Property to Developer on the terms set forth herein.

ESD as owner will be obligated to manage and operate the Property during the period between the date the Lease is executed and the Lease Commencement Date (defined below). ESD will contract with NYCEDC or an affiliate of NYCEDC to operate the Property between the date of Lease execution and the Lease Commencement Date.

D. ESD and NYCEDC Economic Relationship

ESD and NYCEDC have executed a letter agreement that sets out an allocation of rent, net of any operating expenses, between ESD and NYCEDC. Rents collected from the existing tenants and garage operator during the time between the Lease signing and the Lease Commencement Date will be applied first to pay ESD's operating costs. Remaining amounts up to $1 Million, plus CPI escalations, are payable to NYCEDC and any remaining balance paid to ESD until ESD has been paid the same amount NYCEDC receives in that lease year. After the Lease Commencement Date, rents received from Tenant will continue to be applied first to pay ESD's operating costs for the leasehold, with an allocation of the remaining balance being distributed between ESD and NYCEDC as described above. These allocations take into account the loss to NYCEDC of the rental income stream from the existing tenants and garage operator for the remaining term of its lease with NYC.

Rent receipts paid to NYCEDC will be deposited in the 125th Street Improvement Trust Fund (the "Trust"), a trust established in 1994 and modified in 2006, whose purpose is "the improvement of the 125th Street Corridor", as defined in the trust agreement. NYCEDC holds both of the two trustee positions.

E. Proposed Essential Terms of Lease

Landlord:	ESD and its successors in interest as fee owner of the Property.
Tenant:	ULEC or its permitted successors or assigns, as defined in the Lease.
Lease Execution:	Anticipated between September 30, 2013 and December 31, 2013.
Lease Term:	99-years, with the term beginning 18 months after Lease execution, subject to the Tenant sending a notice of an earlier commencement date.

Tenancies:	Existing tenancies expire on or before August 14, 2015. Upon execution of the Lease, ULEC may negotiate early lease terminations with existing tenants and the parking operator at its cost and expense. The Lease gives Tenant a license to access the Property to perform pre-development work and the right to negotiate with existing tenants and the licensee for early termination of their remaining lease or license agreements. On the Lease Commencement Date ESD will transfer any leases or license agreements still in effect at that time, if any.
Option to Purchase:	Beginning in lease year 95, and provided Tenant is controlled by NUL and not in default, Tenant will have the option to purchase the Property at a purchase price calculated using a valuation method that takes into account the land value at the time of exercise of the option.
Rent:	Base Rent of $1,000,000 per year, with the initial payment due on the Lease Commencement Date, and escalations beginning in the sixth lease year and continuing throughout the lease term. Tenant may be granted certain concessions, including possible temporary rent reduction and the right to terminate the Lease or delay construction commencement if vacant possession is delayed beyond August 15, 2015.
PILOT:	Payment-in-Lieu-of-Real-Estate-Taxes" ("PILOT"), equivalent to the real estate taxes that would have been payable if ESD were not the owner of the Property, except to the extent any portion of the Property would have qualified for an as-of-right real estate tax exemption, abatement, credit or other reduction under applicable law if the Property were owned in condominium form by the Developer parties.
Security:	Initial Security Deposit of $1,000,000 in the form of cash deposit or combination of cash and Letter of Credit. Security deposit increases in escalation years to maintain deposit equivalent to annual rent.
Construction:	Tenant is to commence construction, in accordance with the conditions set forth in detail in the Lease, by beginning demolition within thirty days after the Lease Commencement Date, subject to reasonable extension because of Unavoidable Delays, as defined in the Lease. Construction is to be completed within 36 months of commencement of construction, which can be extended to 51 months.
Required Uses:	There are minimum square footage requirements for cultural, community facility or conference center space, for retail and office space as well as minimum parking garage spaces. Within these required uses, at least 5% of the square footage of the retail space is to be leased at below market rents to Local Businesses, as defined in the Lease; at

	least 5% of the office space is to be leased at below market rents to non-retail commercial office users that are Local Businesses; and, at least 5% of the new building's total square footage is to be leased to NUL or a qualified substitute as museum, visual arts space.
Operations:	Tenant assumes all responsibility and obligation to operate and maintain the Property beginning with the Lease Commencement Date. During the term of the Lease, Tenant is obligated to provide full replacement value property insurance and commercial liability insurance coverage naming ESD, NYCEDC, and NYC as additional insureds. .
Assignment or Transfer	Tenant may not assign, sublease or transfer the Lease without ESD's consent, except as to certain permitted subleases to entities under the control of NUL or Hudson or except as to subleases of residential apartments, or small non-residential spaces.
Guaranties & Indemnifications	Tenant will provide ESD and NYCEDC with guarantees of completion and performance or completion bonds, letters of credit or other form of acceptable security guaranteeing performance and completion of the construction work required by the Lease. In addition, ULEC/Hudson is also responsible for providing security for performance of the Lease obligations after substantial completion of construction satisfactory to the Public Parties. The Lease includes an obligation on the part of Tenant to indemnify and hold harmless ESD, the City and NYCEDC against, among other things, liabilities arising from the construction of the Project and the Developer's use and occupancy of the Property.
Condominium	Tenant is permitted to submit the Lease to the New York State Condominium Act and create separate tax lots and leasehold condominium units for the varied uses within the Project. Tenant may sublease or transfer the leasehold condominium units, subject to the terms of the Lease.

III. Project Costs and Financing

Developer's current budget estimates the project construction costs at $155,055,380. Under the terms of the PDA, at least 90 days before the Lease execution date, the Developer must produce evidence of financing and equity in an amount that is sufficient to perform the construction and to fund rents due under the Lease, as well as operating expenses through completion of the construction work. The evidence of financing will be reviewed at that time

and must be reasonably satisfactory to the Public Parties.

In February 2008, ESD awarded NYC a $2 million Restore New York Grant for demolition of the Project site. ESD will permit NYC to sub-grant the grant to Developer for use at the site. Receipt of the sub-grant is subject to review under SEQRA, ESD Director approval and a public hearing thereon, as well as PACB approval. The Directors are not asked to take any action with respect to the Restore Grant at this time. The Developer may request additional project funding from ESD or NYC in the future. Any such request for ESD funding will be brought to the ESD Board as required by law.

Tenant is responsible for the payment of all ESD and NYCEDC costs associated with the Project, including but not limited to the costs associated with the RFP, appraisals, the public approval process and third party legal or other professional fees.

IV. Statutory Basis

Staff recommends that the Directors find that the proposed Project is consistent with the requirements of the UDC Act for land use improvement projects and satisfies the findings required under UDC Act Section 10(c) as follows (statutory language underscored):

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

The current low-density uses of the site as a garage with limited retail do not maximize the full potential of the site. (See SEQRA Findings Statement, attached as Exhibit B)

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

The proposed Project will result in a building with approximately 466,238 gsf, a density close to the allowable maximum, including FAR bonuses. The cultural, office and retail uses will transform the site into a mixed-use development that increases the vitality of 125th Street as an arts/entertainment destination and regional business district.

(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

The Project will result in new development by a private developer that is consistent with the goals and objectives of the 125th Street Corridor Rezoning and the criteria set forth in the RFP, in addition to providing amenities and uses that will benefit the 125th Street Corridor and the overall community.

Staff also believes, and recommends that the Directors find that the proposed Project is

consistent with the requirements of the UDC Act for civic projects and satisfies the findings required under UDC Act Section 10(d) as follows (statutory language underscored):

(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

Not-for-profit organizations generate substantial economic activity in New York and constitute an important sector of the State and City economies. The proposed Civil Rights Museum would bring to Harlem New York State's first Civil Rights Museum, helping to preserve this important part of U.S. history and serve as another rich cultural attraction for tourists and residents. The Museum as well as the proposed empowerment and conference center will add to the vibrant, mixed-use growth of the Harlem community.

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

The mixed-use building proposed for the development will include a civil rights museum, a conference center, which will be available for use by the community and an approximately 50,000 gross square foot community facility.

(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 the acquisition, construction, operation, maintenance and upkeep of the project.

ESD would acquire ownership of the Property and simultaneously lease the Property to Tenant. Tenant will be responsible for cost of constructing the improvements as well as for the operation and maintenance of the Property, including all costs associated therewith. Tenant will provide appropriate performance and payment bonds, guarantees and security deposits for the successful completion and operation of the Property.

(4) That the plans and specifications assure or will assure adequate light, air, sanitation and fire protection.

The Project will be designed and will be built in compliance all applicable Building Code(s), including making adequate provision for light, air, sanitation and fire protection.

The requirements of UDC Act Section 10(g) also are satisfied. No residential relocation is

required because no families or individuals reside on the Project site.

V. Environmental Review

A Final Environmental Impact Statement ("FEIS") was issued for the 125th Street Corridor Rezoning and Related Actions in February 2008. The FEIS specifically identified the 121 West 125th Street parcel as a projected development site ("Site 10") and analyzed a development scenario for the parcel that included two additional lots to the west of what currently constitutes the Project site. The New York City Planning Commission was the lead agency for the preparation of the FEIS.

Although the proposed Project's development will comply with the zoning adopted as part of the 2008 rezoning, the program and building envelope now proposed for Site 10 are different from the projected development analyzed for that site in the 2008 environmental review. The proposed Project will introduce community facility, conference center, and residential uses, and would change the square footages of the arts-related, office and retail components. The proposed Project will also have a different massing due to the exclusion of the two lots described above. Since the publication of the FEIS in 2008, some changes have occurred in actual and anticipated background conditions that were not included in the FEIS analyses.

For these reasons, ESD has been re-established as lead agency for the purpose of assessing whether these changes would result in any new or substantially different significant adverse impacts than what had been described in the FEIS.

ESD has had a Technical Memorandum, attached as Exhibit A, prepared to undertake this assessment. The Technical Memorandum concludes that the differences in the proposed Project as compared to the projected development analyzed for Site 10 in the 2008 environmental review for the rezoning, as well as changes in background conditions that have arisen since that review, would not result in any significant adverse impacts not previously identified, and therefore, the Project does not result in the need for a supplemental environmental impact statement.

Since the proposed Project is part of the development anticipated to result from the 125th Street Corridor Rezoning, which was the subject of an EIS, ESD must also adopt SEQRA findings based on that EIS and the subsequent environmental review set forth in the Technical Memorandum.

The Findings Statement, attached as Exhibit B, contains the facts and conclusions in the FEIS and Technical Memorandum that will be relied upon to support the Corporation's decision regarding adoption of the GPP, and indicates the social, economic and other factors and standards forming the basis of its decision.

The findings that the Corporation must adopt prior to its final determination with respect to the GPP are, that:

- The Corporation has given consideration to the FEIS and Technical Memorandum;
- The requirements of the SEQRA process, including the implementing regulations of the New York State Department of Environmental Conservation, have been met;
- Consistent with social, economic and other essential considerations from among the reasonable alternatives available, the proposed action is one that avoids or minimizes adverse environmental effects to the maximum extent practicable, including the effects disclosed in the relevant environmental impact statement;
- Consistent with social, economic and other essential considerations to the maximum extent practicable, adverse environmental effects revealed in the environmental impact statement process will be avoided or minimized to the maximum extent practicable by incorporating those mitigative measures that were identified as practicable.

ESD staff concurs with the determination that the proposed action avoids or mitigates to the maximum extent practicable all potentially significant adverse impacts. ESD staff therefore recommends that the Directors adopt the SEQRA Findings, which are supported by the Findings Statement, attached as Exhibit B. In the event that the GPP is modified, either as a result of comments received at the public hearing or otherwise, in a manner that would require an amendment to the Findings Statement, such modification would be presented to the Board for further action at a later time.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. ESD shall require: (i) the inclusion of minorities and women in any job opportunities created; (ii) solicitation and utilization of Minority and Women Owned Business Enterprise ("MWBE") for any and all contractual opportunities generated in connection with the Project; and (iii) the use of Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE participation goal of no less than 30%. ESD's office of Contractor and Supplier Diversity shall review and, where applicable, establish contract specific MWBE goals prior to the execution of any contract for construction or construction related services associated with the Project.

Part 2. Proposed Property Acquisition and Disposition

VII. Compliance with the Public Authorities Law

Pursuant to Public Authorities Law ("PAL"), ESD is required to dispose of property through a competitive bid process unless a specific statutory exception applies. ESD conducted a competitive bid process by issuing a Request For Proposals ("RFP") for the disposition and redevelopment of the Property.

Pursuant to the provisions of the Public Authorities Law, ESD may not sell, lease or otherwise alienate ESD property for less than fair market value, unless a specific statutory exception applies. ESD proposes to enter into a 99-year lease of the Property at below fair market value. The relevant exception permits such a disposition when the purpose of the transfer is within

the purpose, mission or governing statute of the public authority.

It is within ESD's governing statute or mission to:

(i) promote a vigorous and growing economy, prevent economic stagnation and encourage the creation of new job opportunities in order to protect against the hazards of unemployment, reduce the level of public assistance to now indigent individuals and families, increase revenues to the state and its municipalities and to achieve stable and diversified local economies.

(ii) promote the sound growth and development of our municipalities through the correction of such substandard, insanitary, blighted, deteriorated or deteriorating conditions, factors and characteristics by the clearance, re-planning, reconstruction, redevelopment, rehabilitation, restoration or conservation of such areas, and of areas reasonably accessible thereto the undertaking of public and private improvement programs related thereto, including the provision of educational, recreational and cultural facilities, and the encouragement of participation in these programs by private enterprise.

(iii) encourage maximum participation by the private sector of the economy, including the sale or lease of the corporation's interest in projects at the earliest time deemed feasible.

(iv) provide or obtain the capital resources necessary to acquire, construct, reconstruct, rehabilitate or improve such industrial, manufacturing, commercial, educational, recreational and cultural facilities and housing accommodations for persons and families of low income, and facilities incidental or appurtenant thereto.

The acquisition and lease of the Property will facilitate the development of a mixed-use development that will create jobs, spur private investment, and provide cultural and community space and affordable housing. The purpose of this disposition is therefore consistent with the purpose, mission and governing statute of ESD and is within the exception above. Accordingly, the conditions of the PAL for the transfer of the Property are satisfied.

Additional information required by the PAL to support the transfer at below fair market value is as follows:

(i) <u>A full description of the asset</u>:

The asset that will be disposed of consists of a 99-year leasehold of the merged fee interests (each interest described in Part I, Section I) of OGS and NYC in the Property. ESD will lease the fee interest in the Property to Tenant.

(ii) <u>An appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the board</u>:

In order to appraise the fair market value of the 99-year lease, the appraiser used the income method, which utilizes projected rents based on the highest and best use of all portions of the property, discounted to reflect current present value. This approach determined the fair market value ("FMV") of the leasehold at $63.8M

(iii) A description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any to the communities in which the asset is situated as are required by the transfer:

As more fully described in these materials, the public benefits expected include, the creation of a community facility, a museum, a conference center, office and retail space, parking and affordable mixed-income housing. Construction and operation of the Project will generate jobs, employee compensation and tax revenues for the State and City of New York, as described herein, in Part 1, Section II (B) of the GPP.

(iv) A statement of the value to be received compared to the fair market value:

As a result of the restricted uses in the proposed Lease, the rents ESD will receive in cash will be less than the rent that could be received based upon the highest and best use of the Property. In the first year of such a lease, the appraiser estimated a cash flow of $3.6 million. In year thirty of this same lease, the appraiser estimates the cash flow would be $8.5 million. Pursuant to the proposed Lease, given the use restrictions defined in the Lease, the tenant will pay ESD $1 million in base rent in the first year. In the thirtieth year of the Lease tenant will pay ESD $1.5 million in base rent. The disparity between the actual annual lease payments received by ESD versus the potential payments per the appraised assessment of value will continue to increase over the remaining lease term.

(v) The names of any private parties participating in the transfer and if different than the statement required by (iv), a statement of the value of the private party:

The NUL together with Hudson and its MWBE development partner, BRP Companies serve as the developers.

(vi) The names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used:

A team consisting of Grid Properties, Gotham Organization and Harlem Commonwealth Council proposed a project with retail, office and arts/cultural uses for a 99-year ground lease at an annual base rent of $850,000, subject to periodic escalation.

The goal of the transfer of the Property is to have the Property redeveloped as a mixed-use development that meets the goals of the NYC 2008 re-zoning as described in the materials, in order to further the economic development interests of the State, NYC and the local community. As described in these materials, the Property currently underutilizes the allowable development under existing zoning rules. The jobs that will be created and the affordable housing units included in the Project will strengthen the economic stability of the Harlem community. ESD and NYCEDC in their joint RFP sought a development proposal for the Property that best met the RFP's stated goals of a development with office, retail and cultural space, including below market rate rents for 5% of the office and retail uses, all targeted uses of the 2008 re-zoning. The bid prices in the responses to the RFP represent actual, arm's length valuations of the Property with the restricted uses. These arm's length bids offer a more precise assessment of the fair market value of the Property, developed in accordance with the RFP than an appraisal of "highest and best use". Of the bids received, only the ULEC proposal included co-developers that will also be anchor tenants, insuring that the commercial and cultural space will be occupied immediately upon construction completion for uses consistent with goals of the RFP and 125th Street re-zoning. For these reasons, ESD staff recommends that the Directors find that there is no reasonable alternative to the below fair market disposition that would achieve the same purpose of such transfer.

VIII. Requested Actions

The Directors are requested to: 1) make UDC Act Sections 10(c), 10(d) and 10(g) findings in connection with the proposed Project; 2) determine that no Supplemental Environmental Impact Statement is needed; 3) adopt Findings Pursuant to Article 8 of the Environmental Conservation Law, the State Environmental Quality Review Act and its implementing regulations; 4) adopt the General Project Plan 5) approve the essential terms of the Lease; 6) determine pursuant to Public Authorities Law Section 2897 that there is no reasonable alternative to the proposed fair market value disposition by Lease; 7) authorize the holding of a public hearing; 8) authorize the acquisition and disposition of the real property constituting the Project site in accordance with applicable provisions of the Public Authorities Law; 9) authorize the taking of actions related to the foregoing.

IX. Attachments

Resolutions

Exhibit A: Technical Memorandum

Exhibit B: Findings Statement

June 27, 2013

New York City (New York County) –121 West 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project – Land Use Improvement and Civic Project Findings; Determination that No Supplemental Environmental Impact Statement Needed; Adoption of Findings Pursuant to Article 8 of the Environmental Conservation Law, the State Environmental Quality Review Act and its implementing regulations; Adoption of General Project Plan; Approval of Lease; Authorization to Hold a Public Hearing; Authorization to Acquire and Dispose of Real Property in accordance with Applicable Provisions of the Public Authorities Law; and Authorization to Take Related Actions.

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 121 West 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project (the "Project"), the Corporation hereby determines and finds pursuant to Section 10(c) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that:

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

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

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

and be it further

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

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

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

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

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

RESOLVED, having reviewed the Technical Memorandum, the Corporation hereby determines that no Supplemental Environmental Impact Statement is needed in connection with adoption of the General Project Plan for the Project (the "GPP"); and be it further

RESOLVED, that with respect to the Project, the Corporation hereby makes and adopts pursuant to the State Environmental Quality Review Act ("SEQRA") the following findings and determinations, which findings and determinations are made after full consideration of the Findings Statement attached as Exhibit B hereto, which Exhibit B is hereby adopted by the Corporation and copies of which document are hereby filed with the records of the Corporation.

- The Corporation has given consideration to the Draft and Final Environmental Impact Statement prepared for the Project;
- The requirements of the SEQRA process, including the implementing regulations of the New York State Department of Environmental Conservation, have been met;
- Consistent with social, economic and other essential considerations from among the reasonable alternatives available, the Project is one that avoids or minimizes adverse environmental effects to the maximum extent practicable, including the effects disclosed in the relevant environmental impact statement;
- Consistent with social, economic and other essential considerations, , adverse environmental effects revealed in the environmental impact statement process will be avoided or minimized to the maximum extent practicable by incorporating as conditions to the decision those mitigative measures which were identified as practicable.

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 take all actions as he or she may in his or her sole discretion consider to be necessary or proper to comply with the requirements of SEQRA in connection with the Project; and be it further

RESOLVED, that subject to Section 16 of the Act, the Corporation does hereby adopt the proposed GPP as presented 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, together with such changes, is hereby ordered filed with the records of the Corporation; and be it further

RESOLVED, that the Corporation hereby finds that the Lease is in conformity with the GPP and does hereby approve, subject to Section 6 of the Act, the Lease substantially on the terms set forth in the Materials; and be it further

RESOLVED, that on the basis of the Materials, the Directors hereby find that there is no reasonable alternative to the proposed below fair market value transfer that would achieve the same purpose of such transfer; and be it further

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to hold a public hearing on the GPP and the Lease and the transactions contemplated thereby in accordance with the requirements of the Act; and be it further

RESOLVED, that upon a written finding of the Chief Executive Officer of the Corporation that no substantive negative testimony or comment has been received at such public hearing, the GPP shall be deemed effective as of the conclusion of the public hearing; and be it further

RESOLVED, that upon the effectiveness of the GPP, the Corporation is authorized to acquire real property from the State of New York, the City of New York and/or the New York City Economic Development Corporation as may be needed to assemble the Project site, and to dispose of the same by the execution and delivery of the Lease, all as substantially set forth in the GPP;

RESOLVED, that approvals set forth herein are expressly contingent upon: (1) approval of the Public Authorities Control Board, as applicable; and (2) receipt of all other necessary approvals; and be it further

RESOLVED, that the President and Chief Executive Officer or authorized designee(s) be, and each of them hereby is, authorized and directed in the name of and on behalf of the Corporation to execute and deliver any and all such documents and to take all such related actions as may be necessary or appropriate to effectuate the foregoing resolutions.

TECHNICAL MEMORANDUM

121 West 125th Street Development

June 18, 2013

I. INTRODUCTION

This Technical Memorandum considers a proposal for the disposition of property jointly owned by the City and State of New York, through a long-term lease by the New York State Urban Development Corporation, d/b/a Empire State Development ("ESD") and the redevelopment of the property by the construction of a mixed-use development at 121 West 125th Street (part of Lot 1 on Block 1910) in Central Harlem, Manhattan Community District 10 (the "proposed development"). Both the State and City would transfer their fee interests in the site to ESD to facilitate the proposed development. Following a request for proposals process conducted by ESD and the New York City Economic Development Corporation ("EDC"), the lessee of the City's interest in the site, ESD and EDC entered into a pre-development agreement ("PDA") conditionally designating the Developers to undertake the proposed development. Execution of the ground lease is contingent on, *inter alia*, the completion of appropriate SEQRA review.

As shown in Figure 1, the proposed development site comprises a portion of the midblock area of the City block generally bounded by West 126th Street to the north, Lenox Avenue (Malcolm X Boulevard) to the east, West 125th Street to the south, and Adam Clayton Powell Jr. Boulevard to the west, which is zoned C4-7 and located within the Core Subdistrict of the Special 125th Street District. As shown in Table 1 below, the proposed mixed-use development would total approximately 466,238 gross square feet (gsf)[1] and would include approximately 101,000 gsf (114 DUs) of residential (50 percent affordable for low and middle income), 66,000 gsf of retail, 75,000 gsf of office, 55,000 gsf of community facility, 24,000 gsf of museum, 56,000 gsf of conference center space, and 89,238 gsf of parking (225 spaces). In order to facilitate the residential component of the proposed development, the conditionally designated development team, comprising the Urban League Empowerment Center LLC, Hudson Empowerment LLC, and BRP Empowerment LLC (the "Developers"), are also seeking the provision of financial assistance from the New York City Housing Development Corporation ("HDC") under its Mixed-Income 50/30/20 Program.[2] Additionally, the Developers will potentially seek funding from the New York City Department of Housing Preservation and Development ("HPD") and/or from New York State Homes and Community Renewal ("HCR").

[1] The total gross square feet of proposed development includes both above-and below-grade development, and parking floor area.

[2] Under HDC's Mixed-Income 50/30/20 Program, 20 percent of apartments in a multi-family rental building are restricted for low-income tenants, 30 percent are reserved for middle-income tenants, and the remaining are rented at market rates. The proposed development would include approximately 23 low-income housing units, approximately 34 middle-income housing units, and approximately 57 market-rate housing units (total of approximately 114 units).

PROPOSED DEVELOPMENT SITE (PART OF LOT 1, MANHATTAN BLOCK 1910) 1 PHOTO KEY SOURCE: GOOGLE EARTH AERIAL

121 WEST 125TH STREET DEVELOPMENT

FIGURE 1
AERIAL VIEW OF PROPOSED DEVELOPMENT SITE

TABLE 1
Proposed Development Program for 121West 125th Street (Block 1910, p/o Lot 1)

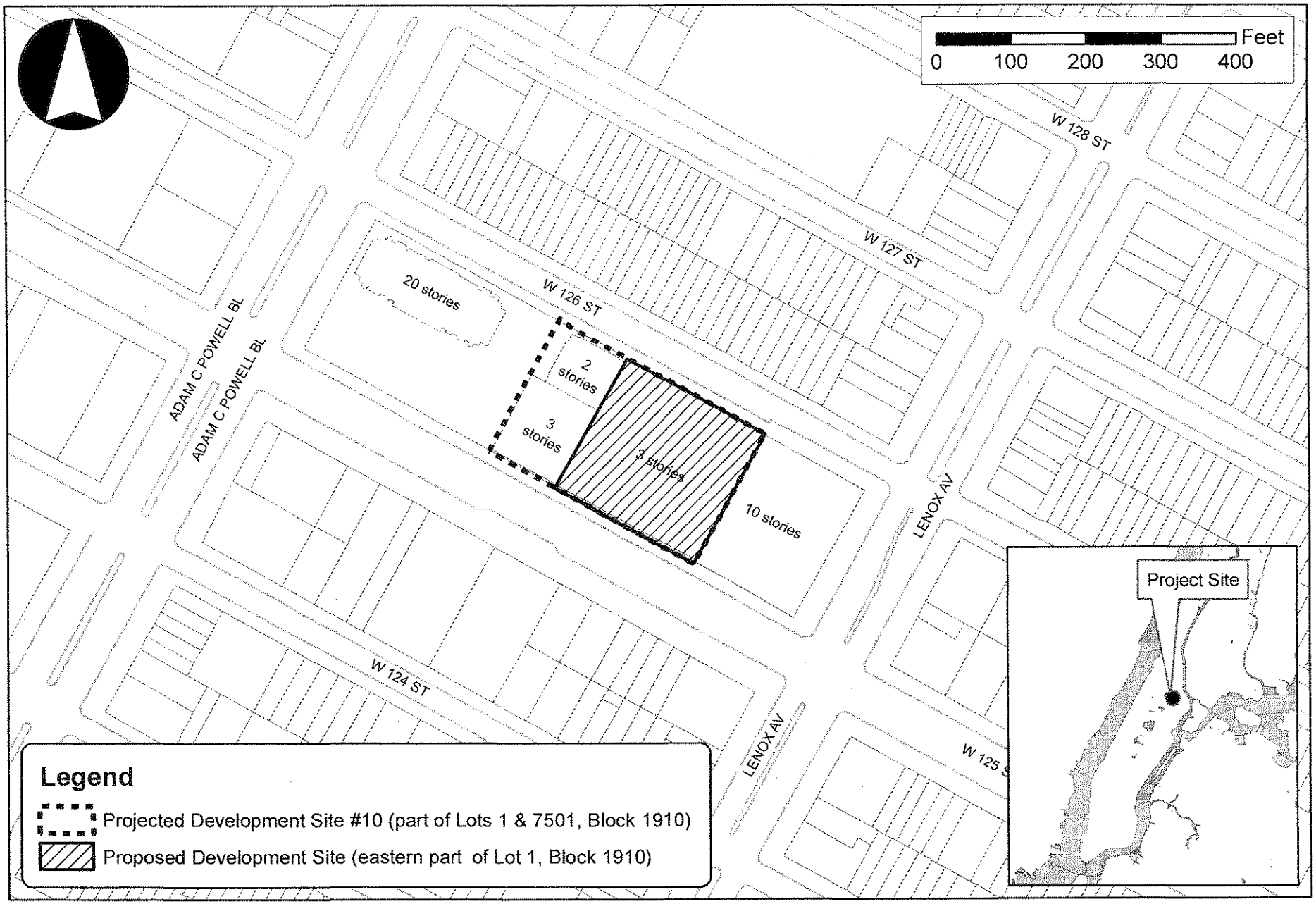
	Proposed Development Program (GSF)
Residential	101,000 gsf (114 dwelling units)
Museum	24,000 gsf
Conference Center	56,000 gsf
Retail	66,000 gsf
Commercial Office	75,000 gsf
Community Facility	55,000 gsf
Parking	89,238 gsf (225 spaces)
Total*	**466,238 gsf**

*The total gross square footage includes both above- and below-grade development as well as parking.
Source: Hudson Empowerment, LLC

Future development at the proposed 121 West 125th Street development site was analyzed as part of the February 2008 *125th Street Corridor Rezoning and Related Actions Final Environmental Impact Statement* ("FEIS"), for which the New York City Planning Commission ("CPC") was the lead agency. The 2008 FEIS assessed the City's proposed plan to rezone portions of 24 blocks along the 125th Street corridor in West, Central, and East Harlem (Manhattan Community Districts 9, 10, and 11). The 2008 FEIS identified the proposed 121 West 125th Street development site as part of projected development site 10 ("Site 10"), which comprised the midblock area (consisting of portions of Lots 1 and 7501 on Block 1910) of the block bounded by West 125th Street to the south, Adam Clayton Powell Jr. Boulevard to the west, West 126th Street to the north, and Lenox Avenue (Malcolm X Boulevard) to the east.

With the consent of CPC, ESD was re-established as the SEQRA lead agency for the purpose of evaluating whether a Supplemental Environmental Impact Statement ("SEIS") is required. It is the purpose of this Technical Memorandum to determine whether the differences in the development program and massing at the 121 West 125th Street site, taking into account changes in background conditions since 2008, would alter the conclusions of the 2008 *125th Street Corridor Rezoning and Related Actions FEIS* or any of the subsequent Technical Memoranda dated March 10, 2008, April 18, 2008, and July 18, 2008 (the "2008 Environmental Review") in a manner that would indicate the potential for any significant adverse environmental impacts that were not previously identified.

Although the proposed development would comply with the zoning adopted as part of the 2008 rezoning, the program and building envelope now proposed for Site 10 (including portions of Lots 1 and 7501 on Block 1910) are different from the projected development analyzed for that site in the 2008 Environmental Review. Differences include a change in use from the office, local retail, and arts/performance space uses analyzed in the 2008 Environmental Review to a mixed-use building containing residential, retail, office, museum, conference center, and community facility uses. The proposed development would introduce residential, conference center, and community facility uses, and would change the square footages of the arts-related, office and retail components. The proposed development would also have a different massing, as it would only be constructed on the eastern approximately 41,965 sf portion of Lot 1 on Block 1910, as compared to an approximately 60,252 sf site that included portions of Lots 1 and 7501 on Block 1910 (refer to Figure 2). It is expected that the existing uses would continue to occupy the remainder of the site (including portions of Lots 1 and 7501 on Block 1910), which would not be disposed of to the Developers or redeveloped in connection with this action. Those parcels are owned by the State and subject to a lease that does not allow for further development, and there is currently no intention on the part of the State to allow further development of that property. In addition, the proposed development would have a maximum height of approximately 195 feet tall (up to 235 feet including mechanical space), compared to the 290 foot tall structure assumed in



121 West 125th Street Development

Figure 2

Project Location

the FEIS.[3] A detailed description of the proposed development, which is expected to be completed by 2017, is provided in Section II below.

This Technical Memorandum provides a description of the proposed development, as well as a detailed evaluation of the new incremental changes generated by the proposed development, considers changes to background conditions arising since the 2008 Environmental Review, and assesses the resulting effects on the previous environmental analysis presented in the 2008 Environmental Review. The potential impacts of such changes on each of the technical areas analyzed in the 2008 Environmental Review are discussed in Section III below. The Technical Memorandum uses City Environmental Quality Review ("CEQR") guidelines and thresholds to determine whether the changes would result in significant adverse environmental impacts not already identified in the 2008 Environmental Review.

As described in the New York State Department of Environmental Conservation's SEQRA regulations, 6 NYCRR Sections 617.9(a)(7)(i)(a), (b), and (c), and the *2012 CEQR Technical Manual*, the lead agency may require the preparation of a SEIS if there are significant adverse environmental impacts not addressed or inadequately addressed in the EIS that arise from changes proposed for the project, or newly discovered information; or a change in circumstances related to the project. This Technical Memorandum finds that there would be no additional significant adverse impacts in any of the CEQR technical areas analyzed in the 2008 Environmental Review, as a result of the proposed development or, changes in background conditions. Furthermore, there is no newly discovered information that would create any significant adverse environmental impacts.

II. PROJECT DESCRIPTION

2008 APPROVED REZONING

125th Street Corridor Rezoning and Related Actions FEIS

The 125th Street Corridor Rezoning sought to support the ongoing revitalization of Harlem's "Main Street" by strengthening 125th Street's continuity and maintaining its unique character, increasing density in appropriate areas, encouraging additional residential uses and a diverse mix of businesses, including arts and entertainment, increasing visitors and nighttime activity, generating career opportunities for Harlem residents, and addressing cross-town transportation. The area rezoned comprised portions of 24 blocks generally bounded by 126th Street, Second Avenue, 124th Street, and Broadway. The 2008 proposal required a number of discretionary actions that were subject to environmental review pursuant to CEQR. These actions included:

- Zoning map amendments and text changes to establish the Special 125th Street District and change the underlying zoning to R6A, R7A, C4-4A, C4-4D, C6-3 and C4-7 on portions of the 24 blocks lining the 125th Street corridor, which span West, Central and East Harlem;
- Disposition of City-owned property, an Urban Renewal Plan Amendment, a City Planning Commission (CPC) certification pursuant to the Special TA (transit land use), and Urban Development Action Area Project (UDAAP) designation and project approval to facilitate the development of a residential project with ground floor retail on a site within the proposed rezoning area (identified as projected development site 26).

[3] On November 19, 2008 the City Council adopted the 125th Street Follow-up Text Amendment (ULURP No. N 090031 ZRM), which reduced the allowed maximum building height and permitted density in the C4-7 district within the Core Subdistrict of the Special 125th Street District. The follow-up text amendment reduced the maximum building height for the Core Subdistrict to 195 feet tall and reduced the maximum residential FAR to 5.4 (bonusable up to 7.2 FAR), maximum commercial FAR to 7.2 (bonusable up to 8.65 FAR) and maximum community facility FAR to 7.2. The July 18, 2008 Technical Memorandum analyzed a maximum building height of 195 feet tall for Site 10.

These actions were intended to sustain the ongoing revitalization of 125th Street as a unique Manhattan Main Street, enhance its regional business district character, encourage new mixed-use development and reinforce and expand the street's premier arts, culture, and entertainment destination identity. Although these actions affected the entire rezoning area, the 2008 FEIS analysis of changes to allowable use and bulk and other land use provisions was focused on those sites that were reasonably likely to undergo development ("projected development sites") within the foreseeable 10-year timeframe (by 2017). For some site-specific technical areas, the 2008 FEIS also considered possible sites for future development that were deemed less likely to be developed over the ten year analysis period ("potential development sites"). The primary proposed action in the 2008 FEIS identified a total of 26 projected development sites and 22 potential development sites.

The FEIS for the *125th Street Rezoning and Related Actions* was certified complete on February 29, 2008 by CPC acting as lead agency. One of the alternatives considered in the FEIS, the "Expanded Arts Bonus Alternative," was developed largely in response to public comments received during the land use review since the issuance of the Draft EIS, and was under particularly active consideration by the CPC. The Expanded Arts Bonus Alternative included a floor area bonus in the C4-7, C6-3, and C4-4D zoning districts in exchange for the provision of visual and performing arts space, and represented a combination of aspects of both the Arts Bonus and the C4-4 Alternatives, also studied in the FEIS. The Expanded Arts Bonus Alternative was projected to stimulate approximately 2,545 dwelling units, 885,311 sf of retail, 1,208,894 sf of office, 25,987 sf of hotel, 94,221 sf of arts/performance space, 71,508 sf of community facility space, and 1,882 public parking spaces on 27 projected development sites. The Expanded Arts Bonus Alternative was adopted by the CPC, with modifications, and by the City Council, with additional modifications. These modifications are each described below.

Subsequent Technical Memoranda

Subsequent to the Notice of Completion of the FEIS, two Technical Memoranda that addressed modifications by the CPC and the City Council were prepared.

The CPC-proposed modifications, which were the subject of a Technical Memorandum dated March 10, 2008, enabled below-grade performance space to qualify for the arts bonus in the C4-7, C6-3, and C4-4D zoning districts in exchange for the provision of core and shell space for visual arts uses. The below-grade arts bonus modification was projected to be utilized by three projected development sites (including Site 10) identified in the FEIS as commercial sites, effectively increasing the potential density in the core by 30,126 sf of additional office space[4] and 4,289 sf of additional hotel space above what was analyzed in the FEIS. Additional modifications raised the allowable height limit at projected development site 21 and restricted residential entrances on 125th Street within the Core Subdistrict. These modifications, along with additional procedural and administrative modifications related to the arts bonus, were the subject of the Technical Memorandum dated March 10, 2008, and were found to not result in any significant adverse environmental impacts not already identified in the 2008 FEIS.

The City Council modifications, which were the subject of an April 18, 2008 Technical Memorandum, reduced the residential density in the Core Subdistrict, as well as enacted several changes to the arts bonus text. The reduction in residential density applied exclusively to the C6-3 zoning district within the Core Subdistrict. The residential FAR was reduced to a base FAR of 5.4, bonusable to a maximum FAR of 7.2 through the inclusionary housing program or the arts bonus. The modifications affected 7 projected development sites and 5 potential development sites within the Core Subdistrict.

[4]The Reasonable Worst Case Development Scenario ("RWCDS") for projected development Site 10 was increased by 30,126 sf of office, as analyzed in the Technical Memorandum dated March 10, 2008.

The City Council changes to the arts bonus text also included the creation of a Bonused Space Local Arts Advisory Council. The arts bonus provisions were also modified so that eligibility for the bonus required that the proposed operator occupy the arts space under a lease having no less than a 15-year term, with two 5-year renewals. The list of arts spaces that qualify for the arts bonus was expanded to include literary arts spaces and visual/media arts spaces. The changes to the arts bonus text were not expected to result in changes to the development projections identified before. The City Council modifications were found to not result in any significant adverse environmental impacts not already identified in the 2008 FEIS.

Subsequent to the ULURP approvals granted by CPC and City Council, the DCP proposed a zoning text amendment to the Special 125th Street District- Core Subdistrict, which responded to concerns expressed throughout the public review process by the public and elected officials regarding building height and bulk in the C4-7 zoning district within the Core Subdistrict.[5] The follow-up zoning text changes to the regulations for the C4-7 zoning district within the Core Subdistrict of the Special 125th Street District, which were the subject of a July 18, 2008 Technical Memorandum, amended Zoning Resolution (ZR) Sections 97-411, 97-422 and 97-442 to modify height and bulk regulations within the C4-7 zoned portion of the Core Subdistrict of the Special 125th Street District. The text amendment reduced the maximum building height to 195 feet, and reduced the density regulations for uses in the C4-7 zoning district of the Core Subdistrict favoring commercial over residential development by establishing a base commercial FAR of 7.2, bonusable to a maximum FAR of 8.65 through the use of the arts bonus; a base residential FAR of 5.4, bonusable to a maximum FAR of 7.2 through the use of the arts bonus or the Inclusionary Housing program; and a maximum FAR of 7.2 for community facility use.

The text amendment was projected to affect the development projections for three projected development sites (Sites 6, 10 and 14) analyzed in the 2008 FEIS, as well as two potential development sites (Sites 33 and 37). In total, across all projected development sites, there would be 243,719 sf less of office space, 10,004 sf less of arts space, and 86 fewer residential units compared to what was analyzed in the Expanded Arts Bonus Alternative of the 2008 FEIS. The Technical Memorandum dated July 18, 2008 concluded that the proposed zoning text amendment represented a minor modification, and would not result in any significant adverse environmental impacts not already identified in the FEIS with respect to the Expanded Arts Bonus Alternative.

2008 REZONING – PROPOSED DEVELOPMENT SITE (PROJECTED DEVELOPMENT SITE 10)

As described above, the current 121 West 125th Street project site was analyzed as part of Site 10 (comprised of portions of Lots 1 and 7501 on Block 1910) in the 2008 Environmental Review (see Figure 2). The proposed development site occupies a portion of a through-lot on the block bounded by West 126th Street, Lenox Avenue (Malcolm X Boulevard), West 125th Street, and Adam Clayton Powell Jr. Boulevard, and is in a C4-7 zoning district within the Core Subdistrict of the Special 125th Street District. The rectangular-shaped through-block Site 10 was identified as Block 1910, parts of Lots 1 and 7501, with approximately 310 feet of frontage on the north side of West 125th Street and the south side of West 126 Street.

The reasonable worst case development scenario ("RWCDS") program analyzed for Site 10 in the 2008 FEIS Expanded Arts Bonus Alternative consisted of 150,630 gsf of retail, 542,268 gsf of office, 30,126 gsf of arts space, and 196 parking spaces (refer to Table 2). The July 2008 Technical Memorandum for the follow-up zoning text amendment[6] reduced the projected density for Site 10 approximately 25 percent

[5] The Core Subdistrict of the Special 125th Street District is located along the north side of 125th Street generally between Frederick Douglass Boulevard and a point 545 feet east of Lenox Avenue/Malcolm X Boulevard.
[6] As part of the follow-up zoning text amendment (N 090031 ZRM) for the 125th Street Rezoning, the maximum building height and allowed density in the C4-7 district within the Core Subdistrict of the Special 125th Street District were reduced.

by reducing the amount of office and arts-related space. As shown in Table 2, the July 2008 Technical Memorandum program for Site 10 consisted of 150,630 gsf of retail, 370,550 gsf of office, 21,841 gsf of arts space, and 196 parking spaces.

PROPOSED 121 WEST 125th STREET DEVELOPMENT

The State is currently considering disposition of an approximately 41,965 sf portion of Site 10 (comprising the easternmost portion of Lot 1 on Block 1910), through a long-term lease by the ESD to the Developers. The Developers are proposing an approximately 15-story (195 foot[7]) mixed use building at the site that would include approximately 101,000 gsf (114 DUs) of residential (50 percent affordable housing units), 66,000 gsf of retail, 75,000 gsf of office, 55,000 gsf of community facility, 24,000 gsf of museum, 56,000 gsf of conference center uses, and 89,238 gsf of parking (225 spaces). In order to facilitate the residential component of the proposed development, the Developers are seeking the provision of financial assistance from the HDC under its Mixed-Income 50/30/20 Program. Additionally, the Developers will potentially seek funding from the HPD and/or from HCR.

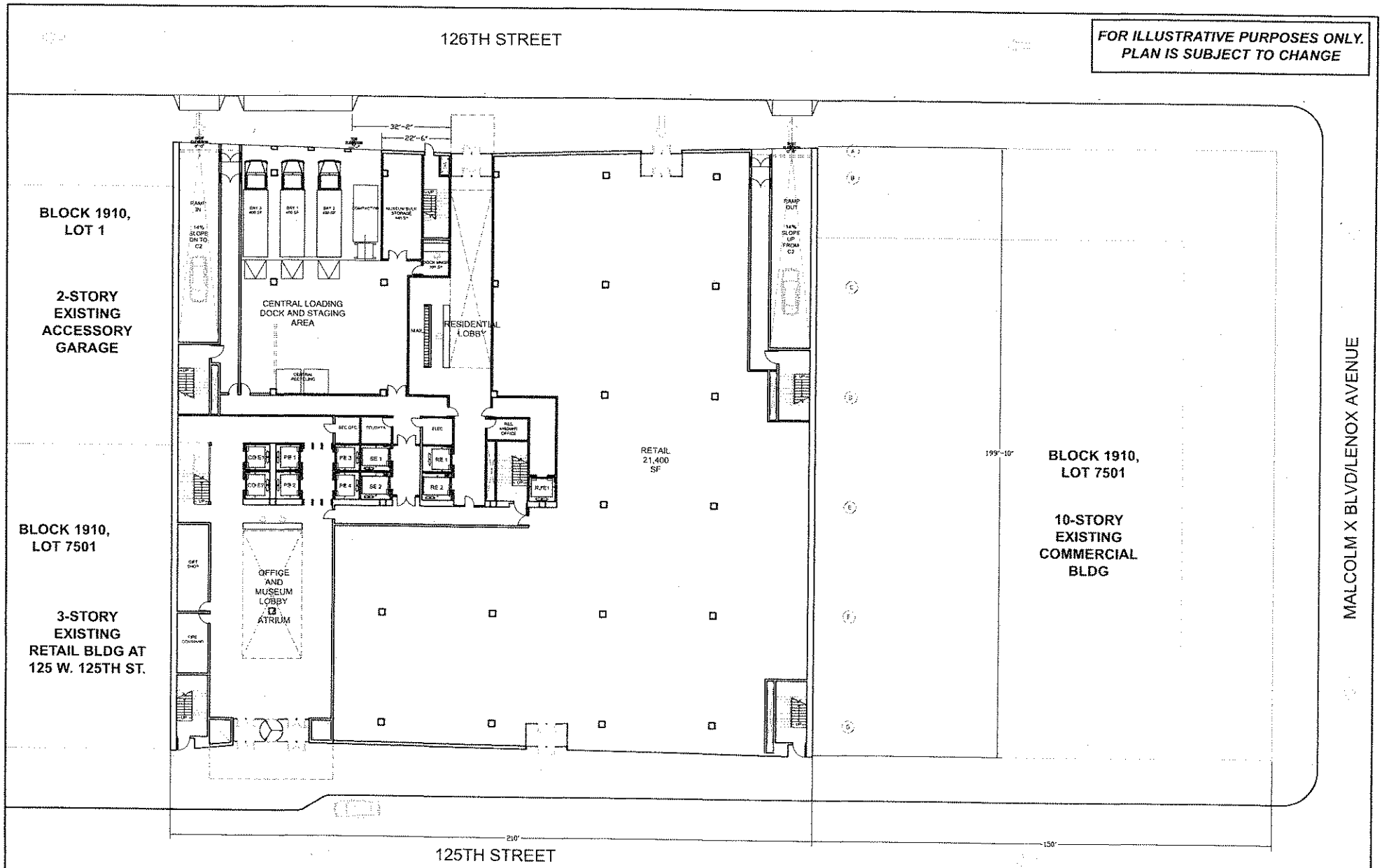
As shown in the preliminary site plan (Figure 3), retail space would occupy much of the ground floor and extend through the block with entrances on both West 125th and West 126th Streets. Additional retail space would also occupy the building's second floor. The building's residential lobby would be located on the south side of West 126th Street, and all of the building's residential units would occupy the upper eight stories of the building (floors 8 to 15). It is expected that the proposed office space would occupy the building's fifth through seventh floors, the community facility space would occupy the cellar level, and the museum and conference center spaces would occupy the third and fourth floors. The proposed garage would occupy the building's two sub-cellar levels. Vehicles would enter the garage from a ramp entrance located at the northwest corner of the building on the south side of West 126th Street and exit the garage via a ramp at the northeast corner of the building on West 126th Street. As shown in Figure 3, the building's loading area would also be located on the south side of West 126th Street adjacent to the entrance to the proposed garage.

As shown in the illustrative building massing in Figure 4, the proposed building is expected to be built to the street line of both West 125th and West 126th Streets and rise approximately 85 feet forming strong street walls, prior to setting back 15 feet at the building's sixth story. At the eighth story, the building would setback an additional 69 feet and rise approximately eight stories to the building's maximum height of 195 feet. An approximately 40-foot tall mechanical penthouse would be located at the roof (the maximum building height would be 235 feet including the mechanical penthouse).

The remainder of Site 10, which includes the western 11,500 sf portion of Lot 7501 on Block 1910 (125 West 125th Street) with 100 feet of frontage on the north side of West 125th Street and an additional 6,787 sf portion of Lot 1 with approximately 100 feet of frontage on the south side of West 126th Street, would continue to be occupied by existing commercial retail and accessory parking uses (see Figure 5). An approximately 23,000 gsf commercial retail building with 3-stories, which houses a standalone H & M retail store, would continue to be located at 125 West 125th Street, and an accessory parking garage with a basement, which is associated with the adjacent Adam Clayton Powell Jr. State Office Building at 2105 Adam Clayton Powell Jr. Boulevard, would continue to be located along the south side of West 126th Street (see Figure 5).

As the proposed development site only comprises the eastern portion of Lot 1 on Block 1910, the proposed development would have a different footprint and massing than what was analyzed in the 2008 Environmental Review. The proposed development would also introduce residential and community facility uses as well as a conference center, in addition to retail, office, and arts-related uses, which had

[7] A 40-foot tall mechanical penthouse on the roof of the building would increase the proposed building's maximum height to 235 feet tall.



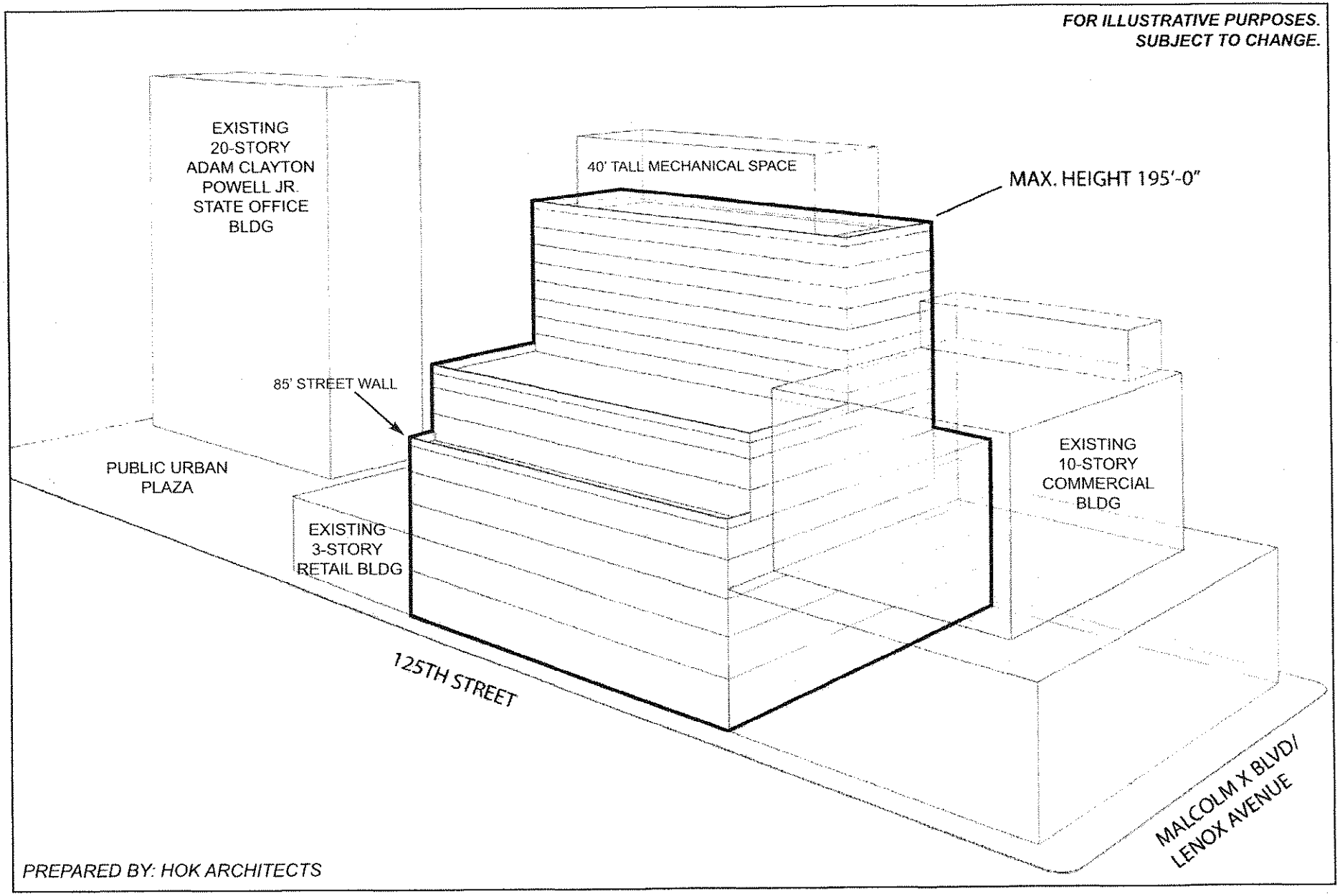
PRELIMINARY SITE PLAN

PREPARED BY: HOK ARCHITECTS

121 WEST 125TH STREET DEVELOPMENT

FIGURE 3

PRELIMINARY SITE PLAN FOR PROPOSED DEVELOPMENT AT 121 WEST 125TH STREET

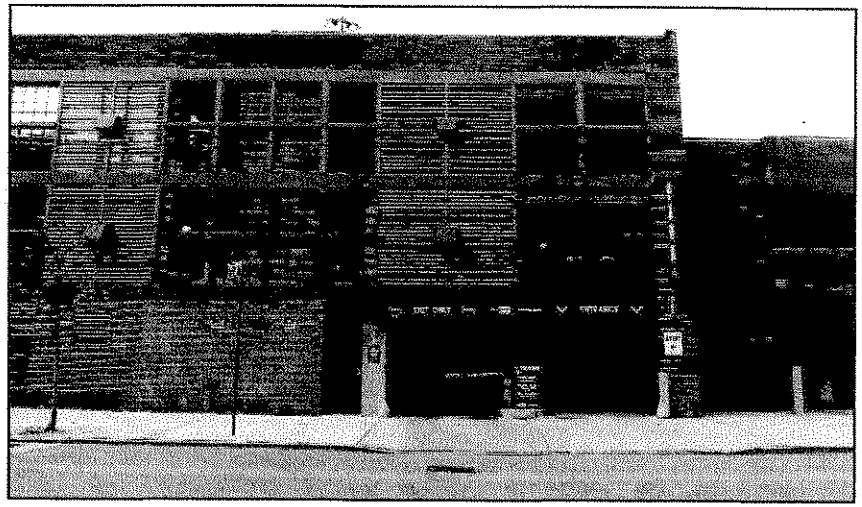


121 WEST 125TH STREET DEVELOPMENT

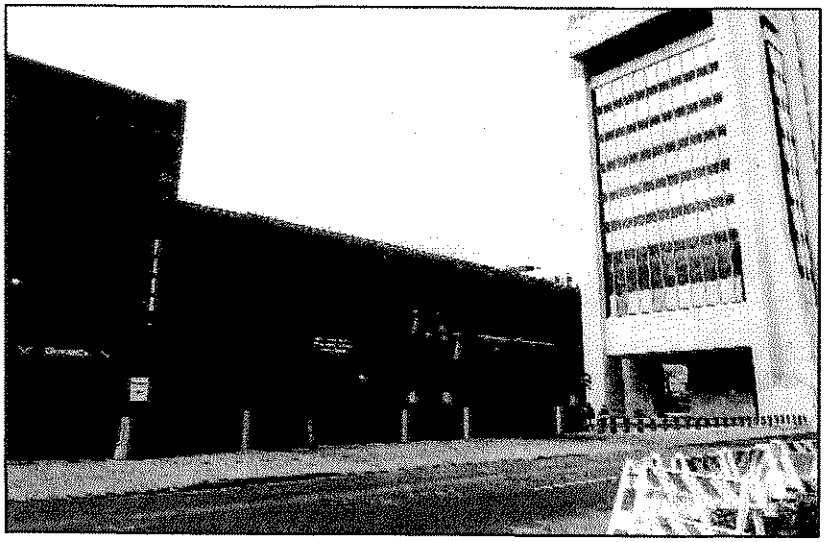
FIGURE 4

PRELIMINARY MASSING OF PROPOSED DEVELOPMENT AT 121 WEST 125TH STREET

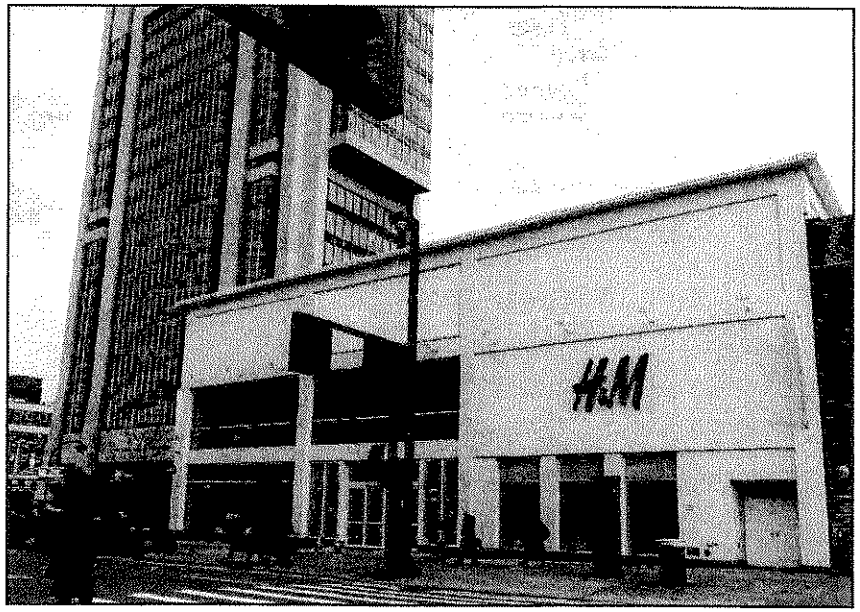
(1) View looking northwest across W. 125th Street to the proposed development site at 121 W. 125th Street (part of Lot 1 on Block 1910), which is occupied by a 3-story commercial building that accommodates a 304-space parking garage with rooftop parking and approximately 15,000 gsf of retail space on the building's ground floor. The Adam Clayton Powell Jr. State Office Building is visible in the background of the photograph.



(2) View looking south to the northern facade of the existing 3-story building occupying the proposed development site on W. 126th Street. The vehicle entrance/exit to the 304-space parking garage is located at the northwestern corner of the building and is visible in the photograph.



(3) View looking southwest to the 2-story accessory garage for the adjacent State Office Building on the south side of W. 126th Street (comprises part of Lot 1 on Block 1910), which occupies a portion of projected development site #10.



(4) View looking northwest across W. 125th Street to the 3-story retail building at 125 W. 125th Street (part of Lot 7501 on Block 1910), which occupies a portion of projected development site #10. The Adam Clayton Powell Jr. State Office Building is visible in the background of the photograph.

121 WEST 125TH STREET DEVELOPMENT

FIGURE 5

SITE PHOTOGRAPHS OF PROJECTED DEVELOPMENT SITE #10

been considered for Site 10 in the 2008 Environmental Review. For environmental analysis purposes, this Technical Memorandum will compare the program analyzed for Site 10 in the 2008 Environmental Review with future conditions with the proposed development, which include the proposed development at 121 West 125th Street, as well as the existing land uses occupying the remainder of Site 10 (the H & M retail store (23,000 gsf) at 125 West 125th Street and the accessory parking garage on West 126th Street)). Table 2 shows the changes in the project program compared to the program for Site 10 analyzed in the Expanded Arts Bonus Alternative of the 2008 FEIS and in the July 2008 Technical Memorandum.

As shown in Table 2, the proposed 121 West 125th Street development would include a total of approximately 400,000 gsf of above-and below-grade development (excluding parking), compared to 723,024 gsf analyzed in the 2008 FEIS, and 534,021 sf analyzed for Site 10 in the July 2008 Technical Memorandum. As shown in Table 2, the proposed development would reduce the amount of retail and office floor area on the project site by approximately 357,180 gsf and increase the amount of performance/cultural/arts/museum-related space by approximately 2,159 gsf as compared to the July 2008 Technical Memorandum. Additionally, the proposed development would introduce approximately 101,000 gsf (114 DUs) of residential floor area, 56,000 gsf of conference center use, and approximately 55,000 gsf of community facility space, which were not analyzed in the 2008 Environmental Review for Site 10. The number of parking spaces would also increase slightly from 196 to 225.

TABLE 2
Comparison of Development Program for Projected Development Site 10 – 2008 FEIS Expanded Arts Bonus Alternative, July 2008 Tech Memo vs. Future Conditions with Proposed 121 West 125th Street Development

	2008 Development Program for Site 10 (GSF)		Proposed Development Program for Site 10 (GSF)[3]	Net Difference – Current Program vs. Expanded Arts Bonus in FEIS (GSF)	Net Difference – Current Program vs. July 2008 Tech Memo (GSF)
	Expanded Arts Bonus Analyzed in FEIS[1]	Zoning Text Amendment July 2008 Tech Memo[2]			
Residential	---	---	101,000 gsf (114 DUs)	**101,000 gsf (114 DUs)**	**101,000 gsf (114 DUs)**
Conference Center	---	---	56,000 gsf	**56,000 gsf**	**56,000 gsf**
Performance/Cultural/ Arts/Museum	30,126 gsf	21,841 gsf	24,000 gsf	**- 6,126 gsf**	**2,159 gsf**
Retail	150,630 gsf	150,630 gsf	89,000 gsf	**- 61,630 gsf**	**- 61,630 gsf**
Office	542,268 gsf	370,550 gsf	75,000 gsf	**- 467,268 gsf**	**- 295,550 gsf**
Community Facility	---	---	55,000 gsf	**55,000 gsf**	**55,000 gsf**
Total (excludes parking)	***723,024 gsf***	***543,021 gsf***	***400,000 gsf***	***-323,024 gsf***	***- 143,021 gsf***
Parking (spaces)	196 spaces	196 spaces	225 spaces	***29 spaces***	***29 spaces***

[1]The Expanded Arts Bonus Alternative analyzed in the 2008 FEIS was adopted by the CPC, with modifications, and the City Council, with additional modifications.
[2]The July 18, 2008 Technical Memorandum analyzed a general reduction in residential and commercial density in the C4-7 zoning district within the Core Subdistrict of the Special 125th Street District, through both a reduction in building height and a reduction in the allowed FAR.
[3]The gsf analyzed for the proposed development includes the proposed development at 121 West 125th Street, as well as the existing land uses occupying the remainder of Site 10, including the 3-story retail building (23,000 gsf) at 125 West 125th Street and an accessory parking garage on West 126th Street associated with the New York State Office building at 2105 Adam Clayton Powell Jr. Boulevard.
Sources: *125th Street Corridor Rezoning and Related Actions FEIS* (2008), *Technical Memorandum: 125th Street Rezoning and Related Actions Special 125th Street District- Core Subdistrict Zoning Text Amendment* (July 2008), and Hudson Empowerment LLC.

Table 3 below shows the estimate of users (residents and workers) anticipated on Site 10 in the future with the proposed development, compared to the estimates assumed in the 2008 FEIS and the July 2008 Technical Memorandum for Site 10.

TABLE 3
Projected Development Site 10 Occupants – 2008 FEIS Expanded Arts Bonus Alternative, July 2008 Technical Memorandum vs. Future Conditions with the Proposed Development

Users On-Site *	2008 Development Program		2012 Proposed Development Program[1]
	Expanded Arts Bonus Alternative Analyzed in FEIS	Zoning Text Amendment July 2008 Tech Memo	
Residential	---	---	257 residents, 5 workers
Conference Center	---	---	112 workers
Performance/Cultural/ Arts/Museum	100 workers	73 workers	80 workers
Retail	452 workers	452 workers	267 workers
Office	2,169 workers	1,482 workers	300 workers
Community Facility	---	---	183 workers
TOTAL	**2,721 workers**	**2,007 workers**	**257 residents, 947 workers**

* Worker estimates based on rates used in the 2008 FEIS, including: 0.04 workers per residential dwelling unit; 3 workers per 1,000 sf of retail; 1 worker per 250 sf of office; 1 worker per 500 sf of hotel/conference center; and 1 worker per 300 sf of community facility or cultural space. Residential population estimate for proposed development is based on 2010 Census data for Manhattan Community District 10, which has an average household size of 2.25 residents.

[1] The remainder of Site 10 (consisting of portions of Lots 1 and 7501 on Block 1910) would continue to be occupied by approximately 23,000 gsf of retail and an accessory parking garage for the adjacent State office building and support an estimated 69 retail workers.

Sources: *125th Street Corridor Rezoning and Related Actions FEIS* (2008) and 2010 Census

As shown in the table, in the future with the proposed 121 West 125th Street development, Site 10 would accommodate a total of approximately 947 employees and 257 residents, including the existing 69 retail workers that would remain, compared to 2,721 employees and no residents for the Site 10 program analyzed in the 2008 FEIS, and 2,007 employees and no residents for the Site 10 program analyzed in the July 2008 Technical Memorandum.

III. ASSESSMENT OF THE POTENTIAL FOR SIGNIFICANT ADVERSE ENVIRONMENTAL IMPACTS UNDER PROPOSED DEVELOPMENT PROGRAM

METHODOLOGY

This Technical Memorandum examines whether the proposed development and/or any background conditions that have changed since the 2008 Environmental Review, would create the potential for significant adverse impacts not previously identified. The projected development assumed in the 2008 FEIS is generally used as the baseline condition for comparison purposes, although where appropriate, updates presented in the 2008 Technical Memoranda are used instead (e.g., for shadows and urban design assessments). Where more updated information regarding existing (2013) conditions is available, it is used in this Technical Memorandum, as appropriate. In addition, this Technical Memorandum also utilizes the guidelines and methodologies set forth in the *2012 CEQR Technical Manual.*

The 2008 FEIS concluded that the Expanded Arts Bonus Alternative could result in significant adverse impacts on historic resources, shadows, traffic and parking, and transit and pedestrians. Mitigation measures were developed for each of the identified areas of impact. However, the Expanded Arts Bonus Alternative could result in unmitigated traffic impacts at 8 intersections, unmitigated significant adverse shadows impacts on two historic resources (the Church of St. Joseph of the Holy Family and the Metropolitan Community United Methodist Church) and on two open space resources (Dream Street Park and the Adam Clayton Powell Jr. State Office Building Plaza), and unmitigated significant adverse historic resources impacts resulting from direct effects on four eligible historic resources (including the

former Harlem Savings Bank, the Marion Building, the Bishop Building, and the Amsterdam News Building) and inadvertent construction-related damage could potentially occur to eight eligible and potentially eligible historic resources (including the Park Avenue Viaduct, the Metro-North 125th Street Station, the former Twelfth Ward Bank, Blumstein's Department Store, 221 East 124th Street, the Apartment Building at 2075-2087 Lexington Avenue, the Lenox Avenue/West 125th Street Subway Station, and the H.C.F. Koch Department Store).

As described below, the proposed development program for Site 10 would not alter the conclusions for the environmental areas examined in the 2008 Environmental Review. The proposed development would not result in any significant adverse impacts beyond those disclosed in the 2008 Environmental Review. Nor have any circumstance changed since 2008, such as proposed background developments, that would create the potential for additional significant impacts as a result of the 2008 rezoning (including the proposed development) that were not previously identified.

LAND USE, ZONING, AND PUBLIC POLICY

Land Use

Land use conditions within the *125th Street Corridor Rezoning FEIS* study area examined herein account for current existing conditions and the status of development projects anticipated for completion through 2017. Since the completion of the 2008 Environmental Review, only two of the 27 identified projected development sites (Sites 22 and 26) and none of the 22 identified potential development sites have been redeveloped. In addition, as described in further detail below, two additional projected development sites (Sites 2 and 15) and one potential (Site 49) are currently under construction.

There have been no changes to the land use of Site 10, which continues to be occupied by low-density commercial and parking uses (see photographs in Figure 5). The proposed development site at 121 West 125th Street (which comprises the eastern part of Lot 1 on Block 1910) is occupied by a 3-story parking garage with basement and vehicular access from the south side of West 126th Street, as well as street level commercial retail uses along the north side of West 125th Street. The remainder of Site 10 includes a 3-story commercial retail building on the north side of West 125th Street at 125 West 125th Street (eastern portion of Lot 7501 on Block 1910) and a 2-story accessory parking garage on the south side of West 126th Street for the adjacent Adam Clayton Powell Jr. State Office Building at 2105 Adam Clayton Powell Jr. Boulevard (part of Lot 1 on Block 1910). Figure 6 shows the existing land uses within an approximate ¼-mile radius of the proposed development site.

The portion of West 125th Street in the study area contains a variety of regional and local retail, ranging from small businesses to national chains, as well as arts-related and entertainment uses. Commercial uses are dense along this strip; the vacancy rate is relatively low and many buildings contain retail or office space above the ground level. Non-profit organizations and government agencies occupy some of this office space.

Many of the storefronts on West 125th Street occupy through-block lots and as a result there are few commercial storefronts along the south side of West 126th Street and on the north side of West 124th Street, where many of these building have loading entrances and back of house operations. The local retail uses include restaurants, hair and beauty salons, delis, pharmacies and banks. There are also large retail centers, such as Harlem Center, and large stand-alone stores like H & M clothing store on part of Site 10.

Residential uses dominate the ¼-mile study area and are concentrated to the north and the south, separated from the dense commercial activity along West 125th Street. They include older low-rise 4-to 6-story brownstones, walkup multifamily dwellings, and high-rise elevator apartment buildings. The St.

121 WEST 125TH STREET DEVELOPMENT

FIGURE 6
LAND [illegible] MAP

Nicholas Houses public housing development occupies a superblock to the northwest of Site 10, which is bounded by West 131st Street and West 127th Street to the north and south and Adam Clayton Powell Jr. Boulevard and Frederick Douglass Boulevard to the east and west. Under the jurisdiction of the New York City Housing Authority (NYCHA), the 15.63-acre development includes thirteen 14-story buildings surrounded by open space.

Several other developments are anticipated to be completed in Central Harlem within an approximate ¼-mile radius of the proposed development site prior to the 2017 analysis year, including:

- The Victoria Theater Redevelopment, an approximately 385,000 gsf mixed-use cultural, residential, hotel and retail development at 237 West 125th Street[8];
- The site at 2329 Frederick Douglass Boulevard (Block 1952, Lot 29)[9] is being developed as a 4-story shopping center (approximately 59,950 sf);
- The Harlem Village Academy High School is nearing completion at 32 West 125th Street (Block 1722, Lot 51). Upon completion, the school will accommodate 400 students and include a retail component;
- A 4-story commercial office (3,975 sf) and retail (118,739 sf) building at 5 West 125th Street/16-18 West 126th Street (Block 1723, Lot 31)[10] is currently under construction;
- Promise Academy is currently being constructed at 245 West 129th Street (Block 1933, Lot 20), on the super block occupied by the St. Nicholas Houses, just north of the project site. The charter school will be operated by Harlem Children's Zone and accommodate approximately 1,300 students. The five-story, 120,000 sf building, surrounded by the St. Nicholas Houses, is nearing completion.
- The vacant, City-owned lot located at 2135-2139 Adam Clayton Powell Jr. Boulevard has been proposed for a 10-story mixed-use development, consisting of 49 affordable housing units, 13 units of supportive housing, and 17,000 sf of program and administrative space for Harlem Dowling, a non-for-profit child welfare agency. The development is expected to be completed by late 2014.
- EDC is leading a project to create the Harlem Incubator, which could include space for technology, media, or service sector startup businesses, and/or co-working space for freelancers, entrepreneurs, small businesses, and startups. While it is expected to be sited along or near 125th Street, the specific location has not yet been determined. A request for proposals was issued in November 2012.

In addition to the sites listed above, the following two proposed roadway improvements have been proposed by the New York City Department of Transportation near the proposed 121 West 125th Street development site:

- Select Bus Service on 125th Street from Amsterdam Avenue to Second Avenue.
- Traffic calming on Adam Clayton Powell Jr. Boulevard (7th Avenue) between 110th and 134th Streets.

Planning for both of these improvements is ongoing.

The developments listed above are consistent with those analyzed in the February 2013 *Victoria Theater Redevelopment Project FEIS*. The Victoria Theater project is the revitalization of a largely vacant, State-

[8] This property was identified as known development site B in the *125th Street Corridor Rezoning and Related Actions FEIS*, which was assumed to occur in the future without the action. Site B was intended for retail (10,000 sf), hotel (127,500 sf), and community facility (120,000 sf) space.
[9] This property was analyzed as projected development site 2 in the *125th Street Corridor Rezoning and Related Actions FEIS*. Site 2 was analyzed as a mixed-use development with 33,971 sf of retail and 122 DUs.
[10] This property was analyzed as projected development site 15 in the *125th Street Corridor Rezoning and Related Actions FEIS*. Site 15 was analyzed as a130,000 gsf hotel with approximately 240-260 rooms and 25,000 sf of banquet and meeting space.

owned property on 125th Street in close proximity to the proposed 121 West 125th Street development site. The Victoria Theater project would result in the development of residential, hotel, cultural, and retail uses. In terms of zoning, implementation would be subject to the land use and design controls of a General Project Plan (GPP) to be administered by Empire State Development (ESD). This GPP would apply in lieu of local City zoning. The project itself is not an unanticipated result of the 2008 125th Street Corridor Rezoning and Related Actions project.

The changes to the programs for projected development sites, as compared to what was analyzed for the corresponding sites in the 2008 Environmental Review, as well as the introduction of these nearby background developments, would result in a decrease of approximately 165 total DUs (but an increase of 101 affordable units), and increases of 129,497 sf of commercial retail space, 113,975 sf of commercial office space, 145,000 sf of hotel space, 25,000 sf of visual and performing arts space, 226,510 sf of community facility/institutional space, and 27,200 sf of parking uses to the immediate area. These new developments would be compatible with the goals of the 125th Street Rezoning and the mix of uses in the surrounding neighborhood. Moreover, as only 8% of the dwelling units and 50% of the commercial space projected in the 2008 Environmental Review are under construction or have been built to date, it is reasonable to assume that these background developments, while occurring on different sites than previously anticipated in the 2008 Environmental Review, would supplant some of the projected developments previously analyzed. Therefore, these changes to the programs for projected development sites, as well as the introduction of nearby background developments, would not be expected to result in any significant adverse impacts or alter the conclusions of the 2008 Environmental Review.

The 2008 FEIS concluded that the Expanded Arts Bonus Alternative would not result in any significant adverse impacts on land use. In addition to retail, office, and performance/arts-related uses that were assumed for Site 10 in the 2008 Environmental Review, the proposed development would introduce residential, conference center, and community facility uses. As indicated above, the proposed 121 West 125th Street development would introduce affordable and market-rate residential units, community facility space, office, retail, museum, and conference center space to the eastern approximately 41,956 sf portion of Site 10. The proposed development would reduce the amount of commercial retail and office space, and change the amount of performance/arts/museum-related space, as compared to 2008 Environmental Review. The introduction of residential, conference center, and community facility space as a result of the proposed development would not alter the conclusions of the 2008 Environmental Review, as these uses were projected to be developed on other neighboring sites as a result of the rezoning studied in the 2008 Environmental Review. The proposed development would be consistent with the surrounding uses and existing neighborhood trends including the recently approved Victoria Theater redevelopment. It would introduce a range of land uses that would add to the vitality of the 125th Street corridor through increasing affordable housing options, and further increasing street activity and enhancing the pedestrian experience along 125th Street through the introduction of retail, office, community facility, museum, and conference center uses. It would also reinforce the 125th Street corridor as a major local and regional destination for arts, entrainment, and retail. The entrance to the proposed residential uses would be located on West 126th Street and would therefore not break up the retail continuity of the 125th Street corridor. Therefore, the proposed development on Site 10 would not result in any significant adverse impacts on land use, and would not alter the findings of the 2008 Environmental Review.

Zoning

Since the 2008 Environmental Review, there have not been major changes to zoning for the 125th Street Corridor in the vicinity of the project site. As described above, subsequent to the ULURP approvals granted by CPC and City Council, the Department of City Planning ("DCP") proposed a zoning text

amendment to the Special 125th Street District- Core Subdistrict.[11] The follow-up zoning text changes to the regulations for the C4-7 zoning district within the Core Subdistrict of the Special 125th Street District amended Zoning Resolution (ZR) Sections 97-411, 97-422 and 97-442 to modify height and bulk regulations within the C4-7 zoned portion of the Core Subdistrict of the Special 125th Street District. The text amendment reduced the maximum building height to 195 feet, and reduced the density regulations for uses in the C4-7 zoning district of the Core Subdistrict favoring commercial over residential development by establishing a base commercial FAR of 7.2, bonusable to a maximum FAR of 8.65 through the use of the arts bonus; a base residential FAR of 5.4, bonusable to a maximum FAR of 7.2 through the use of the arts bonus or the Inclusionary Housing program; and a maximum FAR of 7.2 for community facility use.

The proposed development would be constructed in accordance with the site's existing C4-7 zoning and regulations of the Core Subdistrict of the Special 125th Street District (refer to Figure 7, Zoning Map), and would utilize the Arts bonus. No zoning changes are being proposed. The proposed development would comply with the maximum street wall height of 85 feet on both West 125th and West 126th Street and have a maximum building height of 195 feet, which would be consistent with the existing built context. The building would also provide "active" uses such as retail along West 125th Street and comply with the retail continuity and transparency requirements of the Special 125th Street District to promote a vibrant pedestrian environment on 125th Street. The lobby entrance for the building's residential uses, as well as the garage entrance and exit ramps and building's loading area, would be located on West 126th Street (refer to Figure 3). A small lobby for the building's office, community facility, and museum spaces would occupy limited ground floor frontage on West 125th Street at the southwest corner of the building (refer to Figure 3). In compliance with the requirements of the Core Subdistrict, more than five percent of the proposed development's floor area would be devoted to qualifying performance/arts-related uses. Therefore, the proposed development on Site 10 would not result in any significant adverse impacts on zoning, and would not alter the findings of the 2008 Environmental Review.

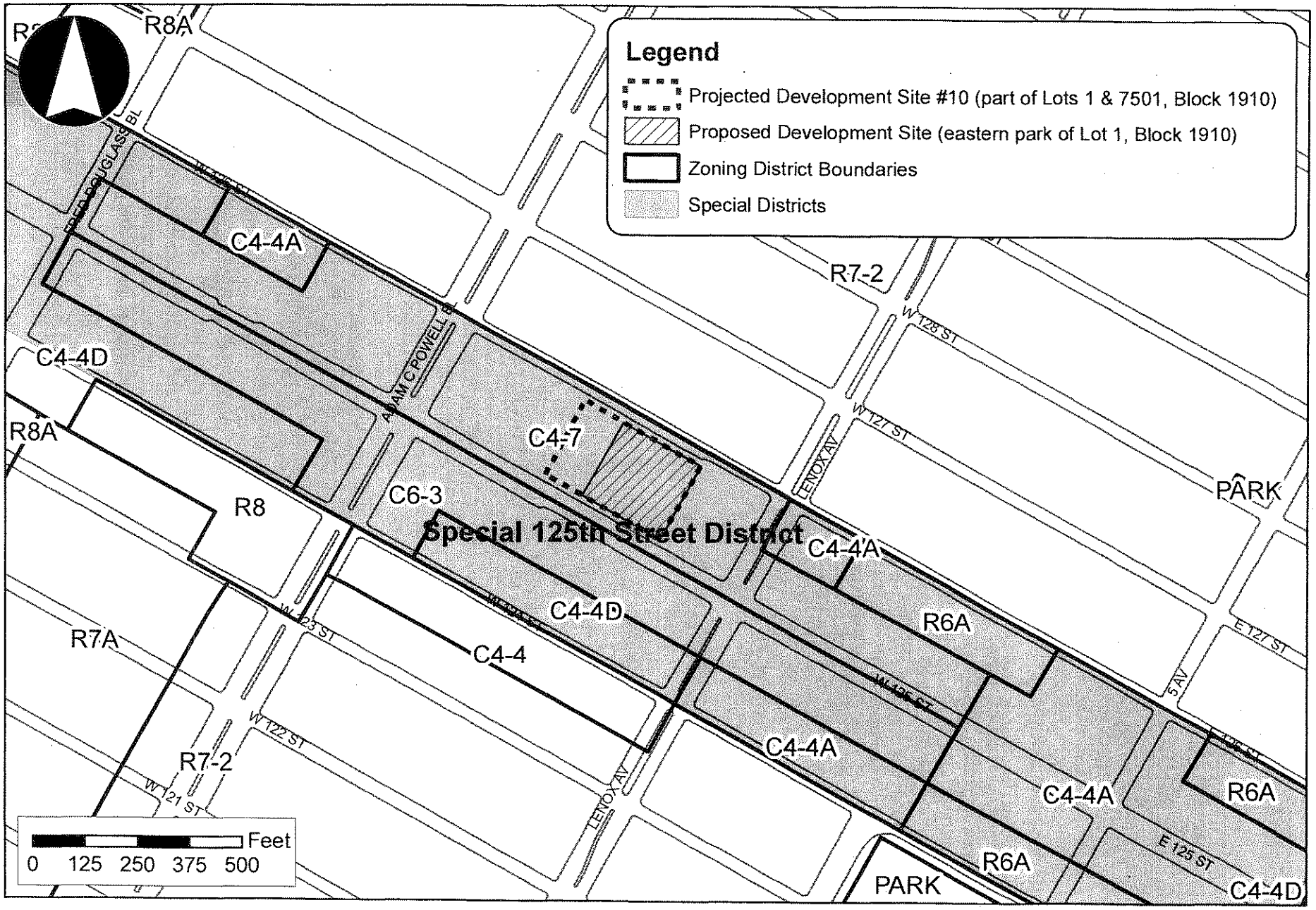
Public Policy and Sustainability

The 2008 FEIS concluded that the Expanded Arts Bonus Alternative would not result in any significant adverse impacts on public policy. Since the 2008 Environmental Review there have been no changes to public policy related to the 125th Street Corridor Rezoning. PlaNYC 2030, which was released in 2007 and updated in 2011, is a multi-agency effort led by the Mayor's Office that set out to achieve ten key goals for the City's sustainable future, covering the areas of land, water, transportation, energy, air, and climate change. The plan's goals are intended to prepare the City for one million more residents, strengthen the economy, combat climate change, and enhance the quality of life by 2030. The *2012 CEQR Technical Manual* suggests assessing the consistency of large, publicly sponsored projects with PlaNYC as part of environmental review.

The proposed development at 121 West 125th Street would be consistent with the goals identified in PlaNYC as it would create 114 units of new housing (20% low-income, 30% middle-income, and 50% market rate) in an existing neighborhood on a site that is underutilized and would encourage sustainable neighborhoods by locating residents, jobs, retail, and other services within walking distance from one another and in a mixed-use neighborhood that is well-served by transit.

The Special 125th Street District generally bounded by 124th and 126th Streets between Broadway and Second Avenue sought to enhance the 125th Street corridor through a balanced strategy, which provides new opportunities to catalyze future mixed-use commercial and residential development, including affordable housing, while protecting the scale and character of the predominantly residential portions of the corridor with a strong built context. The specific goals of the Special 125th Street District include

[11] The Core Subdistrict of the Special 125th Street District is generally located along the north side of 125th Street between Frederick Douglass Boulevard and a point 545 feet east of Lenox Avenue/Malcolm X Boulevard, and includes projected development Site 10.



121 West 125th Street Development

Figure 7

Existing Zoning

promoting 125th Street as Harlem's "Main Street" and the premier mixed-use corridor for Upper Manhattan; expanding the retail and commercial character of the street; enhancing the presence of visual and performing arts space as a destination within the City; supporting mixed use development and providing incentives for affordable housing development; ensuring the continuity of building form and the built character of the corridor; and enhancing the pedestrian environment by regulating ground floor uses. The Expanded Arts Bonus Alternative provided additional incentives for the creation of visual and performing arts spaces within the Special 125th Street District to help sustain and enhance the district's identity as a premier arts destination.

The proposed development would also support and enhance the Special 125th Street District, by developing a low-density commercial site with a vibrant mixed use development, which is anticipated to include approximately 114 residential units (including 57 affordable units), 66,000 gsf of retail, 75,000 gsf of office, 55,000 gsf of community facility space, 24,000 gsf of museum, 56,000 gsf of conference center uses, and 225 parking spaces. Similar to the projected Site 10 development analyzed in the 2008 Environmental Review, the proposed development would be consistent with the specific goals of the Special 125th Street District. It would further activate and reinforce 125th Street as a major mixed-use corridor and a local and regional destination for arts, entertainment and retail. The building would comply with the Special 125th Street District bulk controls, which would reduce the visual prominence of the building's upper stories from the pedestrian perspective of the street level. The proposed development would support the creation of jobs and career opportunities, stimulate economic life, and complement existing and future cultural institutions consistent with the goals of the 125th street Business Improvement District (BID) and Upper Manhattan Empowerment Zone. Therefore, the proposed development on Site 10 would not result in any significant adverse impacts on public policy, and would not alter the findings of the 2008 Environmental Review.

SOCIOECONOMIC CONDITIONS

The 2008 Environmental Review concluded that the 125th Street Corridor Rezoning would not result in significant adverse impacts due to changes in socioeconomic conditions. As the proposed land uses for Site 10 were considered in the 2008 Environmental Review and the prevailing market conditions and trends have continued, the proposed development would not introduce significant land use changes to the study area and no new significant adverse impacts to socioeconomic conditions are anticipated as discussed below.

Direct Displacement

The proposed development would introduce up to approximately 114 new residential rental units and approximately 276,000 gsf of other commercial, community facility and cultural uses (retail, office, museum, conference center, and community facility space). As was assumed for projected development Site 10 in the 2008 Environmental Review, the proposed development would result in the direct displacement of a 304-space public parking garage with access from the south side of West 126th Street and approximately 15,000 sf of local retail space (only half of which is currently occupied[12]) on the north side of West 125th Street; no residential direct displacement would occur. The partially occupied local retail space is estimated to employ approximately 22 workers and the parking garage is estimated to employ 10 workers, for a total direct displacement of 32 workers from the project site (based on rates used in the 2008 FEIS, as indicated in Table 3 above). However, unlike the projected development for Site 10 assumed in the 2008 Environmental Review, the proposed development would not result in direct displacement of approximately 23,000 sf of retail, which would continue to occupy portions of Lots 1 and 7501 on Block 1910 in the future with the proposed development. Thus, the proposed development would result in less direct business displacement compared to the 2008 Environmental Review. Because, as

[12] As of March 2013, five of the existing ten storefronts within the building are vacant.

described in the 2008 Environmental Review, the products and services of the displaced businesses are not uniquely dependent upon their location and the proposed development would displace fewer employees than analyzed in the 2008 Environmental Review, there would be no significant adverse impacts due to direct business displacement and the findings of the 2008 Environmental Review would not be altered.

Indirect Displacement

Although the proposed development would change the existing land use on the project site, it is expected to be consistent with the prevailing market conditions and trends of the area and is not anticipated to adversely impact the socioeconomic character of the surrounding neighborhood. As a single site, the proposed development is not likely to trigger any significant changes to the area's real estate market. While the proposed residential uses would represent a net increase of approximately 114 DUs on the proposed development site as compared to Site 10 in the 2008 Environmental Review, this increase, when added to the 2,150 DUs analyzed in the July 2008 Technical Memorandum as anticipated development arising from the 2008 rezoning as a whole, would result in fewer than the 2,328 DUs analyzed in the 2008 FEIS and only 22 DUs more than analyzed for the Expanded Arts Bonus Alternative. Moreover, only 8% of the dwelling units projected in the 2008 Environmental Review are under construction or have been built to date. Therefore, the residential population generated by the proposed development, as well as other residential development that has occurred or is planned in the vicinity, would be less than what was projected in the 2008 Environmental Review, would not result in any significant adverse impacts from indirect residential displacement and would not alter the findings of the 2008 FEIS. Additionally, the proposed residential component of the proposed development, which is expected to consist of 20 percent low-income units, 30 percent of middle-income units, and 50 percent market-rate units, would be similar to existing and projected developments in this area of Manhattan, and would not add substantial new population with different socioeconomic characteristics compared to the size of the existing or future population. Similarly, approximately 70 percent of the residential units anticipated as a result of other anticipated development (such as the Victoria Theater Redevelopment) would be affordable.

Adverse Effects on Specific Industries

As the proposed development on Site 10 would result in a reduction of approximately 61,630 gsf of retail space compared to the 2008 Environmental Review, it would not add to, or create, a retail concentration that may draw a substantial amount of sales from existing businesses within the study area to the extent that certain categories of business close and vacancies in the area increase. Additionally, the proposed 121 West 125th Street development would not significantly affect business conditions in any specific industry or any category of businesses within or outside the study area, nor would it indirectly substantially reduce employment or have an impact on the economic viability in the industry or category of businesses. Therefore, the proposed development would not result in significant adverse impacts on any specific industries.

As such, taking into account background changes that have arisen since the 2008 Environmental Review, the proposed development would not generate any significant adverse socioeconomic impacts. Therefore, the proposed 121 West 125th Street development would not alter the findings of the 2008 Environmental Review.

COMMUNITY FACILITIES AND SERVICES

The 2008 Environmental Review concluded that the new dwelling units and residents generated as a result of the 2008 125th Street Corridor Rezoning would not result in significant adverse community facilities and services impacts with regard to public schools and facilities, libraries, hospitals and public

health care facilities, publicly funded child care services, or police and fire protection services. While the proposed development would introduce up to approximately 114 DUs (57 affordable units) with an estimated 257 residents (see Tables 2 and 3), this increase, when added to the 2,150 DUs (368 affordable units) analyzed in the July 2008 Technical Memorandum would result in fewer than the 2,328 DUs (498 affordable units) analyzed in the 2008 FEIS and only 22 DUs (3 affordable units) more than analyzed for the Expanded Arts Bonus Alternative. Moreover, only 8% of the dwelling units projected in the 2008 Environmental Review are under construction or have been built to date, and the residential population generated by the proposed development, as well as background development, would not be expected to result in any significant adverse community facility impacts or alter the conclusions of the 2008 Environmental Review.

The 2008 FEIS concluded that there would be ample capacity in surrounding public schools for the students expected to be generated by the 125th Street Corridor Rezoning project. Also, pursuant to *CEQR Technical Manual* guidance, an action that introduces less than 50 elementary and intermediate school age children, or 150 high school students, generally will not have a significant adverse impact on school capacity. The screening threshold is higher for high school students as high school level students can elect to attend schools other than their neighborhood high schools. The *CEQR Technical Manual* provides standard student generation rates for residential developments in each borough. According to Table 6-1a of the *2012 CEQR Technical Manual*, a residential development in Manhattan would introduce new students at the following rates: 0.12 new elementary school students per unit; 0.04 new middle school students per unit; and 0.06 new high school students per unit.

Based on these guidelines, with up to a maximum of 114 dwelling units, approximately 14 elementary students and 5 intermediate students would be generated by the proposed development, for a total of 19 students, as well as 7 high school students. As the number of students generated by the proposed development would be less than the CEQR thresholds noted above, and the proposed development would not result in a larger total amount of residential units in the 125th Street Corridor than assumed in the 2008 FEIS, it would not have any significant adverse impacts on public school facilities.

Similarly, according to guidelines in the *CEQR Technical Manual*, if a proposed action increases the number of residential units served by the local library branch by less than 5 percent, then it would not be expected to have a significant adverse impact on library services. In Manhattan, the introduction of 901 residential units would represent a 5 percent increase in dwelling units per branch. As the proposed development on site 10 would result in the addition of up to approximately 114 dwelling units to the study area, well below the CEQR threshold, and the proposed development would not result in a larger total amount of residential units in the 125th Street Corridor than assumed in the 2008 FEIS, it would not result in any significant adverse library service impacts, and would not alter the findings of the 2008 Environmental Review.

According to the *2012 CEQR Technical Manual*, a detailed assessment of health care service delivery is conducted only if a proposed project would affect the physical operations of, or access to and from, a hospital or public health clinic, or where a proposed project would create a sizeable new neighborhood where none existed before. As the proposed development on Site 10 would be a single-site development, and would not have any direct effects on hospitals or public health care facilities, it would not result in any significant adverse impacts to hospitals and public health facilities.

The *CEQR Technical Manual* advises that projects that generate fewer than 20 children eligible for publicly-funded day care under age 6 generally would not have a significant adverse impact on day care capacity. According to Table 6-1 of the *2012 CEQR Technical Manual*, the number of DUs to yield 20 or more eligible children under age six in Manhattan would be 170 affordable housing units. As the proposed development would contain up to approximately 114 units, of which approximately 57 units (50%) could be affordable, it would not exceed this CEQR threshold. Therefore, and because it would not

result in an increase of the total number of affordable units studied in the 2008 FEIS, the proposed development on Site 10 would not result in any significant adverse child care services impacts, and would not alter the findings of the 2008 Environmental Review.

Finally, according to the *2012 CEQR Technical Manual*, a detailed assessment of service delivery is conducted only if a proposed project would affect the physical operations of, or access to and from, a police or fire station, or where a proposed project would create a sizeable new neighborhood where none existed before. As the proposed development on Site 10 would be a single-site development, and would not have any direct effects on police or fire protection facilities, it would not result in any significant adverse impacts to police and fire protection services, and would not alter the findings of the 2008 Environmental Review.

As such, the proposed development, taking into account changes in background conditions, would not result in any significant adverse community facilities impacts and would not alter the findings of the 2008 Environmental Review.

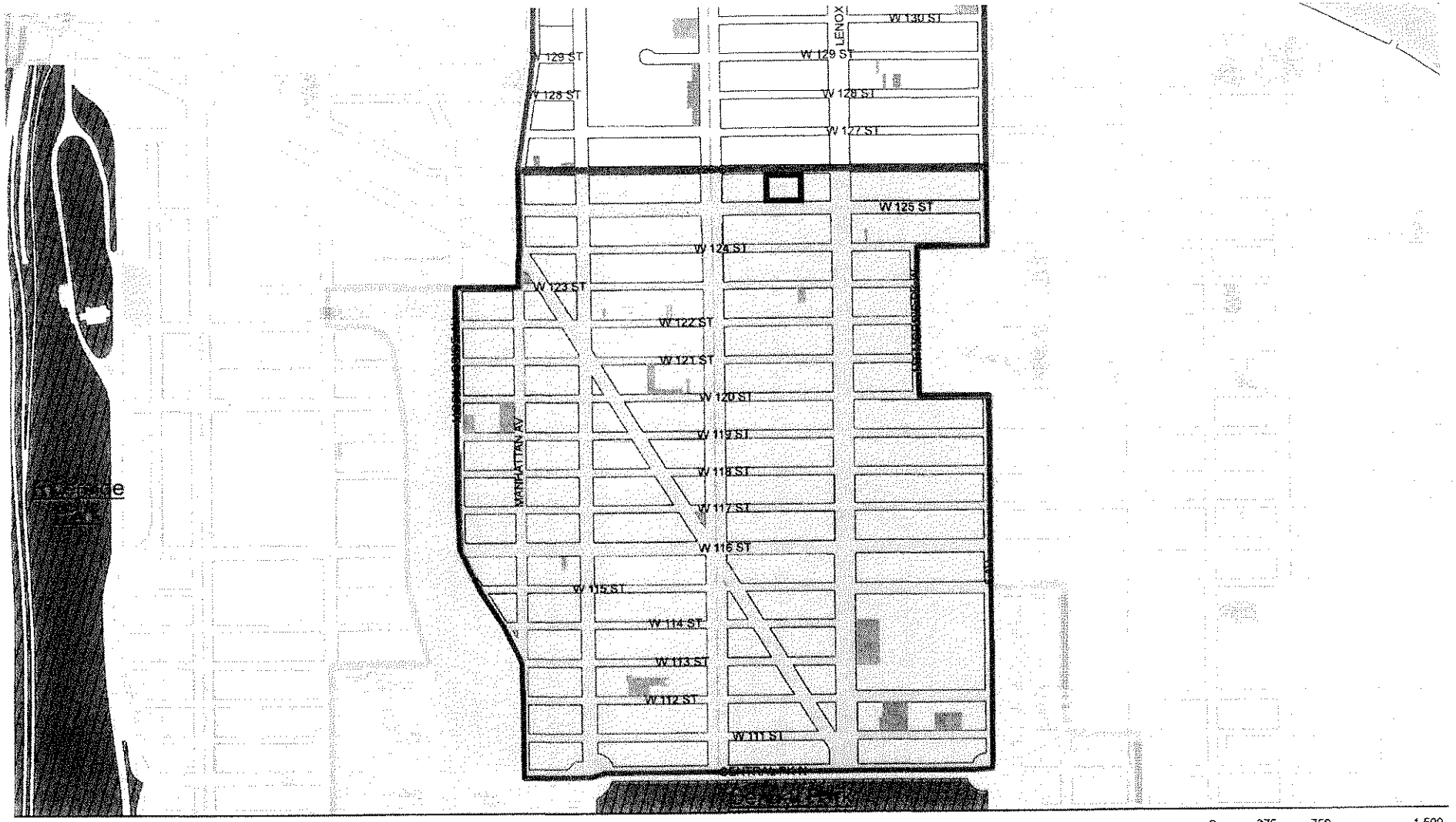
OPEN SPACE

No significant adverse open space impacts were identified in the 2008 FEIS for the Expanded Arts Bonus Alternative. As shown in Table 3, the proposed development on Site 10 would introduce a total of 947 employees and 257 residents to the site, compared to 2,721 employees and no residents for Site 10 analyzed in the 2008 Environmental Review under the Expanded Arts Bonus Alternative, and 2,007 employees and no residents for Site 10 program analyzed in the July 2008 Technical Memorandum. As the proposed development would generate fewer workers, the proposed modifications would not result in any significant adverse impacts within the ¼-mile non-residential study area, and no further analysis is required for open space impacts related to the non-residential population.

The proposed development would also introduce up to approximately 114 DUs with an estimated 257 residents (see Tables 2 and 3). This increase, when added to the 2,150 DUs and 5,289 residents analyzed in the 2008 Technical Memorandum would result in fewer than the 2,328 DUs and 5,727 residents analyzed in the 2008 FEIS and only 22 DUs and 54 residents more than analyzed for the Expanded Arts Bonus Alternative. Moreover, only 8% of the dwelling units projected in the 2008 Environmental Review are under construction or have been built to date. Therefore, the residential population generated by the proposed development, as well as background development, would not be expected to result in any significant adverse open space impacts or alter the conclusions of the 2008 Environmental Review.

As shown in Figure 8, Site 10 is located within a well-served open space area of Manhattan Community District 10.[13] The proposed development site is located approximately 0.25 miles to the northwest of the approximately 20-acre Marcus Garvey Park, 0.3 miles to the southeast of approximately 23-acre St. Nicholas Park, 0.5 miles to the northeast of approximately 30-acre Morningside Park, and about 0.75 miles to the north of Central Park. The *2012 CEQR Technical Manual* advises that a project located in a well-served area generally will not have significant adverse impact on open space utilization if it would not generate more than 350 residents or 750 workers. The proposed development would generate 257 residents and therefore would not exceed the *CEQR Technical Manual* threshold for residents. As the proposed development would not result in a total number of residential units greater than analyzed in the 2008 Environmental Review, it would not be expected to alter its conclusions.

[13] According to the 2012 *CEQR Technical Manual*, areas considered well-served by open space have an open space ratio above 2.5 accounting for existing parks that contain developed recreational resources, and/or are located within 0.25 mile (i.e., approximately a 10-minute walk) from developed and publicly accessible portions of regional parks.



New York City Parkland

Regional Park

Well-Served Area

Community District

Projected Development Site #10

New York City Parkland
Borough of Manhattan - Community District 10
Well-Served Areas

City of New York Department of Parks and Recreation
Parklands Division

121 West 125th Street Development

Figure 8

Areas Well-Served by Existing Open Space Resources

SHADOWS

The 2008 Environmental Review concluded that the development of Site 10 would result in significant adverse shadow impacts on the public plaza at the Adam Clayton Powell Jr. State Office Building, which would remain unmitigated. Site 10 was expected to cast incremental shadows on the Adam Clayton Powell Jr. State Office Building Plaza on all four representative analysis days (December 21st, June 21st, March 21st, and May 6th) for extended durations. The July 2008 Technical Memorandum zoning text amendment reduced the maximum building height for Site 10 by 95 feet to 195 feet tall, which reduced the extent of incremental shadows on the plaza, but not the overall duration of incremental shadows cast from development on site 10, nor did it eliminate the significant adverse shadow impacts identified in the 2008 Environmental Review.

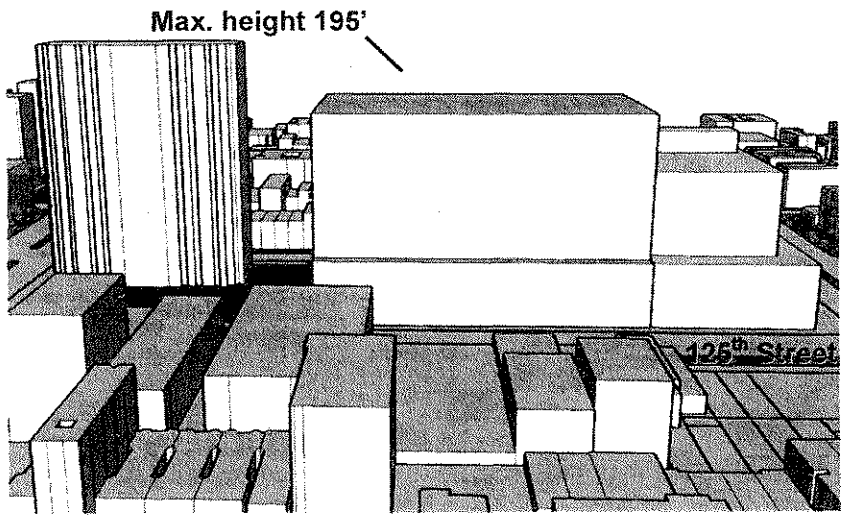
The proposed development would not result in any significant adverse shadow impacts not previously identified in the 2008 Environmental Review. As described previously, the proposed development would have a different massing, as it would only be constructed on the eastern approximately 41,965 sf portion of Lot 1 on Block 1910, as compared to the approximately 60,252 sf site that included portions of Lots 1 and 7501 on Block 1910 (refer to Figure 9). It is expected that the existing commercial and garage uses would continue to occupy the remainder of the site (including portions of Lots 1 and 7501 on Block 1910). In addition, the proposed development with a maximum height of approximately 235 feet (including a 40-foot mechanical penthouse) would result in a modest increase in the overall building height, compared to the 195 foot tall structure assumed in the July 2008 Technical Memorandum.[14] The proposed development would be approximately 55 feet shorter than the height of the proposed development analyzed for site 10 (a maximum height of 290 feet) in the 2008 Environmental Review. Therefore, the potential shadow impacts from the proposed development are assessed herein. As described in detail below, the proposed development would not result in any new incremental shadows on the Adam Clayton Powell Jr. State Office Building plaza, when compared to the July 2008 Technical Memorandum.

Methodology

In accordance with CEQR guidelines, the assessment of potential shadow impacts is limited to new shadows long enough to reach publicly-accessible open spaces, important natural features, such as water bodies, or historic resources that have sunlight-sensitive features (e.g., highly carved ornamentation, stained glass windows, and exterior materials and color that depend on direct sunlight for visual character). Pursuant to the *2012 CEQR Technical Manual*, the longest shadow a structure will cast, except for periods close to dawn or dusk, is 4.3 times its height. As per CEQR guidelines, the longest shadow that would be cast by the proposed development would be approximately 1,010 feet long (Tier 1 Assessment as per the *2012 CEQR Technical Manual*). As the sun rises in the east, the earliest shadow would be cast almost directly westward, and shadows would shift clockwise throughout the day until sunset, when they would fall almost directly east. As shown in Figure 10, the shadow radius was adjusted to exclude the triangular area south of the project site between -108 degrees from true north and +108 degrees from true north, as in New York City no shadow can be cast by a building on this triangular area (Tier 2 Assessment). Any resources that fell outside the resultant shadow radius were screened out from further consideration, as no shadows cast by the proposed development would likely reach them.

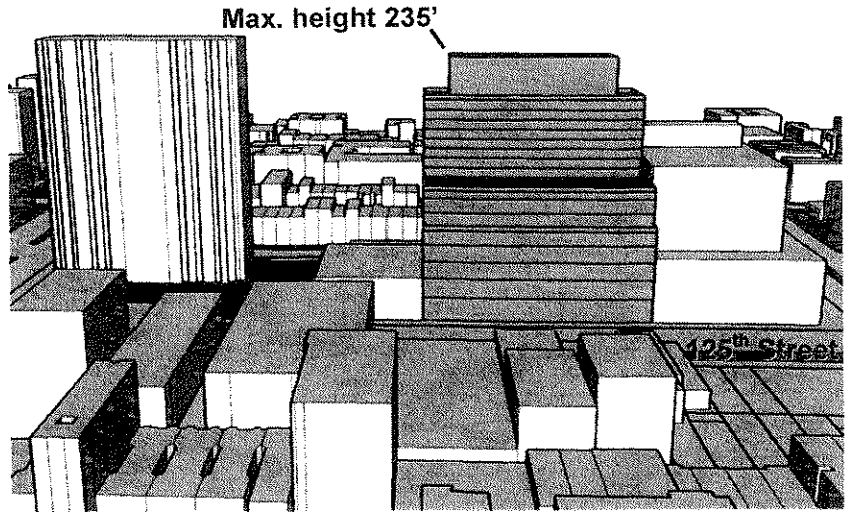
If the Tier 1 and Tier 2 screening assessments indicate that project shadows might be long enough to reach any sunlight-sensitive resources, then according to the *2012 CEQR Technical Manual*, a Tier 3 screening assessment should be performed to determine if, in the absence of intervening buildings, shadows resulting from the proposed project can reach a sunlight-sensitive resource, thereby warranting a detailed shadow analysis. However, given the presence and proximity of sunlight-sensitive resources

[14] A maximum building height of 235 feet (including a 40-foot mechanical penthouse) is allowed pursuant to ZR § 33-42 (f)(3)(ii).



Baseline or No-Action

(i.e., Site 10 development analyzed in the July 2008 Technical Memorandum)



Proposed Development

121 West 125th Street Development

Figure 9
Comparison of No-Action and Proposed Development

within the defined shadow radius (refer to Figure 10), and the fact that the proposed development is being compared to previously projected development on the proposed development site, this intermediate step in the assessment (Tier 3) was skipped, and a detailed shadow assessment was conducted, as detailed below.

The detailed analysis compares the extent and duration of project-generated incremental shadows on any sun-sensitive uses and vegetation of open spaces, or sunlight-sensitive features of architectural resources, and assesses the effects of new shadows on such resources. The detailed analysis compares shadows cast by the proposed development to a baseline condition representing the future analysis year without the proposed project. For analysis purposes, the baseline model used for comparison includes the July 2008 Technical Memorandum development on Site 10. As shown in Figure 9, the baseline model would be a 195-foot tall building with an approximately 60,252 sf footprint, which would occupy all of Site 10. The project-generated incremental shadow refers to the additional shadow that would be cast by the proposed development compared to the building that the July 2008 Technical Memorandum projected would be constructed on Site 10. Shadows cast by the structures projected in the July 2008 Technical Memorandum are considered to be part of the baseline shadow, and any additional shadow that would be cast by the proposed development is considered new or incremental shadow.

Resources within Maximum Shadow Radius

As described in the 2008 Environmental Review, one sunlight-sensitive open space resource, the Adam Clayton Powell Jr. State Office Building Plaza, is located within the proposed development's maximum shadow radius. None of the historic resources within the shadow study area radius feature sunlight-sensitive elements. Although not analyzed in the 2008 Environmental Review, the maximum shadow radius also includes the malls (i.e., planted medians) of both Adam Clayton Powell Jr. Boulevard and Lenox Avenue (Malcolm X Boulevard), which feature small trees and plantings, which would receive shadow from the proposed development. Incremental shadows from the proposed development would not reach St. Nicholas Playground, Edward Bowman Park, Rev. Linnette Williamson Memorial Park, or Unity Gardens, which are shown within the defined shadow radius of Figure 10.

The Adam Clayton Powell Jr. State Office Building Plaza comprises approximately 0.5-acres and is primarily paved. It is located adjacent to and west of Site 10 at the northeast corner of West 125th Street and Adam Clayton Powell Jr. Boulevard. The L-shaped urban plaza, which encircles the 20-story state office building, provides a limited amount of passive public open space elements including benches that provide seating, planters, small trees. These passive recreational amenities are concentrated along the southern perimeter of the resource on the north side of West 125th Street. The urban plaza also features colorful painted murals on the western facades of the adjacent 3-story retail building and 2-story accessory garage, which would remain with the proposed development.

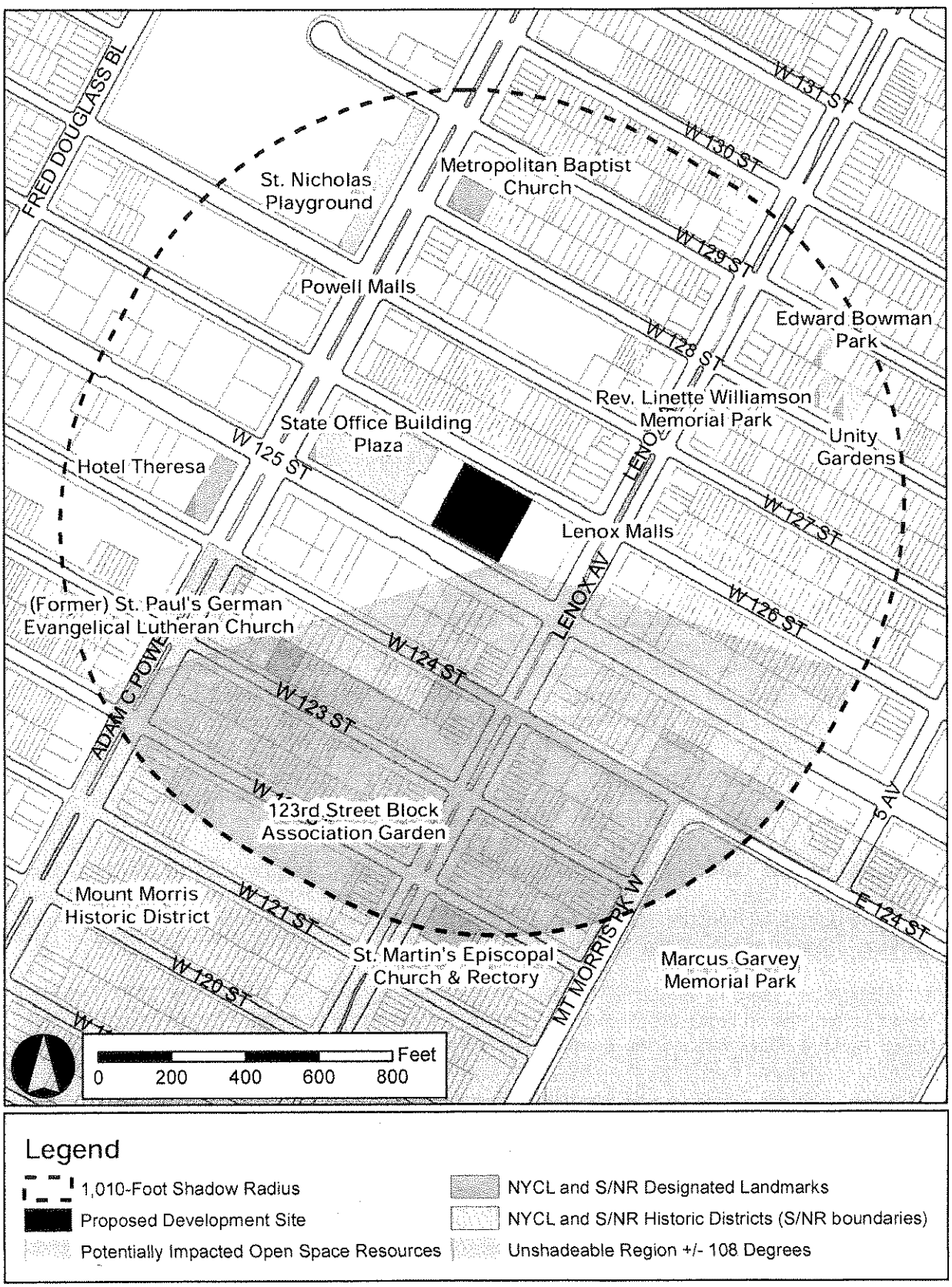
Assessment of Potential Shadow Impacts

As directed by the *2012 CEQR Technical Manual*, shadows analyses were performed for the three identified sunlight-sensitive resources for four representative days of the year: March 21/September 21, the equinoxes; May 6, the midpoint between the summer solstice and the equinox (and equivalent to August 6); June 21, the summer solstice and the longest day of the year; and December 21, the winter solstice and the shortest day of the year. The *2012 CEQR Technical Manual* defines the temporal limits of a shadow analysis period to fall from an hour and a half after sunrise to an hour and a half before sunset.

Similar to what was projected in the 2008 Environmental Review, incremental shadows from the proposed development would be cast on the Adam Clayton Powell Jr. State Office Building Plaza. As detailed below, the proposed development would reduce the extent of the incremental shadows on the plaza as compared to the projected development analyzed for Site 10 in the 2008 Environmental Review;

Figure 10

Shadow Study Area - Tier 1 and Tier 2 Assessment



Legend

- 1,010-Foot Shadow Radius
- Proposed Development Site
- Potentially Impacted Open Space Resources
- NYCL and S/NR Designated Landmarks
- NYCL and S/NR Historic Districts (S/NR boundaries)
- Unshadeable Region +/- 108 Degrees

however, it would not reduce the duration of incremental shadows. In addition, the proposed development would cast shadows on the malls of Adam Clayton Powell Jr. Boulevard and Lenox Avenue (Malcolm X Boulevard). Table 4 summarizes the results of the shadow analysis on the identified resources in comparison to the incremental shadows cast by the 2008 project.

TABLE 4
Incremental Shadow Durations-
July 2008 Technical Memorandum vs. Proposed Development

Resource	March 21/September 21 7:36 AM- 4:29 PM			May 6/August 6 6:27 AM- 5:18 PM			June 21 5:57 AM- 6:01 PM			December 21 8:51 AM- 2:53 PM		
	2008 Tech Memo	Proposed Dev't	Difference	2008 Tech Memo	Proposed Dev't	Difference	2008 Tech Memo	Proposed Dev't	Difference	2008 Tech Memo	Proposed Dev't	Difference
ACP Urban Plaza	7:36 AM-1:21 PM (5h 45m)	7:36 AM-1:21 PM (5h 45m)	0h 0m	6:27 AM-12:44 PM (6h 17m)	6:27 AM-12:44 PM (6h 17m)	0h 0m	5:57 AM-12:37 PM (6h 40m)	5:57 AM-12:37 PM (6h 40m)	0h 0m	8:51 AM-1:51 PM (5h)	8:51 AM-1:51 PM (5h)	0h 0m
Lenox Ave. Malls*	N/A	3:28 PM-4:29 PM (1h 1m)	N/A	N/A	3:33 PM-4:03 PM (30m)	N/A	N/A	3:45 PM-5:49 PM (2h 4m)	N/A	N/A	---	---
ACP Blvd Malls*	N/A	7:36 AM-8:22 AM (46m)	N/A	N/A	6:27 AM-7:10 AM (43m)	N/A	N/A	5:57 AM-6:21 AM (24m)	N/A	N/A	8:51 AM-10:10 AM (1h 19m)	N/A

* These resources were not analyzed in the July 2008 Tech Memo.
[1] The July 2008 Tech Memo incremental shadow March 21/September 21, May 6/August 6, and June 21 analysis days have been updated to Eastern Standard Time, consistent with *2012 CEQR Technical Manual* methodology.

Pursuant to the *2012 CEQR Technical Manual,* a shadow impact occurs when the incremental shadow from a proposed project falls on a sunlight sensitive resource or feature and reduces its direct sunlight exposure. Determining whether this impact is significant or not depends on the extent and duration of the incremental shadow and the specific context in which the impact occurs. For open space and natural resource, the uses and features of the space indicate its sensitivity to shadows. Shadows occurring during the cold-weather months of interest generally do not affect the growing season of outdoor vegetation; however, their effects on other uses and activities should be assessed. Therefore, this sensitivity is assessed for both (1) warm-weather-dependent features like wading pools and sand boxes, or vegetation that could be affected by a loss of sunlight during the growing season; and (2) features, such as benches, that could be affected by a loss of winter sunlight. Uses that rely on sunlight include: passive use, such as sitting or sunning; active use, such as playfields or paved courts; and such activities as gardening, or children's wading pools and sprinklers. Where lawns are actively used, the turf requires extensive sunlight. Vegetation requiring direct sunlight includes the tree canopy, flowering plants and plots in community gardens. Generally, four to six hours a day of sunlight, particularly in the growing season (March through October), is often a minimum requirement. Consequently, the assessment of an open space's sensitivity to increased shadow focuses on identifying the existing conditions of its facilities, plantings, and uses, and the sunlight requirements for each.

As indicated in Table 4, similar to the Site 10 development analyzed in the July 2008 Technical Memorandum, the proposed development would cast shadows on the Adam Clayton Powell Jr. State Office Building Plaza through the morning and early afternoon during all four analysis periods. In addition, the proposed development would cast shadows on the Adam Clayton Powell Jr. Boulevard malls in the early morning during all four analysis periods, and on the Lenox Avenue malls in the mid-to late afternoon during three of the analysis periods. No shadows would be cast by the proposed development on the Lenox Avenue malls on the December 21 analysis date.

Adam Clayton Powell Jr. State Office Building Plaza

As stated above, the 2008 Environmental Review concluded that Site 10 would result in significant unmitigated adverse shadow impacts on the Adam Clayton Powell Jr. State Office Building Plaza throughout the year. The Site 10 development analyzed in the July 2008 Technical Memorandum would

have cast new incremental shadows on this open space resource on all four analysis days, for durations ranging from 5 hours (on December 21) to 6 hours and 40 minutes (on June 21). The 2008 Environmental Review identified that mitigation measures for these shadows impacts could include redesigning the plaza to relocate sun-light sensitive features to avoid sunlight loss, or the provision of new passive facilities on other nearby open spaces to supplement those affected by the action generated shadows.

Table 4 indicates that the proposed development would not cast any new incremental shadows, as compared to the Site 10 development analyzed in the July 2008 Technical Memorandum. Although the proposed development would cast shadows on the plaza for the same durations as the Site 10 development analyzed in the July 2008 Technical Memorandum for all four analysis dates, shadows cast by the proposed development would cover a much smaller extent of the plaza. As shown in Figures 11A through 11D, large areas of the plaza, which had been cast in shadow by the Site 10 development analyzed in the July 2008 Technical Memorandum, would receive direct sunlight on all four analysis dates with the proposed development. As the proposed development would lessen the shadow extent on Adam Clayton Powell Jr. State Office Building Plaza, no new shadow impacts on this open space resource are anticipated. Therefore, the proposed development for Site 10 would not alter the findings of the 2008 Environmental Review, except that the extent of anticipated impacts would be reduced.

Lenox Avenue and Adam Clayton Powell Malls

As noted above, although not analyzed in the 2008 Environmental Review and subsequent Technical Memoranda, the Lenox Avenue and Adam Clayton Powell Jr. Boulevard malls, which feature plantings and small trees in their respective medians, would be cast in shadow by new development on Site 10.

As shown in Figures 12A through 12D, the extent of the additional shadow cast by the proposed development would be minor and would not eliminate the remaining sunlight from the Lenox Avenue malls. It is expected that this resource would continue to receive more than the necessary six hours of direct sunlight during the growing season, and the incremental shadows created by the proposed development are not expected to substantially reduce the enjoyment of this resource. Therefore, although the proposed development for Site 10 would increase the amount of shadows on the Lenox Avenue malls, it is not expected to result in significant adverse shadow impacts on this resource, even after consideration of changes in background conditions, as none of the other anticipated developments are tall enough or close enough to cast shadows on the Lenox Avenue malls.

The Site 10 development would also cast shadows on the Adam Clayton Powell Jr. Boulevard malls. On all four analysis periods, sunlight would enter in the early morning and range in duration from 24 minutes on June 21 to 1 hour and 19 minutes on December 21. As shown in Figures 12A through 12D, large areas of the Adam Clayton Powell Jr. Boulevard malls would receive direct sunlight on all four analysis dates with the proposed development. It is expected that the affected the Adam Clayton Powell Jr. Boulevard malls would continue to receive more than the necessary six hours of direct sunlight during the growing season, and the shadows created by the proposed development are not expected to substantially reduce the enjoyment of this resource. Therefore, the proposed development for Site 10 is not expected to result in significant adverse shadow impacts on the Adam Clayton Powell Jr. Boulevard malls.

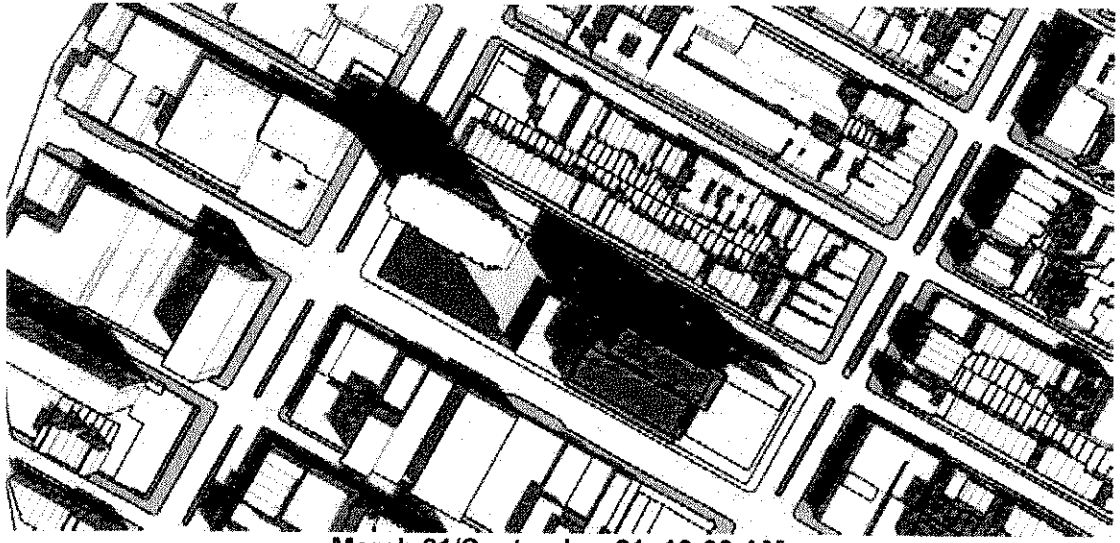
The *Victoria Theater Redevelopment Project FEIS* (2013) identified shadows that were predicted to occur as a result of the Victoria Theater redevelopment, taking into account the additional background developments noted in the discussion of Land Use above. The 2013 FEIS found that portions of the Adam Clayton Powell Jr. Boulevard malls would receive shade from the Victoria Theater Redevelopment on three of the representative analysis days. On March 21/September 21 the malls would receive shade from the proposed theater redevelopment between 3:45 PM and 4:29 PM. On the analysis day of May 6/August 6, shadows resulting from the proposed theater redevelopment would last from 3:45 PM to 5:18 PM. Finally, shadows resulting from the proposed theater redevelopment on June 21 would last from 4:05 PM

Proposed Development Site

Open Space Resources

Incremental Shadows

Incremental Sunlight



March 21/September 21, 10:30 AM

March 21/September 21, 12:30 PM

121 West 125th Street Development

Figure 11-A

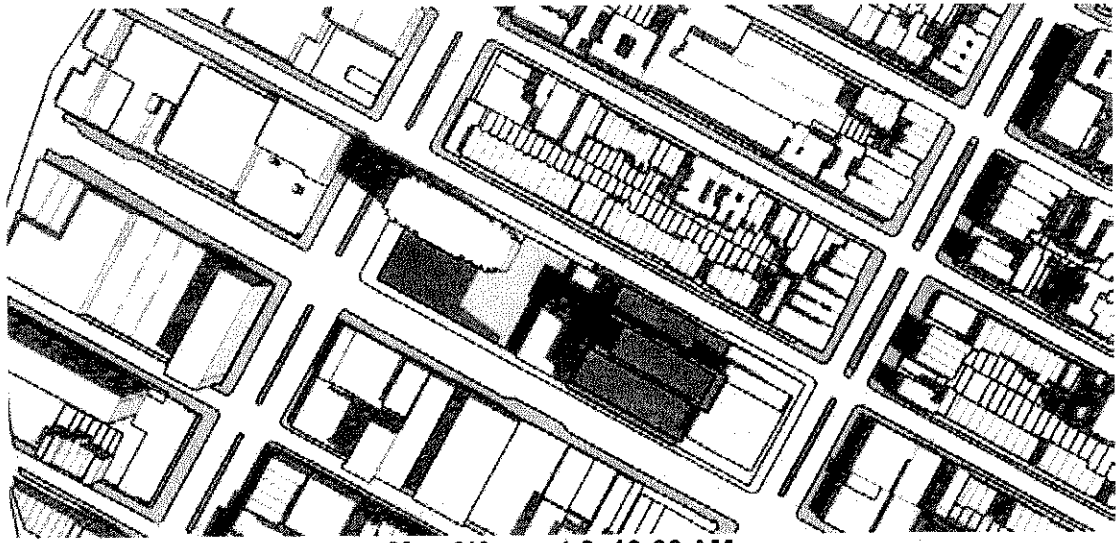
Incremental Shadows – State Office Building Plaza

Proposed Development Site

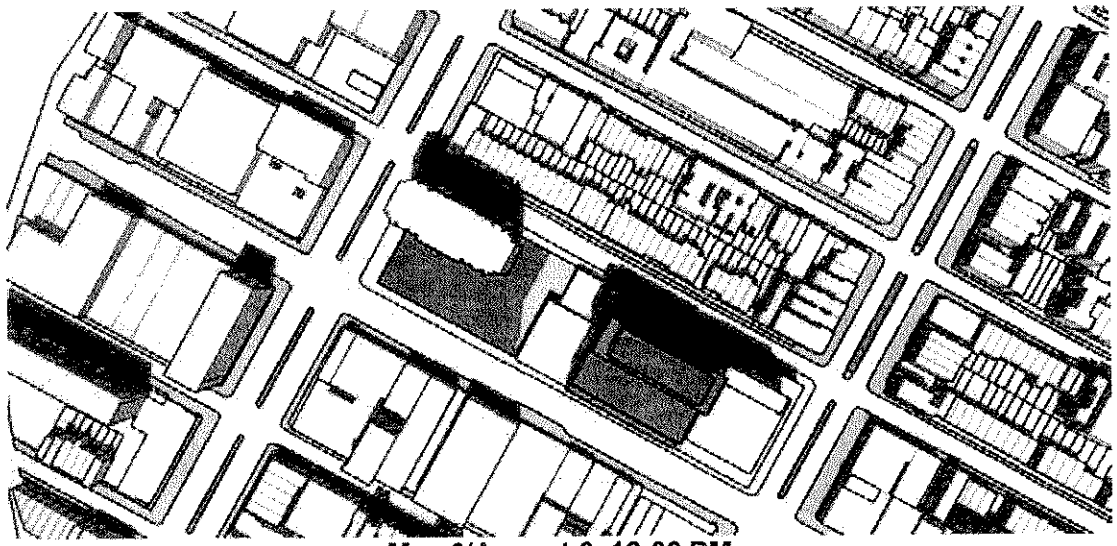
Open Space Resources

Incremental Shadows

Incremental Sunlight



May 6/August 6, 10:00 AM



May 6/August 6, 12:00 PM

121 West 125th Street Development

Figure 11-B

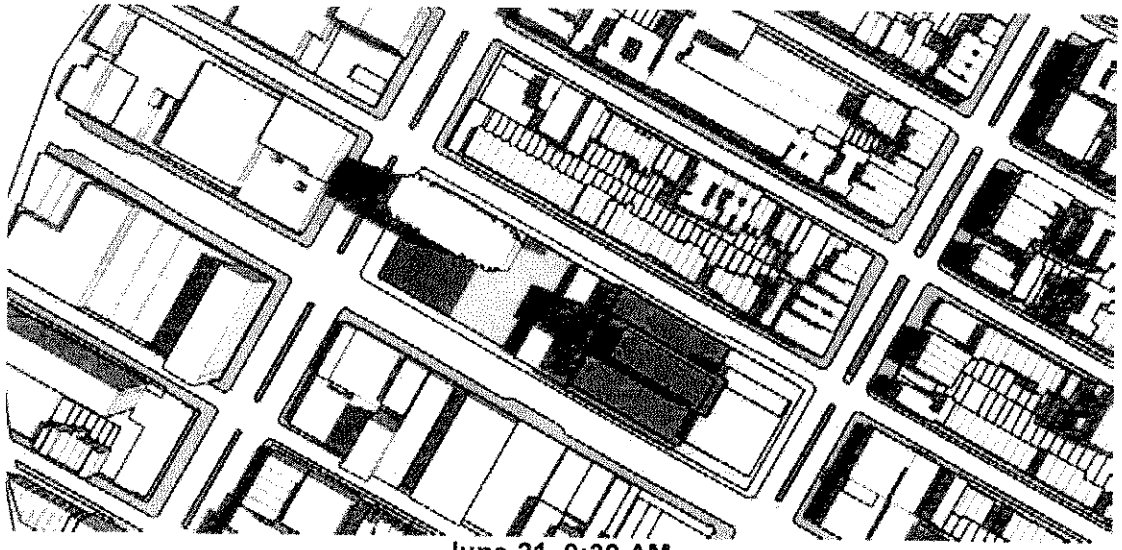
Incremental Shadows – State Office Building Plaza

Proposed Development Site

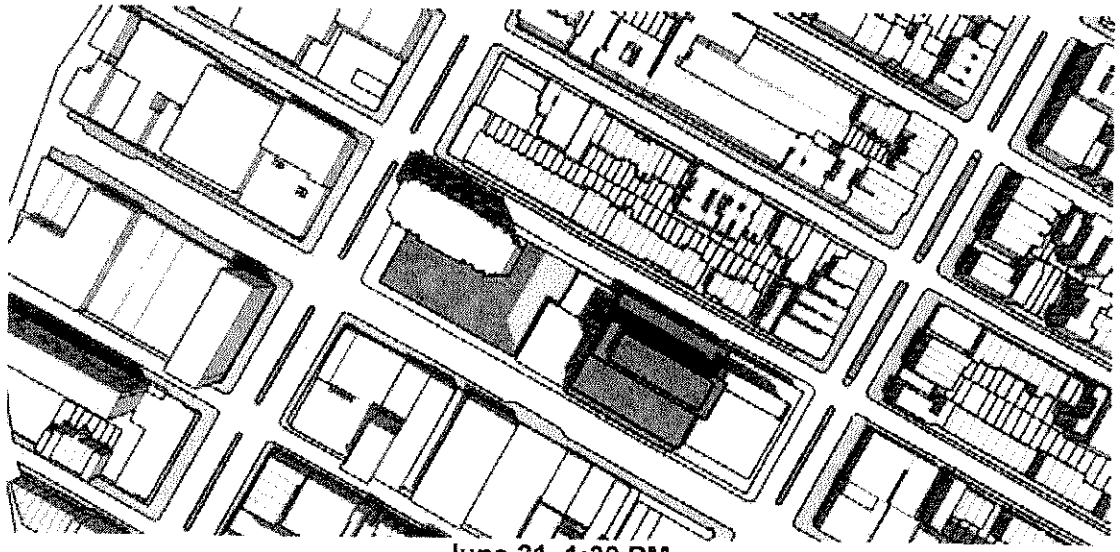
Open Space Resources

Incremental Shadows

Incremental Sunlight



June 21, 9:30 AM



June 21, 1:30 PM

121 West 125th Street Development

Figure 11-C

Incremental Shadows – State Office Building Plaza

Proposed Development Site

Open Space Resources

Incremental Shadows

Incremental Sunlight

December 21, 11:00 AM

December 21, 1:00 PM

121 West 125th Street Development

Figure 11-D

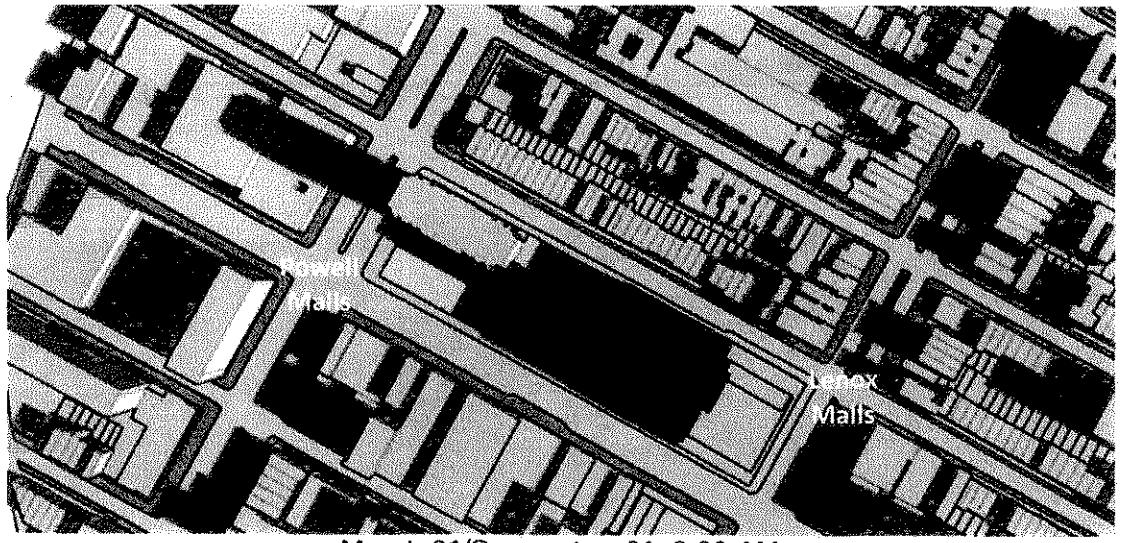
Incremental Shadows – State Office Building Plaza

Proposed Development Site

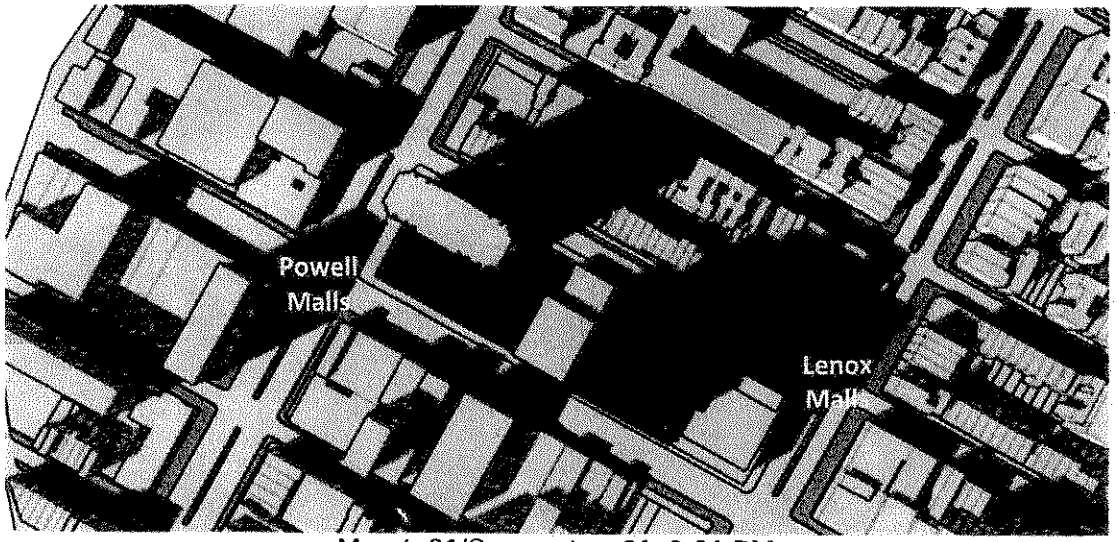
Open Space Resources

Shadows

Incremental Sunlight



March 21/September 21, 8:30 AM



March 21/September 21, 3:31 PM

121 West 125th Street Development

Figure 12-A[1]

Shadows – Powell and Lenox Malls

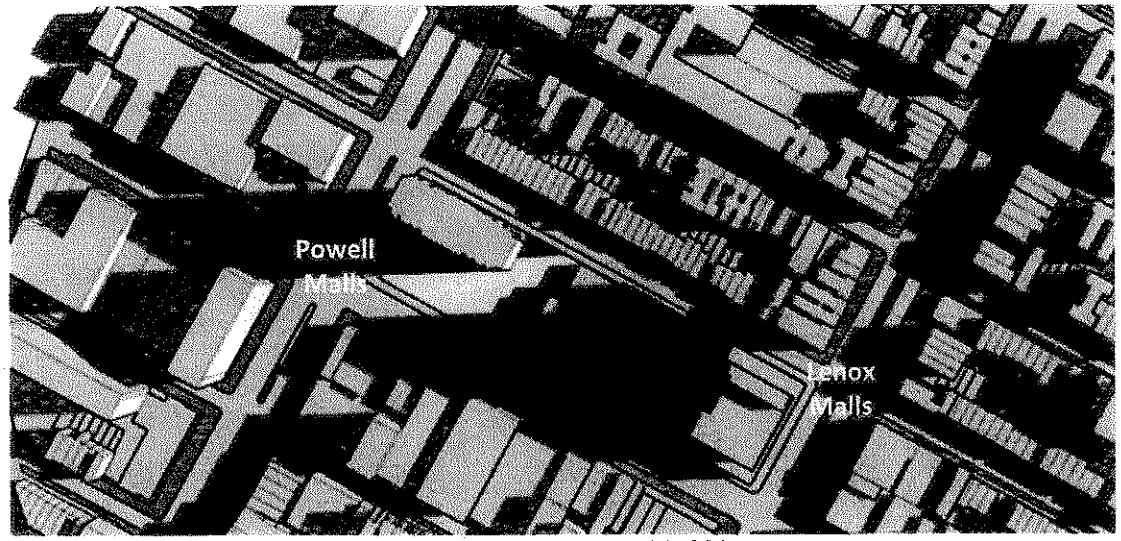
[1] The Powell and Lenox Malls were not analyzed in the 2008 FEIS, and Figures 12-A through [illegible] ustrate the shadows that would occur exclusively as a result of the proposed development.

Proposed Development Site

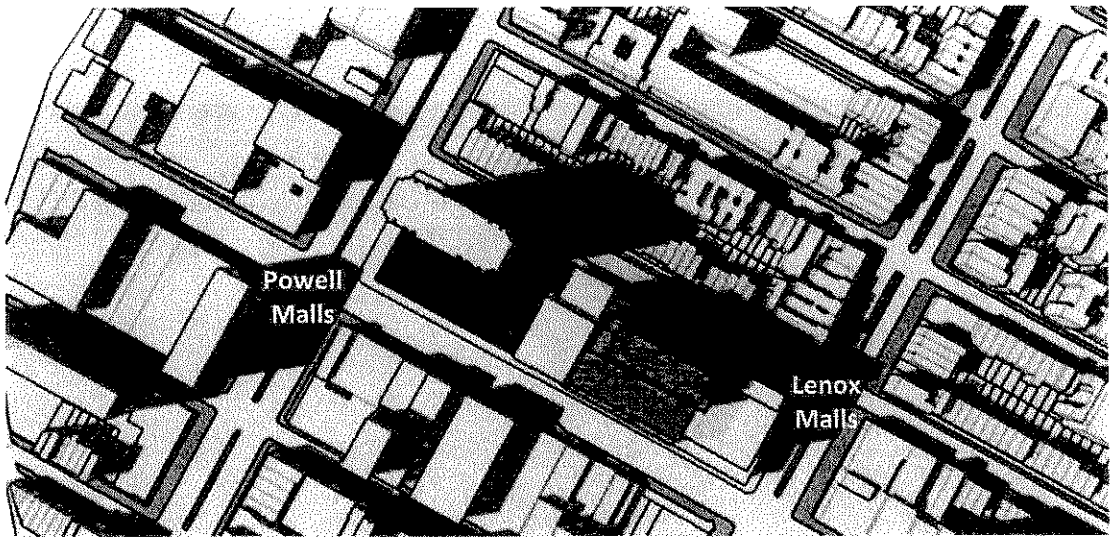
Open Space Resources

Shadows

Incremental Sunlight



May 6/August 6, 7:00 AM



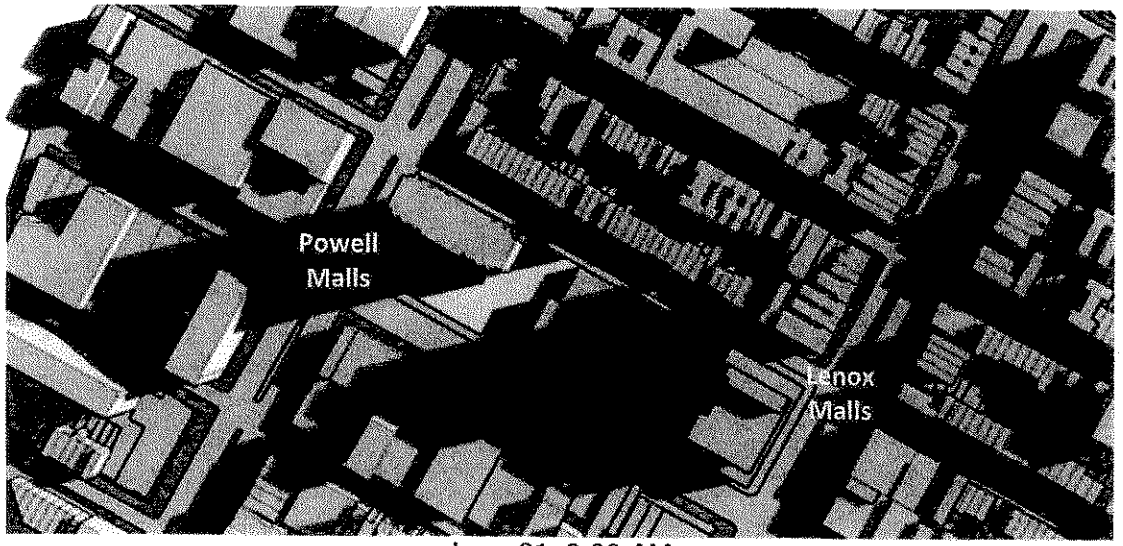
May 6/August 6, 3:37 PM

Proposed Development Site

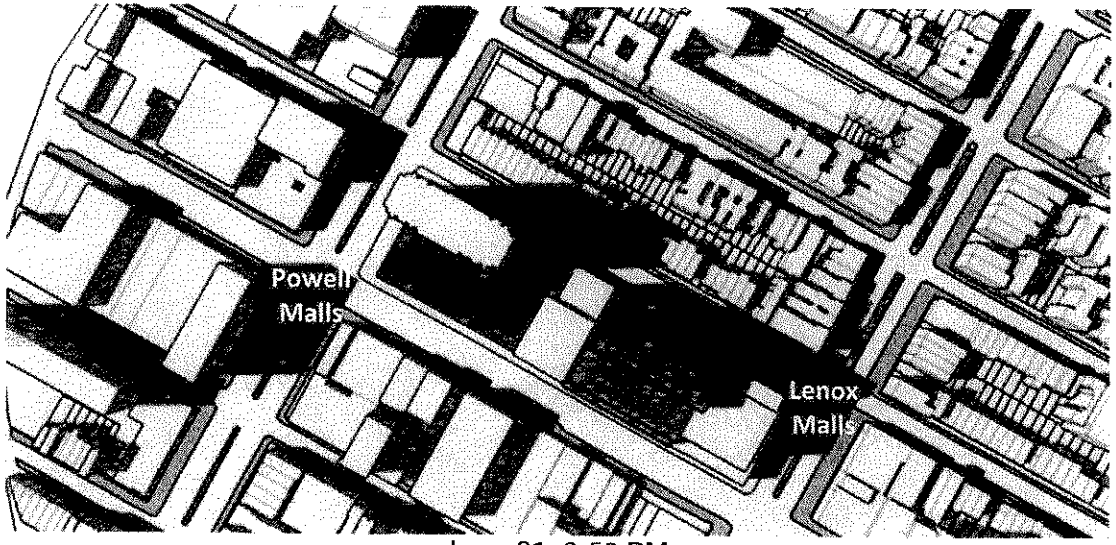
Open Space Resources

Shadows

Incremental Sunlight



June 21, 6:30 AM



June 21, 3:50 PM

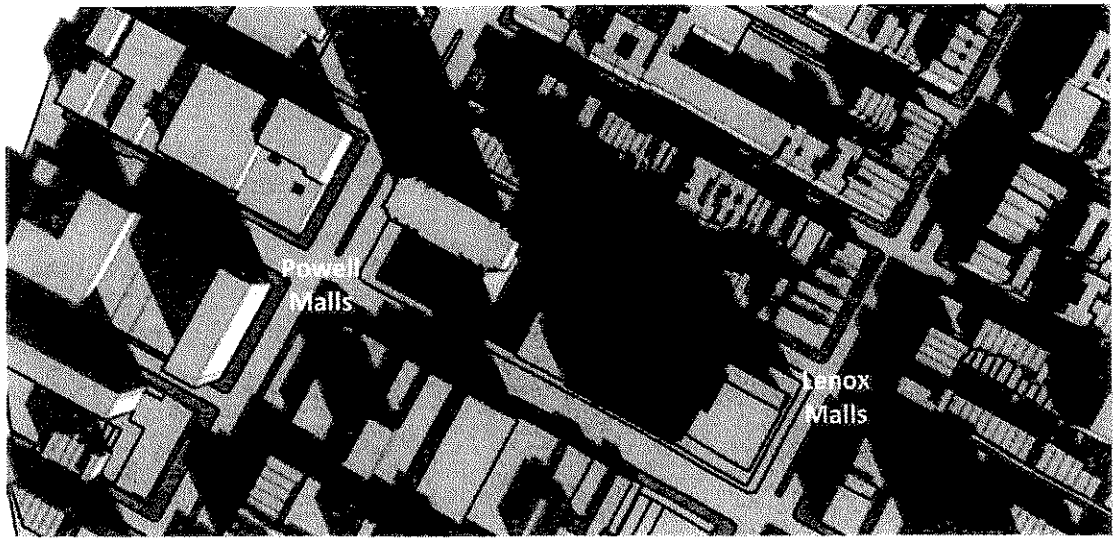
Figure 12-C
Shadows – Powell and Lenox Malls

Proposed Development Site

Open Space Resources

Shadows

Incremental Sunlight



December 21, 10:20 AM

to 6:01 PM. The *Victoria Theater Redevelopment Project FEIS* concluded that the portions of the malls that would be shaded by the project in the late afternoons in the spring, summer, and fall would receive direct sunlight for most of the remaining portion of those analysis days and the plantings would receive adequate sunlight. As discussed above, as all project-generated shadows would exit the malls before 8:30 AM, it is expected that the Adam Clayton Powell Jr. Boulevard malls would still receive adequate sunlight and the proposed 121 West 125th Street development would not extend or prolong shadows cast as a result of the Victoria Theater redevelopment or any changes in anticipated background development, as none of the other anticipated developments are tall enough or close enough to cast shadows on the Adam Clayton Powell Jr. Boulevard malls.

HISTORIC AND CULTURAL RESOURCES

Historic and cultural resources are defined as districts, buildings, structures, sites, and objects of historical, aesthetic, cultural, and archaeological importance. This includes properties that have been designated or are under consideration as New York City Landmarks or Scenic Landmarks, or are eligible for such designation; properties within New York City Historic Districts; properties listed or are eligible to be listed on the State and/or National Register of Historic Places; and National Historic Landmarks. An assessment of architectural/archaeological resources is usually needed for projects that are located adjacent to historic or landmark structures, or projects that require in-ground disturbance, unless such disturbance occurs in an area that has already been excavated.

Archaeological Resources

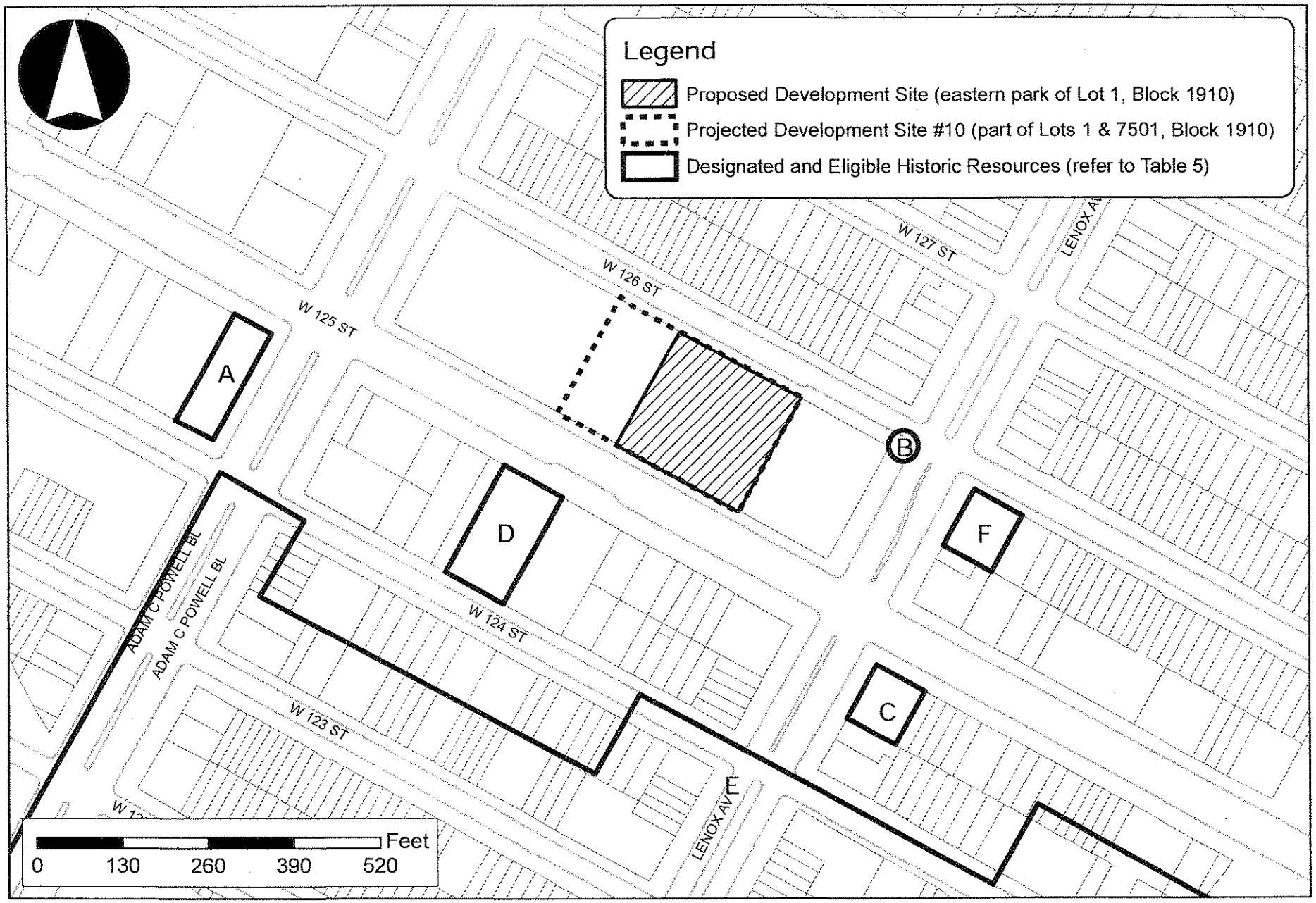
For the 2008 Environmental Review, the New York City Landmarks Preservation Commission (LPC) determined that Site 10 (including portions of Lots 1 and 7501 on Block 1910) had no archaeological sensitivity. Therefore, the proposed development at 121 West 125th Street (comprising a portion of Lot 1 on Block 1910) would not have any significant adverse effects on archaeological resources.

Architectural Resources

The 2008 Environmental Review concluded that the 125th Street Corridor Rezoning would have the potential to result in unmitigated significant adverse impacts to designated New York City landmarks and S/NR-listed and eligible architectural resources due to demolition, conversions/expansions, and/or construction-related activity. However, as part of the 2008 Environmental Review, LPC determined that Site 10 (Block 1910, p/o Lots 1, 7501) had no architectural significance and did not fall within the boundaries of any designated or eligible historic districts.

As shown in Table 5 and Figure 13, the 2008 Environmental Review identified five historic resources within an approximate 400-foot radius of Site 10, including: the Hotel Theresa (NYCL and S/NR); the 125th Street/Lenox Avenue Subway Station (potentially eligible for S/NR); Marion Building (S/NR-eligible); the former H. C. F. Koch & Company Department Store (potentially eligible for S/NR); the Alhambra Theater (potentially eligible for NYCL and/or S/NR); and the Mount Morris Park Historic District Extension (S/NR). Additionally, since the 2008 Environmental Review, the Park & Tilford Building at 310 Lenox Avenue (located at the southeast corner of West 125th Street and Lenox Avenue) has been listed on the State and National Historic Registers and is also included in Table 5 and Figure 13.[15]

[15] Built in 1908, the Park & Tilford Building is a 3-story unreinforced masonry commercial building with basement in the Classical Revival style. It features exterior decoration in white marble, limestone, and terra cotta. The building was listed on the National Register of Historic Places in 2009.



121 West 125th Street Development

Figure 13

Designated and Eligible Historic Resources within 400 Feet of Projected Development Site 10

TABLE 5
Designated and Eligible Historic Resources within 400-feet of Projected Development Site 10

Map ID	Historic Resource	Location	NYCL	S/NR	NYCL-eligible	S/NR-eligible	NYCL-potentially eligible	S/NR-potentially eligible
A	Hotel Theresa	2082-2090 Adam Clayton Powell Jr. Blvd. (Block 1930, Lot 30)	X	X				
B	Lenox Ave. W./ 125th St. Subway Station	Lenox Ave. and W. 125th St.						X
C	Marion Building	78-84 W. 125th St. (Block 1722, Lot 69)				X		
D	Former HCF Koch Department Store	132 W. 125th St. (Block 1909, Lot 12)						X
E	Mount Morris Park Historic District	All or part of 15 blocks located south of W. 125th St. between Adam Clayton Powell Jr. Blvd and Madison Ave.		X				
F	Park & Tilford Building	310 Lenox Ave. (Block 1723, Lot 69)		X				
G	Alhambra Theater	2108 Adam Clayton Powell Boulevard (Block 1931, Lot 36)					X	X

NYCL- New York City Landmark; S/NR- Listed on the State and National Register of Historic Places; NYCL- eligible- eligible for NYCL designation; S/NR-eligible- eligible for listing on the S/NR; NYCL-potentially eligible- potentially eligible for NYCL designation; S/NR-potentially eligible- potentially eligible for listing on the S/NR
* Map ID refers to Figure 13.
Sources: *125th Street Corridor Rezoning and Related Actions FEIS* (2008) and *Victoria Theater Redevelopment Project FEIS* (2013)

As the proposed development comprises the eastern 41,965 sf of Site 10 (Block 1910, p/o Lot 1), the Hotel Theresa is located slightly more than 400 feet to the southwest of the proposed development site at the southwest corner of West 125th Street and Adam Clayton Powell Jr. Boulevard. In addition, none of the identified historic resources are located adjacent to or within approximately 90 feet of the proposed development. The closest historic resource to the proposed development site is the former H. C. F. Koch & Company Department Store, which is located approximately 100 feet to the southwest of the site on the south side of West 125th Street.

Direct Impacts

The 2008 Environmental Review concluded that development on Site 10 would not result in any direct physical impacts on historic resources. Therefore, the current proposed development at 121 West 125th Street (comprising a portion of Lot 1 on Block 1910) would not have any significant adverse direct effects on historic resources.

Indirect Impacts

The 2008 Environmental Review concluded that the projected and potential development generated as a result of the 125th Street Corridor Rezoning were not expected to have any significant adverse indirect impacts on surrounding historic resources. As the proposed development site at 121 West 125th Street (part of Lot 1 on Block 1910) is not located adjacent to or within 90 feet of a historic resource, it is not expected to result in potential indirect physical impacts or damage to any historic resources caused by ground-borne vibrations or other potential construction-related activities. All buildings are provided some protection in New York City from accidental damage through New York City Department of Building (DOB) controls that govern the protection of any adjacent properties from construction activities, under Building Code Section 27-166 (C26-112.4). For all construction work, Building Code Section 27-166 (C26-112.4) serves to protect buildings by requiring that all lots, buildings, and service facilities adjacent to foundation and earthwork areas be protected and supported in accordance with the requirements of Building Construction Subchapter 7 and Building Code Subchapters 11 and 19.

Additionally, the 125th Street Corridor Rezoning included requirements for street walls and setbacks for the upper portions of the buildings above the street wall in order to relate building height and bulk to the

street in a more appropriate and consistent form. Maximum heights were introduced to ensure that the overall massing and scale of new development responds to the particular characteristics of the different areas within the corridor. The July 2008 Technical Memorandum analyzed a text amendment, which further reduced the maximum building height from 290 feet tall to 195 feet tall, and modified the density regulations for all uses of the C4-7 zoning district within the Core Subdistrict of the Special 125th Street District.[16] These requirements ensure that the scale and bulk of new buildings are sensitive to and consistent with existing developments. Additionally, as the significant views of each of the listed and eligible historic resources are obtained from the adjacent streets and sidewalks within the 125th Street Corridor, and the street network and pattern would be unchanged as a result of the 125th Street Corridor Rezoning, significant adverse impacts to views of historic resources were not expected to result.

The proposed development at 121 West 125th Street would be constructed on an approximately 41,965 sf through-lot midblock parcel of an existing block. As described above, the proposed building would be constructed in accordance with the site's existing zoning and would comply with the maximum building height, bulk, street wall and setback requirements. It is expected to include approximately 15-stories and rise to a height of 195 feet tall (excludes 40-foot tall mechanical space on the roof) with a maximum street wall height of 85 feet on the north side of West 125th Street and the south side of West 126th Street (refer to preliminary site plan and building massing shown in Figures 3 and 4). As shown in Figure 4, the proposed building would setback from West 125th and West 126th Streets at the sixth and ninth stories. The building's street wall on West 125th Street would be similar to the height of the historic former H.C. F. Koch Department Store located at 132 West 125th Street, across the street from the site. As discussed in the "Urban Design and Visual Resources" section below, the proposed development on Site 10 would not alter the findings of the 2008 Environmental Review, and would therefore not result in any new significant adverse impacts on historic resources. Moreover, as discussed in the "Shadows" section above, the proposed development is also not anticipated to result in any significant adverse shadows impacts on any sunlight-sensitive historic resources in the area.

URBAN DESIGN AND VISUAL RESOURCES

No significant adverse urban design and visual resource impacts were identified in the 2008 Environmental Review. As described above, the July 2008 Technical Memorandum considered a zoning text amendment that reduced the maximum building height to 195 feet and reduced the density regulations for uses in the C4-7 zoning district of the Core Subdistrict.[17]

As described previously, the proposed development would be constructed in accordance with the site's existing C4-7 zoning and regulations of the Core Subdistrict of the Special 125th Street District. Similar to the projected development assessed in the 2008 Environmental Review, the proposed development would result in positive changes and improvements to urban design conditions through redeveloping an underutilized site with a range of active land uses (residential, retail, office, community facility, and performance/arts-related uses) that would enhance Harlem's Main Street (i.e., 125th Street) as a 24-hour destination. The proposed built form would be of appropriate scale and massing that is consistent with the surrounding context.

The massing and footprint of the proposed development at Site 10 would be slightly different than the analyzed project for the site in the 2008 FEIS and subsequent Technical Memoranda. As shown in Figure 2, new development at Site 10 would have a different building footprint that would only be constructed

[16] The text amendment established a base commercial FAR of 7.2, bonusable up to a maximum FAR of 8.65; a based residential FAR of 5.4, bonusable up to a maximum FAR of 7.2 through the use of the arts bonus or the Inclusionary Housing program; and a maximum FAR of 7.2 for community facility use.

[17] The text amendment established a base commercial FAR of 7.2, bonusable up to a maximum FAR of 8.65; a based residential FAR of 5.4, bonusable up to a maximum FAR of 7.2 through the use of the arts bonus or the Inclusionary Housing program; and a maximum FAR of 7.2 for community facility use.

on the eastern approximately 41,965 sf portion of Lot 1 on Block 1910, as compared to an approximately 60,252 sf site that included portions of Lots 1 and 7501 on Block 1910. It is expected that the existing commercial retail and accessory parking uses would continue to occupy the remainder of Site 10 (including portions of Lots 1 and 7501 on Block 1910).

As shown in Figure 4, the proposed development would comply with the maximum street wall height of 85 feet on both West 125th and West 126th Streets and have a maximum building height of 195 feet (excluding mechanicals), which would be consistent with the existing built context. The north side of West 125th Street in the Core Subdistrict of the Special 125th Street District features taller, higher-density commercial buildings such as the Adam Clayton Powell Jr. State Office building. The replacement of a low-rise garage/commercial building with a mixed-use building of higher density would complement the existing taller commercial buildings that already exist in this corridor and would result in more consistent street walls, building bulks and lot coverages, and building forms. Building forms would establish a strong central presence along this portion of 125th Street and reinforce the sense of arrival at the core of the corridor.

The proposed building would also provide "active" uses such as retail along West 125th Street and comply with the retail continuity and transparency requirements of the Special 125th Street District to promote a vibrant pedestrian environment on 125th Street (see Figure 3). The lobby entrance for the building's residential uses, as well as the garage entrance and exit ramps and building's loading area, would be located on West 126th Street. A small lobby for the building's office, community facility, museum, and conference center uses would occupy limited ground floor frontage on West 125th Street at the southwest corner of the building (refer to Figure 3). In compliance with the requirements of the Core Subdistrict, more than five percent of the proposed development's floor area (approximately 24,000 gsf) would be devoted to a qualifying museum use. The proposed development would not result in the loss of significant public views to visual resources as the area's streets and sidewalks would be unaltered. Therefore, the proposed development would not result in any significant adverse impacts on urban design and visual resources, and would not alter the findings of the 2008 Environmental Review.

NATURAL RESOURCES

The 2008 Environmental Review determined that the 125th Street Corridor Rezoning would not result in significant adverse impacts to natural resources. Site 10 is improved with existing structures and is located in an urbanized and densely developed area of Manhattan. It does not encompass, nor is it located near, any natural resources such as wetlands, beaches, dunes, bluffs, thickets, significant grasslands, meadows, woodlands or forests, nor does the site or surrounding area support habitat for rare, threatened or endangered species. The proposed development would not alter these conditions.

HAZARDOUS MATERIALS

While the 2008 Environmental Review found that the 125th Street Corridor Rezoning would not result in significant adverse hazardous materials impacts, the potential for VOCs, SVOCs, PCBs and metals to exist on Site 10 was deemed to require further investigation to determine appropriate health and safety and/or remedial measures. As part of the 2008 rezoning, an (E) designation has been mapped on the site (including Block 1910, Lots 1 and 7501) as a preliminary screening assessment of the property indicated the site may contain the potential for hazardous materials contamination. Under this designation, properties may not be issued a building permit allowing: (1) any development; (2) enlargement, extension or change of use involving residential or community facility use; or (3) enlargement/alteration of a building that disturbs soil on the property unless and until the New York City Department of Buildings (DOB) is provided with a report from the New York City Office of Environmental Remediation (OER) stating that the environmental requirements for the subject property have been met. The (E) designation requires that pre-development activities at the site include a Phase I environmental site investigation, and,

if necessary, a sampling protocol and remediation to the satisfaction of OER (pursuant to Section 11-15 of the Zoning Resolution Environmental Requirements) before the issuance of a building permit. The (E) designation also includes mandatory construction-related health and safety plans, which must also be approved by the OER.

A Phase I Environmental Site Assessment (ESA) was conducted for 121 West 125th Street (Block 1910, Lot 1) by Tenen Environmental, LLC in January 2013. The report indicates that the site has been used for parking since approximately 1976. Prior to 1976 the site contained a variety of uses including a school, movie theater, bakery, apartment buildings, and offices. The assessment found no evidence of recognized environmental conditions in connection with the subject property.

Therefore, based on the conclusions of the Phase I report, the proposed development would not have any significant adverse impacts on hazardous materials and the findings of the 2008 Environmental Review would not be altered.

WATER AND SEWER INFRASTRUCTURE

The 2008 Environmental Review determined that the 125th Street Corridor Rezoning would generate increased demand for water and treatment of sewage. The 2008 Environmental Review found that, while the analyzed rezoning and the Expanded Arts Bonus Alternative would create new demand for water and treatment of sewage, the existing municipal services could handle these increases in demand, and no significant adverse infrastructure impacts were expected.

As shown in Table 6, the anticipated demands for water and sewage treatment associated with Site 10 would decrease as a result of the proposed development. Compared to the Expanded Arts Bonus Alternative analyzed in the 2008 FEIS, the proposed development would result in a net decrease in total water demand of approximately 97,415 gallons per day (gpd), and a net decrease in wastewater generation of approximately 25,331 gpd. Therefore, the proposed development would not have any significant adverse impacts on water or sewer infrastructure and the findings of the 2008 Environmental Review would not be altered.

TABLE 6
Expected Water Demand and Wastewater Generation at Projected Development Site 10-
2008 FEIS Expanded Arts Bonus Alternative vs. Proposed Development

Site 10	Use	Size (gsf)	Domestic Only (Water Usage/Wastewater Generation) (gpd)	Air Conditioning Only (gpd)	Total Water Demand (gpd)
2008 FEIS Expanded Arts Bonus Alternative	Retail	150,630 gsf	36,151	25,607	61,758
	Office	542,268 gsf	54,227	92,186	146,413
	Arts-Related	30,126 gsf	3,013	5,121	8,134
		Total	***93,391***	***122,914***	***216,305***
Proposed Development[1]	Residential	114 DU (101,000 gsf)	25,700	N.A.	25,700
	Retail	89,000	21,360	15,130	36,490
	Office	75,000	7,500	12,750	20,250
	Museum	24,000	2,400	4,080	6,480
	Conference Center	56,000	5,600	9,520	15,120
	Community Facility	55,000	5,500	9,350	14,850
		Total	***68,060***	***50,830***	***118,890***
Net Difference: 2008 FEIS vs. Proposed Development			**- 25,331**	**- 72,084**	**- 97,415**

Based on average daily water use rates provided in Table 13-2 of the *2012 CEQR Technical Manual*. Residential: 100 gallons per day (gpd) per resident (assume 2.25 residents per unit). Office/Conference Center: 0.10 gpd/sf (0.17 gpd/sf for air conditioning). Retail: 0.24 gpd/sf (0.17 gpd/sf for air conditioning). Community Facility and Museum/Arts-Related: 0.10 gpd/sf (0.17 gpd/sf for air conditioning).
[1]The proposed development includes the proposed development at 121 West 125th Street, as well as the existing land uses occupying the remainder of Site 10, including 3-story retail building (23,000 gsf) at 125 West 125th Street and an accessory parking garage on West 126th Street associated with the New York State Office building at 2105 Adam Clayton Powell Jr. Boulevard.
Source: Table 13-2 in Chapter 13, Water and Sewer Infrastructure of *2012 CEQR Technical Manual*

SOLID WASTE AND SANITATION SERVICES

The 2008 Environmental Review concluded that the 125th Street Rezoning and the Expanded Arts Bonus Alternative would generate increased demands for solid waste and sanitation services but would not result in significant adverse impacts related to solid waste and sanitation services. As shown in Table 7, the anticipated demand for solid waste and sanitation services associated with Site 10 would decrease as a result of the proposed development. Compared to the program analyzed under the Expanded Arts Bonus Alternative in the 2008 FEIS, the proposed development would result in a net decrease of 31,308 pounds of solid waste per week (lbs/wk) generated at Site 10, and accounting for the reduction in projected dwelling units occasioned by the Follow Up Text Amendment, less residential solid waste than projected for the study area in the FEIS. Approximately 4,674 lbs/wk of the solid waste generated by the proposed development would be handled by DSNY and 28,819 lbs/wk by private carters. Moreover, only 8% of the dwelling units and 50% of the commercial uses projected in the 2008 Environmental Review are under construction or have been built to date. Therefore, the overall amount of solid waste generated by the proposed development, including background development, would be less than what was analyzed as part of the 2008 Environmental Review and would not result in any significant adverse solid waste impacts or alter the findings of the 2008 Environmental Review.

TABLE 7
Expected Solid Waste Generation at Projected Development Site 10 - 2008 FEIS Expanded Arts Bonus Alternative vs. Proposed Development

	Use	Size (gsf)	Solid Waste Handled by DSNY (lbs/wk)	Solid Waste Handled by Private Carters (lbs/wk)	Total Solid Waste (lbs/wk)
2008 FEIS Expanded Arts Bonus Alterative Site 10[1]	Retail	150,630 gsf	0	35,699	35,699
	Office	542,268 gsf	0	28,189	28,189
	Arts-Related	30,126 gsf	0	904	904
	Total	**723,024 gsf**	**0**	**64,801**	**64,801**
Propose Development for Site 10[2]	Retail	89,000 gsf	0	21,093	21,093
	Office	75,000 gsf	0	3,900	3,900
	Museum	24,000 gsf	0	720	720
	Conference Center	56,000 gsf	0	1,456	1,456
	Community Facility	55,000 gsf	0	1,650	1,650
	Residential	114 DU	4,674	0	4,674
	Total	**400,000 gsf**	**4,674**	**28,819**	**33,493**
2008 FEIS vs. Proposed Development Program for Site 10 Net Difference:			*4,674*	*- 35,982*	*- 31,308*

Based on citywide average waste generation rates presented in Table 14-1 of the *2012 CEQR Technical Manual*.
Residential use: 41 lbs/wk per unit; Retail: 79 lbs/wk per employee, and 3 employees per 1,000 sf.; Office/Conference Center: 13 lbs/wk per employee; and Community facility/Arts/Museum: government office rate of 0.03 lbs/square foot.
[1]The Expanded Arts Bonus Alternative analyzed in the 2008 FEIS was adopted by the CPC, with modifications, and the City Council, with additional modifications.
[2]The proposed development includes the proposed development at 121 West 125th Street, as well as the existing land uses occupying the remainder of Site 10, including 3-story retail building at 125 West 125th Street and an accessory parking garage on West 126th Street associated with the New York State Office building at 2105 Adam Clayton Powell Jr. Boulevard.

ENERGY

The 2008 Environmental Review anticipated that the development resulting from the 125th Street Corridor Rezoning would place an increased demand on energy services. However, the increase in energy consumption was not identified as a significant adverse energy impact.

Table 8 compares the estimated annual energy consumption of the proposed development to the project analyzed for Site 10 in the 2008 Environmental Review for the Expanded Arts Bonus Alternative using the average energy rates for the operation of a typical building in the City, which are provided in Table 15-1 of the *2012 CEQR Technical Manual*. According to the *2012 CEQR Technical Manual*, the amount of energy that would be consumed annually for the operation of a building includes: heating, cooling,

lighting, pumps, fans, domestic hot water, plug loads, and elevators. As shown in Table 8 below, compared to what was analyzed for Site 10 in the 2008 Environmental Review, the proposed development would result in a net decrease in energy demand of approximately 18,309 million BTUs per year. Therefore, the proposed development would have not result in significant adverse energy impacts and would not alter the findings of the 2008 Environmental Review.

TABLE 8
Expected Energy Use at Projected Development Site 10- 2008 FEIS vs. Proposed Development

	Use	Size (gsf)	Usage Rate (BTUs/gsf/year)	Energy Usage (million BTU per year)
2008 FEIS Expanded Arts Bonus Alterative Site 10[1]	Retail	150,630 gsf	55,800 BTU/gsf/year	8,405 million BTU/year
	Office	542,268 gsf	77,900 BTU/ gsf/year	42,243 million BTU/year
	Arts-Related	30,126 gsf	65,300 BTU / gsf/year	1,982 million BTU/year
	Total	**723,024 gsf**		**52,630 million BTU/year**
Propose Development for Site 10[2]	Retail	89,000 gsf	55,800 BTU/ gsf/year	4,966 million BTU/year
	Office	75,000 gsf	77,900 BTU/ gsf/year	5,843 million BTU/year
	Museum	24,000 gsf	65,300 BTU/ gsf/year	1,567 million BTU/year
	Conference Center	56,000 gsf	65,300 BTU/gsf/year	3,656 million BTU/year
	Community Facility	55,000 gsf	65,300 BTU/ gsf/year	3,592 million BTU/year
	Residential	101,000 gsf	145,500 BTU/y gsf/ear	14,696 million BTU/year
	Total	**400,000 gsf**		**34,321 million BTU/year**
Net Difference: 2008 FEIS vs. Proposed Development Program for Site 10				***-18,309*** million BTU/year

[1]The Expanded Arts Bonus Alternative analyzed in the 2008 FEIS was adopted by the CPC, with modifications, and the City Council, with additional modifications.
[2]The proposed development includes the proposed development at 121 West 125th Street, as well as the existing land uses occupying the remainder of Site 10, including 3-story retail building at 125 West 125th Street and an accessory parking garage on West 126th Street associated with the New York State Office building at 2105 Adam Clayton Powell Jr. Boulevard.

TRANSPORTATION

The proposed development would introduce residential units, conference center space, and community facility space, as well as change the square footage of museum space, while reducing the size of retail and office space analyzed for Site 10 in the 2008 Environmental Review. As such, an assessment of potential changes in impacts on traffic, transit, pedestrian, and parking conditions in the area surrounding the proposed development site as a result of the proposed development and changes in background conditions since 2008 is presented below.

Traffic

The 2008 FEIS determined that the Expanded Arts Bonus Alternative for the 125th Street Corridor Rezoning would result in the potential for significant adverse traffic impacts at 24 signalized intersections in one or more peak periods. Of these 24 intersections, 3 intersections were located in the immediate vicinity of Site 10, including: West 125th Street at Lenox Avenue; West 126th Street at Lenox Avenue; and West 125th Street at Adam Clayton Powell Jr. Boulevard. Mitigation measures were proposed in the 2008 Environmental Review that would fully or partially mitigate these impacts. These mitigation measures involved: prohibiting left-hand turn movements on West 125th Street at Adam Clayton Powell Jr. Boulevard and at Lenox Avenue between the hours of 7:00 AM and 7:00 PM Monday through Saturday, modifying on-street parking regulations along the north side of West 126th Street and west side of Lenox Avenue during the weekday AM, weekday PM, and Saturday midday peak hours; modifying on-street parking regulations on the north side of West 125th Street during the weekday AM and the on the east side of Lenox Avenue during the weekday PM peak hour; and signal timing changes at West 126th Street and Lenox Avenue during the weekday AM, weekday midday, weekday PM and Saturday midday peak hours, and at West 125th Street and Lenox Avenue during the weekday PM and Saturday midday peak periods. Significant adverse impacts would remain unmitigated at eight traffic intersections, including: West 125th Street at Lenox Avenue during the weekday PM peak hour, and West 126th Street at Lenox

Avenue during the weekday AM, weekday PM and Saturday midday peak hours for northbound left-turns.

Trip Generation Assessment

Table 9 shows the transportation planning assumptions used to forecast how many vehicle trips per hour the proposed development would generate in the surrounding area, while Table 10 shows the total travel demand by mode for the proposed development, and Table 11 compares it to the 2008 FEIS travel demand for the Expanded Arts Bonus Alternative for Site 10. The July 2008 Technical Memorandum travel demand is also provided for reference.

As shown in Table 11, the proposed development would generate a total of approximately 99, 266, and 360 vehicle trips during the weekend AM, midday, and PM peak hours, and 299 vehicle trips in the Saturday midday peak hour, respectively, compared to 288, 459, 654, and 434 vehicle trips for the project analyzed for Site 10 under the Expanded Arts Bonus Alternative in the 2008 FEIS and 198, 408, 546, and 418 vehicle trips for the project analyzed for Site 10 in the July 2008 Technical Memorandum. Therefore, as shown in Table 11, the incremental change resulting from the proposed development would be -189, -193, and -294 vehicle trips during the weekend AM, midday, and PM peak hours, respectively, and -135 vehicle trips in the Saturday midday peak hour compared to the 2008 FEIS. Compared to the July 2008 Technical Memorandum, the incremental change would be -99, -142, and -186 vehicle trips during the weekend AM, midday, and PM peak hours, respectively and -119 vehicle trips in the Saturday midday peak hour. Therefore, traffic generation would be reduced from that anticipated in the 2008 Environmental Review, and the proposed development would not result in any significant adverse traffic impacts not already identified. The mitigation measures proposed for vehicular conditions for the Expanded Arts Bonus Alternative would be the same, or reduced, under the proposed development for Site 10.

Based on more current data than used for the 2008 Environmental Review, projected traffic conditions presented in the *Victoria Theater Redevelopment Project FEIS* illustrate that 2014 future traffic volumes in the vicinity of the proposed 121 West 125th Street development site, when adjusted to 2017 conditions, would be substantially lower than what was forecasted for 2017 in the Expanded Arts Bonus Alternative of the 2008 FEIS. For example, weekday traffic volumes adjusted for 2017 in the PM peak period on West 125th Street between Lenox Avenue and Adam Clayton Powell Jr. Boulevard are expected to be approximately 659 westbound and 486 eastbound as compared to 838 westbound and 604 eastbound forecasted for 2017 future conditions in the 2008 FEIS.[18] A similar pattern can be seen on West 126th Street, where westbound one-way only traffic volumes adjusted for 2017 are expected to be approximately 493 in the weekday PM peak period compared to 577 forecasted for the 2017 future conditions in the Expanded Arts Bonus Alternative of the 2008 FEIS.

The *Victoria Theater Redevelopment Project FEIS* also identified five total approaches/lane groups that were predicted to experience significant adverse traffic impacts in the Build condition for that project, which accounted for the additional background developments noted in the discussion of Land Use, above. Two of these approaches are located within the vicinity of the proposed 121 West 125th Street development site including West 126th Street and Seventh Avenue and West 125th Street and Seventh Avenue. The proposed mitigation measures for these locations included only changes to signal timing and did not require any physical improvements to the roadway network such as restriping or the removal of parking. At West 126th Street and Seventh Avenue, signal timing mitigation was only recommended during the Saturday peak hour while at West 125th Street and Seventh Avenue, signal timing mitigation was recommended during the midday, PM, and Saturday peak hours.

[18] As specified in the *2012 CEQR Technical Manual*, an annual background growth rate of 0.25 percent was applied to the *Victoria Theater Redevelopment Project FEIS* 2014 future traffic volumes in order to obtain estimates of 2017 traffic.

TABLE 9
Proposed Development Projected Development Site 10-
Transportation Planning Assumptions

Land Use:	Office		Residential		Specialty Retail		Conference Center		Museum		Community Facility (Office)	
Size/Units:	75,000 gsf		114 DU		89,000 gsf		56,000 gsf		24,000 gsf		55,000 gsf	
Trip Generation:	(1,2)		(1,2)		(1,2)		(4)		(1)		(1,2)	
Weekday	18		8.075		159.0		76		27		18	
Saturday	3.9		9.6		191.0		50.74		20.6		1.6	
	per 1,000 sf		per DU		per 1,000 sf		per 1,000 sf		per 1,000 sf		per 1,000 sf	
Temporal Distribution:	(1)		(1)		(2)		(3)		(1)		(2)	
AM (8-9)	12.0%		10.0%		0.0%		3.0%		1.0%		12.0%	
MD (12-1)	15.0%		5.0%		9.5%		10.3%		16.0%		15.0%	
PM (5-6)	14.0%		11.0%		9.8%		10.2%		13.0%		14.0%	
Sat MD (1-2)	17.0%		8.0%		10.0%		12.5%		17.0%		15.0%	
	(2)		(2)		(2)		(2)		(5)		(2)	
Modal Splits:	AM/PM/SAT	MD	AM/MD/PM/SAT		AM/MD/PM/SAT		AM/PM/SAT	MD	AM/MD/PM	SAT	AM/PM/SAT	MD
Auto	33.0%	5.0%	12.0%		9.0%		33.0%	5.0%	12.0%	14.0%	33.0%	5.0%
Taxi	2.0%	5.0%	2.0%		14.5%		2.0%	5.0%	10.0%	10.0%	2.0%	5.0%
Subway	30.0%	10.0%	51.0%		20.0%		30.0%	10.0%	7.0%	7.0%	30.0%	10.0%
Railroad	3.0%	0.0%	2.0%		1.5%		3.0%	0.0%	0.0%	0.0%	3.0%	0.0%
Bus	12.0%	5.0%	11.0%		20.0%		12.0%	5.0%	29.0%	29.0%	12.0%	5.0%
Walk/Other	20.0%	75.0%	22.0%		35.0%		20.0%	75.0%	42.0%	40.0%	20.0%	75.0%
	100.0%	100.0%	100.0%		100.0%		100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
	(2)		(2)		(2)		(3)		(5)		(2)	
In/Out Splits:	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out
AM (8-9)	95%	5%	15%	85%	50%	50%	90%	10%	50%	50%	95%	5%
MD (12-1)	40%	60%	50%	50%	50%	50%	47%	53%	63%	37%	40%	60%
PM (5-6)	5%	95%	70%	30%	50%	50%	23%	77%	52%	48%	5%	95%
Sat MD (1-2)	60%	40%	50%	50%	50%	50%	55%	45%	63%	37%	60%	40%
Vehicle Occupancy:	(2)		(2)		(2)		(5)		(5)		(2)	
							Weekday	Saturday				
Auto	1.65		1.65		2.00		2.00	3.00	2.34		1.65	
Taxi	1.40		1.40		2.00		2.00	3.00	1.90		1.40	
Truck Trip Generation:	(1)		(1)		(1)		(1)		(5)		(1)	
	Weekday	Saturday	Weekday	Saturday	Weekday	Saturday	Weekday	Saturday	Weekday	Saturday	Weekday	Saturday
	0.32	0.01	0.06	0.02	0.35	0.04	0.32	0.01	0.05	0.01	0.32	0.01
	per 1,000 sf		per DU		per 1,000 sf		per 1,000 sf		per 1,000 sf		per 1,000 sf	
	(1)		(1)		(1)		(1)		(3)		(1)	
AM (8-9)	10.0%		12.0%		8.0%		10.0%		9.6%		10.0%	
MD (12-1)	11.0%		9.0%		11.0%		11.0%		11.0%		11.0%	
PM (5-6)	2.0%		2.0%		2.0%		2.0%		1.0%		2.0%	
Sat MD (1-2)	11.0%		9.0%		11.0%		11.0%		11.0%		11.0%	
	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out
All Peak Hours	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%

Notes :

(1) Source: 2012 CEQR Technical Manual.

(2) 125th Street Corridor Rezoning and Related Actions FEIS, February 2008.

(3) Marriot Hotel Transportation Survey, AKRF, August 1999.

(4) No 7 Subway Extension- Hudson Yard Rezoning and Development Program FGEIS, 2004 appendix for Convention factor to person trips

(5) No 7 Subway Extension- Hudson Yard Rezoning and Development Program FGEIS, 2004.

TABLE 10
Proposed Development—Trip Forecast Summary

Land Use:		Office		Residential		Specialty Retail		Conference Center		Museum		Community Facility (Office)		Total		
Size/Units:		75,000 gsf		114 DU		89,000 gsf		56,000 gsf		24,000 gsf		55,000 gsf				
Peak Hour Person Trips:																
	AM (8-9)	162		92		0		128		6		119		507		
	MD (12-1)	203		46		1,008		438		104		149		1,947		
	PM (5-6)	189		101		1,040		434		84		139		1,987		
	Sat MD (1-2)	50		88		1,275		355		84		13		1,865		
Person Trips:																
		In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	Total
AM	Auto	51	3	2	9	0	0	38	4	0	0	37	2	128	18	146
	Taxi	3	0	0	2	0	0	2	0	0	0	2	0	7	2	9
	Subway	46	2	7	40	0	0	34	4	0	0	34	2	121	48	169
	Railroad	5	0	0	2	0	0	3	0	0	0	3	0	11	2	13
	Bus	18	1	2	9	0	0	14	2	1	1	14	1	49	14	63
	Walk/Other	31	2	3	17	0	0	23	3	1	1	23	1	81	24	105
	Total	154	8	14	79	0	0	114	13	2	2	113	6	397	108	505
		In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	Total
MD	Auto	4	6	3	3	45	45	10	12	8	5	3	4	73	75	148
	Taxi	4	6	0	0	73	73	10	12	7	4	3	4	97	99	196
	Subway	8	12	12	12	101	101	21	23	5	3	6	9	153	160	313
	Railroad	0	0	0	0	8	8	0	0	0	0	0	0	8	8	16
	Bus	4	6	3	3	101	101	10	12	19	11	3	4	140	137	277
	Walk/Other	61	91	5	5	176	176	155	174	27	16	45	67	469	529	998
	Total	81	121	23	23	504	504	206	233	66	39	60	88	940	1,008	1,948
		In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	Total
PM	Auto	3	59	9	4	47	47	33	110	5	5	2	43	99	268	367
	Taxi	0	4	1	1	75	75	2	7	4	4	0	3	82	94	176
	Subway	3	54	36	15	104	104	30	100	3	3	2	40	178	316	494
	Railroad	0	5	1	1	8	8	3	10	0	0	0	4	12	28	40
	Bus	1	22	8	3	104	104	12	40	13	12	1	16	139	197	336
	Walk/Other	2	36	16	7	182	182	20	67	18	17	1	26	239	335	574
	Total	9	180	71	31	520	520	100	334	43	41	6	132	749	1,238	1,987
		In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	Total
Sat MD	Auto	10	7	5	5	57	57	64	53	7	4	3	2	146	128	274
	Taxi	1	0	1	1	92	92	4	3	5	3	0	0	103	99	202
	Subway	9	6	22	22	127	127	59	48	4	2	2	2	223	207	430
	Railroad	1	1	1	1	10	10	6	5	0	0	0	0	18	17	35
	Bus	4	2	5	5	127	127	23	19	15	9	1	1	175	163	338
	Walk/Other	6	4	10	10	223	223	39	32	21	12	2	1	301	282	583
	Total	31	20	44	44	636	636	195	160	52	30	8	6	966	896	1,862
Vehicle Trips:																
		In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	Total
AM	Auto (Total)	31	2	1	5	0	0	19	2	0	0	22	1	73	10	83
	Taxi	2	0	0	1	0	0	1	0	0	0	1	0	4	1	
	Taxi Balanced	2	2	1	1	0	0	1	1	0	0	0	0	4	4	8
	Truck	1	1	0	0	1	1	1	1	0	0	1	1	4	4	8
	Total	34	5	2	6	1	1	21	4	0	0	23	2	81	18	99
		In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	Total
MD	Auto (Total)	2	4	2	2	23	23	5	6	3	2	2	2	37	39	76
	Taxi	3	4	0	0	37	37	5	6	4	2	2	3	51	52	
	Taxi Balanced	6	6	0	0	66	66	10	10	5	5	4	4	90	90	180
	Truck	1	1	0	0	2	2	1	1	0	0	1	1	5	5	10
	Total	9	11	2	2	91	91	16	17	8	7	7	7	132	134	266
		In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	Total
PM	Auto (Total)	2	36	5	2	24	24	17	55	2	2	1	26	51	145	196
	Taxi	0	3	1	1	38	38	1	4	2	2	0	2	42	50	
	Taxi Balanced	3	3	2	2	67	67	4	4	4	4	2	2	82	82	164
	Truck	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	5	39	7	4	91	91	21	59	6	6	3	28	133	227	360
		In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	Total
Sat MD	Auto (Total)	6	4	3	3	29	29	21	18	3	2	2	1	64	57	121
	Taxi	1	0	1	1	46	46	1	1	3	2	0	0	52	50	
	Taxi Balanced	1	1	2	2	79	79	2	2	4	4	0	0	89	89	178
	Truck	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	7	5	5	5	108	108	23	20	7	6	2	1	153	146	299

Total Vehicle Trips

	In	Out	Total
AM (8-9)	81	18	99
MD (12-1)	132	134	266
PM (5-6)	133	227	360
Sat MD (1-2)	153	146	299

Notes: 25% Pass by/Linked-trip credit applied to Specialty Retail uses.

TABLE 11
Change in Peak Hour Volumes Due to the Proposed Modifications-
2008 FEIS and July 2008 Tech Memo vs. Proposed Development for Site 10

VEHICLE TRIPS											
	Proposed Development			2008 FEIS			July 2008 Tech Memo			Proposed Development vs. FEIS 2008	Proposed Development vs. 2008 Tech Memo
Total Vehicles	In	Out	Total	In	Out	Total	In	Out	Total	Increment	Increment
AM	81	18	99	249	39	288	171	27	198	(189)	(99)
MD	132	134	266	225	234	459	201	207	408	(193)	(142)
PM	133	227	360	215	439	654	196	350	546	(294)	(186)
SAT MD	153	146	299	220	214	434	211	207	418	(135)	(119)
SUBWAY TRIPS											
	Proposed Development			2008 FEIS			July 2008 Tech Memo			Proposed Development vs. FEIS 2008	Proposed Development vs. 2008 Tech Memo
Subway	In	Out	Total	In	Out	Total	In	Out	Total	Increment	Increment
AM	121	48	169	334	18	352	228	12	240	(183)	(71)
Midday	153	160	313	230	259	489	211	231	442	(176)	(129)
PM	178	316	494	228	565	793	213	442	655	(299)	(161)
SAT MD	223	207	430	255	248	503	244	239	483	(73)	(53)
RAILROAD TRIPS (COMMUTER RAIL)											
	Proposed Development			2008 FEIS			July 2008 Tech Memo			Proposed Development vs. FEIS 2008	Proposed Development vs. 2008 Tech Memo
Rail	In	Out	Total	In	Out	Total	In	Out	Total	Increment	Increment
AM	11	2	13	33	2	35	23	1	24	(22)	(11)
Midday	8	8	16	13	13	26	13	13	26	(10)	(10)
PM	12	28	40	15	52	67	14	40	54	(27)	(14)
SAT MD	18	17	35	18	18	36	18	17	35	(1)	(0)
BUS TRIPS											
	Proposed Development			2008 FEIS			July 2008 Tech Memo			Proposed Development vs. FEIS 2008	Proposed Development vs. 2008 Tech Memo
Bus	In	Out	Total	In	Out	Total	In	Out	Total	Increment	Increment
AM	49	14	63	134	7	141	91	5	96	(78)	(33)
MD	140	137	277	200	215	415	191	201	392	(138)	(115)
PM	139	197	336	216	332	548	205	282	487	(212)	(151)
SAT MD	175	163	338	241	218	479	234	232	466	(141)	(128)
WALK ONLY/OTHER TRIPS											
	Proposed Development			2008 FEIS			July 2008 Tech Memo			Proposed Development vs. FEIS 2008	Proposed Development vs. 2008 Tech Memo
Walk	In	Out	Total	In	Out	Total	In	Out	Total	Increment	Increment
AM	81	24	105	223	12	235	152	8	160	(130)	(55)
MD	469	529	998	738	958	1,696	599	749	1,348	(698)	(350)
PM	239	335	574	500	568	1,068	446	485	931	(494)	(357)
SAT MD	301	282	583	483	477	960	453	449	902	(377)	(319)

Public Transit

The 2008 FEIS and subsequent Technical Memoranda determined that the Expanded Arts Bonus Alternative under the 125th Street Corridor Rezoning would not result in any significant adverse subway impacts. However, the Expanded Arts Bonus Alternative would result in significant adverse impact in the AM peak hour to Metropolitan Transportation Authority (MTA) NYC Transit's Bx15 bus route in the southbound direction, and in the PM peak hour to three of MTA NYC Transit's bus routes, including: the M60 bus route in the eastbound direction, the M100 bus route in the northbound direction, and the Bx15 bus route in the northbound direction. As described in the 2008 FEIS, the addition of one peak direction

bus to the M60 and M100 bus routes in the PM peak hour would fully address the impacts to these routes under the Expanded Arts Bonus Alternative. The AM impact to the Bx15 route would be fully addressed by the addition of one southbound Bx15, and the PM peak hour impact to the Bx15 route would be fully addressed by the addition of two northbound buses under the Expanded Arts Bonus Alternative. As standard practice, MTA NYC Transit monitors bus ridership and increases service where operationally and fiscally feasible.

As shown in Table 10, the proposed development is expected to generate a total of approximately 169, 313, 494, and 430 subway trips during the weekday AM, weekday midday, weekday PM, and Saturday midday peak hours, respectively. As shown in Table 11, when compared to the subway trips estimated for Site 10 in the 2008 FEIS (352, 489, 793, and 503, respectively), the proposed development would result in a net decrease of 183 subway trips in the weekday AM peak hour, a decrease of 176 subway trips in the weekday midday, a decrease of 299 subway trips in the weekday PM, and a decrease of 73 subway trips in the Saturday midday period. When compared to the subway trips estimated for Site 10 in the July 2008 Technical Memorandum (240, 442, 655 and 483, respectively), the proposed development would result in a net decrease of 71 subway trips in the weekday AM peak hour, a decrease of 129 subway trips in the weekday midday, a decrease of 161 subway trips in the weekday PM, and a decrease of 53 subway trips in the Saturday midday period. As the subway trips resulting from the proposed development (compared to the 2008 FEIS and the July 2008 Technical Memorandum) would be fewer, they are not expected to result in any new significant adverse impacts to subway transit. All analyzed subway elements would operate at similar or better conditions in all analyzed peak hours compared to those predicted in the 2008 Environmental Review for the Expanded Arts Bonus Alternative.

Similarly, as shown in Table 10, the proposed development is expected to generate a total of approximately 63, 277, 336, and 338 bus trips during the weekday AM, weekday midday, weekday PM, and Saturday peak hours, respectively. As shown in Table 11, when compared to the bus trips estimated for Site 10 in the 2008 FEIS (141, 415, 548, and 479, respectively), the proposed development would result in a net decrease of 78 bus trips in the weekday AM peak hour, a decrease of 138 bus trips in the weekday midday, a decrease of 212 bus trips in the weekday PM, and a decrease of 141 bus trips in the Saturday midday period. When compared to the bus trips estimated for Site 10 in the July 2008 Technical Memorandum (96, 392, 487, and 466, respectively), the proposed development would result in a net decrease of 33 bus trips in the weekday AM peak hour, a decrease of 115 bus trips in the weekday midday, a decrease of 151 bus trips in the weekday PM, and a decrease of 128 bus trips in the Saturday midday period. As the net increments in bus transit with the proposed development (compared to the 2008 FEIS and the July 2008 Technical Memorandum) would be reduced, they are not expected to result in any new significant adverse bus transit impacts. Additionally, only approximately 8% of the dwelling units and 50% of commercial space projected in the 2008 Environmental Review are under construction or have been built to date, and additional development now planned that was not anticipated in the 2008 Environmental Review can reasonably be expected to supplant some of the development that was projected. Therefore, given the decreased demand generated by the proposed development as compared to the previously analyzed Site 10 projected development, and accounting for development that has occurred or is planned in the vicinity, conditions would likely be better at the maximum load points on some routes as compared to the conclusions of the 2008 Environmental Review. As standard practice, the MTA NYC Transit monitors bus ridership and increases service where operationally and fiscally feasible. Therefore, the proposed development, accounting for development that has occurred or is planned in the vicinity since 2008, would not be expected to result in any significant adverse public transit impacts not identified in the 2008 Environmental Review.

Pedestrians

The 2008 FEIS determined that the Expanded Arts Bonus Alternative for the 125th Street Corridor Rezoning would result in the potential for significant adverse pedestrian impacts to five analyzed

crosswalks along the 125th Street corridor, at Third, Lexington and Park Avenues, well east of the projected development. These include two that would occur due to changes in traffic patterns associated with the traffic mitigation plan proposed under this alternative. The 2008 FEIS found that these crosswalk impacts could be fully mitigated either by modest widening of the crosswalks or signal timing changes included in the traffic mitigation plan outlined in the FEIS. There would be no significant impacts to sidewalks or corner areas under the Expanded Arts Bonus Alternative analyzed in the 2008 FEIS. Both the Victoria Theater Redevelopment FEIS and the 2008 Environmental Review concluded that in the future with projected development, pedestrian elements within the vicinity of the proposed development site would operate at acceptable levels of service.

The net decrease in office and retail space with the proposed development would decrease pedestrian demand compared to the Expanded Arts Bonus Alternative in the 2008 FEIS and in subsequent Technical Memoranda. The proposed development is expected to generate a total of approximately 105, 998, 574, and 583 walk-only trips during the weekday AM, weekday midday, weekday PM, and Saturday midday peak hours, respectively (refer to Table 10). When combined with subway, railroad, and bus transit trips, the total pedestrian trips generated by the proposed development would be 350, 1,604, 1,444, and 1,386 trips during the weekday AM, weekday midday, weekday PM, and Saturday midday peak hours, respectively. Compared to the total pedestrian trips (i.e., walk-only, subway, railroad and bus trips combined) estimated for Site 10 in the 2008 FEIS (763, 2,626, 2,476, and 1,978, respectively), the proposed development would result in a net decrease of 413 pedestrian trips in the weekday AM peak hour, a decrease of 1,022 pedestrian trips in the weekday midday, a decrease of 1,032 pedestrian trips in the weekday PM, and a decrease of 592 pedestrian trips in the Saturday midday period. Compared to the total pedestrian trips (i.e., walk-only, subway, railroad and bus trips combined) estimated for Site 10 in the July 2008 Technical Memorandum (520, 2,208, 2,127, and 1,886, respectively), the proposed development would result in a net decrease of 170 pedestrian trips in the weekday AM peak hour, a decrease of 604 pedestrian trips in the weekday midday, a decrease of 683 pedestrian trips in the weekday PM, and a decrease of 500 pedestrian trips in the Saturday midday period. These reductions in walk-only trips, along with decreased pedestrian demand associated with trips to and from area subway stations, commuter rail lines, and bus stops, would be distributed along sidewalks, corner areas, and crosswalks in proximity to the project site.

As the net increments in pedestrians associated with the proposed development site (compared to the 2008 Environmental Review) would be reduced, the proposed development would not result in any new significant adverse pedestrian impacts. Additionally, only approximately 8% of the dwelling units and 50% of commercial space projected in the 2008 Environmental Review are under construction or have been built to date, and additional development now planned that was not anticipated in the 2008 Environmental Review can reasonably be expected to supplant some of the development that was projected. Based on more current data than the 2008 Environmental Review, projected pedestrian conditions presented in the *Victoria Theater Redevelopment Project FEIS*, illustrate that 2014 future pedestrian conditions, including the Victoria Theater Redevelopment and the other developments now planned for the vicinity, when adjusted to 2017 conditions, would be comparable to what was forecasted for 2017 for the primary proposed action in the 2008 FEIS. For example, the weekday two-way pedestrian volumes on the north side of West 125th Street between Lenox Avenue and Adam Clayton Powell Jr. Boulevard, adjusted for 2017, would be approximately 251, 611, and 513 in the AM, MD, and PM peak periods, respectively, as compared to 230, 576, and 500 in the 2017 future as analyzed in the 2008 FEIS.[19] Thus, it can be expected that with the substantial reductions in projected pedestrian volumes from the proposed development, accounting for additional development projected for the area, all analyzed pedestrian elements would operate at similar or better conditions in all peak periods to those with the Expanded Arts Bonus Alternative in the 2008 Environmental Review.

[19] As specified in the *2012 CEQR Technical Manual*, an annual background growth rate of 0.25 percent was applied to the *Victoria Theater Redevelopment Project FEIS* 2014 future traffic volumes in order to obtain estimates of 2017 pedestrian volumes.

Parking

The 2008 Environmental Review concluded that no significant adverse impacts to off-street public parking were anticipated as a result of the 125th Street Corridor Rezoning project. The proposed development would include a parking garage with up to 225 spaces (compared to 196 spaces analyzed for the Expanded Arts Bonus Alternative in the 2008 FEIS and subsequent Technical Memoranda). As seen below in Table 12, the proposed parking garage's supply would satisfy demand generated by the proposed development with the exception of weekdays that coincide with a conference. When there is an event at the conference center, the parking garage would operate at capacity from approximately 9 AM to 4 PM and a maximum of approximately 21 vehicles would be required to park at a different location. The primary proposed action analyzed in the 2008 FEIS projected that, in the 2017 With-Action condition, the number of available off-street parking spaces within an approximate ¼ mile of Site 10 would total 371 in the weekday midday and 591 in the overnight period. As such, it is expected that there would be ample parking available in the surrounding area to accommodate this minimal increase in parking demand resulting from the proposed development. Furthermore, as this increase in parking demand would only occur during a portion of the day on weekdays that coincide with a conference, it is expected that the proposed development would not result in any significant adverse parking impacts and the conclusions of the 2008 Environmental Review would not be altered.

TABLE 12
Weekday Parking Accumulation for the Proposed Development (Site 10)

	Office[1]		Residential[2]		Specialty Retail[3]		Community Facility[4] Office		Conference Center[4]		Museum		Accumulation
	75,000	gsf	114	du	89,000	gsf	55,000	gsf	56,000	gsf	24,000	gsf	(Overnite demand)
	In	Out	In	Out	In	Out	In	Out	In	Out	In	Out	51
12-1 AM	0	0	0	0	0	0	0	0	0	0	0	0	51
1-2	0	0	0	0	0	0	0	0	0	0	0	0	51
2-3	0	0	0	0	0	0	0	0	0	0	0	0	51
3-4	0	0	0	0	0	0	0	0	0	0	0	0	51
4-5	0	0	0	0	0	0	0	0	0	0	0	0	51
5-6	0	0	0	1	0	0	0	0	0	0	0	0	50
6-7	3	0	1	2	0	0	2	0	10	0	0	0	64
7-8	11	0	1	3	0	0	9	0	13	1	0	0	94
8-9	31	2	1	5	0	0	22	2	19	2	0	0	156
9-10	15	3	1	3	14	3	11	2	34	8	1	0	213
10-11	6	1	1	2	18	9	3	1	13	7	2	0	236
11-12	3	2	1	2	20	14	3	1	8	8	2	1	245
12-1 PM	2	4	2	2	23	23	2	3	5	6	3	2	242
1-2	3	3	2	2	22	22	2	2	12	12	2	1	243
2-3	3	2	2	2	21	21	2	2	13	12	1	1	245
3-4	4	4	3	2	21	21	2	2	12	12	2	2	246
4-5	3	15	4	2	22	22	2	12	12	29	1	2	208
5-6	2	36	5	2	24	24	1	26	17	55	1	2	113
6-7	2	11	3	1	19	18	2	8	11	21	1	2	90
7-8	1	7	3	1	17	18	2	4	7	11	1	2	78
8-9	1	0	2	1	13	18	1	1	1	1	0	1	74
9-10	0	0	1	1	4	18	0	0	0	0	0	1	59
10-11	0	0	1	0	1	6	0	0	0	0	0	0	55
11-12	0	0	0	0	0	2	0	0	0	0	0	0	53
	90	90	34	34	239	239	66	66	187	185	17	17	

Notes:
1. Based on the sharp peaking pattern for Office use from "Urban Space For Pedestrians," Pushkarev & Zupan
2. Residential temporal distribution source: ABC West End Avenue Properties FEIS, p.II.1-41
3. ITE Land Use code (820) Shopping Center
4. PHA projection based on pattern for Office, adjusted to reflect Conference Center use

AIR QUALITY

The 2008 Environmental Review concluded that the 125th Street Corridor Rezoning would neither cause nor exacerbate an exceedance of an air quality standard nor cause the exceedance of a significant impact threshold and therefore, would not result in significant adverse impacts related to mobile or stationary source emissions.

Mobile Source

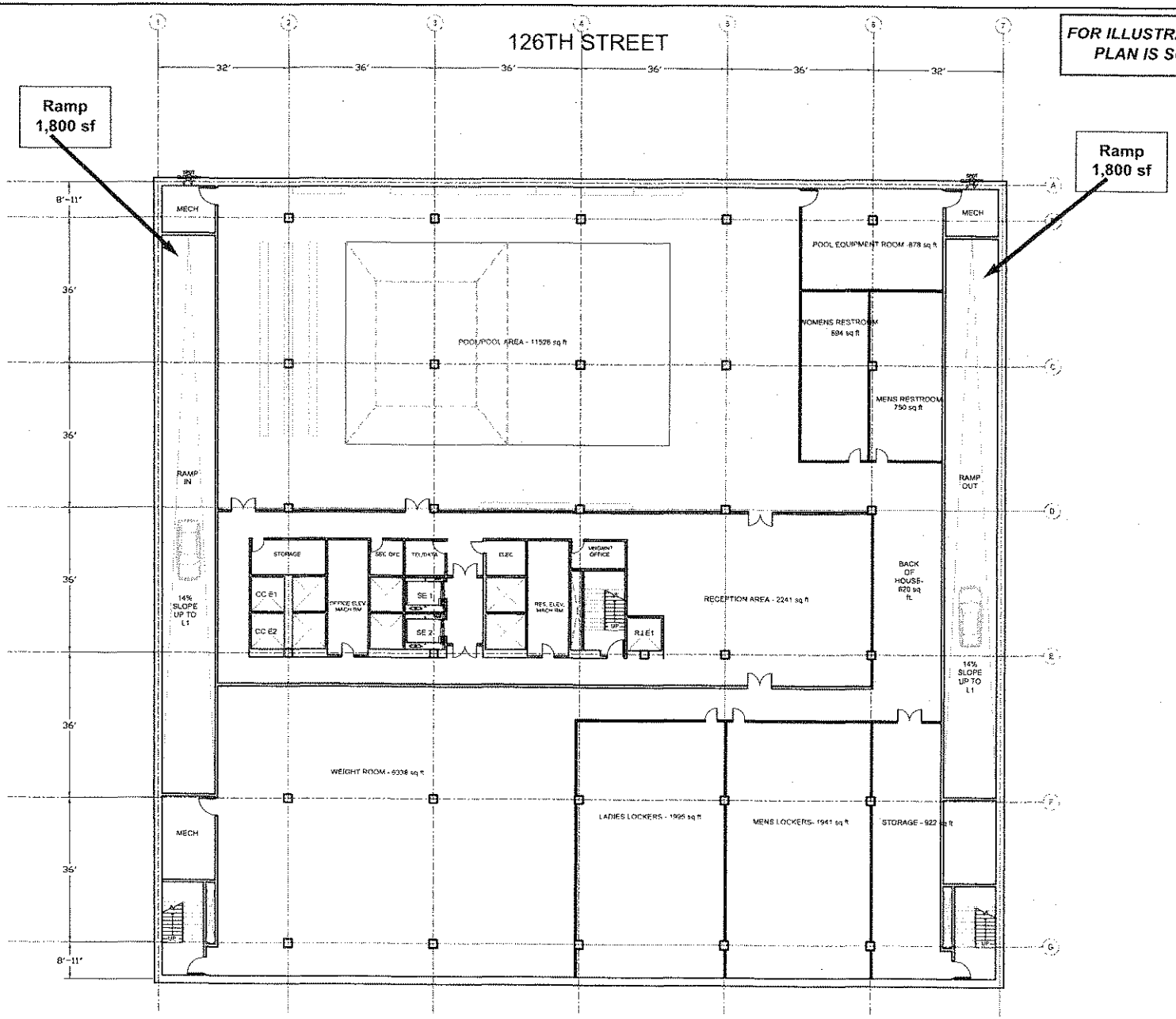
As discussed in the "Transportation" section above, the proposed development would result in incremental net decreases of vehicle trips during all analyzed peak hours compared to the Site 10 program analyzed under the Expanded Arts Bonus Alternative in the 2008 FEIS and July 2008 Technical Memorandum. Moreover, only 8% of the dwelling units and 50% of the commercial uses projected in the 2008 Environmental Review are under construction or have been built to date, and additional development now planned that was not anticipated in the 2008 Environmental Review can reasonably be expected to supplant some of the development that was projected. Therefore, the overall amount of vehicle trips generated by the proposed development, as well as other development that has occurred or is planned in the vicinity, would be similar to or less than what was analyzed as part of the 2008 Environmental Review and would not result in any significant adverse mobile source air quality impacts or alter the findings of the 2008 Environmental Review.

Garage Air Quality Analysis

As described previously, the proposed development would include a below-grade parking garage with up to 225 spaces (compared to 196 spaces analyzed for the Expanded Arts Bonus Alternative in the 2008 Environmental Review). The proposed garage would occupy two sub-cellar levels of the proposed development and would be accessible from a ramp entrance on the south side of West 126th Street at the northwest corner of the building (see Figure 3). As shown in Figure 3, vehicles would exit the garage onto West 126th Street via a separate ramp located at the northeast corner of the building. Total area of the proposed garage would be approximately 89,238 gsf. Total travel distance for both ramps would be approximately 300 feet, with each ramp expected to be approximately 12 feet wide.

Based on the guidelines provided in the *2012 CEQR Technical Manual Appendices,* a garage analysis was conducted. Per guidance from NYCDEP, a persistence factor of 0.70 was used to convert 1-hour CO values to 8-hour CO values. EPA's MOBILE6.2 emissions model was used to obtain emission factors for hot (entering) and cold (exiting) vehicles as well as idling vehicles and vehicles traveling on West 126th Street for the line source contribution for the garage analysis. Based on field data from similar garage analyses, passenger vehicles were divided into 76 percent autos and 24 percent SUVs for the purposes of obtaining a composite emission factor. Exiting vehicles were assumed to idle for one minute before departing, and speeds within the proposed garage were 5 mph. Figures 14 through Figure 16 show the sub-levels of the proposed development.

Weekday volume would be greater at the proposed garage than the average volume for cars on a weekend. As a conservative analysis, the 1-hour periods with the greatest volumes of incoming and outgoing vehicles for the garage were used in the analysis. Concerning incoming vehicles, the 9:00 AM to 10:00 AM hour would have approximately 76 cars entering the garage via the West 126th Street curb cut, while the highest number of outgoing vehicles would occur from 5:00 PM to 6:00 PM with 145 in volume. A combined ramp distance representing travel distances into and out of the garage levels is 300 feet. Although no location for the garage vent has been finalized, a conservative assumption would be a vent placed 12 feet above the garage ramp entrance above the south sidewalk of West 126th Street. The worst-case receptor points for the garage vent would be: 1) a pedestrian standing below the vent on West

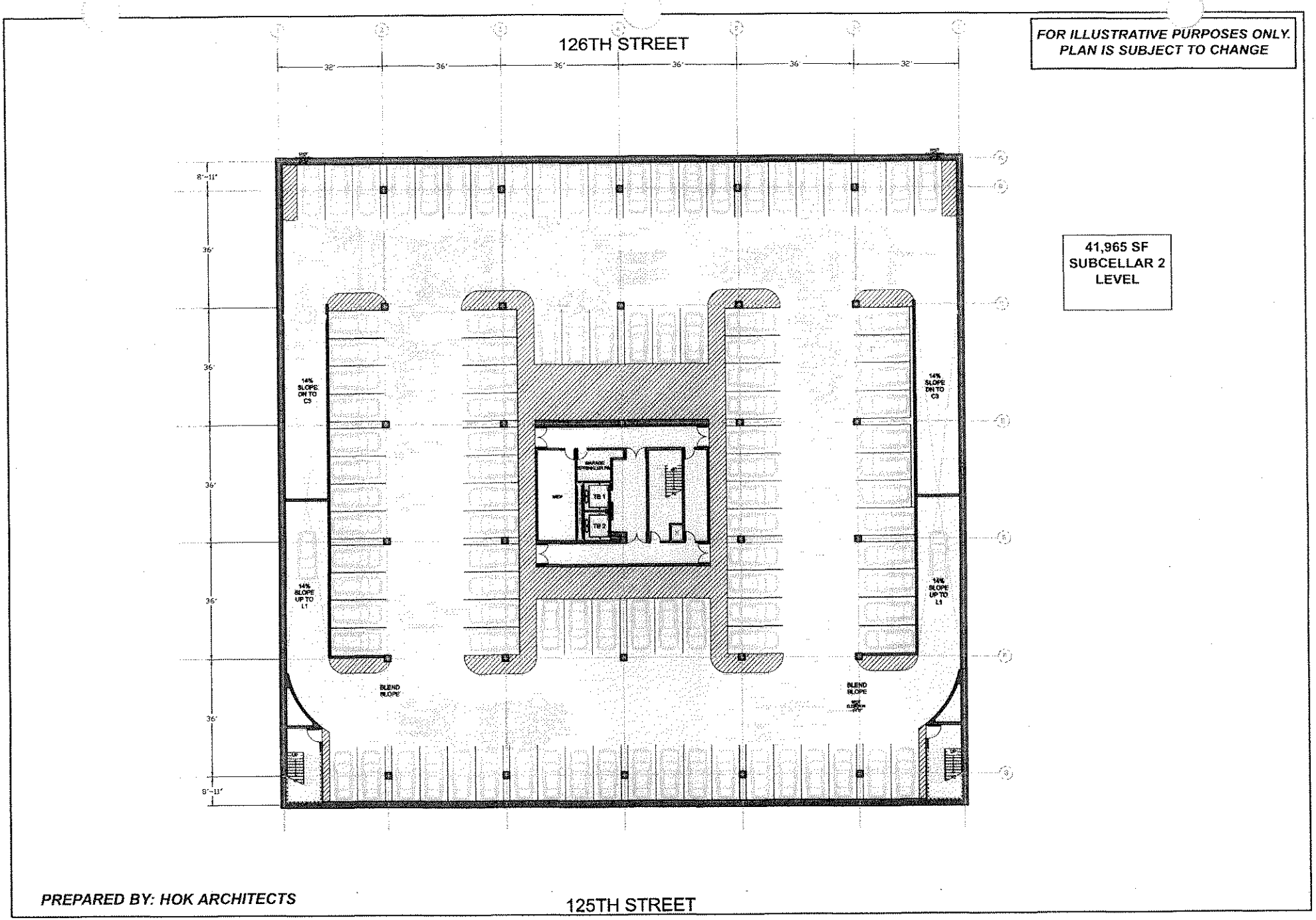


PREPARED BY: HOK ARCHITECTS

121 WEST 125TH STREET DEVELOPMENT

FIGURE 14

PRELIMINARY CELL[illegible] PLAN FOR PROPOSED DEVELOPMENT AT 121 WEST 12[illegible] STREET

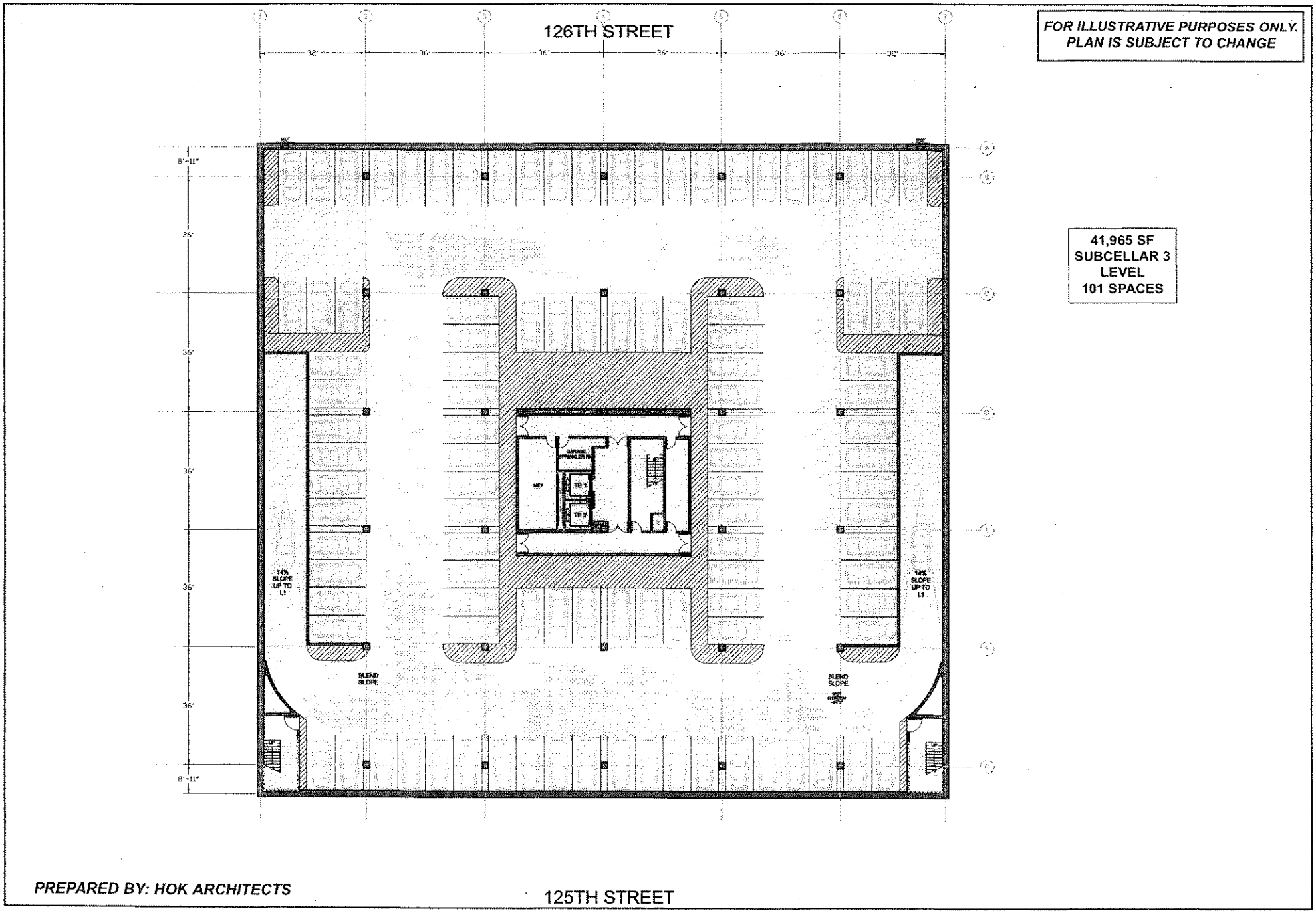


PREPARED BY: HOK ARCHITECTS

121 WEST 125TH STREET DEVELOPMENT

FIGURE 15

PRELIMINARY SUBCELLAR 2 PLAN FOR PROPOSED DEVELOPMENT AT 121 WEST 125TH STREET



121 WEST 125TH STREET DEVELOPMENT

FIGURE 16

PRELIMINARY SUBCELLAR 3 PLAN FOR PROPOSED DEVELOPMENT AT 121 WEST 125TH STREET

126th Street, on the sidewalk adjacent to the building six feet from the development and 2) a second pedestrian standing on the West 126th Street sidewalk, directly across the street from the first pedestrian and vent location. Table 12 shows the calculations for the proposed multi-level below-grade parking garage.

TABLE 12
CO Concentrations from Parking Garage

Project Build Year:	**2017**	Borough:	**Manhattan**		
Garage Data & Emissions:					
Cars Out (cold cars): 145	Cars In (hot cars): 76			Total Vehicles: 221	
Garage Length:	208	Feet =	63.40	meters	
Garage Width*:	429.029	Feet =	130.77	meters	
Ramp Length:	300	Feet =	91.44	meters	
Garage Area:	89,238	ft² =	8290.48	m²	
Travel Distance:	653.2	Feet =	199.09	meters	
Adjacent Sidewalk Dist.:	6	Feet =	1.83	meters	
Opposite Sidewalk Dist.:	48	Feet =	14.63	meters	
Receptor Height	6	Feet =	1.83	meters	
Effective Emis. Ht. (H):	12	Feet =	3.66	meters	
MOBILE6.2 emissions:					
Travelling Emission (cold)	at 5 mph	@ 50 °F:	19.0110	g/veh-mi	
Travelling Emission (hot)	at 5 mph	@ 50 °F:	10.1432	g/veh-mi	
Travelling Emission (cold)	at 5 mph	@ 50 °F:	19.0110	g/veh-mi	
Travelling Emission (hot)	at 5 mph	@ 50 °F:	10.1432	g/veh-mi	
Idle Emissions for Cold Cars		@ 50 °F:	0.8784	g/veh-min	
Volumetric Flow Rate of Garage Air:			**1**	ft³/min-ft²	
Average Idle Time for Vehicles in Garage:			**1**	min/veh	
Average Wind Velocity:			**1**	m/sec	

Emissions		**g/sec**	**1-hr Concentrations**		**g/m³**	**ppm**
Incoming Vehicles		0.0265	Background			**3.5**
Outgoing Vehicles		0.1301	Qtot / A V		3.72E-03	3.2349
Total (In + Out)		0.1566	Adjacent Sidewalk		2.24E-03	1.9469
			Line Source Contr.		3.45E-04	0.3000
Distrib. (m)	**Adjacent**	**Opposite**	Across Street		1.83E-03	1.5885
r o	3.6614	3.6614				
r y'	0.2925	2.3357	**8-hr Concentrations**		**g/m³**	**ppm**
r y	3.6731	4.3430	De Minimus Criterion		4.02E-03	3.5000
r z'	0.2560	2.0438	Adjacent Sidewalk		1.57E-03	1.3628
r z	3.6703	4.1932	Project Status:			**Pass**
v (g/m³)	3.70E-03	2.47E-03	Across Street		1.52E-03	1.3220
			Project Status:			**Pass**

*Average width based on floor area
Source: Sandstone Environmental Associates, Inc.

CO values contributed from free-flow traffic on West 126th Street in front of the garage were also modeled to determine the overall level of CO values at the development. Peak hour background traffic volumes for this analysis were taken from the 2014 Build volumes in the *Victoria Theater Redevelopment Project FEIS* (February 2013) and projected for the analysis year of 2017. A value of 698 vehicles was used as the worst-case analysis for the arterial roadway, which was obtained by applying an annual background growth rate of 0.25% to the Victoria Theater 2014 Build volumes for the peak PM period and adding the worst-case weekday hourly garage volume of 221. Emission factors were obtained from MOBILE6.2 using a speed of 30.0 mph, which is the speed limit posted throughout New York City. The vehicular mix used was 76 percent autos and 24 percent SUVs. The resulting composite emission factor in 2017 for vehicles traveling 30 mph was 8.64 g/veh/mile. This emission factor was used in the CAL3QHC dispersion model to obtain CO line source concentrations from roadway traffic for the receptor point on the far sidewalk.

The worst-case carbon monoxide 8-hour concentration due to garage activities at the proposed development would be 1.36 ppm at the adjacent sidewalk six feet below the garage vent and 1.11 ppm on the far sidewalk across West 126th Street approximately 48 feet away from the garage wall. Adding in the worst-case 8-hour background concentration of 2.0 ppm and the 8-hour line source concentration of 0.14 ppm for the far sidewalk would result in a total worst-case 8-hour CO concentration level of 3.4 ppm at a pedestrian receptor point on the adjacent sidewalk and 3.3 ppm at a pedestrian receiver across the street. These values are below the 8-hour NAAQS of 9 ppm and the NYCDEP *de minimis* criteria and therefore, pursuant to *2012 CEQR Technical Manual* guidelines no significant adverse air quality impacts would result from the proposed garage.

Stationary Source

As part of the 2008 Environmental Review, (E) designations for HVAC systems have been mapped on all projected and potential development sites, which would preclude the potential for significant adverse stationary source air quality impacts and would restrict the placement of a building's vent stack and/or restrict the type of fuel used for HVAC system. The July 2008 Technical Memorandum, which reduced the allowable residential and commercial density and reduced maximum building height within the Core Subdistrict, revised the (E) designation for projected development 10 (Block 1910, Lots 1 and 7501) to state:

> Block 1910, Lots 1 and 7501 (projected development site 10)
> **Any new residential and/or commercial development on Block 1910, Lots 1 and 7501 must ensure that heating, ventilation and air conditioning stack(s) are located at least 95 feet and 39 feet for oil No. 4 and Oil No. 2 from the lot lines facing Adam Clayton Powell Jr. Boulevard or use Natural Gas as the type of fuel for space heating and hot water (HVAC) systems, to avoid any potential significant adverse air quality impacts.**

Compared to the Site 10 program analyzed in the July 2008 Technical Memorandum, the proposed development is slightly taller, with an overall height of approximately 235 feet (includes 40-foot tall mechanical space). The proposed mixed-use development would consist of an estimated 377,000 gsf.[20] In accordance with CEQR guidelines, the stack height for the emissions vent was estimated at three feet higher than the building height of 235 feet. The proposed development would comply with the site's (E) designation and would utilize natural gas for its anticipated fuel type. Based on the development's square footage, anticipated fuel type (natural gas), and estimated stack height, Figure 17-8 in the Air Quality Appendix of the *2012 CEQR Technical Manual* indicates that the minimum required distance between the proposed development and a building of similar or greater height would be approximately 135 feet. The

[20] The 377,00 gsf of development excludes parking.

only building of similar or greater height in the vicinity of the site is the approximately 250-foot tall Adam Clayton Powell Jr. New York State Office building at 163 West 125th Street. It is located at the southeast corner of West 126th Street and Adam Clayton Powell Boulevard approximately 200 feet to the west of the proposed development. As shown in Figure 17, the size of the proposed development is plotted against the distance to the State Office Building (approximately 200 feet) and the respective point is located below the applicable curve (165 feet), and therefore, no significant air quality impacts associated with HVAC systems would be anticipated as a result of the proposed development.

As discussed in the "Land Use and Zoning" section above, the area surrounding the proposed development site is a mix of commercial, retail, residential, institutional, cultural and parking uses. The proposed development would not be located within 1,000 feet of a large emission source such as a power generating plant. It would also not be located within 400 feet of manufacturing or processing facilities or a stack emission associated with commercial, institutional, or large-scale residential development. In addition, the proposed development would not be located near a medical, chemical, or research lab.

Therefore, the proposed development would not result in any new significant adverse stationary source air quality impacts, and would not alter the findings of the 2008 Environmental Review relative to stationary source air quality.

NOISE

Mobile Source

The 2008 Environmental Review concluded that the 125th Street Corridor Rezoning would not result in significant adverse impacts related to mobile source noise. As discussed in the "Transportation" section above, the proposed development would result in a net decrease increase of vehicle trips during all analyzed peak hours compared to the Site 10 program analyzed under the Expanded Arts Bonus Alternative in the 2008 FEIS and July 2008 Technical Memorandum. Moreover, only 8% of the dwelling units and 50% of the commercial uses projected in the 2008 Environmental Review are under construction or have been built to date. Therefore, the overall number of vehicle trips generated by the proposed development, as well as background development, would be less than what was analyzed as part of the 2008 Environmental Review and would not result in any significant adverse mobile source noise impacts or alter the findings of the 2008 Environmental Review.

Stationary Source

The 2008 Environmental Review concluded that (E) designations would be placed on all projected and potential development sites in order to create a mechanism for providing sufficient building noise attenuation to avoid significant adverse impacts related to noise within new development projects. Residential, commercial and community facility development on lots mapped with an (E) designation are required to provide sufficient noise attenuation ranging from 30 dBA to 40 dBA for the exterior façade to maintain interior noise levels of 45 dBA or lower, therefore precluding the potential for significant adverse noise impacts. Site 10 (Block 1910, parts of Lots 1 and 7501), which was projected to be developed with commercial and arts-related uses, was identified as requiring 35 dBA of window wall attenuation, and an (E) designation is currently mapped on the site (refer to Table 13). Sound attenuation of 35 dBA can be achieved through installing double glazed windows on a heavy frame in masonry structures or windows consisting of laminated glass.

FIG App 17-8
NO_2 BOILER SCREEN
COMMERCIAL AND OTHER NON-RESIDENTIAL DEVELOPMENT - NATURAL GAS

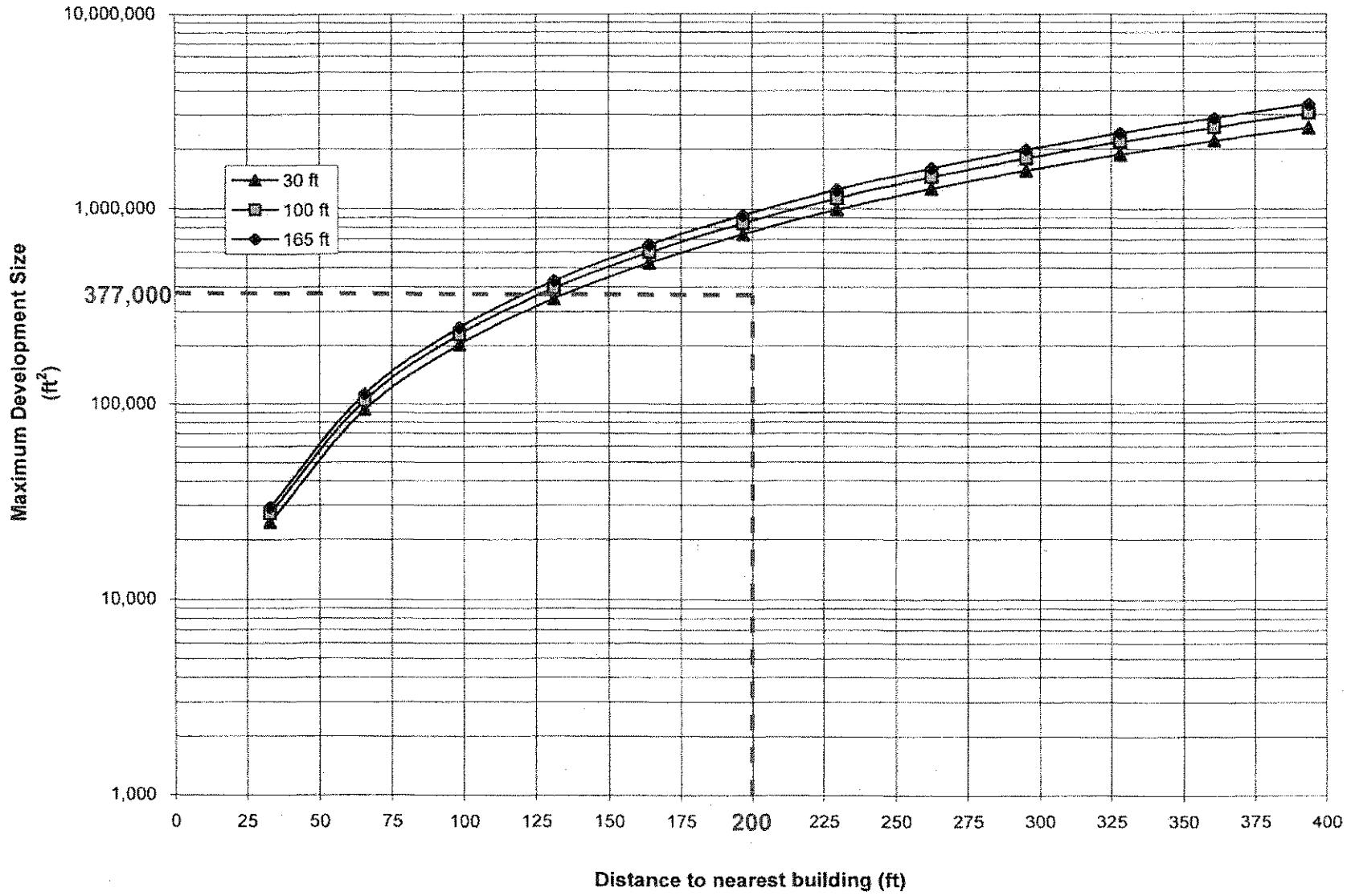


TABLE 13
Minimum Building Attenuation to Comply with CEQR Requirements Identified in the 2008 FEIS

		2008 FEIS		
	Proposed Use	Monitor Location	Max L_{10} (dBA)	Attenuation Required (dBA)*
Projected Development Site 10 (Block 1910, Lots 1 and 7501)	Retail, Office, Arts	S8- 9 E. 126th St.	73.1 dBA	35
		S10- 120 W. 125th St.	81.5 dBA	
		S11- 2075 Adam C. Powell Blvd.	74.1 dBA	

* Required attenuation was determined based on noise monitoring conducted at three sites (S8: north side of 126th St. between 5th and Lenox Aves., S10: south side of W. 125th St. between Lenox Ave. and Adam C. Powell Blvd., and S11: Adam C. Powell Blvd. between W. 123rd/W. 124th Sts.)
Source: *West 125th Street Corridor Rezoning and Related Actions FEIS* (2008)

As the noise measurements presented in the 2008 Environmental Review were taken in 2006, more recent noise monitoring data were researched in the vicinity of the project site in order to determine whether ambient noise levels adjacent to the site have increased to a degree that would warrant additional attenuation. The *Victoria Theater Redevelopment Project Draft FEIS* (February 2013) identified and measured ambient noise levels in the vicinity of the project site, along the north side of West 125th Street and the south side of West 126th Street between Malcolm X and Adam Clayton Powell Jr. Boulevards (noise measurements made in 2011). This receptor location is approximately one block to the west of the project site, and is therefore assumed to be representative of noise conditions for the 121 West 125th Street development site. According to the *2012 CEQR Technical Manual*, it is generally best to use the descriptors of $L_{eq(1)}$ or $L_{10(1)}$ for purposes of vehicular traffic noise analysis. $L_{eq(1)}$ captures an hour's total noise energy at the location, and $L_{10(1)}$ represents the level exceeded 10 percent of the time. The $L_{10(1)}$ descriptor can be considered an average of the peak noise levels at a given location. Table 14 below provides the L_{eq} and L_{10} noise levels monitored on the north side of West 125th Street and the south side of West 126th Street between Frederick Douglas and Adam Clayton Powell Jr. Boulevards as part of the *Victoria Theater Redevelopment Project FEIS*:

TABLE 14
Noise Levels at 237 West 125th Street (in dBA)

Location	Time	2011 Levels		Predicted 2014 Levels
		L_{eq} (dBA)	L_{10} (dBA)	L_{10} (dBA)
North side of W. 125th St. between Adam C. Powell Jr. Blvd. and Frederick Douglass Blvd.	AM (7:30 AM- 9:00 AM)	**74.3**	**77.8**	**79.3**
	MD (12:30 PM- 2:00 PM)	73.5	76.5	78.0
	PM (5:00 PM- 6:30 PM)	72.8	75.0	76.5
South Side of W. 126th St. between Adam C. Powell Jr. Blvd. and Frederick Douglass Blvd.	AM (7:30 AM- 9:00 AM)	**65.5**	**68.4**	68.8
	MD (12:30 PM- 2:00 PM)	63.4	65.8	**70.4**
	PM (5:00 PM- 6:30 PM)	64.9	67.8	68.2

Source: *Victoria Theater Redevelopment Project FEIS* (February 2013)

The above noise measurements indicate that the surrounding area's existing noise levels are mostly in the marginally unacceptable range for residential uses according to CEPO-CEQR Exterior Noise Standards. The *2012 CEQR Technical Manual* has set noise attenuation quantities for buildings based on exterior noise levels, as shown in Table 15 below. Recommended noise attenuation values for buildings are designed to maintain interior noise levels of 45 dBA or lower for residential, hotel, residential community room or performance space uses and 50 dBA or lower for commercial, restaurant, or office uses, and are determined based on exterior L_{10} noise levels.

TABLE 15
Required Attenuation Values To Achieve Acceptable Interior Noise Levels

	Marginally Unacceptable				Clearly Unacceptable
Noise level with proposed action	$70<L_{10}<73$	$73<L_{10}<76$	$76<L_{10}<78$	$78<L_{10}<80$	$80<L_{10}$
Attenuation [A]	(I) 28 dB(A)	(II) 31 dB(A)	(III) 33 dB(A)	(IV) 35 dB(A)	36 dB(A) + $(L_{10} - 80)^{B}$ dB(A)

[A]The above composite window-wall attenuation values are for residential dwellings and community facility development. Commercial office spaces and meeting rooms would be 5 dB(A) less in each category. All the above categories require a closed window situation and hence an alternative means of ventilation.

[B] Required attenuation values increase by 1 dB(A) increments for L_{10} values greater than 80 dBA.

Source: New York City Department of Environmental Protection

As indicated in Table 15, with exterior $L_{10(1)}$ noise levels ranging from 76.5 to 79.3 dBA on the north side of West 125th Street, the proposed development on Site 10 would require an attenuation of 35 dBA on its West 125th Street (southern side) façade of the building for residential dwellings and community facility development, as is required by the existing (E) designation for the proposed development site. Commercial uses would require 5 dBA less of attenuation on West 125th Street. This can be achieved by including standard double-glazed windows with good sealing properties, and closed window condition with an alternate method of ventilation. In order to maintain a closed-window condition, an alternate means of ventilation must also be provided. Alternate means of ventilation includes, but is not limited to, central air conditioning or air conditioning sleeves containing air conditioners or HUD approved fans. Such measures would provide a minimum of 35 dBA of indoor noise attenuation, and would provide sufficient attenuation to satisfy CEQR requirements. Furthermore, this level of attenuation would satisfy the (E) designation requirements of the 2008 Environmental Review.

As also shown in Table 15, with exterior $L_{10(1)}$ noise levels ranging from 68.2 to 70.4 dBA on the south side of West 126th Street, the proposed development on Site 10 would require an attenuation of 28 dBA on West 126th Street (northern side) façade of the building to maintain acceptable interior noise levels.

The proposed development would therefore comply with the requirements of the (E) designation for development on the proposed development site, which is consistent with the above evaluation. In addition, the proposed building's mechanical systems (i.e., heating, ventilation, and air conditioning) would be designed to meet all applicable noise regulations and to avoid producing levels that would result in any significant increase in ambient noise levels. Therefore, with provision of the requisite attenuation, the proposed development would not result in any significant adverse noise impacts.

PUBLIC HEALTH

The 2008 Environmental Review determined that the 125th Street Corridor Rezoning would not result in any significant adverse public health impacts. The proposed development would not alter these conditions, as no significant new air quality, hazardous materials, or noise impacts have been identified, and no changes to anticipated solid waste management practices would occur.

NEIGHBORHOOD CHARACTER

The 2008 Environmental Review did not identify any significant adverse neighborhood character impacts associated with the 125th Street Corridor Rezoning. The analysis noted that the approved rezoning would result in changes to the neighborhood character of 125th Street corridor with respect to land use, socioeconomic conditions, historic resources, urban design and visual resources, traffic, shadows and

street-level pedestrian activity. The analysis concluded the 125th Street Corridor Rezoning would have had a strong positive effect on the area by sustaining the ongoing revitalization of the 125th Street corridor through encouraging mixed-use development, including commercial, residential, entertainment, and arts-related uses. In addition, the rezoning would preserve the area's strong built character and existing residential uses.

The proposed development would not result in any new significant adverse impacts to any of the contributing elements that define neighborhood character, including land use, socioeconomic conditions, open space, historic and cultural resources, urban design and visual resources, shadows, traffic, and noise. Overall, the proposed development would improve neighborhood character by introducing a range of uses, including residential, office, retail, museum, and conference center uses that would further activate the proposed development site. The proposed residential, commercial, and museum uses would not conflict with surrounding land uses. The proposed development would be part of an ongoing trend that is shaping the existing mixed-use neighborhood in this area, and would contribute to and support the continued growth of the neighborhood and further contribute towards creating a vibrant pedestrian environment. The approximately 24,000 gsf of museum space would further enhance the area's identity as an arts and cultural destination.

As noted in the applicable sections of this technical memorandum, no additional significant adverse impacts are likely to occur to shadows, traffic and transportation, noise or air quality as a result of the proposed development. Therefore, no significant adverse impacts to neighborhood character are expected, and the findings of the 2008 Environmental Review relative to neighborhood character would not change.

CONSTRUCTION

As stated in the *2012 CEQR Technical Manual,* construction activities, although temporary in nature, can sometimes result in significant adverse impacts that may affect a number of technical areas assessed for the proposed project's operational period. The 2008 Environmental Review analyzed the potential construction impacts of all projected and potential development sites, including Site 10, assumed for the 125th Street Corridor Rezoning regarding historic resources, natural resources, hazardous materials, traffic and parking, air quality, and noise. Of these, significant adverse impacts during construction were expected to occur only for historic resources, which impacts were unrelated to the project development on Site 10. Inadvertent construction-related damage could potentially occur to eight eligible and potentially eligible historic resources (including the Metro-North 125th Street Station, the Park Avenue Viaduct, the former Twelfth Ward Bank, Blumstein's Department Store, 221 East 124th Street, the Apartment Building at 2075-2087 Lexington Avenue, the Lenox Avenue/West 125th Street Subway Station and the H.C.F. Koch Department Store), which would be unmitigated because development activity on development sites nearby or adjacent to these eligible resources was expected to occur as-of-right.

As described above, the proposed development site at 121 West 125th Street (part of Lot 1 on Block 1910) is not located adjacent to or within 90 feet of a historic resource, and therefore, it is not expected to result in potential indirect physical impacts or damage to any historic resources caused by ground-borne vibrations or other potential construction-related activities. All buildings are provided some protection in New York City from accidental damage through New York City Department of Building (DOB) controls that govern the protection of any adjacent properties from construction activities, under Building Code Section 27-166 (C26-112.4). For all construction work, Building Code Section 27-166 (C26-112.4) serves to protect buildings by requiring that all lots, buildings, and service facilities adjacent to foundation and earthwork areas be protected and supported in accordance with the requirements of Building Construction Subchapter 7 and Building Code Subchapters 11 and 19.

As shown in Table 2, the total gross square feet of development for Site 10 would be reduced as compared to the programs analyzed for Site 10 in the Expanded Arts Bonus Alternative of the 2008 FEIS.

and in the July 2008 Technical Memorandum. As described in greater detail below, as construction of the proposed development would include similar stages and activities to the development program analyzed for Site 10 in the 2008 Environmental Review, no new or additional construction impacts are anticipated.

Similar to other developments in the City, construction of the proposed development for Site 10 would result in temporary disruption to the surrounding area, including some noise, and traffic associated with the delivery of materials, construction machinery, and arrival of workers on the site. As the construction period for the proposed development is expected to last approximately 20 months, it is considered a short-term construction project (as per the CEQR definition). During this time, construction activities for the project would normally take place Monday through Friday, although the delivery or installation of certain critical equipment could occur on weekend days. The permitted hours of construction are regulated by DOB and apply to all areas of the City. In accordance with those regulations, work would begin at 7:00 AM on weekdays, although some workers would arrive and begin to prepare work areas between 6:00 and 7:00 AM.

The construction of the proposed development would comply with applicable control measures for construction noise. Construction noise is regulated by the New York City Noise Control Code and by the Environmental Protection Agency noise emission standards for construction equipment. These federal and local requirements mandate that certain classifications of construction equipment and motor vehicles meet specified noise emissions standards. Except under exceptional circumstances, construction activities must be limited to weekdays between the hours of 7 AM and 6 PM. Construction material must also handled and transported in such a manner as to not create unnecessary noise.

Dust emissions can occur from hauling debris and traffic over unpaved areas. All appropriate fugitive dust control measures would be employed to reduce the generation and spread of dust, and to ensure that the New York City Air Pollution Control Code regulating construction-related dust emissions is followed.

Overall, due to the factors discussed above, the proposed development for Site 10 would not alter the findings of the 2008 Environmental Review, and would not result in any significant adverse construction impacts not previously identified.

Empire State Development

EXHIBIT B

STATE ENVIRONMENTAL QUALITY REVIEW FINDINGS STATEMENT

121 West 125th Street Development

New York State Urban Development Corporation d/b/a Empire State Development

June 27, 2013

The New York State Urban Development Corporation, doing business as Empire State Development ("ESD"), pursuant to the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law, and its implementing regulations (6 NYCRR Part 617), makes the following Findings based on the Final Environmental Impact Statement ("FEIS"), for which a Notice of Completion was issued on February 29, 2008, prepared by the New York City Planning Commission ("CPC"), in connection with the 125th Street Corridor and Related Actions project in the City of New York, New York County, New York (the "125th Street Corridor Rezoning"); subsequent Technical Memoranda dated March 10, 2008, April 18, 2008, and July 18, 2008 relating to the 125th Street Corridor Rezoning (collectively with the aforementioned FEIS, the "2008 Environmental Review"); and the Technical Memorandum dated June 18, 2013, related specifically to the construction of a mixed-use development at 121 West 125th Street (part of Lot 1 on Block 1910) in Central Harlem, Manhattan Community District 10 (the "proposed development").

PROJECT IDENTIFICATION

The area rezoned in the 125th Street Corridor Rezoning comprised portions of 24 blocks generally bounded by 126th Street, Second Avenue, 124th Street, and Broadway. The 2008 proposal required discretionary actions that were subject to environmental review pursuant to CEQR. These actions included:

- Zoning map amendments and text changes to establish the Special 125th Street District and change the underlying zoning to R6A, R7A, C4-4A, C4-4D, C6-3 and C4-7 on portions of the 24 blocks lining the 125th Street corridor, which span West, Central and East Harlem;
- Disposition of City-owned property, an Urban Renewal Plan Amendment, a CPC certification pursuant to the Special TA (transit land use), and Urban Development Action Area Project (UDAAP) designation and project approval to facilitate the

development of a residential project with ground floor retail on a site within the proposed rezoning area (identified as projected development site 26).

The FEIS was certified complete on February 29, 2008 by CPC acting as lead agency. One of the alternatives considered in the FEIS, the "Expanded Arts Bonus Alternative," included a floor area bonus in the C4-7, C6-3, and C4-4D zoning districts in exchange for the provision of visual and performing arts space. The Expanded Arts Bonus Alternative was projected to stimulate approximately 2,545 dwelling units, 885,311 square feet ("sf") of retail, 1,208,894 sf of office, 25,987 sf of hotel, 94,221 sf of arts/performance space, 71,508 sf of community facility space, and 1,882 public parking spaces on 27 projected development sites.[1] The Expanded Arts Bonus Alternative was adopted by the CPC, with modifications, and by the City Council, with additional modifications.

The CPC-proposed modifications, which were the subject of a Technical Memorandum dated March 10, 2008, enabled below-grade performance space to qualify for the arts bonus in the C4-7, C6-3, and C4-4D zoning districts in exchange for the provision of core and shell space for visual arts uses. The below-grade arts bonus modification was projected to increase the potential density in the Core Subdistrict[2] by 30,126 sf of additional office space and 4,289 sf of additional hotel space above what was analyzed in the FEIS. Additional modifications raised the allowable height limit at one projected development and restricted residential entrances on 125th Street within the Core Subdistrict. These modifications, along with additional procedural and administrative modifications related to the arts bonus, were the subject of the Technical Memorandum dated March 10, 2008, and were found to not result in any significant adverse environmental impacts not already identified in the 2008 FEIS. The City Council modifications, which were the subject of an April 18, 2008 Technical Memorandum, reduced the residential density in the Core Subdistrict, as well as enacted several changes to the arts bonus text. The City Council modifications were found to not result in any significant adverse environmental impacts not already identified in the 2008 FEIS.

Subsequent to the ULURP approvals granted by CPC and City Council, the New York City Department of City Planning ("DCP") proposed a zoning text amendment applying to the Core Subdistrict, which responded to concerns expressed throughout the public review process by the public and elected officials regarding building height and bulk in the C4-7 zoning district within the Core Subdistrict. The follow-up zoning text changes were the subject of a July 18, 2008 Technical Memorandum. The text amendment reduced the maximum building height to 195 feet, and reduced the density regulations for uses in the C4-7 zoning district of the Core Subdistrict favoring commercial over residential development by establishing a base

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[1] Although these actions affected the entire rezoning area, the 2008 Environmental Review was focused on those sites that were reasonably likely to undergo development ("projected development sites") within the foreseeable 10-year timeframe (by 2017). For some site-specific technical areas, the 2008 Environmental Review also considered possible sites for future development that were deemed less likely to be developed over the ten year analysis period ("potential development sites"). The 2008 FEIS identified a total of 22 potential development sites.
[2] The Core Subdistrict of the Special 125th Street District is located along the north side of 125th Street generally between Frederick Douglass Boulevard and a point 545 feet east of Lenox Avenue/Malcolm X Boulevard.

commercial FAR of 7.2, bonusable to a maximum FAR of 8.65 through the use of the arts bonus; a base residential FAR of 5.4, bonusable to a maximum FAR of 7.2 through the use of the arts bonus or the Inclusionary Housing program; and a maximum FAR of 7.2 for community facility use.

The text amendment was projected to affect the development projections for three projected development sites (Sites 6, 10 and 14) analyzed in the 2008 FEIS, as well as two potential development sites (Sites 33 and 37). In total, across all projected development sites, there would be 243,719 sf less of office space, 10,004 sf less of arts space, and 86 fewer residential units compared to what was analyzed in the Expanded Arts Bonus Alternative of the 2008 FEIS. The Technical Memorandum dated July 18, 2008 concluded that the proposed zoning text amendment represented a minor modification, and would not result in any significant adverse environmental impacts not already identified in the FEIS with respect to the Expanded Arts Bonus Alternative.

The action currently under consideration by ESD is a proposal for the disposition of property jointly owned by the City and State of New York, through a long-term lease by ESD, and the redevelopment of the property by the construction of a mixed-use development at 121 West 125th Street (part of Lot 1 on Block 1910) in Central Harlem, Manhattan Community District 10 (the "proposed development"). Both the State and City would transfer their fee interests in the site to ESD to facilitate the proposed development. Following a request for proposals process conducted by ESD and the New York City Economic Development Corporation ("EDC"), the lessee of the City's interest in the site, ESD and EDC entered into a pre-development agreement ("PDA") conditionally designating the Urban League Empowerment Center, LLC, Hudson Empowerment LLC and BRP Empowerment LLC (the "Developers") to undertake the proposed development. Execution of the ground lease is contingent on, *inter alia*, the completion of appropriate SEQRA review. The development would be governed by a General Project Plan ("GPP") approved by ESD pursuant to the Urban Development Corporation Act.

The 2008 FEIS identified the proposed 121 West 125th Street development site as part of projected development site 10 ("Site 10"), which comprised the midblock area (consisting of portions of Lots 1 and 7501 on Block 1910) of the block bounded by West 125th Street to the south, Adam Clayton Powell Jr. Boulevard to the west, West 126th Street to the north, and Lenox Avenue (Malcolm X Boulevard) to the east.

PURPOSE AND NEED FOR THE PROPOSED ACTION

The 125th Street Corridor Rezoning sought to support the ongoing revitalization of Harlem's "Main Street" by strengthening 125th Street's continuity and maintaining its unique character, increasing density in appropriate areas, encouraging additional residential uses and a diverse mix of businesses, including arts and entertainment, increasing visitors and nighttime activity, generating career opportunities for Harlem residents, and addressing cross-town transportation.

The proposed development is intended to further these goals through redevelopment of the proposed development site. The current low density uses of the site as a garage with limited commercial retail do not maximize the full potential of the site. The proposed development is consistent with the goals identified in the 125th Street Corridor Rezoning and would transform the site as a mixed-use development, respond to the economic and affordable housing needs of the neighborhood and act as a catalyst to increase the vitality of 125th Street as a major mixed-use corridor, arts/entertainment destination and regional business district.

DESCRIPTION OF ACTION AND LOCATION

The proposed development site occupies a portion of a through-lot on the block bounded by West 126th Street, Lenox Avenue (Malcolm X Boulevard), West 125th Street, and Adam Clayton Powell Jr. Boulevard, and is in a C4-7 zoning district within the Core Subdistrict of the Special 125th Street District. The rectangular-shaped through-block Site 10 was identified as Block 1910, parts of Lots 1 and 7501, with approximately 310 feet of frontage on the north side of West 125th Street and the south side of West 126 Street.

The State is currently considering disposition of an approximately 41,965 sf portion of Site 10 (comprising the easternmost portion of Lot 1 on Block 1910), through a long-term lease by the ESD to the Developers. The Developers are proposing an approximately 15-story mixed use building at the site that would include approximately 101,000 gross square feet ("gsf") (114 DUs) of residential (50 percent affordable housing units), 66,000 gsf of retail, 75,000 gsf of office, 55,000 gsf of community facility, 24,000 gsf of museum, 56,000 gsf of conference center uses, and 89,238 gsf of parking (225 spaces).

Retail space would occupy much of the ground floor and extend through the block with entrances on both West 125th and West 126th Streets. Additional retail space would also occupy the building's second floor. The building's residential lobby would be located on the south side of West 126th Street, and all of the building's residential units would occupy the upper eight stories of the building (floors 8 to 15). It is expected that the proposed office space would occupy the building's fifth through seventh floors, the community facility space would occupy the cellar level, and the museum and conference center spaces would occupy the third and fourth floors. The proposed garage would occupy the building's two sub-cellar levels. Vehicles would enter the garage from a ramp entrance located at the northwest corner of the building on the south side of West 126th Street and exit the garage via a ramp at the northeast corner of the building on West 126th Street. The building's loading area would also be located on the south side of West 126th Street adjacent to the entrance to the proposed garage.

The proposed building is expected to be built to the street line of both West 125th and West 126th Streets and rise approximately 85 feet forming strong street walls, prior to setting back 15 feet at the building's sixth story. At the eighth story, the building would setback an additional 69 feet and rise approximately eight stories to the building's maximum height of 195 feet. An approximately 40-foot tall mechanical penthouse would be located at the roof (the maximum building height would be 235 feet including the mechanical penthouse).

The remainder of Site 10, which includes the western 11,500 sf portion of Lot 7501 on Block 1910 (125 West 125th Street) with 100 feet of frontage on the north side of West 125th Street and an additional 6,787 sf portion of Lot 1 with approximately 100 feet of frontage on the south side of West 126th Street, would continue to be occupied by existing commercial retail and accessory parking uses. An approximately 23,000 gsf commercial retail building with 3-stories, which houses a standalone H & M retail store, would continue to be located at 125 West 125th Street, and an accessory parking garage with a basement, which is associated with the adjacent Adam Clayton Powell Jr. State Office Building at 2105 Adam Clayton Powell Jr. Boulevard, would continue to be located along the south side of West 126th Street.

FACTS AND CONCLUSIONS IN THE FEIS AND TECHNICAL MEMORANDA RELIED UPON TO SUPPORT THE DECISION

SEQRA Process

CPC, as lead agency for the 125th Street Corridor Rezoning, prepared the 2008 FEIS in conformance with applicable laws and regulations, including Executive Order No. 91, New York City Environmental Quality Review ("CEQR") regulations. The FEIS contains a description and analysis of the 125th Street Corridor Rezoning and its environmental setting; the environmental impacts of the Rezoning, including its short and long term effects, and typical associated environmental effects; identification of significant adverse environmental impacts, many of which could be mitigated; a discussion of alternatives; the identification of any irreversible and irretrievable commitments of resources; and a description of any necessary mitigation measures proposed to minimize significant adverse environmental impacts.

CPC accepted a Draft Environmental Impact Statement ("DEIS") and issued a Notice of Completion on September 28, 2007. The DEIS was made available for public review. A public hearing for the receipt of public comments on the DEIS was held on January 30, 2008 in conjunction with CPC's hearing pursuant to the Uniform Land Use Review Procedures ("ULURP"). The FEIS was accepted by CPC and a Notice of Completion was issued on February 29, 2008. The FEIS was properly filed and made available for public review. CPC voted to approve the ULURP application representing the Expanded Arts Bonus Alternative studied in the FEIS on March 10, 2008.

The 2008 FEIS concluded that the Expanded Arts Bonus Alternative would not result in any significant adverse impacts related to land use, zoning, public policy, socioeconomic conditions, community facilities, open space, urban design, natural resources, hazardous materials, water and sewer infrastructure, solid waste and sanitation services, energy, parking, air quality, noise, public health, or construction. The 2008 FEIS did find that the 125th Street Corridor Rezoning could result in significant adverse impacts on historic resources, shadows, traffic, transit and pedestrians. Mitigation measures were developed for each of the identified areas of impact. However, the FEIS found that the Expanded Arts Bonus Alternative could result in unmitigated traffic impacts at 8 intersections; unmitigated significant adverse shadows impacts on two

historic resources (the Church of St. Joseph of the Holy Family and the Metropolitan Community United Methodist Church) and on two open space resources (Dream Street Park and the Adam Clayton Powell Jr. State Office Building Plaza); and unmitigated significant adverse historic resources impacts resulting from direct effects on four eligible historic resources (including the former Harlem Savings Bank, the Marion Building, the Bishop Building, and the Amsterdam News Building); and that inadvertent construction-related damage could potentially occur to eight eligible and potentially eligible historic resources (including the Park Avenue Viaduct, the Metro-North 125th Street Station, the former Twelfth Ward Bank, Blumstein's Department Store, 221 East 124th Street, the Apartment Building at 2075-2087 Lexington Avenue, the Lenox Avenue/West 125th Street Subway Station, and the H.C.F. Koch Department Store). None of the identified potential impacts on historic resources relate to projected development on Site 10.

As described above, Technical Memoranda were prepared addressing modifications to the 125th Street Corridor Rezoning, which were ultimately adopted by CPC and the City Council. These analyses found that the modifications would not have significant adverse environmental impacts that had not been identified in the FEIS.

A subsequent Technical Memorandum (the 2012 Technical Memorandum) has been prepared at the direction of ESD to determine whether differences in the development program and massing at the proposed development site as compared to the development projected for Site 10 in the 2008 Environmental Review, taking into account changes in projected background conditions since 2008, would alter the conclusions of the 2008 Environmental Review in a manner that would indicate the potential for any significant adverse environmental impacts that were not previously identified. It found that there would be no additional significant adverse impacts in any of the CEQR technical areas analyzed in the 2008 Environmental Review, as a result of the proposed development or changes in projected background conditions.

PROBABLE IMPACTS OF THE PROPOSED ACTION

The significant impacts described below were identified as potentially resulting from the 125th Street Corridor Rezoning. Because the proposed development would occur on one of the projected development sites identified in the 2008 Environmental Review, and thus would or may contribute to some of these impacts, ESD considers those relevant to the proposed development below.

Shadows

The 2008 Environmental Review concluded that the development of Site 10 would contribute to significant adverse shadow impacts that would result from projected development from the 125th Street Corridor Rezoning on the public plaza at the Adam Clayton Powell Jr. State Office Building. Site 10 was expected to cast incremental shadows on the Adam Clayton Powell Jr. State Office Building Plaza on all four representative analysis days (December 21st, June 21st, March 21st, and May 6th) for extended durations. A significant adverse impact was identified

because of the benches and planters located on the mostly paved plaza. The zoning text amendment studied in the July 2008 Technical Memorandum reduced the maximum building height for Site 10 by 95 feet to 195 feet tall, which reduced the extent of incremental shadows on the plaza, but not the overall duration of incremental shadows cast from development on Site 10, nor did it eliminate the significant adverse shadow impacts identified in the 2008 Environmental Review.

The 2012 Technical Memorandum concluded that the proposed development would not result in any significant adverse shadow impacts not previously identified in the 2008 Environmental Review. As described previously, the proposed development would have a different massing than the projected development previously analyzed, as it would only be constructed on the eastern approximately 41,965 sf portion of Lot 1 on Block 1910, as compared to the approximately 60,252 sf site that included portions of Lots 1 and 7501 on Block 1910 (refer to Figure 9). It is expected that the existing commercial and garage uses would continue to occupy the remainder of the site (including portions of Lots 1 and 7501 on Block 1910). In addition, the proposed development with a maximum height of approximately 235 feet (including a 40-foot mechanical penthouse) would result in a modest increase in the overall building height, compared to the 195 foot tall structure assumed in the July 2008 Technical Memorandum. The proposed development would be approximately 55 feet shorter than the height of the projected development analyzed for Site 10 (a maximum height of 290 feet) in the 2008 FEIS.

The proposed development would not cast any new incremental shadows, as compared to the Site 10 development analyzed in the July 2008 Technical Memorandum. Although the proposed development would cast shadows on the plaza for the same durations as the Site 10 development analyzed in the July 2008 Technical Memorandum, shadows cast by the proposed development would cover a much smaller extent of the plaza. Large areas of the plaza, which would have been cast in shadow by the Site 10 development analyzed in the July 2008 Technical Memorandum, would receive direct sunlight with the proposed development.

The 2008 FEIS found that potential mitigation measures to address the potential shadows impact on the Adam Clayton Powell Jr. State Office Building included redesigning the plaza to relocate sun-sensitive features to avoid areas that would suffer sunlight loss, or the provision of new passive recreation resources at other open spaces in the nearby vicinity. The FEIS noted that as of that time, there was a proposal for the redesign and reconstruction of the plaza, which could afford an opportunity for effectuating this mitigation.

Since the completion of the 2008 Environmental Review, the State Office Building Plaza has been renovated. Because the projected development on Site 10 and other sites that were projected to cast shadow on the plaza had not yet occurred, this renovation did not specifically account for possible shadows in locating benches and planters. However, after completion of the proposed development, ESD would monitor effects from shadows on the plaza. If shadows cast by the proposed development proved detrimental to its utility for passive recreation or the viability of plantings, ESD would work with the New York State Office of General Services to consider relocating benches or plantings to areas receiving greater sunlight. It is possible that

this impact would remain unmitigated, or partially unmitigated, particularly if such relocation proves unfeasible. However, ESD finds that the benefits of the proposed development would outweigh the shadows impact.

Traffic

The 2008 FEIS determined that the Expanded Arts Bonus Alternative for the 125th Street Corridor Rezoning would result in the potential for significant adverse traffic impacts at 24 signalized intersections in one or more peak periods. Of these 24 intersections, 3 intersections were located in the immediate vicinity of Site 10, including: West 125th Street at Lenox Avenue; West 126th Street at Lenox Avenue; and West 125th Street at Adam Clayton Powell Jr. Boulevard. Mitigation measures were proposed in the 2008 FEIS that would fully or partially mitigate these impacts. These mitigation measures include: prohibiting left-hand turn movements on West 125th Street at Adam Clayton Powell Jr. Boulevard and at Lenox Avenue between the hours of 7:00 AM and 7:00 PM Monday through Saturday; modifying on-street parking regulations along the north side of West 126th Street and west side of Lenox Avenue during the weekday AM, weekday PM, and Saturday midday peak hours; modifying on-street parking regulations on the north side of West 125th Street during the weekday AM peak hour and the on the east side of Lenox Avenue during the weekday PM peak hour; and signal timing changes at West 126th Street and Lenox Avenue during the weekday AM, weekday midday, weekday PM and Saturday midday peak hours, and at West 125th Street and Lenox Avenue during the weekday PM and Saturday midday peak periods. These mitigation measures are described in more detail in the analysis of the Expanded Arts Bonus Alternative from the 2008 FEIS, the relevant sections of which are annexed hereto as Attachment A to this Exhibit and incorporated herein. Significant adverse impacts would remain unmitigated at eight traffic intersections, including: West 125th Street at Lenox Avenue during the weekday PM peak hour, and West 126th Street at Lenox Avenue during the weekday AM, weekday PM and Saturday midday peak hours for northbound left-turns.

The 2012 Technical Memorandum found that with the proposed development, traffic generation would be reduced from that anticipated from that projected for Site 10 under the Expanded Arts Bonus Alternative in the 2008 Environmental Review, and the proposed development would not result in any significant adverse traffic impacts not already identified. In addition, based on more current data than used for the 2008 Environmental Review, and accounting for projected development in the area that has arisen since 2008, projected traffic conditions presented in the 2013 *Victoria Theater Redevelopment Project FEIS* illustrate that future traffic volumes in the vicinity of the proposed 121 West 125th Street development site are projected to be substantially lower than what was forecasted for 2017 in the 2008 Environmental Review. The mitigation measures proposed for vehicular conditions for the Expanded Arts Bonus Alternative would also mitigate any traffic impacts to which the proposed development would contribute. To the extent that notwithstanding the reduction in traffic volumes as compared to those anticipated in the 2008 Environmental Review, some traffic impacts of the 125th Street Corridor Rezoning to which the proposed development may

contribute, would remain unmitigated, ESD finds that the benefits of the proposed development would outweigh the traffic impacts.

Transit

The 2008 Environmental Review determined that the Expanded Arts Bonus Alternative under the 125th Street Corridor Rezoning would not result in any significant adverse subway impacts. However, the Expanded Arts Bonus Alternative would result in significant adverse impacts in the AM peak hour to Metropolitan Transportation Authority ("MTA") NYC Transit's Bx15 bus route in the southbound direction, and in the PM peak hour to three of MTA NYC Transit's bus routes, including: the M60 bus route in the eastbound direction, the M100 bus route in the northbound direction, and the Bx15 bus route in the northbound direction. As described in the 2008 FEIS, the addition of one peak direction bus to the M60 and M100 bus routes in the PM peak hour would fully address the impacts to these routes under the Expanded Arts Bonus Alternative. The AM impact to the Bx15 route would be fully addressed by the addition of one southbound Bx15, and the PM peak hour impact to the Bx15 route would be fully addressed by the addition of two northbound buses under the Expanded Arts Bonus Alternative. As standard practice, MTA NYC Transit monitors bus ridership and increases service where operationally and fiscally feasible.

The 2012 Technical Memorandum found that the proposed development would generate fewer bus and subway trips than the projected development on Site 10 analyzed in the 2008 Environmental Review. Additionally, only approximately 8% of the dwelling units and 50% of commercial space projected in the 2008 Environmental Review are under construction or have been built to date, and additional development now planned that was not anticipated in the 2008 Environmental Review can reasonably be expected to supplant some of the development that was projected. Therefore, given the decreased demand generated by the proposed development as compared to the previously analyzed Site 10 projected development, as well as other development that has occurred or is planned in the vicinity, conditions would likely be better at the maximum load points on some transit routes as compared to the conclusions of the 2008 Environmental Review. Therefore, the proposed development, accounting for development that has occurred or is planned in the vicinity since 2008, would not be expected to result in any significant adverse public transit impacts not identified in the 2008 Environmental Review, and the mitigation proposed therein would address the projected impacts.

Pedestrians

The 2008 FEIS determined that the Expanded Arts Bonus Alternative for the 125th Street Corridor Rezoning would result in the potential for significant adverse pedestrian impacts to five analyzed crosswalks along the 125th Street corridor, at Third, Lexington and Park Avenues, well east of the projected development. These include two that would occur due to changes in traffic patterns associated with the traffic mitigation plan proposed under this alternative. The 2008 FEIS found that these crosswalk impacts could be fully mitigated either by modest

widening of the crosswalks or signal timing changes included in the traffic mitigation plan outlined in the FEIS. These mitigation measures are discussed in greater detail in the analysis of the Expanded Arts Bonus Alternative from the 2008 FEIS, the relevant sections of which are annexed hereto as Attachment A to this Exhibit. There would be no significant impacts to sidewalks or corner areas under the Expanded Arts Bonus Alternative analyzed in the 2008 FEIS. Both the *Victoria Theater Redevelopment FEIS* and the 2008 Environmental Review concluded that in the future with projected development, pedestrian elements within the vicinity of the proposed development site would operate at acceptable levels of service.

The net decrease in office and retail space with the proposed development would decrease pedestrian demand compared to the Expanded Arts Bonus Alternative in the 2008 Environmental Review. Reductions in walk-only trips, along with decreased pedestrian demand associated with trips to and from area subway stations, commuter rail lines, and bus stops, would be distributed along sidewalks, corner areas, and crosswalks in proximity to the proposed development site. As the net increments in pedestrians associated with the proposed development (compared to Site 10 in the 2008 Environmental Review) would be reduced, the proposed development would not result in any new significant adverse pedestrian impacts. Additionally, only approximately 8% of the dwelling units and 50% of commercial space projected in the 2008 Environmental Review are under construction or have been built to date, and additional development now planned that was not anticipated in the 2008 Environmental Review can reasonably be expected to supplant some of the development that was projected. Using more current data than the 2008 Environmental Review, the *Victoria Theater Redevelopment Project FEIS*, projected future pedestrian conditions, including the Victoria Theater Redevelopment and the other developments now planned for the vicinity, comparable to what was forecasted in the 2008 FEIS. Thus, it can be expected that with the substantial reductions in projected pedestrian volumes from the proposed development, accounting for additional development projected for the area, all analyzed pedestrian elements would operate at similar or better conditions in all peak periods to those with the Expanded Arts Bonus Alternative in the 2008 Environmental Review. Therefore, the proposed development, accounting for other projected development in the vicinity, would not require mitigation measures other than those identified in the 2008 FEIS.

CERTIFICATION OF FINDINGS

Having considered the 2008 Environmental Review for the 125th Street Corridor Rezoning and the 2012 Technical Memorandum, and having considered the preceding written facts and conclusions relied upon to meet the requirements of 6 NYCRR 617.9, ESD finds and certifies that:

1. The requirements of Article 8 of the New York State Conservation Law and the implementing regulations of the New York State Department of Environmental Conservation, 6 NYCRR Part 617, have been met;

2. Consistent with the social, economic and other essential considerations from among the reasonable alternatives thereto, the proposed action will minimize or avoid, to the maximum extent practicable, the adverse environmental effects including the effects disclosed in the FEIS and set forth in this Findings Statement;

3. Consistent with the social, economic and other essential considerations described above, the incorporation in the development of this Project of the mitigation measures described in the FEIS and in this Findings Statement, will minimize or avoid the adverse environmental impacts associated with the proposed development which were identified in the FEIS and in this Findings Statement; and

4. The Project is in compliance with Section 14.09 of the State Historic Preservation Act.

5. The Project is consistent with the applicable State coastal policies set forth in 19 NYCRR 600.5.

Agency:	NYS Urban Development Corporation d/b/a Empire State Development
Signature of Responsible Officer:	Rachel Shatz
Name of Responsible Officer:	Rachel Shatz
Title of Responsible Officer:	Vice President, Planning & Environmental Review
Date:	June 27, 2013

ATTACHMENT A

RELEVANT SECTIONS OF THE EXPANDED ARTS BONUS ALTERNATIVE

STATE ENVIRONMENTAL QUALITY REVIEW
FINDINGS STATEMENT

121 West 125th Street Development

New York State Urban Development Corporation
d/b/a Empire State Development

June 27, 2013

Within the residential study area, the total open space ratio, when compared to the proposed action, would remain unchanged at 1.10 acres per 1,000 residents. The active open space ratio would also remain unchanged at 0.52 under the proposed action and under the Expanded Arts Bonus alternative. Additionally, the passive open space ratio for the combined (residential and worker) population would remain unchanged when compared to the proposed action, with 0.43 acres per 1,000 combined workers, which exceeds the recommended weighted average ratio of 0.410 acres per 1,000 workers and residents.

Within the non-residential study area, the passive open space ratio under this alternative, when compared to the proposed action, would remain at 0.26 acres per 1,000 combined workers and residents, below the recommended weighted average ratio of 0.409 acres per 1,000 workers and residents. The passive open space ratio for the non-residential population would change from 1.05 under the proposed action to 1.01 under this alternative, and would continue to be above the City guideline of 0.15 acres of passive open space per 1,000 non-residents.

There would be no significant difference between this alternative and the proposed action, and significant adverse impacts to open space would not result from either.

Shadows

The projected development sites under the Expanded Arts Bonus Alternative share the same building form as the Proposed Action and the Arts Bonus Alternative, except for projected development sites 18a, 18b and 20. For these three projected development sites (18, 18b and 20), the building form would be the same as under the C4-4D Alternative, a maximum building height of 120 feet for the buildings within the proposed C4-4D zoning district and 70 feet for a portion of site 18b within the proposed R6A zoning district.

The open space and historic resources that are identified in Shadows Chapter 3.5, "Shadows" as adversely affected by the proposed action would also be adversely affected under the Expanded Arts Bonus Alternative. The four identified resources that would be adversely affected are: The Church of St. Joseph of the Holy Family, the Metropolitan Community United Methodist Church, Dream Street Park, and the Adam Clayton Powell, Jr. State Office Building Plaza.

The projected and potential development sites that contribute shadow to three of the four resources -- The Church of St. Joseph of the Holy Family, Dream Street Park, and the Adam Clayton Powell, Jr. State Office Building Plaza -- under the proposed action would have the same bulk and mass under the Expanded Arts Bonus Alternative. Therefore, the projected and potential development sites that contribute shadow to these three resources of concern under the proposed action would cast the same net new shadow and have the same adverse impact under the Expanded Arts Bonus Alternative. It is expected that the same potential mitigation measures available for the shadows impacts identified for the proposed action would also be applicable under the Expanded Arts Bonus Alternative.

With respect to the fourth resource, the Metropolitan Community United Methodist Church, increased shadow duration related to the increased heights expected at sites 18a, 18b and 20 under the Expanded Arts Bonus Alternative would generate an additional shadow on the Metropolitan Community United Methodist Church. As compared to the shadow expected on the church in the proposed action, under the Expanded Arts Bonus Alternative, the church is expected to receive an additional two hours of shadows. The C4-4D Alternative and Expanded Arts Bonus Alternative share the proposed same building form for projected development sites 18a, 18b and 20. Thus the detailed assessment and conclusions provided in the C4-4D Alternative Shadow section also pertain to the Expanded Arts Bonus Alternative. Similar to the C4-4D Alternative, the incremental shadows under the Expanded Arts Bonus Alternative would be limited to the December 21st analysis period with a longer duration of incremental shadows cast on the church's stained-glass windows when compared to the Proposed Action. Thus, the significant adverse impact identified to this resource under the proposed action would be exacerbated by the extended duration of the incremental shadows cast on the church's stained glass window under the Expanded Arts Bonus Alternative.

As discussed in Chapter 3.5, "Shadows", a potential mitigation measure for the identified impact on the two historic resources includes the use of artificial lighting to simulate the sunlit conditions. The provision of indirectly mounted lighting could simulate lost sunlight conditions at the affected stained glass windows of each resource. After the issuance of the DEIS, the Department of City Planning, in consultation with the NYC Landmark Preservation Commission, concluded that the mitigation measures described above are not feasible and thus there are no other feasible or practicable measures that would eliminate or reduce the impacts. Therefore, the significant adverse shadow impacts on these two historic resources remain unmitigated under the Expanded Arts Bonus Alternative.

Potential mitigation measures for these shadow impacts at Dream Street Park include relocating the sun-light sensitive features of the park to avoid sunlight loss – specifically relocating benches and/or seating areas, relocating vegetation to avoid shadows, or replacing vegetation with shade-tolerant species to withstand shady conditions. Additional potential mitigation measures include the provision of new passive facilities on other nearby open spaces to supplement those affected by the action generated shadows. Since the issuance of the DEIS, the Department of City Planning consulted with the NYC Department of Parks and Recreation (DPR) regarding the feasibility of implementing the potential mitigation measures identified. Based on these discussions, DPR concluded that relocating seating areas and replacing plant material was feasible and would allow for partial mitigation of the shadow impacts. If DPR funding becomes available to implement these improvements prior to the project's build year of 2017, the impacts could be partially mitigated. Absent available funding for the improvements, the significant adverse shadow impacts would remain unmitigated under the Expanded Arts Bonus Alternative.

Mitigation measures for the shadow impacts to the Adam Clayton Powell, Jr. State Office Building Plaza include redesigning the plaza to relocate sun-light sensitive features to avoid sunlight loss, or the provision of new passive facilities on other nearby open spaces to supplement those affected by the action generated shadows. After the issuance of the DEIS, the Department of City Planning became aware of a proposal for redesigning and reconstructing the

Adam Clayton Powell, Jr. State Office Building Plaza. Given this opportunity, the Department of City Planning has extended an offer to work closely with the State to ensure that the redesign of the plaza takes into consideration these potential impacts and minimizes their significant adverse nature. However, because the redesign plans for the plaza had not been finalized by the time of the FEIS, the significant adverse impact remains unmitigated under the Expanded Arts Bonus Alternative.

Historic Resources

Architectural Resources

As with the proposed action, the Expanded Arts Bonus Alternative could result in direct effects to four eligible resources that could be demolished as a consequence of the proposed action: the former Harlem Savings Bank occupies a portion of Potential Development Site 46, which is being considered for ground floor commercial and upper floor residential development. The Marion Building is located on Potential Development Site 39 which is being considered for commercial/residential redevelopment. The Bishop Building is located on Potential Development Site 33 which is also being considered for commercial/residential development with on-site parking. The Amsterdam News occupies the eastern portion of Potential Development Site 32 on which new residential development with ground floor retail is under consideration.

As with the propose action, inadvertent construction-related damage could potentially occur to seven eligible and potentially eligible resources including: the Park Avenue Viaduct (#8); the Metro-North 125th Street Station (#7), the former Twelfth Ward Bank (#11), Blumstein's Department Store (#12), 221 East 124th Street (#19), the Apartment Building at 2075-2087 Lexington Avenue (# 20), and the Lenox Avenue/West 125th Street Subway Station (#24). The resources would be provided a measure of protection from construction as Building Code section 27-166 (C26-112.4), which requires that all lots, buildings, and service facilities adjacent to foundation and earthwork areas be protected and supported in accordance with the requirements of Building Construction Subchapter 7 and Building Code Subchapters 11 and 19. As with the proposed action, additional protective measures afforded under DOB *TPPN 10/88*, which apply to designated historic resources, would not be applicable in this case, unless the eligible resources are designated in the future prior to the initiation of construction. If they are not designated, however, they would not be subject to the construction protection procedures, and may therefore be adversely affected by adjacent development resulting from the proposed action.

As described above in the shadows assessment, incremental shadows are expected to be cast on two historic resources, with a significant adverse impact expected to the Church of St. Joseph of the Holy Family under both the proposed action and the Expanded Arts Bonus Alternative. The impact and potential mitigation measures identified for this resource for the proposed action would be expected to be the same under this alternative.

Archaeological Resources

Under the Expanded Arts Bonus Alternative, development could potentially occur on all of the same projected and potential development sites identified for the proposed action and on six additional lots as part of projected development sites 18a, 18b and 20. As LPC determined that the impact area is not archaeologically sensitive for prehistoric and historic archaeological resources, similar to the proposed action, the Expanded Arts Bonus Alternative does not have the potential to result in significant adverse archaeological impacts.

Urban Design and Visual Resources

The Expanded Arts Bonus Alternative would allow greater commercial FARs in the C4-7 and the C6-3 districts. The maximum commercial FAR in the C4-4D district would be the same under the Expanded Arts Bonus Alternative as in the proposed action. The residential FAR in the proposed C4-7, C6-3, and C4-4D districts would be the same under the Expanded Arts Bonus Alternative as in the proposed action. The increased commercial FAR in the C4-7 and the C6-3 would allow for the development of more floor area than would be allowed with the proposed action, however, building bulk controls including streetwall and maximum building height controls would be the same as in the proposed action and it is expected that the overall bulk of new development would be of the same maximum height and of similar massing as development under the proposed action. New development taking advantage of the arts bonus mechanism would create new visual and performing arts spaces, such venues would be required to be identified through signage facing 125th Street and would add a layer of articulation to the streetwalls of new development. These uses would reinforce active uses required by the proposed action, and would enhance the project goals and objectives. Similar to the proposed action, there would be no changes in building type or arrangement, block form, street pattern or hierarchy, in building arrangement, streetscape elements or natural features.

Given that the same building envelope and building form requirements would apply, and that no new projected development sites would be created, like the proposed action, the Expanded Arts Bonus Alternative would not result in significant adverse impacts to urban design or visual resources.

Neighborhood Character

Neither the proposed action nor the Expanded Arts Bonus Alternative would result in significant adverse impacts on neighborhood character. Effects on neighborhood character under this alternative would be similar to those of the proposed action. Although the provision of a bonus mechanism for visual and performing arts spaces is projected to reduce the amount of housing that would be created compared to the proposed action, the Expanded Arts Bonus Alternative would create more by creating substantially increased commercial space and arts uses. As with the proposed action, the Expanded Arts Bonus Alternative would allow a mix of use and densities that also supports the ongoing revitalization of the 125th Street Corridor while providing for appropriately scaled development in the neighboring low-rise residential communities in the primary study area. Additional benefits to neighborhood character are expected to result from the

The Expanded Arts Bonus Alternative would generate a total of approximately 1,049,423 gpd (1.05 mgd) of wastewater, an increase of 20,030 gpd from the estimated 1,029,393 gpd (1.03 mgd) of wastewater calculated for the proposed action. As this would represent a relatively small incremental increase in demand that would not significantly augment the amount of wastewater treated by either the North River WPCP or the Wards Island WPCP, the Expanded Arts Bonus Alternative, like the proposed action, would not result in significant adverse impacts on the City's wastewater management system.

Stormwater Management

Like the proposed action, the Expanded Arts Bonus Alternative would not increase the amount of impervious surface in the study area, as all unpaved and undeveloped lots would have been developed in the No-Action condition. Consequently, the Expanded Arts Bonus Alternative would not increase the volume of stormwater runoff and therefore would not adversely affect the City's stormwater management system.

Solid Waste and Sanitation Services

Demands on solid waste and sanitation would increase under the Expanded Arts Bonus Alternative as compared to the proposed action. The incremental increase of solid waste generation in the future with the Expanded Arts Bonus Alternative is 44,069 pounds, which is a 12 percent increase compared with the proposed action. However, this increase is insignificant in light of the estimated 12,000 tons of residential and institutional refuse and recyclables collected by DSNY per day. As with the proposed action, no significant adverse solid waste/sanitation impacts would occur under the Expanded Arts Bonus Alternative.

Energy

Demands on energy would increase considerably under the Expanded Arts Bonus Alternative as compared to existing and No-Action conditions. However, these demands would be of a similar magnitude than would be generated by the proposed action. Approximately 16 billion additional BTUs, or more than four percent, would be used under the alternative compared with the proposed action. As with the proposed action, no significant adverse energy impacts would occur under the Expanded Arts Bonus Alternative.

Traffic and Parking

Traffic

Table 3.21-23 compares the estimated peak hour vehicle-trip generation characteristics associated with the No-Action condition, the Action condition, and the Expanded Arts Bonus alternative. Detailed trip generation tables for this alternative are located in Appendix 1.

Table 3.21-23: Comparison of Estimated Vehicle Trip Generation

Analysis Scenario	Estimated Net New Vehicle Trips			
	Weekday AM Peak Hour	Weekday Midday Peak Hour	Weekday PM Peak Hour	Saturday Midday Peak Hour
No-Action	380	1,085	1,230	1,239
Action	709	1,578	1,954	1,810
Expanded Arts Bonus	841	1,675	2,208	1,973

As shown in Table 3.21-23, relative to the Action condition, the Expanded Arts Bonus alternative is projected to generate approximately:

- 132 more vehicle trips during the weekday AM peak hour;
- 97 more vehicle trips during the weekday midday peak hour;
- 254 more vehicle trips during the weekday PM peak hour; and
- 163 more vehicle trips during the Saturday midday peak hour.

Figures 3.21-24 through 3.21-27 show the total traffic volumes on the study area roadway network for the Expanded Arts Bonus alternative during all four weekday peak hours.

Because the Expanded Arts Bonus alternative generates more vehicle-trips than the Action condition during each of the four peak hours, detailed intersection capacity analyses were conducted to determine the location of significant traffic impacts and the associated mitigation measures for this alternative. Tables 3.21-24 and 3.21-25 show the results of the capacity analyses and the location of significant adverse traffic impacts, relative to No-Action conditions. These significant adverse impacts are described in more detail below.

135th Street Corridor

- West 135th Street/Lenox Avenue – During the weekday AM peak hour, delays for vehicles on the westbound approach are projected to increase from 66.1 seconds/vehicle (LOS "E") under the No-Action condition to 108.7 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. During the weekday PM peak hour, delays for vehicles on the eastbound approach are projected to increase from 35.3 seconds/vehicle (LOS "D") under the No-Action condition to 54.8 seconds/vehicle (LOS "D") under the Expanded Arts Bonus alternative.

- West 135th Street/Adam Clayton Powell Jr. Boulevard – During the weekday PM peak hour, delays for southbound left-turns are projected to increase from 34.2 seconds/vehicle (LOS "C") under the No-Action condition to 74.8 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative.

126th Street Corridor

- East 126th Street/Lexington Avenue – During the weekday PM and Saturday midday peak hours, delays for vehicles on the westbound approach are projected to increase significantly. During the weekday PM peak hour, delays are projected to increase from 212.2 seconds/vehicle (LOS "F") under the No-Action condition to 229.7 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. During the Saturday midday peak hour, delays are projected to increase from 162.7 seconds/vehicle (LOS "F") under the No-Action condition to 179.5 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- 126th Street/Fifth Avenue – During the weekday PM peak hour, delays for vehicles on the westbound approach are projected to increase from 103.8 seconds/vehicle (LOS "F") under the No-Action condition to 106.9 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- West 126th Street/Lenox Avenue – During the weekday AM peak hour, delays for vehicles on the southbound approach are projected to increase from 48.2 seconds/vehicle (LOS "D") under the No-Action condition to 62.4 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative. During the weekday PM peak hour, delays for vehicles in the northbound left-turn lane are projected to increase from 53.7 seconds/vehicle (LOS "D") under the No-Action condition to 62.7 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative. During the Saturday midday peak hour, delays for vehicles in the northbound left-turn lane are projected to increase from 90.8 seconds/vehicle (LOS "E") under the No-Action condition to 106.1 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- West 126th Street/St. Nicholas Avenue – During the weekday PM peak hour, delays for vehicles on the northbound approach are projected to increase from 103.4 seconds/vehicle (LOS "F") under the No-Action condition to 110.1 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. During the Saturday midday peak hour, delays for vehicles on the northbound approach are projected to increase from 70.9 seconds/vehicle (LOS "E") under the No-Action condition to 77.5 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative.

- West 126th Street/Morningside Avenue – During the weekday PM peak hour, delays for vehicles on the westbound approach are projected to increase from 87.9 seconds/vehicle (LOS "F") under the No-Action condition to 160.4 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

125th Street Corridor

- East 125th Street/First Avenue – During the weekday PM peak hour, delays for vehicles on the eastbound approach are projected to increase from 34.0 seconds/vehicle (LOS

"C") under the No-Action condition to 48.2 seconds/vehicle (LOS "D") under the Expanded Arts Bonus alternative.

- East 125th Street/Second Avenue
  - During the weekday AM peak hour, delays for vehicles on the southbound Tri-Borough Bridge off-ramp are projected to increase from 218.2 seconds/vehicle (LOS "F") under the No-Action condition to 231.3 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. In addition, delays for vehicles on the westbound approach are projected to increase from 121.7 seconds/vehicle (LOS "F") under the No-Action condition to 184.4 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.
  - During the weekday midday peak hour, delays for vehicles on the westbound approach are projected to increase from 50.9 seconds/vehicle (LOS "D") under the No-Action condition to 94.4 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.
  - During the weekday PM peak hour there are significant impacts on all intersection approaches. Delays for vehicles on the eastbound approach are projected to increase from 47.9 seconds/vehicle (LOS "D") under the No-Action condition to 75.3 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative. Delays for vehicles on the westbound approach are projected to increase from 78.6 seconds/vehicle (LOS "E") under the No-Action condition to 203.0 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. In addition, delays for vehicles on the southbound approach on Second Avenue are projected to increase from 55.4 seconds/vehicle (LOS "E") under the No-Action condition to 65.7 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative. Finally, delays for vehicles on the southbound Tri-Borough Bridge off-ramp are projected to increase from 120.2 seconds/vehicle (LOS "F") under the No-Action condition to 146.1 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.
  - During the Saturday midday peak hour, delays for vehicles on the westbound approach are projected to increase from 381.2 seconds/vehicle (LOS "F") under the No-Action condition to 567.2 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. In addition, delays for vehicles on the southbound Tri-Borough Bridge off-ramp are projected to increase from 57.7 seconds/vehicle (LOS "E") under the No-Action condition to 87.3 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.
- East 125th Street/Third Avenue
  - During the weekday AM peak hour, delays for vehicles on the eastbound approach are projected to increase from 115.4 seconds/vehicle (LOS "F") under the No-Action condition to 196.1 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- During the weekday midday peak hour, delays for vehicles on the eastbound approach are projected to increase from 313.4 seconds/vehicle (LOS "F") under the No-Action condition to 483.7 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- During the weekday PM peak hour, delays for vehicles on the westbound approach are projected to increase from 47.3 seconds/vehicle (LOS "D") under the No-Action condition to 112.0 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- During the Saturday midday peak hour, delays for vehicles on the westbound approach are projected to increase from 37.9 seconds/vehicle (LOS "D") under the No-Action condition to more than 81.0 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- East 125th Street/Lexington Avenue
  - During the weekday AM peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 41.1 seconds/vehicle (LOS "D") and 322.6 seconds/vehicle (LOS "F") respectively under the No-Action condition, to 52.0 seconds/vehicle (LOS "D") and 435.0 seconds/vehicle (LOS "F") respectively under the Expanded Arts Bonus alternative.

  - During the weekday midday peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 68.6 seconds/vehicle (LOS "E") and 292.2 seconds/vehicle (LOS "F") respectively under the No-Action condition, to 115.0 seconds/vehicle (LOS "F") and 429.0 seconds/vehicle (LOS "F") respectively under the Expanded Arts Bonus alternative.

  - During the weekday PM peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 278.0 seconds/vehicle (LOS "F") and 294.2 seconds/vehicle (LOS "F") respectively under the No-Action condition, to 373.5 seconds/vehicle (LOS "F") and 445.0 seconds/vehicle (LOS "F") respectively under the Expanded Arts Bonus alternative.

  - During the Saturday midday peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 72.2 seconds/vehicle (LOS "E") and 365.8 seconds/vehicle (LOS "F") respectively under the No-Action condition, to 133.0 seconds/vehicle (LOS "F") and 491.1 seconds/vehicle (LOS "F") respectively under the Expanded Arts Bonus alternative.

- East 125th Street/Park Avenue – During the weekday AM peak hour, delays for vehicles on the westbound approach are projected to increase from 36.0 seconds/vehicle (LOS "D") under the No-Action condition to 77.7 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative. During the weekday midday peak hour, delays for

vehicles on the westbound approach are projected to increase from 28.7 seconds/vehicle (LOS "C") under the No-Action condition to 65.1 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative. During the weekday PM peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 136.3 seconds/vehicle (LOS "F") and 36.0 seconds/vehicle (LOS "D") respectively under the No-Action condition, to 204.1 seconds/vehicle (LOS "F") and 114.7 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- East 125th Street/Madison Avenue – During the weekday AM peak hour, delays for vehicles on the eastbound approach are projected to increase from 32.4 seconds/vehicle (LOS "C") under the No-Action alternative to 47.7 seconds/vehicle (LOS "D") under the Expanded Arts Bonus alternative. During the weekday midday peak hour, delays for vehicles on the eastbound approach are projected to increase from 52.0 seconds/vehicle (LOS "D") under the No-Action condition to 106.4 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. During the weekday PM peak hour, delays for vehicles on the eastbound approach are projected to increase from 147.6 seconds/vehicle (LOS "F") under the No-Action condition to 287.7 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. During the Saturday midday peak hour, delays for vehicles on the eastbound approach are projected to increase from 125.3 seconds/vehicle (LOS "F") under the No-Action condition to 219.1 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- 125th Street/Fifth Avenue – During the weekday midday peak hour, delays for vehicles on the eastbound approach are projected to increase from 35.5 seconds/vehicle (LOS "D") under the No-Action condition to 46.8 seconds/vehicle (LOS "D") under the Expanded Arts Bonus alternative. During the weekday PM peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 152.3 seconds/vehicle (LOS "F") and 30.9 seconds/vehicle (LOS "C") respectively, under the No-Action condition, to 238.8 seconds/vehicle (LOS "F") and 88.3 seconds/vehicle (LOS "F") respectively, under the Expanded Arts Bonus alternative. During the Saturday midday peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 413.7 seconds/vehicle (LOS "F") and 222.9 seconds/vehicle (LOS "F") respectively under the No-Action condition, to 456.6 seconds/vehicle (LOS "F") and 305.2 seconds/vehicle (LOS "F") respectively under the Expanded Arts Bonus alternative.

- West 125th Street/Lenox Avenue – During the weekday AM peak hour, delays for vehicles on the southbound approach are projected to increase from 50.9 seconds/vehicle (LOS "D") under the No-Action condition to 80.4 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. During the weekday PM peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 28.5 seconds/vehicle (LOS "C") and 33.2 seconds/vehicle (LOS "C") respectively under the No-Action condition, to 73.7 seconds/vehicle (LOS "E") and 51.0 seconds/vehicle (LOS "D") respectively under the Expanded Arts Bonus alternative. During the Saturday midday peak hour, delays for vehicles on the eastbound and westbound approaches are

projected to increase from 504.7 seconds/vehicle (LOS "F") and 657.2 seconds/vehicle (LOS "F") respectively under the No-Action condition, to 571.2 seconds/vehicle (LOS "F") and 776.5 seconds/vehicle (LOS "F") respectively, under the Expanded Arts Bonus alternative.

- West 125th Street/Adam Clayton Powell Jr. Boulevard – During the weekday midday peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 125.2 seconds/vehicle (LOS "F") and 50.8 seconds/vehicle (LOS "D") respectively, under the No-Action condition to 205.0 seconds/vehicle (LOS "F") and 163.5 seconds/vehicle (LOS "F") respectively, under the Expanded Arts Bonus alternative. During the weekday PM peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 268.3 seconds/vehicle (LOS "F") and 130.0 seconds/vehicle (LOS "F") respectively under the No-Action condition, to 449.6 seconds/vehicle (LOS "F") and 372.0 seconds/vehicle (LOS "F") respectively under the Expanded Arts Bonus alternative. During the Saturday midday peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 441.4 seconds/vehicle (LOS "F") and 325.0 seconds/vehicle (LOS "F") respectively under the No-Action condition, to 547.5 seconds/vehicle (LOS "F") and 477.5 seconds/vehicle (LOS "F") respectively, under the Expanded Arts Bonus alternative.

- West 125th Street/Frederick Douglass Boulevard – During the weekday PM peak hour, delays for vehicles on the westbound approach are projected to increase from 48.4 seconds/vehicle (LOS "D") under the No-Action condition to 128.3 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative. During the Saturday midday peak hour, delays for vehicles on the eastbound and westbound approaches are projected to increase from 329.7 seconds/vehicle (LOS "F") and 585.8 seconds/vehicle (LOS "F") respectively under the No-Action condition, to 364.1 seconds/vehicle (LOS "F") and 620.6 seconds/vehicle (LOS "F") respectively under the Expanded Arts Bonus alternative.

- West 125th Street/St. Nicholas Avenue

  - During the weekday AM peak hour, delays for vehicles on the eastbound approach are projected to increase from 55.2 seconds/vehicle (LOS "E") under the No-Action condition to 94.0 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

  - During the weekday PM peak hour, delays for vehicles on the eastbound approach are projected to increase from 207.8 seconds/vehicle (LOS "F") under the No-Action condition to 277.2 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

  - During the Saturday midday peak hour, delays for vehicles on the eastbound and southbound approaches are projected to increase from 112.0 seconds/vehicle (LOS "F") and 88.7 seconds/vehicle (LOS "F") respectively under the No-Action

condition, to 140.1 seconds/vehicle (LOS "F") and 96.5 seconds/vehicle (LOS "F") respectively under the Expanded Arts Bonus alternative.

- West 125th Street/Morningside Avenue – During the Saturday midday peak hour, delays for vehicles on the eastbound approach are projected to increase from 111.3 seconds/vehicle (LOS "F") under the No-Action condition to 119.0 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- West 125th Street/Amsterdam Avenue

  - During the weekday AM peak hour, delays for eastbound through/right-turning vehicles are projected to increase from 37.4 seconds/vehicle (LOS "D") under the No-Action condition to 45.9 seconds/vehicle (LOS "D") under the Expanded Arts Bonus alternative. In addition, delays for vehicles in the westbound left-turn lane are projected to increase from 89.6 seconds/vehicle (LOS "F") under the No-Action condition to 196.7 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

  - During the weekday midday peak hour, delays for vehicles in the westbound left-turn lane are projected to increase from 52.0 seconds/vehicle (LOS "D") under the No-Action condition, to 57.9 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative.

  - During the weekday PM peak hour, delays for eastbound left-turning and through/right-turning vehicles are projected to increase from 42.3 seconds/vehicle (LOS "D") and 42.8 seconds/vehicle (LOS "D") respectively under the No-Action condition, to 77.0 seconds/vehicle (LOS "E") and 52.6 seconds/vehicle (LOS "D") respectively under the Expanded Arts Bonus alternative. In addition, delays for vehicles in the westbound left-turn lane are projected to increase from 125.0 seconds/vehicle (LOS "F") under the No-Action condition to 128.6 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

  - During the Saturday midday peak hour, delays for eastbound left-turning and through/right-turning vehicles are projected to increase from 101.3 seconds/vehicle (LOS "F") and 154.1 seconds/vehicle (LOS "F") respectively, under the No-Action condition, to 111.4 seconds/vehicle (LOS "F") and 175.3 seconds/vehicle (LOS "F") respectively, under the Expanded Arts Bonus alternative. In addition, delays for westbound through/right-turning vehicles are projected to increase from 95.4 seconds/vehicle (LOS "F") under the No-Action condition to 100.0 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

- West 125th Street/Broadway – During the weekday PM peak hour, delays for eastbound left-turning vehicles are projected to increase from 38.9 seconds/vehicle (LOS "D")

under the No-Action condition to 55.1 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative.

- West 125th Street/12th Avenue – During the weekday midday peak hour, delays for southbound left-turning vehicles are projected to increase from 47.9 seconds/vehicle (LOS "D") under the No-Action condition to 57.3 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative. During the Saturday midday peak hour, delays for southbound left-turning vehicles are projected to increase from 95.2 seconds/vehicle (LOS "F") under the No-Action condition to 109.8 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

116th Street Corridor

- West 116th Street/Adam Clayton Powell Jr. Boulevard – During the weekday AM peak hour, delays for vehicles on the westbound approach are projected to increase from 70.1 seconds/vehicle (LOS "E") under No-Action conditions to 76.8 seconds/vehicle (LOS "E") under the Expanded Arts Bonus alternative.

- West 116th Street/Frederick Douglass Boulevard – During the weekday AM peak hour, delays for vehicles on the westbound approach are projected to increase from 60.6 seconds/vehicle (LOS "E") under the No-Action condition to 65.5 seconds/vehicle (LOS "F") under the Expanded Arts Bonus alternative.

Proposed Mitigation Measures

The following is a description of the mitigation measures for the Expanded Arts Bonus alternative:

135th Street Corridor

- West 135th Street/Lenox Avenue
  - Re-allocate three seconds of green time from the north-south phase to the east-west phase during the weekday AM peak period.
  - Re-allocate four seconds of green time from the north-south phase to the east-west phase during the weekday PM peak period.
- West 135th Street/Adam Clayton Powell Jr. Boulevard
  - Re-allocate one second of green time from the north-south phase to the east-west phase during the weekday AM peak period.
  - Prohibit on-street parking along the east side of Adam Clayton Powell Jr. Boulevard to accommodate northbound right-turns in a separate lane. This prohibition should extend for a distance of approximately 100 feet south of West 135th Street during the weekday PM peak period. This change would result in the

loss of approximately four (4) existing parking spaces along the east side of Adam Clayton Powell Jr. Boulevard, south of West 135th Street, during the weekday PM peak period. Re-allocate four seconds of green time from the north-south phase to the east-west phase during the weekday PM peak period.

- With these improvements, an unmitigated impact will remain during the weekday PM peak hour on the eastbound approach.

126th Street Corridor

- East 126th Street/Lexington Avenue
  - Prohibit on-street parking along the south side of East 126th Street to accommodate westbound left-turns in a separate lane. This prohibition should extend for a distance of approximately 100 feet east of Lexington Avenue during all peak periods. This change would result in the loss of approximately four (4) existing parking spaces along the south side of East 126th Street, east of Lexington Avenue, during all four peak periods.

- 126th Street/Park Avenue
  - Re-allocate four seconds of green time from the north-south phase to the westbound phase during the weekday AM peak period.
  - Re-allocate one second of green time from the north-south phase to the westbound phase during the weekday midday peak period.
  - Re-allocate two seconds of green time from the north-south phase to the westbound phase during the weekday PM peak period.

- 126th Street/Fifth Avenue
  - Re-allocate four seconds of green time from the southbound phase to the westbound phase during the weekday AM and PM peak hours.
  - Re-allocate four seconds of green time from the southbound phase to the westbound phase during the Saturday midday peak hour.
  - Prohibit on-street parking along the south side of 126th Street to accommodate westbound left-turns in a separate lane. This prohibition should extend for a distance of approximately 100 feet east of Fifth Avenue during the weekday midday and Saturday midday peak periods. This change would result in the loss of approximately four (4) existing parking spaces along the south side of 126th Street, east of Fifth Avenue, during these two peak periods.

- West 126th Street/Lenox Avenue
  - Prohibit on-street parking along the north side of 126th Street to accommodate westbound right-turns in a separate lane. This prohibition should extend for a

distance of approximately 100 feet east of Lenox Avenue during the weekday AM, weekday PM, and Saturday midday peak periods. This change would result in the loss of approximately four (4) existing parking spaces along the north side of 126th Street, east of Lenox Avenue, during these peak periods.

- Prohibit on-street parking along the west side of Lenox Avenue to accommodate southbound right-turns in a separate lane. This prohibition should extend for a distance of approximately 100 feet north of West 126th Street during the weekday AM, weekday PM, and Saturday midday peak periods. This change would result in the loss of approximately four (4) existing parking spaces along the west side of Lenox Avenue, north of West 126th Street during the weekday AM, weekday PM, and Saturday midday peak periods.

- Re-allocate four seconds of green time from the westbound phase to the north-south phase during the weekday AM, weekday PM, and Saturday midday peak period.

- Re-allocate two seconds of green time from the westbound phase to the north-south phase during the weekday midday peak period.

- With these improvements, an unmitigated impact will remain during the weekday AM, weekday PM, and Saturday midday peak hours for northbound left-turns. However, re-allocating six seconds of green time from the southbound phase to the east-west phase during the weekday AM peak period, eight seconds during the weekday PM peak period, and five seconds during the Saturday midday peak period would mitigate this impact.

The impact to the northbound left-turn movement at the West 126th Street/Lenox Avenue intersection during the weekday AM peak hour results from mitigation to prohibit eastbound and westbound left-turns along 125th Street, and not as a result of the changes between the No-Action and Action conditions. The magnitude of the impacts to this movement during the weekday PM and Saturday midday peak hours increased as a result of the left-turn prohibition.

- West 126th Street/Frederick Douglass Boulevard
  - Re-allocate three seconds of green time from the north-south phase to the westbound phase during the weekday AM and PM peak periods.
  - Re-allocate one second of green time from the north-south phase to the westbound phase during the weekday midday peak period.
  - Re-allocate four seconds of green time from the north-south phase to the westbound phase during the Saturday midday peak period.

- West 126th Street/St. Nicholas Avenue

- Re-stripe the northbound approach to accommodate one exclusive left-turn lane and one exclusive through lane.

- Prohibit on-street parking along the south side of 126th Street to accommodate westbound left-turn movements in a separate lane. This prohibition should extend for a distance of approximately 100 feet east of St. Nicholas Avenue during the weekday AM and PM peak periods. This change would result in the loss of approximately five existing parking spaces along the south side of 126th Street, east of St. Nicholas Avenue, during the weekday AM and PM peak periods.

- West 126th Street/Morningside Avenue
  - Re-allocate three seconds of green time from the north-south phase to the westbound phase during the weekday AM, weekday PM, and Saturday midday peak periods.

  - Re-allocate two seconds of green time from the north-south phase to the westbound phase during the weekday midday peak period.

125th Street Corridor

- Prohibit left-turn movements on 125th Street – Install signage to prohibit eastbound and westbound left-turn movements for all vehicles except buses at all intersections along 125th Street between Amsterdam Avenue and 3rd Avenue (inclusive) between the hours of 7:00 AM and 7:00 PM Monday through Saturday. (Figures 3.21-26 through 3.21-29 show the total peak hour traffic volumes associated with the Arts Bonus alternative, assuming eastbound and westbound left-turn prohibitions on 125th Street between Amsterdam Avenue and 3rd Avenue).

- East 125th Street/First Avenue
  - Re-allocate one second of green time from the northbound phase to the eastbound phase during the weekday PM peak period.

- East 125th Street/Second Avenue
  - Re-allocate three seconds of green time from the southbound phase, with one second of green time to the Tri-Borough Bridge off-ramp phase, and two seconds of green time to the east-west phase during the weekday AM peak period. However, during the weekday AM peak hour, significant adverse traffic impacts will remain on the westbound approach.

  - Re-allocate four seconds of green time from the southbound phase to the east-west phase during the weekday midday peak period.

  - During the weekday PM peak hour, significant adverse traffic impacts exist on all four intersection approaches, namely: the southbound approach on Second Avenue, the eastbound and westbound approaches on 125th Street, and the

Triborough Bridge off-ramp. It should be noted that the Action condition analysis includes the recommendation from the Manhattanville EIS to remove on-street parking along the south side of 125th Street to accommodate an exclusive eastbound right-turn lane. Even with this measure—and additional on-street parking removal along the north side of 125th Street (i.e. in the westbound direction)—the significant adverse impacts at this intersection would not be mitigated during the weekday PM peak hour. Widening of the 125th Street, Second Avenue, and the Tri-borough Bridge off-ramp approaches were also not considered due to the potential impacts on right-of-way and the need for property acquisition. As such, an unmitigated impact remains at this intersection during the weekday PM peak hour.

- Re-allocate four seconds of green time from the southbound phase, with two seconds of green time to the Tri-Borough Bridge off-ramp phase, and two seconds of green time to the east-west phase during the Saturday midday peak period. However, during the Saturday midday peak hour, significant adverse traffic impacts will remain on the westbound approach.

- East 125th Street/Third Avenue
  - Re-allocate four seconds of green time from the northbound phase to the east-west phase during the weekday AM peak period.
  - Re-allocate three seconds of green time from the northbound phase to the east-west phase during the weekday midday peak period.
  - Re-allocate four seconds of green time from the northbound phase to the east-west phase during the weekday PM and Saturday midday peak periods. With this improvement, an unmitigated impact will remain during both peak hours on the westbound approach. However, re-allocating eight seconds of green time from the northbound phase to the east-west phase during the weekday PM peak period, and six seconds of green time from the northbound phase to the east-west phase during the Saturday midday peak period would mitigate these impacts. Removal of on-street parking on 125th Street was considered, but not recommended as a viable mitigation measure.

- East 125th Street/Lexington Avenue
  - Re-allocate four seconds of green time from the southbound phase to the east-west phase during the weekday AM peak period.
  - Re-allocate four seconds of green time from the southbound phase to the east-west phase during the weekday midday, weekday PM, and Saturday midday peak periods. With this improvement, an unmitigated impact will remain during all three peak hours on the westbound approach. However, re-allocating 10 seconds of green time from the southbound phase to the east-west phase during the weekday midday peak period, 12 seconds of green time from the southbound

phase to the east-west phase during the weekday PM peak period, and six seconds from the southbound phase to the east-west phase during the Saturday midday peak period would mitigate these impacts. Removal of on-street parking on 125th Street was considered, but not recommended as a viable mitigation measure.

- 125th Street/Fifth Avenue
  - Re-allocate two seconds of green time from the east-west phase to the southbound phase during the weekday AM and PM peak periods.

- West 125th Street/Lenox Avenue
  - Prohibit on-street parking along the west side of Lenox Avenue for a distance of approximately 100 feet north of West 125th Street during the weekday AM peak period, to accommodate southbound right-turns in a separate lane. This change would result in the loss of approximately four (4) existing parking spaces along the west side of Lenox Avenue, north of West 125th Street, during the weekday AM peak period.

  - Prohibit on-street parking along the east side of Lenox Avenue for a distance of approximately 100 feet south of West 125th Street during the weekday PM peak period, to accommodate northbound right-turns in a separate lane. This change would result in the loss of approximately four (4) existing parking spaces along the east side of Lenox Avenue, south of West 125th Street, during the weekday PM peak period.

  - Re-allocate four seconds of green time from the north-south phase to the east-west phase during the weekday PM peak period. With this improvement, an unmitigated impact will remain during the weekday PM peak hour on the eastbound approach. However, re-allocating seven seconds of green time from the north-south phase to the east-west phase during the weekday PM peak period would mitigate these impacts.

  - Re-allocate one second of green time from the east-west phase to the north-south phase during the Saturday midday peak period.

- West 125th Street/St. Nicholas Avenue
  - Re-allocate three seconds of green time from the east-west phase to the north-south phase during the weekday AM peak period.

  - Re-allocate four seconds of green time from the east-west phase to the north-south phase during the weekday midday, weekday PM, and Saturday mid-day peak periods. With this improvement, an unmitigated impact will remain during the weekday PM peak hour on the northbound approach. However, re-allocating 10 seconds of green time from the east-west phase to the north-south phase during the weekday PM peak period would mitigate this impact.

- West 125th Street/Morningside Avenue
  - Re-allocate two seconds of green time from the east-west phase to the north-south phase during the weekday AM peak period.

- West 125th Street/Amsterdam Avenue
  - Re-allocate two seconds of green time from the east-west phase to the north-south phase during the weekday PM peak period.

- West 125th Street/Broadway
  - Re-allocate 1.5 seconds of green time from the north-south phase to the east-west phase during the weekday PM peak period. With this improvement, an unmitigated impact will remain during the weekday PM peak hour on the eastbound approach. (It should be noted that the signal timing parameters provided in the Manhattanville EIS, and used as a basis for this analysis, shows signal timing in one-half second increments.)

- West 125th Street/12th Avenue
  - Re-allocate two seconds of green time from the westbound phase to the north-south phase during the weekday midday peak period.

  - Re-allocate one second of green time from the westbound phase to the north-south phase during the Saturday midday peak period.

124th Street Corridor

- East 124th Street/Lexington Avenue
  - Prohibit on-street parking along the east side of Lexington Avenue between East 125th Street and East 124th Street during the weekday AM, weekday PM, and Saturday midday peak periods, to accommodate southbound left-turn movements in a separate lane. This change would result in the loss of approximately 10 existing parking spaces along the east side of Lexington Avenue, between East 124th Street and East 125th Street, during these three peak periods.

- West 124th Street/Frederick Douglass Boulevard
  - Re-allocate one second of green time from the north-south phase to the eastbound phase during the weekday PM peak period.

- West 124th Street/St. Nicholas Avenue - Re-stripe the southbound approach to accommodate one exclusive left-turn lane and one exclusive through lane.

116th Street Corridor

- West 116th Street/Adam Clayton Powell Jr. Boulevard – Re-allocate one second of green time from the north-south phase to the east-west phase during the weekday AM peak period.

- West 116th Street/Frederick Douglass Boulevard – Re-allocate one second of green time from the north-south phase to the east-west phase during the weekday AM peak period.

Table 3.21-26 compares the results of the traffic analyses under year 2017 Mitigated Expanded Arts Bonus and No-Action conditions during each peak hour. As shown in Table 3.21-26 significant adverse traffic impacts would remain at the following intersections, with implementation of the proposed mitigation measures described above:

- West 135th Street/Adam Clayton Powell Jr. Boulevard (weekday PM peak hour)
- West 126th Street/Lenox Avenue (weekday AM, weekday PM and Saturday midday peak hours)
- East 125th Street/Second Avenue (weekday AM, weekday PM, and Saturday midday peak hours)
- East 125th Street/Third Avenue (weekday PM peak hour and Saturday midday peak hours)
- East 125th Street/Lexington Avenue (weekday midday, weekday PM, and Saturday midday peak hours)
- West 125th Street/Lenox Avenue (weekday PM peak hour)
- West 125th Street/St. Nicholas Avenue (weekday PM peak hour)
- West 125th Street/Broadway (weekday PM peak hour)

Application and implementation of the traffic engineering improvements described above would require approval from NYCDOT. Approval of each proposed mitigation measure would depend on the applicable agency. In the absence of the approval and implementation of the proposed mitigation measures, the identified significant adverse impacts would remain.

Parking

Similar to the proposed action, the Expanded Arts Bonus Alternative would substantially increase the availability of off-street public parking when compared to the Existing and No Action conditions. The Expanded Arts Bonus Alternative would provide an estimated 1,879 new public parking spaces, 136 more than would be provided by the proposed action. In addition to these public parking spaces, a total of 650 accessory parking spaces would also be provided under the Expanded Arts Bonus Alternative (compared to 437 under the proposed action) to accommodate a portion of the demand from projected development sites. As with the proposed action, no existing public parking facilities would be displaced by the Expanded Arts Bonus Alternative.

Under the Expanded Arts Bonus Alternative, the net increase in demand on the public parking supply in the overall study area (i.e., demand not accommodated in accessory parking spaces) would total 688 and 405 in the weekday midday and overnight periods, respectively, compared to 724 and 656, respectively for the proposed action. The utilization rate of the public parking

Bus Service

As shown in Table 1, the Expanded Arts Bonus Alternative would generate a net total of approximately 366 new bus trips in the AM peak hour (61 more than the proposed action), and 1,058 new trips in the PM peak hour (265 more than the proposed action), with these trips distributed among the various bus routes serving the proposed rezoning area. Compared to the proposed action, the increased demand from the Expanded Arts Bonus Alternative would marginally worsen conditions at the maximum load points on each route, and would result in one additional significant adverse AM peak hour impact. Eastbound M60, and northbound M100 and Bx15 buses would be adversely impacted in the PM peak hour under both the Expanded Arts Bonus Alternative and the proposed action. The addition of one peak direction bus to the M60 and M100 routes in the PM peak hour would fully address the impacts to these routes under both the proposed action and the Expanded Arts Bonus Alternative. The PM peak hour impact to the Bx15 route would be fully addressed by the addition of two northbound buses under the Expanded Arts Bonus Alternative, while only one northbound bus would need to be added to fully address this impact under the proposed action. In addition, under the Expanded Arts Bonus Alternative (but not the proposed action), southbound Bx15 buses would have a capacity shortfall of 13 spaces in the AM peak hour and would therefore also be significantly adversely impacted under *CEQR Technical Manual* criteria. The addition of one southbound Bx15 bus in the AM peak hour would fully address this impact.

As standard practice, MTA New York City Transit monitors bus ridership and increases service where operationally and fiscally feasible. As such, the capacity shortfalls on the M60 M100 and Bx15 under the Expanded Arts Bonus Alternative would be addressed by NYCT (as they would with the proposed action), and no action-initiated mitigation for impacts to local bus service would be required for this alternative.

Pedestrians

As shown in Table 1, compared to the proposed action, the Expanded Arts Bonus Alternative would generate 83 more walk-only trips in the AM peak hour, 578 in the midday and 792 in the PM peak hour. These additional walk-only trips, along with increased pedestrian demand associated with trips to and from area subway stations and bus stops, would be distributed along sidewalks, corner areas and crosswalks throughout the study area under the Expanded Arts Bonus Alternative. All analyzed sidewalks would continue to operate at a platoon-adjusted LOS D or better with average flow rates of less than 13 persons per foot-width per minute (mid-LOS D) in all peak hours, and all analyzed corner areas would continue to operate at LOS C or better with more than 20 square-feet per pedestrian. Therefore, like the proposed action, no significant adverse impacts to sidewalks or corner areas would occur under the Expanded Arts Bonus Alternative based on *CEQR Technical Manual* criteria.

As discussed in Chapter 3.16, pedestrian demand from the proposed action would result in significant adverse impacts to three analyzed crosswalks along East 125th Street in the midday peak hour – the south crosswalk at southbound Park Avenue and the north and south crosswalks

at Third Avenue. With the increased demand under the Expanded Arts Bonus Alternative, all three of these crosswalks would continue to operate at LOS E in the midday, the same as under the proposed action. Additionally, the south crosswalk at East 125th Street and Lexington Avenue would become significantly adversely impacted during the midday peak hour under this alternative, as would the north crosswalk on northbound Park Avenue during the midday and PM peak hours. These impacts would be due primarily to this alternative's traffic mitigation plan, which would result in an increase in the number of right-turning vehicles conflicting with pedestrians on these crosswalks. Although increased pedestrian demand under the Expanded Arts Bonus Alternative would marginally worsen conditions at other analyzed crosswalks in all periods, there would be no further significant adverse crosswalk impacts under this alternative.

Overall, the Expanded Arts Bonus Alternative would result in five significant adverse crosswalk impacts. These include two that would occur due to changes in traffic patterns associated with the traffic mitigation plan implemented under this alternative. There would be no significant impacts to sidewalks or corner areas under the Expanded Arts Bonus Alternative.

Under *CEQR Technical Manual* criteria, a significant adverse pedestrian impact is considered mitigated if measures implemented return projected future conditions to what they would be if a proposed project were not in place (for No Action LOS D, E or F), or to acceptable levels (the LOS D/E threshold for No Action LOS A, B or C). Under the proposed action, a one-foot widening of the south crosswalk at southbound Park Avenue (to 13 feet in width from 12 feet) would fully mitigate the project's midday peak hour impact to this facility. Under the Expanded Arts Bonus Alternative, a two-foot widening would fully mitigate the impact at this crosswalk. With this two-foot widening, the south crosswalk at southbound Park Avenue would operate at LOS D (16.5 sq-ft/ped) under the Expanded Arts Bonus Alternative, compared to LOS D (15.1 sq-ft/ped) in the No Action.

Under the proposed action, the significant adverse midday peak hour impact to the north crosswalk on Third Avenue at East 125th Street would be fully mitigated by widening the north crosswalk to 15 feet in width from 14 feet. The significant adverse midday peak hour impact to the south crosswalk at this location would be fully mitigated by signal timing improvements included in the traffic mitigation plan. These mitigation measures would also fully mitigate the midday peak hour impact at these locations under the under the Expanded Arts Bonus Alternative. With these measures, the north crosswalk would operate at LOS D (15.8 sq-ft/ped) in the midday compared to LOS D (15.5 sq-ft/ped) in the No Action, and the south crosswalk would operate at LOS D (15.1 sq-ft/ped) in the midday compared to LOS E (14.7 sq-ft/ped) in the No Action.

The significant adverse midday peak hour impact at the south crosswalk on East 125th Street at Lexington Avenue resulting from changes in traffic flow due to the project's traffic mitigation plan would be fully mitigated by widening the crosswalk to 18 feet in width, from 16 feet. With this mitigation measure, this crosswalk would operate at LOS E (14.5 sq-ft/ped) under the Expanded Arts Bonus Alternative compared to LOS E (13.8 sq-ft/ped) under the No Action.

Additionally, the significant adverse midday and PM peak hour impacts at the north crosswalk on East 125th Street at northbound Park Avenue resulting from changes in traffic flow due to the project's traffic mitigation plan would be fully mitigated by widening the crosswalk to 15 feet in width, from 12 feet. With this mitigation measure, this crosswalk would operate at LOS D in both he midday and PM peak hours (20.1 sq-ft/ped and 19.1 sq-ft/ped, respectively) under the Expanded Arts Bonus Alternative compared to LOS E (13.8 sq-ft/ped and 16.3 sq-ft/ped, respectively) under the No Action.

Air Quality

Although the Expanded Arts Bonus Alternative would result in an increase in the number of dwelling units and in commercial area, over that of the proposed action, it is not expected that the resulting small increment in traffic at project intersections would result in air quality impacts or violations of air quality standards given that conditions under the proposed actions are well below the standard. Mobile source air modeling for the proposed action has shown that the predicted CO concentrations are low enough such that the increases in traffic expected from the Expanded Arts Bonus alternative, which is two and one-half percent or less at the at each of the same receptors analyzed for the proposed action, would not be expected to result in any exceedances of standards or the City's *de minimis* criteria or violations of air quality standards. In addition, while there would be a slight increase in the accessory parking spaces that would be required under this alternative as a result of the increased density, this increase would be limited and would not induce significant additional emissions over those predicted for the proposed action.

As with the proposed action, pollutant emissions from existing large residential and industrial sources would not result in any impacts to the Expanded Arts Bonus Alternative.

Project-on-Project Impacts

The Expanded Arts Bonus Alternative would, as with the C4-4D Alternative, increase the height and density of sites 18b (called site18 for the proposed action with the addition of Lots 27 and 31) and 20 (with the addition of Lot 50) and would include a new site 18a. In addition, as with the Arts Bonus Alternative, the Expanded Arts Bonus Alternative would significantly increase the density but not the height of site 10. An additional HVAC screening analysis was undertaken to determine if any of these sites could impact or be impacted by HVAC emissions from other nearby development sites. Based on this analysis, it was determined that under the Expanded Arts Bonus Alternative, additional (E) designations would need to be incorporated into the rezoning proposal for Sites 10, 18a, 18b and 20 to preclude the potential for significant adverse air quality impacts on other projected developments. The (E)-designation would provide restrictions regarding the location of the HVAC exhaust stacks relative to adjacent development sites.

The text of the (E) designation for noise for projected development sites 18a, 18b and 20 is as follows:

In order to ensure an acceptable interior noise environment, future residential/commercial uses must provide a closed window condition with a minimum of 35 dBA and 40 dBA window/wall attenuation on some façades in order to maintain an interior noise level of 45 dBA. To achieve 40 dBA of building attenuation, special design features that go beyond the normal double-glazed windows are necessary and may include using specially design windows (i.e., windows with small sizes, windows with air gaps, windows with thicker glazing, etc.), and additional building attenuation. In order to maintain a closed-window condition, an alternate means of ventilation must also be provided. Alternate means of ventilation includes, but is not limited to, central air conditioning.

With the attenuation measures specified above, the Expanded Arts Bonus Alternative would not result in any significant adverse noise impacts, and would meet CEQR guidelines.

Construction Impacts

Development of additional floor area is expected under the Expanded Arts Bonus Alternative, when compared to the proposed action. As a result of this development scenario, there would be an incremental increase in the temporary construction disruptions when compared to the proposed action. Additionally, this alternative would also result in slightly increased duration of construction-related noise and traffic than the proposed action. However, neither this alternative nor the proposed actions would result in significant adverse impacts on air quality, noise, traffic, or transit during construction.

Public Health

The proposed action would not result in significant adverse public health impacts, as it would not significantly impact the various technical areas that comprise public health, namely, air quality, hazardous materials, solid waste management, and noise. Similar to the proposed action, the Expanded Arts Bonus Alternative would also incorporate the noise attenuation, air quality, and hazardous materials testing and remediation requirements due to the proposed (E) designations.

Mitigation

The Expanded Arts Bonus alternative is projected to generate approximately 132 more vehicle trips during the weekday AM peak hour, 97 more vehicle trips during the weekday midday peak hour, 254 more vehicle trips during the weekday PM peak hour, and 163 more vehicle trips during the Saturday midday peak hour. Mitigation measures required to alleviate the projected impacts are discussed in detail above in the Traffic and Parking section of this alternative. Despite these mitigation measures, several intersections are still projected to experience

significant adverse traffic impacts. These intersections are discussed below in the "Unavoidable Adverse Impacts" section.

Under the Expanded Arts Bonus Alternative, pedestrian demand would result in significant adverse impacts to the analyzed crosswalks along East 125th Street in the midday peak hour – the south crosswalk at southbound Park Avenue and the north and south crosswalks at Third Avenue. Additionally, the south crosswalk at East 125th Street and Lexington Avenue would become significantly adversely impacted during the midday peak hour under this alternative, as would the north crosswalk on northbound Park Avenue during the midday and PM peak hours. Under *CEQR Technical Manual* criteria, a significant adverse pedestrian impact is considered mitigated if measures implemented return projected future conditions to what they would be if a proposed project were not in place (for No-Action LOS D, E or F), or to acceptable levels (the LOS D/E threshold for No-Action LOS A, B or C).

Under the Expanded Arts Bonus Alternative, a two-foot widening would fully mitigate the impact at the south crosswalk at southbound Park Avenue during the midday. Under the Expanded Arts Bonus Alternative, the significant adverse midday peak hour impact to the north crosswalk on Third Avenue at East 125th Street would be fully mitigated by widening the north crosswalk to 15 feet in width from 14 feet. The significant adverse midday peak hour impact to the south crosswalk at this location would be fully mitigated by signal timing improvements included in the traffic mitigation plan. The significant adverse midday peak hour impact at the south crosswalk on East 125th Street at Lexington Avenue resulting from changes in traffic flow due to the project's traffic mitigation plan would be fully mitigated, under the Expanded Arts Bonus Alternative, by widening the crosswalk to 18 feet in width, from 16 feet.

Additionally, under the Expanded Arts Bonus Alternative, the significant adverse midday and PM peak hour impacts at the north crosswalk on East 125th Street at northbound Park Avenue resulting from changes in traffic flow due to the project's traffic mitigation plan would be fully mitigated by widening the crosswalk to 15 feet in width, from 12 feet.

Potential mitigation measures for the shadow impacts at Dream Street Park include relocating the sun-light sensitive features of the park to avoid sunlight loss – specifically relocating benches and/or seating areas, relocating vegetation to avoid shadows, or replacing vegetation with shade-tolerant species to withstand shady conditions. Additional potential mitigation measures include the provision of new passive facilities on other nearby open spaces to supplement those affected by the action generated shadows. Since the issuance of the DEIS, the Department of City Planning consulted with the NYC Department of Parks and Recreation (DPR) regarding the feasibility of implementing the potential mitigation measures identified. Based on these discussions, DPR concluded that relocating seating areas and replacing plant material was feasible and would allow for partial mitigation of the shadow impacts. If DPR funding becomes available to implement these improvements prior to the project's build year of 2017, the impacts could be partially mitigated. Absent available funding for the improvements, the significant adverse shadow impacts to Dream Street Park would remain unmitigated in the Expanded Arts Bonus Alternative.

Mitigation measures for the shadow impacts to the Adam Clayton Powell, Jr. State Office Building Plaza include redesigning the plaza to relocate sun-light sensitive features to avoid sunlight loss, or the provision of new passive facilities on other nearby open spaces, to supplement those affected by the action generated shadows. After the issuance of the DEIS, the Department of City Planning became aware of a proposal for redesigning and reconstructing the Adam Clayton Powell, Jr. State Office Building Plaza. Given this opportunity, the Department of City Planning has extended an offer to work closely with the State to ensure that the redesign of the plaza takes into consideration these potential impacts and minimizes their significant adverse nature. However, because the redesign plans for the plaza had not been finalized by the time of the FEIS, the significant adverse impact remains unmitigated. For the remaining adversely impacted sunlight sensitive resources (the Church of St. Joseph of the Holy Family and the Metropolitan Community United Methodist Church), the Department of City Planning, in consultation with the appropriate City and State agencies, has concluded that there are no feasible or practicable mitigation measures that can be implemented to mitigate these impacts, and the significant adverse shadow impacts on these resources therefore remain unmitigated in the Expanded Arts Bonus Alternative. ~~After the issuance of the DEIS, the Department of City Planning, in consultation with the NYC Landmark Preservation Commission, determined that the potential mitigation measures described in Chapter 3.5, "Shadows," are not feasible and that there are no other feasible or practicable mitigation measures that can be identified, therefore, the significant adverse shadow impact on two historic resources (Church of St. Joseph of the Holy Family and the Metropolitan Community United Methodist Church) and on two open space resources (Dream Street Park and Adam Clayton Powell Jr. State Office Building Plaza) remain unmitigated in the Expanded Arts Bonus Alternative.~~

Unavoidable Adverse Impacts

As discussed above, the Expanded Arts Bonus Alternative would result in the significant adverse shadows impacts on historic and open space resources as would also occur under the proposed action. Incremental shadows generated by the proposed action would result in significant adverse impacts to the Church of St. Joseph of the Holy Family, the Metropolitan Community United Methodist Church, Dream Street Park, and the Adam Clayton Powell Jr. State Office Building Plaza.

As discussed in Chapter 3.5, "Shadows", a potential mitigation measure for the identified impact on the Church of St. Joseph of the Holy Family, the Metropolitan Community United Methodist Church include the use of artificial lighting to simulate the sunlit conditions. The provision of indirectly mounted lighting could simulate lost sunlight conditions at the affected stained glass windows of each resource. After the issuance of the DEIS, the Department of City Planning, in consultation with the NYC Landmark Preservation Commission, concluded that the mitigation measures described above are not feasible and that there are no other feasible or practicable measures that would eliminate or reduce the impacts. Therefore, the significant adverse shadow impacts on these two historic resources remain unmitigated under the Expanded Arts Bonus Alternative.

Exhibit B

Summary of Comments and Responses

A. INTRODUCTION

At the November 7, 2013 public hearing on the 121 West 125th Street (Urban League Empowerment Center) Project, oral and written comments were received from elected officials, interested individuals, and local community and civic organizations. A total of 36 individuals and organizations, listed in Section B below, spoke at the hearing or submitted written comments.

Section C below summarizes and responds to comments made at the public hearing. A copy of the written comments follows the summation. A complete copy of the hearing transcript is attached as Exhibit C. When more than one commenter expressed similar views, those comments have been grouped and addressed together. A parenthetical appears immediately after each comment indicating which speaker(s) expressed that particular view—the numbers in the parentheses correspond to the speakers listed in Section B below.

B. LIST OF COMMENTERS

1. Marc Morial, CEO, National Urban League (oral statement at public hearing)
2. Curtis Archer, President, Harlem Community Development Corporation (oral statement at public hearing)
3. Inez Dickens, New York City Council (written comments dated 11/7/13)
4. Bill Perkins, 30th Senatorial District, State of New York (oral statement at public hearing; written comments submitted 11/8/13)
5. M. Tounkara, owner of Kaarta Import on 125th Street (oral statement at public hearing)
6. Ron Waltin, owner of Golden Krust on 125th Street (oral statement at public hearing)
7. Lakisha S. Benbow, on behalf of Joseph Benbow, owner of Fishers of Men II on 125th Street (oral statement at public hearing)
8. Raj Whadwa, owner on Sarku Japan on 125th Street (oral statement at public hearing)
9. Cathleen McCadden, on behalf of Keith Wright, New York State Assemblyman and Chair of the Harlem Community Development Corporation (oral statement at public hearing)
10. Darwin Davis, Greater Harlem Chamber of Commerce (oral statement at public hearing)
11. Mark McPhee, Coalition for Parole Restoration (oral statement at public hearing)
12. Iman Jomandy (oral statement at public hearing)
13. Mike Green, Hugs for Harlem, Inc. (oral statement at public hearing)
14. Brian Benjamin, on behalf of Henrietta Lyle, Chair of Community Board 10 (oral statement at public hearing)
15. Reverend Dr. C. Burrison (oral statement at public hearing)

16. Garry A. Johnson, New York State Chair of Economic Development for the NAACP (oral statement at public hearing)
17. Michael Henry Adams, Harlem historian (oral statement at public hearing)
18. Dr. Gholson, Community Board 9 member (oral statement at public hearing)
19. Nefertiti Nakawe (oral statement at public hearing)
20. Melba Wilson (oral statement at public hearing)
21. Cordelle Cleare (oral statement at public hearing)
22. Thomas Lopez-Pierre, Harlem Small Business Fund, LLC (oral statement at public hearing)
23. William Kitch (oral statement at public hearing)
24. John Burnett (oral statement at public hearing)
25. Adelina St.Clair (oral statement at public hearing)
26. Daniel Cox (oral statement at public hearing)
27. Kim Smith (oral statement at public hearing)
28. Terrell Trip (oral statement at public hearing)
29. Tyreta Foster (oral statement at public hearing)
30. Morris Sheriff , on behalf of M. Tounkara of Mali, owner of Kaarta Import on 125th Street (oral statement at public hearing)
31. Rafael Escano (oral statement at public hearing)
32. Julius Tajiddin (oral statement at public hearing)
33. Kyle Kimball, President, New York City Economic Development Corporation (written comments dated 11/7/13)
34. Richard D. Parsons and Jonelle Procope, Apollo Theater (written comments dated 11/6/13)
35. Eliot Tawil, 125th & Lenox, LLC (written comments dated 11/5/13)
36. Keyanna Doctor (written comments dated 11/8/13)

C. COMMENTS AND RESPONSES

Comment 1: We welcome the National Urban League back to Harlem, but there is no reason for the organization to stand against Harlem residents and businesses. The community should be more involved. (6, 7, 11, 14, 16, 17, 20, 22)

Response: The RFP that ESD issued with the New York City Economic Development Corporation ("NYCEDC") sought proposals that would maximize the full development potential of the property consistent with the 2008 rezoning of the 125th Street corridor and the April 15, 2008 Points of Agreement, reflecting joint input of New York City Council members Dickens, Jackson, Mark-Viverito and the Mayor's Office. ESD conducted two public hearings to present the proposed Project to the public along with the developer and NYCEDC, presented the Project to the Land Use Committee of Manhattan Community Board 10. The National Urban League ("NUL") has pledged to work with Community Board 10 in order to insure that the community will be continually updated on the progress of the Project, and construction related and

permanent job and contracting opportunities, as well as advising on the qualification and application process for the affordable housing that is included as part of the Project.

Comment 2: The New York chapter of the NUL is not being offered affordable commercial space and the NAACP has not been contacted. This is not being a good neighbor. I ask that the NUL stand with Harlem businesses and residents to create the pinnacle of a true civil rights center and affordable housing center. (3)

Response: The NUL is currently in discussions with the New York Urban League and the chapter's real estate broker concerning occupancy in the Project. The NULadvises that the NAACP has not expressed an interest in occupying space in the Project.

Comment 3: If Harlem is going to grow we need job creation. Community Board 10 would like some of the jobs created by the proposed development to be contracted to local businesses. (14)

Response: The Project is estimated to generate 1,196 construction jobs. The developer has committed to a goal of hiring a minimum of 50% of the construction workforce to be either local or minority or women individuals. In addition, it is estimated that 219 non-construction permanent jobs would be generated. The developer will employ a community liaison who will work in Harlem to coordinate local hiring programs for the Project's permanent jobs. These jobs will be promoted to the local community boards and other local marketing resources will be developed as the Project progresses. ESD has set a Minority and Women Business-owned Enterprise ("MWBE") goal of at least 30% for this Project, for the workforce as well as the solicitation and utilization of New York State certified contractors and suppliers. The NUL has pledged an even higher goal of a minimum of 50% MWBE participation. ESD's office of Contractor and Supplier Diversity will monitor compliance with these goals.

Comment 4: 100 percent of the development team, including but not limited to construction, should be with local Harlem-based firms. (3)

Response: The entities that comprise the development team as approved by the ESD Directors include the NUL, the Hudson Companies ("Hudson"), and Hudson's minority-owned development partner, BRP Companies. The NUL is a world renowned national civil rights organization, founded in Harlem and currently based in New York City. BRP Companies is a New York City based minority owned business enterprise, which has developed residential properties in Harlem. Hudson, while not a minority owned business enterprise, focuses on urban development and has developed more than 3,000 affordable residential units within New York City since 1986. Also, see Response to Comment 3.

Comment 5: A contract with a local firm should be established to insure total knowledge of locally based MWBE firms that would assess and provide written monthly compliance reports (3)

Response: ESD requires compliance with the provisions of New York State Executive Law 15-A with respect to MWBE hiring and contracting. With respect to contracting, a firm must be

a New York State certified firm to be included in meeting the MWBE goal. ESD will work with the developer to assist with the certification of applications of MWBE firms, including local MWBE's that seek to participate in the Project. Also see Response to Comment 3.

Comment 6: Minority owned businesses are going to be included in every aspect of the project possible. (1)

Response: Comment noted.

Comment 7: We want assurances that existing tenants will be allowed to return to the proposed development upon completion. (16)

Response: The NULwould develop approximately 66,000 gross square feet of retail space, at least 5% of which would be dedicated to non-formula retail at below market rents. All existing leases expire by August 31, 2015 and the NUL has pledged that existing tenants would be given priority consideration for the new space. ESD is continuing to work with each of the existing tenants and NYCEDC and the developer to identify and address their specific business relocation needs related to the redevelopment, including $250,000 forgivable loans for relocation within Central Harlem, technical assistance in filing loan applications and other business services, free real estate relocation services to the tenants,legal assistance in reviewing proposed lease at new sites, and marketing support to the tenants as they relocate.

Comment 8: The NUL stated at a public meeting that Macy's was being considered as a potential anchor tenant for this project – getting prime access to a publicly owned desirable location being leased at below market value. In light of Macy's "shop and frisk" racial profiling policies, it is rather disconcerting that the NUL would consider a partnership. (3)

Response: Macy's will not be a tenant and has no involvement in the Project. The NUL stated at the November 7th public hearing, "No deals, decisions, or commitments have been made with any retailers for the site. Macy's will not be a part of the proposed development. The NUL plans to have an open process to select the retailers so that any small business owners that would like to locate within the development can have an even shot." See Comment 9 below.

Comment 9: No deals, decisions, or commitments have been made with any retailers for the site. Macy's will not be a part of the proposed development. The NUL plans to have an open process to select the retailers so that any small business owners that would like to locate within the development can have an even shot. (1)

Response: Comment noted.

Comment 10: The planning process has intentionally neglected the concerns and needs of the local business owners. (10)

Response: The development proposed for the Project is to be built in compliance with the current zoning, which was the subject of a full public review process pursuant to New York City's Uniform Land Use Review Procedure in 2008. A duly noticed public hearing on the General Project Plan ("GPP") for the Project itself was held on July 10, 2013 to provide the community an opportunity to comment on the Project. As requested by the community, including local business owners, a second public hearing was held on November 7, 2013 and the public comment period on the GPP was extended until November 8, 2013. See also Response to Comment 78.

Comment 11: Has NUL considered other sites? Why was this site chosen? (11)

Response: The NUL has considered other sites in New York City generally and Harlem (where the organization was founded over 100 years ago), in particular. The NUL also considered relocation to other cities, including Washington, DC. The site was selected by the NUL because of its unique location on 125th Street and its ability to accommodate the NUL's development and organizational program needs.

Comment 12: What are the target income groups for the proposed affordable housing? Affordable housing for whom? What percent of housing is for Harlem residents? Most of the people in Harlem cannot afford the proposed housing. (11, 14, 19, 25, 32)

Response: The proposed housing will have 56 units at market rates; 34 units with rents set at 130% AMI and eligible incomes to a maximum of 175% AMI; 20 units with rents set at 47% AMI and eligible incomes to a maximum of 50% AMI; and 3 units with rent set at 37% AMI and eligible incomes to a maximum of 40% AMI. The below market units will remain within their AMI targets for a minimum of thirty years. All units will be subject to rent stabilization guidelines. In addition, preference for 50% of all the units will be given to residents of Manhattan Community Board 10 per New York City marketing guidelines.

Comment 13: There are no set criteria for giving Harlem residents preferential consideration over other applicants. The residents of Harlem are not considered in this design. (36)

Response: See Response to Comment 12.

Comment 14: The 2008 rezoning of the 125th Street corridor violated the Fair Housing Act. Both the 80/20 and 50/30/20 programs are out of reach to most people in Harlem. (32)

Response: The commentator provided no basis for the assertion that the 2008 rezoning of the 125th Street corridor violated the Fair Housing Act or that the developer's proposal violates the Fair Housing Act. The developer has selected an affordable housing program that is in common use in New York City, and which includes a mix of income levels and affordability options that provide an economically sustainable basis for development of mixed income housing, including low income, middle income, and market.

Comment 15: Is there a possibility for incorporating a tech hub into the proposed development similar to what is presently used to address the City's growing technological needs? (3)

Response: The developer has not yet completed programmatic planning or finalized decisions on tenancies to be included in the Project. *Comment 16: Does the proposed development incorporate a conference room sufficient to address Harlem's growing needs? (3)*

Response: The Project would include 56,000 gross square feet of conference space for the NUL's own use, which the NUL would also make available for use by neighborhood businesses, not-for-profit organizations and other community users having a need for professional conference and meeting facilities.
Comment 17: What are the goals of the job training center? Who is the targeted audience? How will the center function (days and time of operation)? What services will be offered? (36)

Response: Plans for a job training center in conjunction with the NUL's existing job training and job development programs are under consideration by the NUL. Any job training programs would be coordinated with the New York Urban League's initiatives in the area.

Comment 18: Will the proposed development provide jobs for the formerly incarcerated? (11, 36)

Response: The GPP does not have any specific requirements that the developer provide jobs for the formerly incarcerated

Comment 19: Will there be an agreement to use unionized labor? (16)

Response: The developer will consider potential agreements with organized labor as the Project progresses.

Comment 20: Will the proposed development, which is located in an historic black community, be designed by an African American architect? A white architectural firm and an African American interior designer are not good enough. (16, 17)

Response: Comment noted. The developer has retained the firm HOK to serve as architect. The Switzer Group, which will oversee design services for the Project, is a registered MWBE and over 50% of its staff consists of either racial or gender minorities.

Comment 21: Employment goals include hiring 50% people of color and people in the community. Additionally, the NUL has agreed to a minimum of 5% retail participation by local businesses. This project will create between 1,200 and 1,500 construction jobs and 200 to 400 permanent jobs, that's $120 million in new wages. Minority and women owned businesses will participate in the design, construction, and operation of the facility. (1)

Response: Comment noted. See Response to Comment 3.

Comment 22: There is no outlined criteria for what types of occupants are requested (professional services such as lawyers and doctors versus an organization) for the 5% office space. (36)

Response: There are no requirements in the proposed lease with respect to the type of office tenants. The 5% set-aside is specifically for non-retail commercial office use by Local Businesses, which is defined in the proposed lease as "a business meeting the following qualifications: (a) the equity owner(s) of the business must consist entirely of individuals and/or family trusts or entities owned by individuals or family trusts, (b) the business must have originated in and must conduct its operation only in the area covered by one or more of the Zip Codes (hereinafter defined), (c) any trade name identifying the business at the Premises must be used for sites located solely within the area covered by one or more of the Zip Codes (hereinafter defined), and (d) the business is not directly or indirectly part of a franchise, "chain store," or multiple store or other multiple site operation. If a Person qualifies in good faith as a Local Business at the inception of a Sublease, and during the original term of the Sublease no longer qualifies as a Local Business because of expansion of its operations to other areas, such change in status shall not be deemed a Default under this Lease. "Zip Codes" mean only the following zip codes: 10025, 10026, 10027, 10029, 10030, 10031, 10032, 10033, 10034, 10035, 10039, 10040, 10451, 10454, 10455, and 10474 (or any successor zip codes covering the same area covered by such designated zip codes)."

Comment 23: Will Harlem residents be given preferential consideration for these 200 to 400 permanent jobs? (36)

Response: See Response to Comment 3.

Comment 24: There is a 50% goal, not mandate, to employ minority and women owned businesses for construction. The method of advertisement on these bids has not been identified. How will the women and minority owners know their skills are required? (36)

Response: See Response to Comment 3.

Comment 25: The Civil Rights museum is a good idea, but when the community is economically, politically, and educationally challenged, what's the point? I want to make sure we are doing things with the right intentions. (19)

Response: The RFP that ESD issued with NYCEDCsought proposals for projects that would maximize the full development potential of this Property consistent with the 2008 rezoning of the 125th Street corridor and the April 15, 2008 Points of Agreement, reflecting joint input of New York City Council members Inez E. Dickens, Robert Jackson, Mark Viverito and the Mayor's Office. The RFP objectives encouraged use of the 2008 rezoning arts and cultural bonuses to build an arts or cultural exhibition center. The selection criteria enumerated in the RFP made it clear that the proposal that best met these goals, which were later incorporated into the required uses in the ground lease for the Project, would be given preference. In addition to the museum mentioned in the comment, the Project will serve as the national headquarters of a

world-renowned civil rights organization whose mission is to secure economic self-reliance, parity, power, and civil rights. The construction of a mixed-use facility that also includes a conference center, office and retail space, and parking will also create construction and permanent jobs and increase vitality along this commercial corridor generating revenue for local businesses. Finally, the Project would add much needed affordable housing for low and moderate-income families.

Comment 26: Together with the Apollo, the proposed development will help to balance the ecosystem and serve as an important cultural anchor for a dynamic and changing community. (34)

Response: Comment noted. See Response to Comment 25.

Comment 27: If an Environmental Impact Statement ("EIS") was not conducted, the impacts of air quality, shadows, and zoning should be looked at. This project relies upon an EIS that was prepared in 2008 as part of a much larger rezoning effort that only looked at this particular site in prospective and generic terms. In the half decade since, a number of essential items have changed, including about 50% of the anticipated uses on site, including unanticipated and unstudied residential housing components, a community facility use and a conference center—accounting for 212,000 gross square feet (gsf) of this proposed project site which was not reviewed in the 2008 study. Clearly, different uses mean different environmental impacts and the introduction of at least 257 residents and 300 workers in these use categories is a significant change that must trigger another full EIS. Five years have passed since the original FEIS was conducted and surely conditions have significantly changed in the interim—indeed nearly half of the "uses" for the project have changed since 2008; clearly different uses mean different environmental impacts and the introduction of 257 residents and 300 workers in these use categories is a significant change that should trigger a full SEIS; why is one not being endeavored upon?

The particular adverse impacts of this project are clear: in addition to displacing commercial tenants, creating air quality and noise pollution concerns—a number of substantial socioeconomic factors are likely to manifest, including without limitation: gentrification, increased rents, loss of community character, and direct/indirect residential displacement. Any new market rate units that come into the prospective building will directly affect the residential and commercial rents of all those in the surrounding area, save for those who are rent/controlled stabilized; it will have a negative effect on the community and must be accounted for in advance through a new study and associated project actions. What is being done to mitigate these impacts? (4, 18)

Response: Future development at the Project Site was analyzed pursuant to the State Environmental Quality Act ("SEQRA") as part of the February 2008 125th Street Corridor Rezoning and Related Actions Final Environmental Impact Statement ("FEIS"), and subsequent Technical Memoranda dated March 10, 2008, April 18, 2008, and July 18, 2008 (collectively, the "2008 Environmental Review"), for which the New York City Planning Commission ("CPC") was

the lead agency. The 2008 FEIS assessed the City's proposed plan to rezone portions of 24 blocks along the 125th Street corridor in West, Central, and East Harlem. The 2008 Environmental Review identified the Project Site as part of projected development site 10 ("Site 10"), which comprised the midblock area (consisting of portions of Lots 1 and 7501 on Block 1910) of the block bounded by West 125th Street to the south, Adam Clayton Powell Jr. Boulevard to the west, West 126th Street to the north, and Lenox Avenue (Malcolm X Boulevard) to the east. The 2008 Environmental Review concluded that the 125th Street Corridor Rezoning, including redevelopment of Site 10, would not result in significant adverse impacts related to air quality, noise, neighborhood character, or socioeconomic impacts, among other areas.

With the consent of CPC, ESD was re-established as the SEQRA lead agency for the purpose of evaluating whether a Supplemental Environmental Impact Statement ("SEIS") was required for the Project. A Technical Memorandum, dated June 18, 2013 (the "June 2013 Technical Memorandum") was prepared to determine whether the differences in the development program (including the residential, community facility and conference center elements) and massing at the Project Site, taking into account changes in background conditions since 2008, would alter the conclusions of the 2008 Environmental Review in a manner that would indicate the potential for any significant adverse environmental impacts that were not previously identified, including in the areas of air quality, noise, shadows, socioeconomic conditions, neighborhood character, and land use and zoning. The June 2013 Technical Memorandum determined that the Project would not have any significant adverse environmental impacts that were not identified in the 2008 Environmental Review, and that therefore preparation of a Supplemental Environmental Impact Statement is not warranted.

Based on worker generation rates assumed in the 2008 FEIS and residential generation rates derived from 2010 Census data, the June 2013 Technical Memorandum assumed for analysis purposes that the Project Site and the adjacent parcel included in Site 10 in the 2008 Environmental Review, would accommodate a total of approximately 947 employees, including the existing 69 retail workers that would remain on the adjacent parcel, and 257 residents, compared to 2,721 employees and no residents for the Site 10 program analyzed in the 2008 FEIS. Thus, the Project would bring a smaller number of workers to the Project Site than assumed in the 2008 Environmental Review.

The Project would not cause any direct residential displacement as there are no residential units currently existing on the Project Site. The 2008 Environmental Review and the June 2013 Technical Memorandum evaluated the potential for the Project, in the context of the 125th Street Corridor Rezoning, to result in significant adverse impacts due to indirect residential or business displacement related to gentrification and determined that significant impacts would not occur.

While the 2008 Environmental Review did not anticipate residential development on Site 10, the residential component of the Project is compliant with the zoning adopted in 2008. Furthermore, the proposed residential uses included in the Project would represent a net increase of approximately 114 dwelling units ("DUs") on the proposed development site as compared to Site 10 in the 2008 Environmental Review; however, the June 2013 Technical

Memorandum determined that the total number of residential units generated among the projected development sites identified in the 2008 Environmental Review would be lower than assumed in the 2008 FEIS, partly because of modifications to the rezoning (including lowering of the maximum building height within the C4-7 district) and partly because of development trends since 2008. The residential units proposed as part of the Project, when added to the 2,150 DUs analyzed in the July 2008 Technical Memorandum as anticipated development arising from the 2008 rezoning as a whole (including the modifications to the proposal as analyzed in the 2008 FEIS), would result in fewer than the 2,328 DUs analyzed in the 2008 FEIS. Moreover, only 8% of the dwelling units projected for the rezoned area in the 2008 FEIS are under construction or have been built to date. Therefore, the residential population generated by the proposed development, as well as other residential development that has occurred or is planned in the vicinity, would be less than what was projected in the 2008 FEIS.

As a single site, the Project is not likely to trigger any significant changes to the area's real estate market. Additionally, the proposed residential component of the Project, which is expected to consist of 20 percent low-income units, 30 percent middle-income units, and 50 percent market-rate units, would be similar to existing and projected developments in this area of Manhattan, and would not add substantial new population with different socioeconomic characteristics compared to the size of the existing or future population. Similarly, approximately 70 percent of the residential units anticipated as a result of other anticipated development in the area rezoned in 2008 (such as the Victoria Theater Redevelopment) would be affordable. Therefore, as determined based on a detailed analysis in the 2008 Environmental Review as updated in the 2013 Technical Memorandum, the Project would not result in significant adverse impacts as the result of indirect residential or business displacement, and mitigation is not warranted.

Comment 28: The proposed development will further validate Harlem's commercial viability. (35)

Response: Comment noted.

Comment 29: Why does the building need to be demolished? Given generous zoning and associated air rights, why can't a structure simply be erected on the current configuration with the following associated benefits: (i) The current commercial tenants are not displaced; (ii) The community does not have to suffer though a noisy, polluting and quality of life robbing demolition and construction period. (4)

Response: The building cannot support any significant massing on top of the existing structure. Such development would not be structurally sound. Any redevelopment of the Project Site would require displacement of current tenants. Similarly, any redevelopment would result in some construction related effects to the immediate area, although the proposed Project is not expected to result in such effects beyond 20 months, and would not cause significant adverse impacts related to construction activity.

Comment 30: The NUL will be paying a rent of $1,000,000 per year (minus any tax breaks associated with the housing portion of the project which expects to generate over $3,000,000

per year in rents); how much more is this than the rent currently being generated by the commercial tenants and the parking operator? (4)

Response: The RFP ESD issued with NYCEDC sought proposals for projects that would construct projects consistent with the goals of the 2008 rezoning of the 125th Street corridor strengthening the 125th Street corridor as a regional business district and bolstering the historic role of Harlem and this particularly corridor of 125th Street as an arts, entertainment and retail hub. In addition to seeking proposals that would develop at least 5% of any total floor area for area and entertainment use in the form of a cultural exhibition center, the RFP specifically sought proposals that would develop at least 5% of the development at below market rates for retail and an additional 5% for non-retail businesses. The RFP objectives encouraged use of the 2008 rezoning arts and cultural bonuses to build an arts or cultural exhibition center. The selection criteria enumerated in the RFP made it clear that the proposal that best met these goals, which were later incorporated into the required uses in the ground lease for the proposed project, would be given preference. ESD's mission as New York State's chief economic development agency is to encourage the creation of new jobs and economic opportunities and to achieve stable and diversified local economies. ESD strives to enhance private business investment and growth to spur job creation and support prosperous communities. The benefits that would inure to the Harlem community and to the City and the State of New York from this project, represented by the more than 1,000 construction related jobs, over 200 permanent jobs, the millions of dollars in contracting opportunities both during construction and post-construction, the site of the first New York State Civil Rights museum, the retention and relocation of one of this country's premier cvil rights organization, with hundreds of affiliates nationwide, and the creation of sorely needed additional units of affordable housing for low and middle income families, far exceeded the projected annual rent payment. The NUL proposal also had the extremely important component of an anchor tenant to occupy the office space and to own and operate the museum. It was the totality of these factors coupled with the experience and resources of the development team that bring value to the proposed Project far in excess of the $1,000,000 initial annual rent.

Comment 31: What is the actual monetary value of all other aspects of the project, including the value of the "free" office and conference room center space that the NUL inherits are part of this deal; further, who is the remainder of the office space to be leased to and what is the value of that to the project? (4)

Response: Leasing plans are still in development. See Response to Comment 30.

Comment 32: What is the expected value of any/all projected Federal, State and City tax benefits, incentives, credits and the like associated with the residential portion of this project? (4)

Response: The Project anticipates utilizing an ESD $2 million New York State Restore NY grant for the purpose of demolishing the existing building in a safe and timely manner. The Developer intends to apply for Federal Tax-Exempt Bonds and Federal Low Income Housing Tax Credits. In addition, the housing development is expected to be partially financed through New

York City Department of Housing Preservation and Development and Housing Development Corporation funding programs, which involve subsidies related to the affordable housing units. The residential portion of the Project will conform with existing 421-a tax exemptions. All of these programs are discretionary and may be amended or discontinued by the time the Project is ready to begin construction.

Comment 33: What happens if they don't qualify for the subsidy for HDC and others? (4)

Response: The developer may pursue other discretionary governmental resources; however the Project is not contingent on any particular subsidy.

Comment 34: Are the 50% of affordable units created by this project guaranteed to stay affordable in perpetuity for the entire 99 year term of the lease? If not, why not and what is the projected value of the units that may exit "affordability" at some point of the project? (4)

Response: The below market units will remain within their AMI targets for a minimum of thirty years, consistent with the industry standard that units remain affordable for the longer of real estate tax exemption orthe term of the outstanding bonds. There is no reasonable method to estimate the value of the affordable units in thirty years.

Comment 35: There is a real concern that the residential aspects of this project will actually only result in 20% affordable housing as the 30% middle income band at 130% of AMI are effectively market rate rents, with the monthly rent for a studio starting at $1,900. So, for all of those looking into the details of this project, only 23 of the out of 114 apartments will be truly affordable. What can be done to lower this AMI so residents of Harlem can actually afford to live in this building and will not be further pushed out by the gentrifying effects that "affordable" $1,900 per month studio apartments will bring to the area? If the project partner is also seeing additional subsidies from HPD and HCR why is the project not more affordable? (4, 36)

Response: The AMI levels are from the HDC 50/30/20 program which is structured to encourage a diverse mix of household incomes in a development. This program strikes a balance between a standard 80% market-rate/20% low-income development (80/20) and a 100% low income development. This balance allows for the residential component of the Project to support a pro-rata share of the ground lease and the debt required to construct a building similar to the one proposed in the General Project Plan. The Project is not anticipating funding from HCR at this time but may pursue HCR funding if deemed necessary. By participating in the 50/30/20 program, the developer intends to provide quality housing for a wide range of incomes. The developer is also bound to administer a city-supervised lottery to ensure fairness to all applicants and set aside units for CB 10 residents, municipal employees and persons with disabilities per the New York City marketing guidelines referenced in Comment 12.

Comment 36: The project proposes to lease the property at below fair market value (FMV): (1) What is the fair market value of the property as a whole presently and over the term of the 99 year lease?; (2) Does the FMV estimate of $63.8 Million (as elucidated in the Project Plan) account for both the present and future use of the site or is this is a static figure? (3) Why is the NUL getting to lease the entire site for below market (paying $566 Million less than FMV over the life of the project, while generating over $3 Million per year in revenue on the housing portion alone (Page 13), getting tax breaks and still unable to guarantee the current commercial tenants a concrete portion of the 5% set aside? Ultimately, a project that disposes of a large parcel of publicly owned land at below market value but does not ensure that current tenants on site have the same guarantee with respect to space/below market rents is absolutely disingenuous. Small business owners established a business and effectively invested and developed 121 W 125 Street storefront and curb appeal when no other businesses were interested in setting up shop in Harlem. It can and should be argued that the only reason the property is being sought after for the project is due to the equity and value the current commercial tenants have established in running their successful business at the location. They have paid their dues, paid their rent and now a large, big box retailer, as part of a lease at below market rate is coming in to profit off of their hard earned equity. Why are they being treated differently than other commercial tenants on the block, such as H&M, the parking garage operator and the potential "anchor" tenant? (4)

Response: See Response to Comment 30 as well as Comment 7.

Comment 37: MWBE's: To date what efforts have been made or will be made to hire MWBE contractors for the 1196 construction jobs?; what track record do the project partners have in terms of meeting/exceeding MWBE goals on prior projects? Furthermore, what are the consequences for not meeting the stated MWBE goals for this project? (4)

Response: Specific hiring plans are being developed as the Project progresses.

As co-developers of the Project, both Hudson Companies and BRP Companies have a track record on MWBE goals.

In particular, Hudson Companies, which has operated in New York City since 1986, haspartnered with ManUp, Inc., an East Brooklyn non-profit organization, and its Ready 4 Work Program, ensuring that on-site contractors and subcontractors had access to an extensive list of job-ready applicants for short- and long-term labor needs at Hudson's Dumont Green and Gateway I construction sites. At the peak of construction on Dumont, 15% of the labor force was comprised of Brooklyn Community Board 5 residents enrolled in the program. At Gateway, Hudson and ManUp! increased the local labor force to 18% and overall local subcontractor work to 24% by contract dollars.

Hudson also worked with local M/WBE firms on various construction related jobs, including the firm that created all of the project's Department ff Buildings required address notifications, safety notices, and other signage. At the Dumont Green and Gateway I projects, Hudson worked with Brooklyn Woods, which helps unemployed and low-income New Yorkers start

careers in skilled woodworking and cabinet making. Hudson is also a sponsor of Building Skills NY, which provides training and job placement for lower income New York residents.

BRP Companies is itself a MWBE firm with a development and construction track record of MWBE participation in all of its projects. Since its inception in 1998, BRP has incorporated aggressive MWBE goals in every phase of the firm's transactions, including the retention of consultants, subcontractors and local workforce inclusion. BRP also encourages both MWBE and non-MWBE firms to hire local workers that are a reflection of the community in which the firm has a presence. BRP targets 50% MWBE participation with regards to the retention of consultants, subcontractors and workforce participation in all of its projects. BRP is also a sponsor of Building Skills NY. BRP was recently awarded the 2013 Entrepreneur of the Year Award by the Harlem Business Alliance.

ESD may assess liquidated damages ifESD determines that a contractor is not in compliance and the contractor refuses to comply or willfully and intentionally fails to comply with ESD's MWBE participation goals.

Comment 38: Jobs: With respect to the 219 permanent jobs created by the proposed project how many of these jobs will be guaranteed for residents of the Harlem community? Furthermore, what types of jobs will be created; what skill sets will be required; what types of training will be available to Harlem residents to prepare them for these jobs and what additional outreach will be made to the community (job fairs and the like) to ensure they are first in line for all opportunities? (4, 36)

Response: The developer will be hiring a community liaison whose mission will include working with the Harlem community to coordinate and market local hiring programs for the permanent jobs. See Response to Comment 3. Programmatic plans and training will be developed once the Project advances.

Comment 39: Should the project go through, what specific preferences and firm guarantees will be available to the residents of Harlem in terms of: preference for affordable housing, ability to use the community facility and conference center spaces at no cost; parking, permanent jobs, construction noise and pollution mitigation and other quality of life offsets? (4)

Response: See Responses to Comments 35, 38, 83. The community facility, the conference center and parking are parts of the development and programming plan of the developer and, in the event the Project is approved and goes forward, terms for their usage would be developed.

Comment 40: The Parking Garage: Who currently owns the parking garage? Will the current owner be allowed to return to site and continue to run the parking garage upon completion of the project? If so, why is this operator being treated differently than the other commercial tenants? (4)

Response: The City of New York owns the parking garage. When the Project is complete the garage will be owned by the developer.

Comment 41: Why is the NUL getting to lease the entire site for below market (paying $566 Million less than FMV over the life of the project, while generating over $3 Million per year in revenue on the housing portion alone (Page 13), getting tax breaks and still unable to guarantee the current commercial tenants a concrete portion of the 5% set aside? (4)

Response: See Response to Comment 30.

Comment 42: (Page 5) It appears that NYCEDC is getting compensation from and have executed a "letter agreement" with ESD to compensate them for the loss of revenue associated with the rental income stream being disturbed by the project. If these two entities can agree to a handsome compensation agreement why have the commercial tenants have been left out of the process? (4)

Response: See Response to Comment 30.

Comment 43: What is the current balance of the 125th Street Improvement Trust Fund and how much of this fund will be used to compensate current commercial tenants? (4)

Response: The Trust Fund is controlled by the New York City Economic Development Corporation ("NYCEDC"). ESD does not have this information. The comment should be directed to NYCEDC.

Comment 44: (Page 6) Why are the commercial leases going to be transferred from the City to the State and then from the State to the NUL; this seems onerous, unfair and designed to confuse and weaken the bargaining power of the commercial tenants. Why can't this process be streamlined? Why has NYCEDC seemingly walked away from the table at this project, when they are the landlord at the underlying property? (4)

Response: The conveyance structure is necessary to effectuate the Project development. The property is currently divided between a lower parcel, which includes the land and the existing building thereon, which is owned by the City of New York and which would automatically revert to the State in 2053. The State presently has fee interest in the upper parcel, or "air rights", above the lower parcel. In order for the Project to occur the City must convey its interest to ESD. The developer will thereafter lease the property from ESD. Until the conveyance occurs, NYCEDC is the landlord and such is playing a role in the tenant discussions.

Comment 45: Why are the current commercial tenants not being guaranteed a right to return under the 5% below market rent set aside for local businesses?; further, in lieu of this, why are they not being guaranteed fair compensation to make them whole in the event they are forcibly disposed and have to relocate? (4)

Response: See Response to Comment 7.

Comment 46: (Page 7 of the GPP) NUL has the power to sublease (without ESD's consent) "small nonresidential spaces"; what does this mean exactly and can the current commercial tenants become sub lessees (at below market rate rents)? Furthermore, generally speaking what is the procedure for ESD's consent to Tenant assigning, subleasing or transferring the property? (4)

Response: The proposed lease would permit NUL to sublease, without ESD consent, small commercial spaces (less than 2,000 rentable square feet), provided the proposed subtenant and the proposed sublease comply with the conditions of the ground lease between ESD and the NUL. There is no requirement that any subleased space be leased at below market rents. See also the response to Comment 7.

Comment 47: Page 1 of the Technical Memorandum ("TM"). This project provides 89,239 gsf for parking. Why is the parking business being treated differently than the commercial businesses on West 125th Street? Are they being given a right to return and if so, at what rate? (4)

Response: The redevelopment of the site will result in displacement of all current uses, including parking. See Response to Comment 40.

Comment 48: Page 6 of the TM. Indicates that retail space would occupy much of the ground floor and second floor; why is there no room for the current commercial businesses to relocate back to 125th Street frontage?; Pages 6 and 7 of the TM would seem to indicate this is very possible. (4)

Response: See Response to Comment 7.

Comment 49: The TM (Page 9) notes the following regarding West 125th Street: "Commercial uses are dense along this strip; the vacancy rate is relatively low." Given this, why is ESD calling the current site obsolete and insanitary? In addition, given these conditions, why has ESD not found it necessary to guarantee compensation and a concrete right to return for the current commercial tenants? (4)

Response: The property is currently underutilized relative to its development potential under current zoning and the proposed development is consistent with the specific goals of the Special 125th Street District (the "District") and would support and enhance the District by developing a low-density commercial site with a vibrant mixed-use development. The phrase "obsolete and unsanitary" is statutory language extracted from Section 10 (c)(1) of the New York State Urban Development Corporation Act (the "Act"), and is part of a provision that further states, "...or is in danger of becoming a substandard or insanitary area and tends to impair or arrest the sound growth and development of the municipality;...[emphasis added]"

The underutilization of the Property tends to impair or arrest the sound growth and development of the District. Also see Response to Comment 7.

Comment 50: Page 11 of the TM says that "The entrance to the proposed residential uses would be located on West 126th Street and would therefore not break up the retail continuity of the 125th Street corridor." This is, of course, not true as the 125th Street side would lose the entire row of current local small businesses. How was this seemingly erroneous conclusion reached? (4)

Response: "Retail continuity" as described in the June 2013 Technical Memorandum referred to the spatial continuity of retail uses along the streetscape, not the temporal continuity of particular businesses. The quoted sentence explains that because the entrance to the residential component of the Project would be located on 126th Street, it would not take up space on 125th Street that can otherwise be occupied by retail. While the current tenants on the Project Site may or may not be included in the proposed Project's retail tenant mix, the 125th Street frontage of the new development will continue to contain retail uses, and therefore the conclusion in the Technical Memorandum is valid.

Comment 51: The local business owners on 125th Street did business here when no one else wanted to. These businesses should be rewarded, not displaced. (4, 13, 21, 27, 29, 30)

Response: Comment noted. See Response to Comment 7.

Comment 52: It is rumored that this project will displace small businesses and it is my hope that the Empire State Development Corporation (ESD) and NUL will keep working with the residents, businesses, and other affected parties to ensure this project is a mutually beneficial addition to the community. (9)

Response: Comment noted. See Response to Comment 7.

Comment 53: What will happen to the businesses on 125th Street? Are there relocation plans for those businesses that would be displaced? (11, 14, 17)

Response: See Response to Comment 7.

Comment 54: Why is the H&M (or more specifically the Southwestern-most corner of the site) unaffected by this development? Why does the commercial tenant here (in conjunction with the parking garage operator) seem to enjoy greater rights than the commercial tenants a few feet away on the same parcel of land? See also, Page 13 of the TM. (4)

Response: H&M is not a tenant on the Project site and has no relation to the Project. H&M is located on an adjacent property.

Comment 55: Page 14 of the TM argues that "the products and services of the displaced businesses are not uniquely dependent upon their location." It is unclear if this is true. Local

small businesses that have built up a loyal following are quite dependent on location, much more so than a big box store like H&M or Macy's. How was this seemingly erroneous conclusion reached? (4)

Response: The June 2013 Technical Memorandum and the 2008 Environmental Review that it updated, which were prepared to comply with SEQRA, examined the potential for the displacement of businesses at the Project Site to cause significant adverse environmental impacts, rather than how the Project might affect specific individual businesses. The Environmental Review determined that the goods and services provided by the displaced businesses are commonly found on commercial streets in the area and in New York City. Although the potentially displaced firms, consisting of clothing, food and vitamin retailers, each contribute to the City's economy and therefore have economic value, the products and services they provide are widely available in the area and the City; the locational needs of these firms could be accommodated in the area and in other commercial districts, which are widely mapped throughout the City; and the products and services provided by these companies would still be available to consumers as many other existing businesses would remain and firms providing similar products and services would still be available on 125th Street or in the surrounding area.

The character of 125th Street is a regional destination retail street, with a mix of national and regional chains, franchises and independent businesses. The corridor is occupied with restaurants and stores that offer a variety of shopper goods and services, such as clothing and food retailers, housewares, beauty supply stores, and services such as salons and social service providers. The businesses that could be directly displaced by the proposed action sell food, vitamins, and clothes – products that will continue to be widely available in the area after redevelopment. Although each business adds to the commercial fabric of 125th Street, none of the businesses that would be displaced individually define the character of the neighborhood. Nor would the collective displacement of the firms be expected to change neighborhood character, since the similar types of goods and services would continue to be available on 125th Street or in the surrounding area. Furthermore, the Project would contain ground floor retail, creating new retail opportunities to replace those businesses that may be displaced, or possibly providing space for the existing businesses to locate once the Project is constructed. Therefore, the temporary or permanent displacement of the existing businesses would not cause a significant adverse impact on the community.

<u>Comment 56</u>: Current tenants have to be negotiated with so there are no feelings of displacement. Loss of income and relocation expenses must be taken into consideration. This should include employee displacement. (3)

Response: See Response to Comment 7.

<u>Comment 57</u>: Relocation of existing tenants should be addressed through a task force. Local business owners, Community Board 10 and the Land Use Committee, local real estate agents, and lawyers should be included on this task force. (3)

Response: Comment noted. See Response to Comment 7.

Comment 58: All relocation costs of displaced tenants should be paid for. Businesses should be compensated for the difference between existing and future rent for at least 7 years. There should be no loan to the businesses; there should be a cash buyout. (24)

Response: Comment noted. See Response to Comment 7.

Comment 59: Will those displaced as part of the proposed development be offered buyout loans? (16)

Response: See Response to Comment 7.

Comment 60: The local business owners were offered loans instead of a reasonable market value buyout. These loans are not economically viable – below market value by what percentage? What will be the interest on the loan? Who is the financier? There has been no consideration of the initial investment of the current occupants. (36)

Response: Comment noted. See Response to Comment 7.

Comment 61: There was mention that a broker would work with local business owners during the relocation process, but the fee for those services was not stated and it is the responsibility of the owners to pay the fee as no responsibility was assumed by ESD. An offer to pay for 50% of all associated costs should be extended by ESD. (36)

Response: Comment noted. See Response to Comment 7.

Comment 62: Will the proposed development provide permanent employment opportunities, not associated with construction? Would these jobs be published in local newspapers as well as with Community Boards 10, 11, 9? (3)

Response: See Response to Comment 38.

Comment 63: NYCEDC and ESD worked together to develop a Request for Proposal (RFP) that includes housing, half of which will be affordable, and sets aside five percent of the retail space for use by local businesses at below market rates. (33)

Response: Comment noted.

Comment 64: The proposed project will develop an amenity that complements and bolsters the corridor as an arts, entertainment, retail, and commercial hub. The project will also allow New York City to retain 100 jobs at NUL headquarters and is expected to produce over a thousand jobs. (33)

Response: Comment noted.

Comment 65: The establishment of a permanent headquarters for the NUL on 125th Street in Harlem will be a transformative moment in the economic and cultural revitalization of the 125th Street corridor. The development of the proposed Civil Rights museum, mixed-income housing, and retail space will play an important role in Harlem's arts and cultural legacy, create new jobs, and act as a catalyst for investment and other related business opportunities. (2, 34)

Response: Comment noted.

Comment 66: Is the proposed height of 195 feet contextual with the brownstones on 126th Street? There should be nothing built that is equal to or taller than the Hotel Theresa. (32)

Response: The Project would comply with the 85-foot street wall limitation and 195-foot height limitation applicable to the C4-7 zoning district in which the Project Site lies, as enacted under the 2008 125th Street Corridor Rezoning and Related Actions, and thus would be consistent with the existing built context, which includes commercial and mixed-use developments on through-blocks fronting on 125th Street in the vicinity of the Project Site, facing residential uses on the north side of 126th Street. The north side of West 125th Street in the Core Subdistrict of the Special 125th Street District features taller, higher-density commercial buildings such as the Adam Clayton Powell Jr. State Office building. The replacement of a low-rise garage/commercial building with a mixed-use building of higher density would complement the existing taller commercial buildings that already exist in this corridor and would result in more consistent street walls, building bulks and lot coverages, and building forms. The proposed building would setback from West 125th and West 126th Streets at the sixth and ninth stories. The building's street wall on West 125th Street would be similar to the height of the historic former H.C. F. Koch Department Store located at 132 West 125th Street, across the street from the site. While slightly taller than the Hotel Theresa, which is approximately 172 feet in height, the Project would not result in the loss of significant public views of that building. The Adam Clayton Powell Jr. State Office building adjacent to the Project Site, at approximately 251 feet in height, is substantially taller than the Hotel Theresa.

Comment 67: Page 24, TM. "The proposed building would also provide "active" uses such as retail along West 125th Street and comply with the retail continuity and transparency requirements of the Special 125th Street District to promote a vibrant pedestrian environment on 125th Street (see Figure 3)." Don't the current commercial tenants already provide active and vibrant retails uses along this corridor? Why are they are being forced to leave with no right to return nor guaranteed compensation? (4)

Response: See Response to Comment 7.

Comment 68: Would the new building emit more pollution than the current structure; would it have a larger carbon footprint? (4)

Response: The June 2013 Technical Memorandum updated the air quality analyses performed for the 2008 Environmental Review for the 125th Street Corridor Rezoning, and included a detailed air quality analysis for the proposed garage, concluding that the Project would not result in any exceedances of National Ambient Air Quality Standards or SEQRA/City Environmental Quality Review ("CEQR") criteria, and thus would not cause any significant adverse impacts to air quality. In accordance with an (E) designation applying to the Project site, the Project would use natural gas for heating fuel. Based on screening criteria established by New York City, the Project's emissions vent would be located at a sufficient distance from the nearest building of equal or greater height (the Adam Clayton Powell, Jr. State Office Building) to avoid any potential for a significant adverse air quality impact. While the Project would be larger than the existing building on the Project Site and thus may result in greater greenhouse gas emissions at the Site compared to existing conditions, it would have a lower energy utilization than the development projected for Site 10 in the 2008 FEIS. Moreover, it is expected that the Project would be designed to meet LEED Silver certification standards, meaning that it would have greater energy efficiency and a lower carbon footprint than a conventional development of the same size.

Comment 69: Development must be inclusive and conscious of our community members in order for Harlem to be recognized today as the true jewel that it is. (3)

Response: Comment noted. See Response to Comment 25.

Comment 70: There must be an equitable mix of unit size and/or AMIs distributed throughout the development. The AMI for the proposed development does not take into account the AMI of the community. (3, 36)

Response: Comment noted. See Response to Comment 35.

Comment 71: We, the local business owners of 125th Street, have risked our lives for our businesses. We have invested our time and finances. We want to be a part of the proposed development, not victimized by it. (5, 6, 7, 8, 12)

Response: Comment noted. See Response to Comment 7.

Comment 72: I heard at a meeting that prices for tenants in the proposed development would start at $175 per square foot, which we the merchants cannot afford. I was told I would be given $250,000 to relocate within the community. This is not enough money to relocate. (6)

Response: Comment noted. See Response to Comment 7.

Comment 73: The Empire State Development Corporation (ESD) has demonstrated that this project will enhance the area while bringing economic benefits. (9)

Response: Comment noted.

Comment 74: The Greater Harlem Chamber of Commerce agrees that the proposed development would create new and expanded opportunities for local and minority business owners to be able to succeed and thrive on 125th Street. Our chamber will partner with Community Board 10 and HCDC in finding new ways to bring this important project to positive fruition. (10)

Response: Comment noted.

Comment 75: There needs to be a full public discussion on the multi-benefits that a major retailer can bring to the 125th Street corridor in particular and Harlem in general. (10)

Response: Comment noted.

Comment 76: Who does the checking at the Community Board level? Once federal funding is involved, what are the checks and balances? We need to monitor the monitors. (15)

Response: Comment noted. The only currently contemplated federal funding for the Project would be from the proceeds of the allocation of federal New Markets Tax Credits ("NMTC"), which will be applied for in connection with the non-residential portion of the Project. The NMTC program is governed by a strict regimen of rules, regulations and procedures for accountability by the developer.

Comment 77: Community Board 9 is not prepared to see the proposed development go forward until negotiations with the NUL and NYCEDC progress. (18)

Response: Comment noted.

Comment 78: ESD is responsible for notifying the public. They should post signs in the local businesses that will be affected by the proposed development. (32)

Response: Pursuant to the Urban Development Corporation Act, ESD published legal notice in the June 28, 2013 edition of the *New York Daily News* announcing its July 7th public hearing at the Adam Clayton Powell State Office Building in Harlem. ESD also posted notice on its public website. A second hearing was held on November 7th at the request of the community to offer an additional opportunity for public comment on the project and for further consideration by ESD's Board of Directors. This notice was published in the *New York Daily News*, *The Amsterdam News*, and *El Diario*, and was distributed to the Board of Directors of the Harlem Community Development Corporation, Community Board 10, and local elected officials.

Comment 79: Members of the public and local elected officials were not aware of the last public meeting for the proposed development in June, 2013. (3)

Response: See Response to Comment 78.

Comment 80: (Page 8 of the GPP) The statutory basis for Section 10(c)(1) is entirely lacking. The project area is neither substandard nor insanitary; it is not in danger of becoming substandard nor insanitary; nor does it tend to impair the sound growth and development of the municipality. In fact, the low rise character of this section of the block, in fact, has many benefits for the community. What data did ESD review/what field research was conducted to reach this seemingly erroneous conclusion? (4)

Response: See Response to Comment 49.

Comment 81: The statutory basis for 10(c)(3) is tenuous at best. The plan displaces a number of small businesses who have built up equity in a community that this now thriving. The project does not afford maximum opportunity for participation by private enterprise and, in fact, hurts several small, local businesses. How was this seemingly erroneous conclusion reached? (4)

Response: The Project, which is to be built primarily with private financing, affords maximum opportunity for participation by private enterprise, including increasing the retail and office square footage available for leasing to other private enterprises and creating jobs and economic activity to benefit the 125th Street corridor and the overall community.

Comment 82: Pages 9-10 It is unclear that 10(g) is entirely satisfied; Section 10(g) of the UDC Act provides that: "the corporation may render to business and commercial tenants and to families or other persons displaced from the project area, such assistance as it may deem necessary to enable them to relocate." Considering that there are six businesses that have and continue to lease retail space at the project site what assistance will be made available to help them relocate? Why wasn't the whole section of law referenced to include the possibility of providing assistance to the current commercial tenants at the project site? (4)

Response: Section 10(g) of the Act requires that, "...in the case of all projects, that there is a feasible method for the relocation of families and individuals displaced from the project area into decent, safe and sanitary dwellings, which are or will be provided in the project area or in other areas not generally less desirable in regard to public utilities and public and commercial facilities....". The 10(g) further states that the corporation may render to business and commercial tenants and to families or other persons displaced from the project area, such assistance as it may deem necessary to enable them to relocate. There are no residential tenants at the Property and therefore no residents would be displaced because of the Project.

See Response to Comment 7 for a description of the relocation assistance being offered to the commercial tenants.

Comment 83: What are the specific air quality impacts of the proposed construction/demolition period for this project? Will the developer seek After Hours Variances (AHV) that could potentially circulate noise and air pollution for 18 hours a day or more? (4)

Response: Similar to other developments in the City, construction of the Project would result in temporary disruption to the surrounding area, including some noise and emissions from construction equipment. As the construction period for the proposed development is expected to last approximately 20 months, it is considered a short-term construction project (as per the CEQR definition), and is not anticipated to result in significant adverse impacts related to construction.

The construction of the proposed development would comply with applicable control measures for construction noise. Construction noise is regulated by the New York City Noise Control Code and by the Environmental Protection Agency noise emission standards for construction equipment. These federal and local requirements mandate that certain classifications of construction equipment and motor vehicles meet specified noise emissions standards. Except under exceptional circumstances, construction activities must be limited to weekdays between the hours of 7 AM and 6 PM. There may be occasional need for after hours or weekend work for special circumstances, but the proposed Project's construction is anticipated to be conducted mostly during conventional hours. Construction material must also be handled and transported in such a manner as to not create unnecessary noise.

Dust emissions can occur from hauling debris and traffic over unpaved areas. All appropriate measures would be employed to reduce the generation and spread of dust, and to ensure that the New York City Air Pollution Control Code regulating construction-related emissions is followed.

Comment 84: The current design idea for the NUL Empowerment Center falls short of meeting the institution's core values. While the core values of education, jobs, and housing are clearly included in this project, the beneficiaries of the project are not clearly identified. (36)

Response: See Response to Comment 7.

Comment 85: While the design sounds exceptional, the concern is that this is just an idea and not a defined concrete plan. The proposed project fails to develop concrete criteria to protect the legacy of the historic Harlem community. (36)

Response: The mixed-use Project would bring a number of benefits to the Harlem community, including 66,000 gross square feet ("gsf") of retail, 75,000 gsf of office, 55,000 gsf of community facility, 24,000 gsf of museum, 56,000 gsf of conference center space, 114 units of residential (50 percent affordable for low and middle income) and 89,000 gsf of parking (225 spaces). Noteworthy uses of this space include the relocation of the NUL's national headquarters and the office of the United Negro College Fund; the State's first ever civil rights museum; conference center space which would be available to local businesses, not-for-profit organizations and community groups; a public parking garage; and residential housing, of which 50 percent will be affordable to low and middle income families (a preference for 50% of all the units will also be given to residents of Manhattan Community Board 10). The capital investment in the Project will generate approximately 1,196 construction jobs, with the goal that a minimum of 50% of those jobs being either local or minority or women individuals, and 219 permanent jobs in New York City

Comment 86: We need to talk about the youth. The large developments that attract big companies need to provide intern programs to give the youth something to do during the summer. (13)

Response: Youth employment in the Urban League Empowerment Center will be incorporated, where appropriate, in the overall hiring plans to be developed for the Project.

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CO-CHAIR
CITYWIDE TASK FORCE ON
FINANCIALLY DISTRESSED RENTAL HOUSING

November 7, 2013

Testimony of Inez E. Dickens, NYC Council Member, 9th Council District

Harlem, from our birth, has held the international status as the Mecca of African culture, history, entertainment, art and economic and political growth and potential here in America. As such, Harlem has been a part of several renaissances embodying one, several or all of the aforementioned. Often times, residents are fearful of these renaissances for a myriad of reasons, beginning with the unknown factor through lack of transparent information and knowledge and usually the fear of displacement and change. The latest time Harlem experienced such a renaissance, in 2008, although transparent, the fear factor resulted in bold denouncements, public and private rallies and a "just say no" attitude. Difficult period, yet today, the 125th Street Rezoning is now generally recognized, with community changes implemented and a strong, faith-based negotiation for the protection of the indigenous but diverse and growing population of Harlem, that the 2008 Rezoning actually serves as a protection for our architecture, a driving catalyst for local businesses, expansion of our economic foundation which creates employment and MBE opportunities and quality, affordable housing stock yet allowing for our numerous cultural institutions to continue to exist (note - I said exist not thrive).

Several months ago President Marc Morial met with me to discuss the National Urban League development project although it was in its infancy and had not yet been community vetted. I expressed my interest and subsequently my support based upon several criteria which I stated then had to be community and Community Board 10 vetted. Here are some of the highlights of our discussion:

1. 100% or as close as feasible development team including but certainly not limited to construction and sub contracts with local Harlem based firms

2. A contract with a firm from our community to insure total knowledge of locally based MWBE firms that would monthly assess and provide written reports with documentation that No. 1, supra, was being followed to the Urban League and Community Board 10 as well as H. C. D. C.

3. The current tenants at the location would have to be negotiated with directly so as not to give a sense of displacement and protection particularly since this is the Urban League which for more than a century has provided such and certainly the reason and mantra would not change today in Harlem. As part of these negotiations loss of income factoring must be a major incentive as well as the fact that these businesses would encounter relocation expense, assistance in finding a suitable, income driven new location and lease negotiation legal assistance. Including in this is their employee displacement. It was suggested that a task force made up of local small business owners (as they would have a clear comprehension of the struggles of small business) with gross annual incomes of $100k or less maybe struggling but successful with growth potential, CB 10 Chairperson and its Land Use Committee, local attorneys with real estate law background who would also assist with legal for lease negotiations, local real estate brokers charged also with location assistance (the latter is crucial since it will be increasingly

difficult to find suitable retail space), HCDC and each possible displaced retail owner. I further suggested that a pre-determined reasonable fee be provided to the attorney that successfully negotiated said lease on behalf of the displaced tenant and same for the successful broker who successfully contracted to secure the displaced retail tenant

4. The housing stock in detail had not at that time been delineated. When available, I asked for a unit size break-down with AMIs and available subsidies. My voiced concerns were stated that there must be an equitable mix of unit size and depending on subsidies and/or AMIs distributed throughout the development. I stressed that 80/20 was not a part of any negotiation with my office because it had been set as a necessary milestone, but I have not entertained the usual 80/20 since I've been elected and this project would be no different. I also stressed the importance of the historic indigenous populations as well as the returning graduate populations as a major part. As such I discussed that the definition of affordable varies sometimes from block to block and that I recognized that this was on a major retail corridor but that EDC and most city agencies use the HUD set AMIs which is not reflective of Harlem's AMI although it is rising

5. Including was that I asked the possibility of a tech hub similar to what is presently overused and fast becoming obsolete to address the city's growing technological needs.

6. Conference room sufficient to address Harlem's growing needs

7. Permanent employment opportunities not associated with construction that would be published in our local newspapers as well as at Community Boards 10, 11, 9 in said order

I do not look to stop development in my community. Development as I have always stated is the driving force for employment opportunities, locally based MWBE participation. I was raised in the Harlem of vacant and abandoned buildings and lots strewn with garbage, harboring infestations of both the four and two legged type, incessant fires that ravaged adjacent occupied buildings. No, I do not want that as my legacy. But, development must be inclusive and with a conscious for those who stayed in our communities, invested in our communities in Harlem to be recognized today as the true jewel that it is with our historic parks, the renovation of our Marcus Garvey Park Fire Watch Tower which I'm struggling to return it to its former hey day architecturally but as a WiFi center returning it once again to a communication center servicing northern Manhattan and so much more. I share the Urban League's vision for New York State's first Civil Rights Museum and where must it be?? - no other place in this great city but the internationally recognized Mecca of Black history, art, literature, culture and education to further grow our youth, our future from the gardens of the world.

I have just been informed that the Harlem Urban League is not being offered affordable commercial space nor has the NAACP been contacted. This is not being a good neighbor. I have stood, sometimes with only a few, fighting for a better economically driven and successful atmosphere for Harlem. So, as I am supporting the National Urban League development with changes, I ask that you stand with Harlem businesses and residents to create the pinnacle of a true civil rights center and affordable housing center, just as your national mandate and agenda has always been.

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Bill Perkins
New York State Senator | District 30

Testimony Of State Senator Bill Perkins | Empire State Development (ESD) Public Hearing Concerning The Proposed 121 West 125th Street Urban League Empowerment Center Land Use Improvement And Civic Project

The Urban Development Corporation Act (UDC Act) was enacted into law in 1968 and it is the legal instrument that brings us together this evening. However, now in 2013 we are finding that the community consultation provisions of the Act (as contained in Section 16)—which, among other things, provide for a public hearing on proposed urban development construction projects—fall woefully short of affording true, robust and active public participation, engagement and discourse. Irrespective of the fact that the letter of the law of Section 16 was followed by UDC regarding the July 10th public hearing on the National Urban League's (NUL) Land Use Improvement and Civic Project at 121 West 125th Street—strikingly, not one member of the public or any local elected officials, or the impacted community boards were even aware of, nor attended the hearing—thus rendering actual consultation impossible.

When a public hearing is held and no member of the affected community shows up it ceases to be a public hearing and in fact it becomes a sham. What's worse is that it also serves to cast a dark pall on a project that may otherwise have been received with open arms by the Harlem community if our community had been included, embraced and empowered at every stage of the process. Quite frankly, it is unacceptable that technical compliance with the letter of the law does not bring about the actual intent of the law, in the case at hand, robust community participation and input. The purpose of a public hearing is to hear from the public—yet—according to ESD—hearings where absolutely no one shows up are "not uncommon in the majority of projects." This situation undermines not only individual projects in individual communities but every single project throughout this State. The divide between the intent of the law and the way it is functioning—by rubber stamping projects in large, silent and unpopulated rooms—means that it must be revisited and amended to achieve the requisite intent. To that end, my office will soon be putting forth legislation that amends Section 16 of the UDC Act to mandate real and robust public engagement and participation in the Urban Development process.

Prior to this hearing, ESD informed my office that—pursuant to a combination of longstanding tradition and case law—comments and questions made by the public at this hearing will not be immediately responded to in person; however, a transcript will be created and reviewed. I accept this but must note that robbing the public of a true conversation, of an actual give and take, where questions can be asked and answered in real time is another failing of the UDC Act that we will rectify in the near future. However, in the present case what we have asked for is that ESD respond to all comments

in writing, including all substantive negative testimony, before taking any further action on the plan. To affirm the plan before comments and questions are addressed would make a mockery of this process and indicate the prejudice inherent in the current operating procedure of ESD.

I would also like to highlight another recent development, with regard to Macy's "shop and frisk" racial profiling policy. I raise this issue because project partners, including the National Urban League stated at a public meeting that Macy's was being considered as a potential anchor tenant for this project—getting prime access to a publicly owned desirable commercial location being leased at below market value. Therefore, I want to inquire about the status of this proposed arrangement now—in light of Macy's "shop and frisk" racial profiling policies both past and present. In addition, I wish to note that it is rather disconcerting that the National Urban League, an organization with a singular reputation for fighting against racism and racial injustice—would considering partnering with a company with racist policies on a project that will displace and disrupt the lives and livelihood of several small business owners of color with longstanding ties to the historically black community of Harlem.

With those initial, overarching points as a universal backdrop, I offer the following testimony on the General Project Plan, accompanying ESD resolution and the associated Technical Memorandum (TM). My written testimony is accompanied by a comprehensive list of questions we officially submit for the record, to be responded to in full before this project moves forward. The substance of this testimony is distilled into seven pillars, which include: (1) A new, full Environmental Impact Statement (EIS) is needed; (2) The current commercial tenants are being treated inequitably; (3) The current commercial tenants must receive two guarantees before the project moves forward; (4) The "affordable" housing component of this project is entirely too minimal; (5) The project does not provide specific enough community benefits; (6) The Technical Memorandum contains a number of factual misstatements; and (7) This action fails to comply with provisions of the UDC Act in several substantial and dispositive ways.

A New, Full Environmental Impact Statement (EIS) Is Needed:

This project relies upon an EIS that was prepared in 2008 as part of a much larger rezoning effort that only looked at this particular site in prospective and generic terms. In the half decade since, a number of essential items have changed, including about 50% of the anticipated uses on site, including unanticipated and unstudied residential housing components, a community facility use and a conference center—accounting for 212,000 gross square feet (gsf) of this proposed project site which was not reviewed in the 2008

study. Clearly, different uses mean different environmental impacts and the introduction of at least 257 residents and 300 workers in these use categories is a significant change that must trigger another full EIS.

The particular adverse impacts of this project are clear: in addition to displacing commercial tenants, creating air quality and noise pollution concerns—a number of substantial socioeconomic factors are likely to manifest, including without limitation: gentrification, increased rents, loss of community character, and direct/indirect residential displacement. Any new market rate units that come into the prospective building will directly affect the residential and commercial rents of all those in the surrounding area, save for those who are rent/controlled stabilized; it will have a negative effect on the community and must be accounted for in advance through a new study and associated project actions.

The Current Commercial Tenants Are Being Treated Inequitably:

There are a number of entities involved in this project: the NUL, Macy's, Goldman Sachs, a parking garage operator, an H&M Department Store, the NYC Economic Development Corporation (EDC) and the current commercial tenants. Each and every one is taking care of the other, washing their partner's back with below market value leases, free office space, uninterrupted prosperity and/or compensation for losses and the like—***with one singular exception: the current commercial tenants are being asked to leave*** (1) Without a right to return and (2) Without the guarantee of fair compensation—for their losses—in the form of remuneration that represents the actual present and future value of their businesses and the equity invested over the years. This facially inequitable outcome cannot stand and must be rectified before the project moves forward.

The Current Commercial Tenants Must Receive Two Guarantees Before The Project Moves Forward:

Owing to the fact that the current commercial tenants invested in Harlem at a time when practically no one wanted to locate on this corridor—they are true pioneers. Their pioneering vision and community faith have resulted in the building up of an immense amount of equity that inheres to their business—and to the heart of Harlem—where it is located. The actions of these businesspersons are what have brought about the revival and renaissance in Harlem that is now being rhetorically invoked as the reason for why they need to pack up shop and move on. This is a gut-wrenching, insulting and counterintuitive outcome—it cannot stand. Therefore, before this project moves forward,

the current commercial tenants must receive two binding and irrevocable guarantees: (1) A right to return under the 5% below market rent set aside for local businesses; and

(2) They must be guaranteed fair compensation—relative to the actual present and future value of their businesses and the equity invested over the years—to make them whole in the event they are forcibly disposed and have to relocate permanently. The current compensatory mechanism under discussion, a low cost loan of up to $250,000 is literally and financially unacceptable. It does not recognize the accrued equity inherent in these businesses nor the actual costs associated with a complete eviction from present locations. Sadly, it represents a token offering that is more insulting than it is supportive. This situation must be rectified before the project moves forward.

The "Affordable" Housing Component Of This Project Is Entirely Too Minimal:

This project is bring "sold" to the community as being affordable; in fact, claims are being made that 50% (57 of the 114) of the units will be affordable. However, this is simply not true, unless you are one of the Rockefellers who can afford to rent a studio out for $1,900 a month, which is the going rate for the majority of "affordable" studio apartments in this project. A careful analysis of the actual data indicates that only 20% of the units will actually be affordable while 80% of the units will essentially be market rate. Given this, we have to then ask ourselves—if 23 affordable units, with no ostensible community preference and no guarantee of perpetual affordability—is a fair trade off for the disposition of land at below market value so the homeless can now see their reflection in a Macy's storefront window. In sum, the housing portions of this project are not meaningfully nor substantially targeted to the actual need of all Harlem residents and, as currently designed, will further foster gentrification and community displacement. Therefore, until such time as these issues are systematically addressed, and perpetual and predominant affordability is secured, this project should not move forward.

The Project Does Not Provide Specific Enough Community Benefits:

While it is intimated that this project will create jobs and opportunities, there are no firm guarantees that such benefits will go directly to the affected Harlem community. There are no details on the quality of the jobs offered, whether or not they pay a living wage and will offer health benefits. In addition, there are no provisions mentioned to ensure that Harlem residents will—in any way, be given any type of preference—for the various jobs to be created nor even receive appropriate job training, should it be necessary. If one of the goals of this project is to help further revitalize Harlem then it must bring with it good, career creating and growing jobs that will allow our working families to keep their roots in this community. This project should not move forward until the community

knows that they are being embraced and empowered to thrive alongside the project partners.

The Technical Memoranda (TM) That Accompanies This Project Contains A Number Of Factual Misstatements:

The TM makes a number of statements about the present site that are simply not true or factually incommensurate with the motives for this project. Take, for example, the

following four statements from the TM that relate to the current commercial tenants: (1) "The products and services of the displaced businesses are not uniquely dependent upon their location."; (2) "The entrance to the proposed residential uses would be located on West 126th Street and would therefore not break up the retail continuity of the 125th Street corridor."; (3) Concerning West 125th Street, "Commercial uses are dense along this strip; the vacancy rate is relatively low."; and (4) "The proposed building would also provide "active" uses such as retail along West 125th Street and comply with the retail continuity and transparency requirements of the Special 125th Street District to promote a vibrant pedestrian environment on 125th Street (see Figure 3)."

Taking each of these statements in turn, my response is, as follows: (1) The products and services of these businesses are absolutely uniquely dependent upon location. Local small businesses that have built up a loyal commercial following in a once veritable desert are quite dependent on location, much more so than a big box store with universal branding like H&M or Macy's. (2) The retail continuity of the 125th Street corridor is absolutely being broken up, as several small businesses are being disposed for one large anchor tenant; no right to return is being guaranteed and thus the current retail continuity will be forever lost. (3) If it is to be conceded that commercial uses are indeed dense along this strip and that the vacancy rate is indeed low, it is unclear why this project is being heralded as the next phase of blight removal of unsanitary conditions. On the other hand, to concede these points only further reinforces the extreme hardship faced by the current commercial tenants who are essentially being disposed of into a wilderness of dense uses, low/no vacancy and high rents without a right to return or guaranteed compensation. (4) There is already a vibrant pedestrian environment on 125th Street and associated active uses, many of which have long been provided by those who are about to get kicked out without any guarantees in place. The quoted statements noted above, forwarded by ESD with bureaucratic conviction—should be further explained, any relevant data or research that inform them should be brought to light and the public, who

are the ultimate arbiters of what constitutes a vibrant community life, should weigh in on what the best uses for this site are.

This Action Fails To Comply With Provisions Of The UDC Act In Several Substantial And Dispositive Ways:

This action is legally predicated upon a number of statutorily mandated findings which are spurious at best and entirely unfounded at worst. First, contrary to the opinion of ESD, the project area is neither substandard nor insanitary; it is not in danger of becoming substandard nor insanitary; nor does it tend to impair the sound growth and development of the municipality. The current commercial establishments add a vibrancy and character to the community and have done so for many years; in addition, the low rise character of this section of the block has many benefits for the community. Second, contrary to the opinion of ESD, the project does not afford maximum opportunity for participation by private enterprise—and, in fact, it hurts several small, local businesses. The plan before us displaces a number of small businesses who have built up equity in a community that this now thriving; they are being shown the curb without any guarantees to return or be compensated. Kicking out several businesses to bring in one anchor tenant does not afford maximum opportunity for participation. Third, contrary to the conclusions reached by ESD, commercial tenants are being displaced by this project and Section 10(g) of the UDC Act requires assistance to be provided. To date, no assistance has been provided and the presence of the commercial tenants was entirely ignored both in practice, process, in the accompanying ESD resolution and with respect to literally following the stated letter of the law. This is inexcusable and disingenuous. Instead of washing away the actual existence of commercial tenants—and their attendant rights under Section 10(g)—ESD should be ensuring that they will be compensated relative to the actual present and future value of their businesses and the equity invested over the years. Until this situation is rectified, the project should not move forward.

Conclusion:

Conclusively, more questions exist than there are clauses in the resolution that would approve this project. Thus, very simply, there is something wrong with this picture and the invisible ink that accompanies it. While I wholeheartedly support the mission of the National Urban League and want them to call Harlem home—I cannot wrap my arms around them until such time as the seven main points elucidated above are addressed, the tenants are guaranteed certain rights—including the absolute right to return and to be fairly compensated relative to the actual present and future value of their businesses and the equity invested over the years —and the accompanying document with more

Bill Perkins
New York State Senator | District 30

detailed questions is answered in full. When this project treats the tenants fairly, truly empowers the community at each stage of the process, creates a predominant and permanent amount of affordable housing and spells out specific benefits for the Harlem community—I will help you lay the cornerstone; however, at present, we have a long way to go.

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Bill Perkins
New York State Senator | District 30

Questions Concerning The Proposed 121 West 125th Street Urban League Empowerment Center Land Use Improvement And Civic Project

Current Site Plan Generally:

Why does the building need to be demolished?; given generous zoning and associated air rights, why can't a structure simply be erected on the current configuration with the following associated benefits: (1) The current commercial tenants are not displaced; (2) The community does not have to suffer though a noisy, polluting and quality of life robbing demolition and construction period.

The National Urban League (NUL) will be paying a rent of $1,000,000 per year (minus any tax breaks associated with the housing portion of the project which expects to generate over $3,000,000 per year in rents); how much more is this than the rent currently being generated by the commercial tenants and the parking operator?

What is the actual monetary value of all other aspects of the project, including the value of the "free" office and conference room center space that the NUL inherits are part of this deal; further, who is the remainder of the office space to be leased to and what is the value of that to the project?

What is the expected value of any/all projected Federal, State and City tax benefits, incentives, credits and the like associated with the residential portion of this project? What happens if they don't qualify for the subsidy for HDC and others?

Are the 50% of affordable units created by this project guaranteed to stay affordable in perpetuity for the entire 99 year term of the lease? If not, why not and what is the projected value of the units that may exit "affordability" at some point of the project? There is a real concern that the residential aspects of this project will actually only result in 20% affordable housing as the 30% middle income band at 130% of AMI are effectively market rate rents, with the monthly rent for a studio starting at $1,900. So, for all of those looking into the details of this project, only 23 of the out of 114 apartments will be truly affordable. What can be done to lower this AMI so residents of Harlem can actually afford to live in this building and will not be further pushed out by the gentrifying effects that "affordable" $1,900 per month studio apartments will bring to the area? If the project partner is also seeing additional subsidies from HPD and HCR why is the project not more affordable?

The project proposes to lease the property at below fair market value (FMV): (1) What is the fair market value of the property as a whole presently and over the term of the 99 year

Bill Perkins
New York State Senator | District 30

lease?; (2) Does the FMV estimate of $63.8 Million (as elucidated in the Project Plan) account for both the present and future use of the site or is this is a static figure? (3) Why is the NUL getting to lease the entire site for below market (paying $566 Million less than FMV over the life of the project, while generating over $3 Million per year in revenue on the housing portion alone (Page 13), getting tax breaks and still unable to guarantee the current commercial tenants a concrete portion of the 5% set aside? Ultimately, a project that disposes of a large parcel of publicly owned land at below market value but does not ensure that current tenants on site have the same guarantee with respect to space/below market rents is absolutely disingenuous. Small business owners established a business and effectively invested and developed 121 W 125 Street storefront and curb appeal when no other businesses were interested in setting up shop in Harlem. It can and should be argued that the only reason the property is being sought after for the project is due to the equity and value the current commercial tenants have established in running their successful business at the location. They have paid their dues, paid their rent and now a large, big box retailer, as part of a lease at below market rate is coming in to profit off of their hard earned equity. Why are they being treated differently than other commercial tenants on the block, such as H&M, the parking garage operator and the potential "anchor" tenant,?

Community Benefits:

MWBE's: To date what efforts have been made or will be made to hire MWBE contractors for the 1196 construction jobs?; what track record do the project partners have in terms of meeting/exceeding MWBE goals on prior projects? Furthermore, what are the consequences for not meeting the stated MWBE Goals for this project?

Jobs: With respect to the 219 permanent jobs created by the proposed project how many of these jobs will be guaranteed for residents of the Harlem community? Furthermore, what types of jobs will be created; what skill sets will be required; what types of training will be available to Harlem residents to prepare them for these jobs and what additional outreach will be made to the community (job fairs and the like) to ensure they are first in line for all opportunities?

Should the project go through, what specific preferences and firm guarantees will be available to the residents of Harlem in terms of: preference for affordable housing, ability to use the community facility and conference center spaces at no cost; parking, permanent jobs, construction noise and pollution mitigation and other quality of life offsets?

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The Parking Garage: Who currently owns the parking garage? Will the current owner be allowed to return to site and continue to run the parking garage upon completion of the project? If so, why is this operator being treated differently than the other commercial tenants?

Current Commercial Tenants:

Why is the NUL getting to lease the entire site for below market (paying $566 Million less than FMV over the life of the project, while generating over $3 Million per year in revenue on the housing portion alone (Page 13), getting tax breaks and still unable to guarantee the current commercial tenants a concrete portion of the 5% set aside?

(Page 5) It appears that NYCEDC is getting compensation from and have executed a "letter agreement" with ESD to compensate them for the loss of revenue associated with the rental income stream being disturbed by the project. If these two entities can agree to a handsome compensation agreement why have the commercial tenants have been left out of the process?

What is the current balance of the 125th Street Improvement Trust Fund and how much of this fund will be used to compensate current commercial tenants?

(Page 6) Why are the commercial leases going to be transferred from the City to the State and then from the State to the NUL; this seems onerous, unfair and designed to confuse and weaken the bargaining power of the commercial tenants. Why can't this process be streamlined? Why has NYCEDC seemingly walked away from the table at this project, when they are the landlord at the underlying property?

Why are the current commercial tenants not being guaranteed a right to return under the 5% below market rent set aside for local businesses?; further, in lieu of this, why are they not being guaranteed fair compensation to make them whole in the event they are forcibly disposed and have to relocate?

(Page 7) NUL has the power to sublease (without ESD's consent) "small nonresidential spaces"; what does this mean exactly and can the current commercial tenants become sub lessees (at below market rate rents)? Furthermore, generally speaking what is the procedure for ESD's consent to Tenant assigning, subleasing or transferring the property?

Disparate Impacts:

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New York State Senator | District 30

Page 1 of the Technical Memorandum (TM). This project provides 89,239 gsf for parking. Why is the parking business being treated differently than the commercial businesses on West 125th Street? Are they being given a right to return and if so, at what rate?

Page 6 of the TM. Indicates that retail space would occupy much of the ground floor and second floor; why is there no room for the current commercial businesses to relocate back to 125th Street frontage?; Pages 6 and 7 of the TM would seem to indicate this is very possible.

Why is the H&M (or more specifically the Southwestern-most corner of the site) unaffected by this development? Why does the commercial tenant here (in conjunction with the parking garage operator) seem to enjoy greater rights than the commercial tenants a few feet away on the same parcel of land? (See also, Page 13 of the TM)

Misstatements Of Fact:

Page 14 of the TM argues that "the products and services of the displaced businesses are not uniquely dependent upon their location." It is unclear if this is true. Local small businesses that have built up a loyal following are quite dependent on location, much more so than a big box store like H&M or Macy's. How was this seemingly erroneous conclusion reached?

The TM (Page 9) notes the following regarding West 125th Street: "Commercial uses are dense along this strip; the vacancy rate is relatively low." Given this, why is ESD calling the current site obsolete and insanitary? In addition, given these conditions, why has ESD not found it necessary to guarantee compensation and a concrete right to return for the current commercial tenants?

Page 11 of the TM says that "The entrance to the proposed residential uses would be located on West 126th Street and would therefore not break up the retail continuity of the 125th Street corridor." This is, of course, not true as the 125th Street side would lose the entire row of current local small businesses. How was this seemingly erroneous conclusion reached?

Page 24, TM. "The proposed building would also provide "active" uses such as retail along West 125th Street and comply with the retail continuity and transparency requirements of the Special 125th Street District to promote a vibrant pedestrian environment on 125th Street (see Figure 3)." Don't the current commercial tenants already provide active and

vibrant retails uses along this corridor? Why are they are being forced to leave with no right to return nor guaranteed compensation?

Failure To Demonstrate Compliance With UDC Act:

(Page 8) The statutory basis for Section 10(c)(1) is entirely lacking. The project area is neither substandard nor insanitary; it is not in danger of becoming substandard nor insanitary; nor does it tend to impair the sound growth and development of the municipality. In fact, the low rise character of this section of the block, in fact, has many benefits for the community. What data did ESD review/what field research was conducted to reach this seemingly erroneous conclusion?

The statutory basis for 10(c)(3) is tenuous at best. The plan displaces a number of small businesses who have built up equity in a community that this now thriving. The project does not afford maximum opportunity for participation by private enterprise and, in fact, hurts several small, local businesses. How was this seemingly erroneous conclusion reached?

Pages 9-10 It is unclear that 10(g) is entirely satisfied; Section 10(g) of the UDC Act provides that : "the corporation may render to business and commercial tenants and to families or other persons displaced from the project area, such assistance as it may deem necessary to enable them to relocate." Considering that there are six businesses that have and continue to lease retail space at the project site what assistance will be made available to help them relocate? Why wasn't the whole section of law referenced to include the possibility of providing assistance to the current commercial tenants at the project site?

Environmental Impacts:

Given that the original FEIS did not assume a residential housing component, nor a community facility use or conference center—accounting for 212,000 gsf of this proposed project— why is there not a need for a Supplemental Environmental Impact Statement (SEIS)?

Five years have passed since the original FEIS was conducted and surely conditions have significantly changed in the interim—indeed nearly half of the "uses" for the project have changed since 2008; clearly different uses mean different environmental impacts and the

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introduction of 257 residents and 300 workers in these use categories is a significant change that should trigger a full SEIS; why is one not being endeavored upon?

What are the specific air quality impacts of the proposed construction/demolition period for this project. Will the new building emit more pollution than the current structure; will it have a larger carbon footprint?

Will the developer seek After Hours Variances (AHV) that could potentially circulate noise and air pollution for 18 hours a day or more?

Despite the apparent findings of no adverse impacts in the FEIS, a number of substantial socioeconomic factors are likely to manifest: gentrification, increased rents, loss of community character, direct/indirect residential displacement. Any new market rate buildings that come into the community will directly affect the residential and commercial rents of all those in the surrounding area, save for those who are rent/controlled stabilized; it will have a negative effect on the community. What is being done to mitigate these impacts?

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New York State Senator | District 30

November 8th, 2013

Kyle Kimball, President
The New York City Economic Development Corporation (EDC)
110 William Street
New York, New York 10038

Dear President Kimball,

Given the singular and pivotal role that the Economic Development Corporation (EDC) has played in the ownership, marketing and conveyance of property at 121 West 125 Street regarding the Land Use Improvement and Civic Project in the heart of Harlem, it is outrageous and grossly unacceptable that no one from EDC attended the substantive Empire State Development Corporation public hearing on November 7th, 2013. As the landlord who holds the leases with the current commercial tenants and who will evict them in order to move forward with this project, you should have attended the hearing to provide information on the process as well as to accept input from the impacted community. Ultimately, as an instrument of the government, EDC must be accountable to the residents of New York City and the lack of accountability and respect shown to the community of Harlem last evening was a disgrace.

To paraphrase one of the commercial tenants: this project is a game changer for the community of Harlem and EDC is at the helm of the game but they refused to show up and play the much needed role in educating, informing and empowering the community it seeks to forever alter. What makes your absence from the substantive public hearing on November 7th even more abhorrent is the fact that you had no qualms attending the previous hearing on July 10th where no member of the community to whom you are accountable to showed up. In addition, you were also present at the recent empty room land disposition public hearing suspiciously held on the same day of the Public Authorities Control Board (PACB) meeting on the project. Were you at the hearing last evening, in front of a standing room only audience—you could have addressed a number of outstanding issues including: (1) Explaining exactly how this project increases the "diversity" of the Harlem area and (2) Explaining why a rendering of the proposed project on your website includes Macy's as the anchor tenant.

Furthermore, the $250,000 loan which is being heralded by some as "compensation" for the four current minority small business owners who set up shop in Harlem and brought equity and value to West 125th Street when no one else wanted to be there is deplorable and insulting to the them and to the community. It shows a callous disregard for the hard work, time and money that the tenants individually put into their businesses and to the community of Harlem. I urge you, in the strongest of terms to come back to the table with the tenants ready to deal fairly, equitably and justly so that they are truly and adequately compensated and made whole before this project comes back up for a vote before the PACB on November 20th, 2013.

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If you have any questions on this matter, please reach out to me directly; in the interim, I remain...

Respectfully Yours,

Bill Perkins

Bill Perkins
State Senator | District 30

NYCEDC
New York City Economic Development Corporation

Kyle Kimball
President

Tel: 212.312.3500
Fax: 212.312.3913
kkimball@nycedc.com

Thursday, November 7, 2013

Mr. Kenneth Adams
President, CEO and Commissioner
New York State Department of Economic Development
633 Third Avenue
New York City, New York 10017

Dear Mr. Adams,

Please accept this letter in support of the General Project Plan for the Urban League Empowerment Center. The completion of this landmark project will transform an underutilized area in the heart of Harlem into a vibrant arts, community, cultural and retail attraction.

To bolster the commercial character of the 125th Street corridor, the City undertook a rezoning of 125th Street in 2008. As a result, we have seen Harlem's central business district grow into an even more vibrant hub for arts, entertainment and trade: a destination for the entire City. To strengthen the critical mass of local arts, cultural and entertainment venues we developed an RFP with ESDC, released in May 2012, to further activate the street by fostering uses that complement the existing attractions, extend visitors' stays, and create new employment opportunities. The RFP was developed in accordance to the points of agreement reached with local elected officials in 2008 and, accordingly, will include housing, half of which will be affordable, and sets aside five percent of the retail space for use by local businesses at below market rates.

The project proposed by Hudson, National Urban League and BRP best captured the RFP goals and will develop an amenity that complements and bolsters the corridor as an arts, entertainment, retail and commercial hub. Importantly, the project will also allow New York City to retain 100 jobs at National Urban League headquarters and is expected to produce over a thousand jobs.

The Urban League Empowerment Center is an important piece of Harlem's ongoing revitalization and is unique in its ability to celebrate this renowned neighborhood's rich history. We look forward to continuing our partnership to advance the Urban League Empowerment Center and hope that the Empire State Development Board of Directors will approve it once again.

Sincerely,

Kyle Kimball

APOLLO

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November 6, 2013

Empire State Development Board of Directors
633 Third Avenue
New York, NY 10017

Dear Ladies and Gentlemen:

On behalf of the Apollo Theater Foundation, Inc. ("Apollo"), it is with great pleasure that we write this letter in support of the National Urban League's Urban League Empowerment Center project (the "Urban League Project" and/or the "Project").

The National Urban League is a historic civil rights and urban advocacy organization and the establishment of a permanent headquarters on 125th Street in Harlem will be a transformative moment in the economic and cultural revitalization of the 125th corridor. The development of the Museum of the Urban Civil Rights Experience and the inclusion of mixed-income housing and mulit-level retail space in the Project will not only play an important role in Harlem's rich arts and cultural legacy, but act as an economic engine for the local community by creating new jobs and acting as a catalyst for investment and other related business opportunities.

Over the last decade, Harlem has experienced a renaissance as a result of substantial residential and commercial development activity, the effect of which is a substantially changed demographic. At present, the 125th street corridor is undergoing a transformation with the influx of big-brand commercial retail establishments. Together with the Apollo, the Urban League Project will help to balance the ecosystem and serve as an important cultural anchor for a dynamic and changing community.

Respectfully yours,

Richard D. Parsons
Chairman,
Apollo Board of Directors

Jonelle Procope
President and CEO
Apollo Theater

Apollo Theater
Foundation, Inc.
253 West 125th Street
New York, NY 10027
(212) 531-5300
apollotheater.org

125th & Lenox, LLC

500 FIFTH AVENUE
54TH FLOOR
NEW YORK, NY 10110
T. 212.573.9001
F. 212.573.5173

November 5, 2013

Curtis Archer
President
Harlem Community Development Corporation
163 West 125th Street
New York, NY 10027

RE: National Urban League Empowerment Center (ULEC)

Dear Mr. Archer,

On behalf of 125th & Lenox, LLC, I am in strong support of the proposed National Urban Leagues Empowerment Center, to be built on 125th Street, Harlem NY.

As you know 125th & Lenox, LLC is about to commence construction on approximately 120,000 square feet of retail space directly across the street from the proposed ULEC Site. We feel this proposed mix use development comprised of retail, community facility and residential, will further validate Harlem's Commercial viability.

We have worked with BRP since 2006 in various capacities.

Sincerely,

Eliot Tawil

FOR CONSIDERATION

TO: Empire State Development, Investor
New York City Economic Development Corporation, Owner
Urban League Empowerment Center, LLC, Developer

FROM: Keyanna Doctor, Consumer and Patron

SUBJECT: New York City (New York County)- 121 West 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project

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From its inception the National Urban League was founded on empowerment for people of color. The National Urban League's signature programs are centered on education, jobs, housing and health.

The current design idea entitled National (Urban League Empowerment Center) Land Use Improvement and Civic Project, falls short of meeting the institutions' core values. The project includes retail space, housing, a parking garage, a civil rights Museum and job training center. While the design idea sounds exceptional the concern is that this is **just** an idea and not a defined concrete plan. The National Urban League is charged as developer to protect the interests of the community.

During the November 7, 2013 presentation by Mr. Morial and Mr. Archer on behalf of the National Urban League there were several questions left unanswered. First I will recapitulate the terms stated and secondly I will address the lack of community preservation.

The National Urban League plans to:

1) Have the project completed by 2015 with certificate of occupancy given 36 months (three years) from date of construction.

2) Set a goal to have 50% of construction performed using businesses owned by minorities and women.

3) Offer current occupants ability to lease retail space below market value.

4) Offer current occupants loans to grant with loan forgiveness if the business is open for three years.

5) Create 200 to 400 permanent jobs.

6) Provide 114 units of housing with 50% set aside for affordable housing.

7) Lease 5% office space.

TheNational Urban League's efforts and intentions are appreciated however The Land Use Improvement and Civic Project fails to develop concrete criteria to protect the legacy of the historic Harlem community. As the developer the National Urban League has a responsibility to ensure that people of color and the residents of Harlem are the center focus of their project. While the core values of education, jobs and housing are clearly included in this project the beneficiaries of the project are not clearly identified.

Let us first focus on the current occupants. These business owners are currently invested with life savings and mortgages on houses. To date they have no outstanding debt to the city of New York. The business owners were not offered a reasonable market value buy out which is common practice and industry standard in this sort of situation. Instead, they were offered loans to be indebted to someone for the leasing of their current debt free leased space. The loan to grant is not economically viable however if any of the merchants were to consider this option, the amount of the true cost requires documentation. Below market value by what percentage? What will be the interest on the loan? Who is the financier? There is no consideration as to the initial investment of the current occupants. If by chance the merchants agreed to the terms of a loan to grant and accepted the undisclosed below market value offer they would be displaced for 3 years. There was mention that a broker would work with current owners to temporarily relocate their businesses but the fee for those services was not stated and it is the responsibility of the owners to pay this fee as no responsibility was assumed by Empire State Development. The owners of Fishers of Men Seafood Restaurant 2, Golden Crust, Kaarta Imports and Sarku Japan Restaurant deserve specified costs in order to properly decide on their involvement in this project or be compensated with present day market value buy outs. In the interest of preserving the culture of the community an offer to pay for 50% of all associated costs should be extended by ESD.

Turning to the community, the housing and jobs portion of this project requires clearly defined criteria as well.

The vice chair for Community Board 11 was present at last nights hearing. He presented notes from a meeting between the National Urban League and Community Board 11 executive board members. Although it was gracious to include 50% affordable housing in this project the sincerity is lost upon closer review. 20% of the affordable income units are for low income families. 30% of the affordable income units are for middle income families using the area median income of 130%. This housing would be averaged for families making $80, 000 and greater. The correct practice would be to take the AMI of the community. The AMI provided by the National Urban League is based on city average not Harlem's average. This is unfair to the families who are in need of affordable housing. There is no set criteria identifying residents of Harlem are given preferential consideration over other applicants. The residents of Harlem are not considered in this current design.

There is a 50% goal **not mandate**to employ minority and women owned businesses for construction. The method of advertisement on these bids has not been identified. How will the women and minority owners know their skills are required?

There will be 200-400 permanent jobs created. Will Harlem residents be given preferential consideration for these jobs? Will there be consideration for those individuals returning to society from their term of imprisonment? The current occupants have provided opportunities for these individuals. Can the areas of employment be advertised prior to construction in order to give individuals the chance to complete courses and training so they are qualified applicants? What are the goals of the job training center? Who is the targeted audience? How will the center function (days and time of operation)? What services will be offered?

In regards to the 5% office space there is no outlined criteria in regards to what type of occupants are requested (professional services such as a lawyers and doctors offices versus organizations).

As fore stated the efforts of the National Urban League are valued however there are numerous factors to be addressed. There are too many objectives that require clarity and definition in order for decisions to be made before consideration for this project can be taken seriously. The developer has a responsibility of salvaging the rich history in this community and preventing further gentrification. Respect the current business owners and give them what they are worth not what is monetarily beneficial to Empire State Development.

In Good Faith,

Keyanna Doctor

EMPIRE STATE DEVELOPMENT CORPORATION

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PUBLIC HEARING:

RE: 121 West 125th Street LUIP & Civic Project

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Adam Clayton Powell Building
163 West 125th Street
New York, New York

November 7, 2013
6:15 p.m.

B e f o r e:

KENDRICK HARRIS, ESQ.,

The Hearing Officer

Reported by: Julia Giannakopoulos

A P P E A R A N C E S:

For The Empire State Development
Corporation:
Marion Phillips, Sr. Vice President,
Community Relations
SPEAKERS:
MARC MORIAL
The National Urban League
CURTIS ARCHER
Harlem Community Development Corporation
SENATOR BILL PERKINS
TOUNKARA M
KAARA
RON WALTIN
Golden Krust Restaurant
LAKISHA BENBOW
Fishers of Men, II
RAJ WHADWA
Sakru Japan
CATHLEEN McCADDEN
Representing New York State Assemblyman
Keith Wright
DARWIN DAVIS

The Greater Harlem Chamber of Commerce
MARK McPHEE
Coalition for Parole Restoration
IMAN M. JOMANDY
MIKE GREEN
Hugs for Harlem, INC.
BRIAN BENJAMIN
Community Board 10
REVEREND DR. C. BURRISON
GARRY A. JOHNSON
New York State NAACP
MICHAEL HENRY ADAMS
DR. GHOLSON
Community Board 9
NEFERTITI NAKAWE
MELBA WILSON
CORDELLE CLEARE
THOMAS LOPEZ-PIERRE
WILLIAM KITCH
ADELINA ST. CLAIR
DANIEL COX
KIM SMITH
TERELL TRIPP
BRIAN BENJAMIN

TYRETA FOSTER, ESQ.
MORRIS SHERIFF
Kaarta Imports
RAFAEL ESCANO
JULIUS TAJIDDIN

P R O C E E D I N G S:

THE HEARING OFFICER: Again, good evening ladies and gentlemen, my name is Kendrick Harris. I am an attorney duly admitted to practice law in the State of New York. I am the independent hearing officer for today's public hearing.

I've been asked by the New York State Urban Development Corporation doing business as the Empire State Development to conduct today's public hearing pursuant to Section 6 and 16 of the New York State Urban Development Corporation Act.

This hearing is being held pursuant to legal notice published in accordance with the UDC Act in the October 25, 2013 edition of The New York Daily News. In addition, publications were made in the October 24, 2013

edition of The Amsterdam News and the October 29, 2013 edition of El Diario. ESD also posted a notice on its website.

Today's hearing is the second hearing on this project. The first hearing was held in this building on July 10, 2013. The purpose of this hearing is to afford you an opportunity to make comments about ESD's general project plan and the essential terms of the proposed ground lease for the proposed 121 West 125th Street Urban League Empowerment Center, Land Use Improvement and Civic Project.

This is not a question-and-answer session. This is, instead, an opportunity for you to present your views so that ESD can consider them in making its financial determination.

Comments presented at this hearing will be taken into consideration by ESD in the review and the consideration of the proposed project. The comment period with respect to this hearing began with the publication of the notice of hearing on October 25, 2013. ESD set up and dedicated an e-mail address identified as 121west125@esd.ny.gov, in the notice of hearing I mentioned previously to receive comments on the project.

Comments may also be submitted in writing at tonight's hearing. All comments must be received by tomorrow, November 8 2013, by 4:00 p.m. Comments submitted after the close of today's hearing should be submitted to the e-mail address identified previously or in

writing delivered by hand either to ESD offices at 633 Third Avenue, New York or ESD's subsidiary, Harlem Community Development Corporation on 163 West 125th Street on the 17th floor, New York, New York. Index cards for submitting written comments at today's hearing are available at the sign-in table.

For your information, a stenographic transcript for this hearing is being made. A copy of the record of today's hearing and any written comments or submissions made tonight or during the comment period that commenced upon issuance of the hearing notice will be made available to any person making such a request. Copies can be requested via e-mail to the dedicated e-mail address or in writing by mail by mailing the

request to the Empire State Development Corp. at 633 Third Avenue, New York, New York 10017; attention, Regina Stephens.

First, Mr. Marion Phillips, Senior Vice President, Community Relations for ESD, will present information on the project on behalf of ESD. Then I will recognize anyone else who wishes to make a comment about the project.

If you wish to speak at today's hearing, please sign the register located at the sign-in desk. For your information and convenience, copies of the general project plan for the proposed project are available on the table right next to the sign-in table. Copies of these documents may also be inspected or obtained at the corporate offices of ESD at 633 Third

Avenue, New York, New York 10017 between the hours of 9:30 a.m. to 5:00 p.m. Monday through Friday, public holidays excluded.

To inspect and/or obtain copies of the foregoing documents at ESD's offices, please contact Regina Stephens at ESD at address above or at (212)803-3818.

Pursuant to New York State Urban Development Corporation Act, copies also are being provided to the clerks of the County of the City of New York, the mayor of the City of New York, and the chair of the Manhattan Community Board number 10.

Copies of the general project plan can also be viewed at ESD's website. Please refer to the hand-out available at the sign-in table for the website address.

In order to give everyone an ample opportunity to speak, I request the speakers keep their oral presentations to no more than three minutes, they should be strictly adherent to that as we have a counter right here in front of you.

Speakers representing organizations with a substantial number of members I ask to register and identify themselves as such, and depending on the numbers of speakers wishing to be heard, may be afforded up to a total of five minutes for their presentation.

In order to assure an accurate transcript and to enable all assembly to hear your remarks, I ask each speaker, when called, to come to the front of the room. Please state your name and address. We have the speaker

microphone here for you. If you are appearing as a representative of an organization or a government entity, please identify the organization or entity and state its address.

Finally, I want to remind you that the purpose of this hearing is to afford you an opportunity to make comments about the general project plan including the essential terms of the proposed ground lease. This is not a question-and-answer session.

Now, I would like to take care of some administrative matters and ask the stenographer to mark the following documents as exhibits to the hearing transcript. The legal notice that appeared in the New York Daily News on October 25, 2013, the Amsterdam News on October 24,

2013, and El Diario on October 29, 2013.

Also, affidavits of publication of the legal notice in The Daily News, The Amsterdam News and El Diario, and the document entitled Empire State Development, 121 West 125th Street, Urban League Empowerment Center, Land Use Improvement and Civic Project, General Project Plan dated June 27, 2013.

(Legal Notice appearing in The Daily News dated October 25, 2013 was marked as Hearing Exhibit No. 1.)

(Affidavit of Publication of legal notice appearing in The Daily News, The Amsterdam News, and El Diario was marked as Hearing Exhibit No. 2.)

(Document entitled 121 West 125th Street (Urban League

Empowerment Center) Land Use Improvement and Civic Project - General Project Plan, dated June 27, 2013, was marked as Hearing Exhibit No. 3.)

THE HEARING OFFICER: Now Mr. Phillips will present information about the project.

MR. PHILLIPS: Good evening everyone. My name is Marion Phillips, III. I'm the senior vice president, community relations for Empire State Development. I'm here today to present an overall view of the 121 West 125th Street Urban League Empowerment Center, Land Use Improvement and Civic Project, but before I do that, I want to address a rumor that I keep hearing.

Lately there has been a lot of talk about Macy's being a part of this development project.

They are not. Let me say this one more time and to be very clear and emphatic, just to be clear. Macy's will not be a part -- be taking part in any space in this new development project. The proposed project consists of the redevelopment of the site currently owned by New York State and New York City consisting of a four-story parking garage and six small retail spaces.

Under the proposed project, the existing 160,000 square-foot building will be demolished. In its place, an approximately 466,000 square-foot mixed-use building will be developed which will, among other uses, service the new national headquarters of the National Urban League. In May 2012, Empire State City's Economic Development Corporation

jointly issued a request for proposals for the redevelopment of the site in a manner consistent with the City's 2008 rezoning of a 125th Street corridor. The 2008 rezoning called for a mixed-use building featuring arts, retail, and office uses.

In February 2013, ESD's board of directors determined that the National Urban League proposal submitted in partnership with the minority developer, BRP Companies, and the Hudson Companies best met the RFP goals. In March, ESD entered into a predevelopment agreement with the Urban League Empowerment Center, LLC, a special-purpose entity created by the National Urban League and its partners to undertake the project. The project consists of 7,000 gross

square feet of office space, 66,000 gross square feet of retail space, 55,000 gross square feet of community facility, 24,000 gross square feet of museum, 56,000 gross square feet of conference center space, 114 residential units, and 89,000 gross square feet of parking.

In addition to the presence of the National Urban League, United Negro College Fund expects to relocate its offices to the property. At least five percent of the office and retail space will be subleased to the local businesses at the low fare market rents, a new civil rights museum will play an intricate role in the proposed project along with a National Urban League conference center which the National Urban League may make available for use by neighborhood businesses for

not-for-profit organizations and others having a need for professional conference and meeting facilities, Hudson and BRP companies will operate the rental housing, approximately 114 units will be constructed of which a minimum of fifty percent will be afforded to low and moderate income families.

There will be between 200 and 225 parking spaces. ESD proposes to enter into a ninety-nine-year ground lease and other related documents with the developers that would incorporate the final terms of the transaction.

The essential terms of the ground lease are included in the proposed general project plan, the project was first brought to the ESD's directors for approval on June 27, 2013. At that time

the directors of ESD unanimously adopted the proposed general project plan and determined that no supplemental environmental impact statement was needed.

The directors also authorized the public hearing for purposes of receiving comments on the GPP. ESD's first public hearing was held on July 10th in this building, a second hearing is being held now at the request of the community.

It's expected that the lease will be executed by the end of 2013 and that construction will begin in 2015. The lease anticipates that certificates of occupancy will be issued within thirty-six months after construction begins, however this time period may be extended under certain conditions. The proposed project is expected to create

approximately 767 direct, 429 indirect construction related jobs and 160 direct, and fifty-nine indirect permanent jobs.

We are really excited that this proposed project will result in a mixed-use development that would create jobs, spare private investment and provide cultural and community space and affordable housing in the State, City and local community.

Thank you all for coming out tonight and we are looking forward to hearing your feedback. As we continue the presentation on the project, I'm going to ask Mr. Mark Charles Hamilton to come forward, who is representing the developers and the National Urban League, to continue the presentation on the project.

MR. HAMILTON: I'm Charles

Hamilton. I'm the outside general counsel for the National Urban League, and we are pleased to be here tonight and we are glad to see the number of interested citizens who are here to hear what we have to present about this extraordinary project. Rather than my reading prepared remarks, we have something that -- we have Marc Morial, the president and the chair, chief executive officer for the National Urban League.

MR. MORIAL: Thank you very much. Let me first of all thank all of you for coming out tonight and I'm pleased and proud to be here. By way of introduction, my name is Marc Morial. I serve as the president of the National Urban League.

The National Urban League is one of the nation's historic

civil rights organizations, an urban advocacy organization and we were founded in this city, in Harlem in 1910.

From our headquarters here in New York currently, we operate and lease space at 120 Wall Street, we manage a network of ninety-five local community-based affiliates and cities across the nation. We provide direct services to people. We help people find jobs, we help people secure better education for their children, do after-school programs, early-childhood programs. We run ten entrepreneurships around the nation and serve some 12,000 African-American businesses.

We are proud of our work, we are proud of our history, we are proud of our presence right here in New York with the New York

Urban League led by Arva Rice, here, sitting in the third row. And we are very, very proud to have an opportunity to speak to the community about what we plan to do and what our vision is, an exciting vision for our new headquarters right here in Harlem.

For us, coming to Harlem is a return to our roots. We were founded in a church basement here in Harlem, as I said, over 100 years ago. Somewhere along the way, those that led the organization before I became president relocated us to various sites throughout Manhattan.

When we learned a few years ago that our current lease will end, we began a process to evaluate where our new headquarters would be. As a national organization, we could

locate in any city in the nation, but we made a commitment because we love New York City, and we said what better place for a historic civil rights organization that has its mission in its mission statement serving African-Americans than to come to the most important historic African-American neighborhood in the world, which is what Harlem, USA represents.

So in the process we responded to a request for proposals that the City and the State issued, asking people for ideas to redevelop the site at 121 West 125th Street, right here in Harlem. We responded to request for proposals with a plan. We were very, very honored and thanking to the State and the City for selecting us to be the developer.

At present, we have no signed lease for the site. We are not in control of the site, and we will not own the site, but we will lease the site. And let me just share with you what we want to build, what we want to do at the site.

What we want to do at the site is something exciting, and I underscore what we want to do at the site will be a facility owned by the National Urban League, not by a private developer, not by for-profit corporation, not by a real estate investment trust, but by a National Urban League, and proudly, a historic civil rights organization will be owning its headquarters in the leading black neighborhood in the world, which is what Harlem, USA represents.

So what we plan for the site is a mixed-use building, a

building which would house our headquarters where we have approximately now 100 employees, would house a civil rights museum, the first civil rights museum anywhere in New York State to showcase the incredible contributions that people have made to this neighborhood, to this city, to this state, and to the nation.

We also plan for the site a conference center and training facility which would be available to people and organizations in the community, which we will utilize for our own purposes also, and what we also plan for the site is retail space.

I want to absolutely say for the record, because there had been misstatements printed, we have made no deals, no decisions with any retail to locate

1 themselves in the site. We have
2 no commitments to anybody.
3 So those who suggested that
4 Macy's is coming to the site, I
5 don't know where that information
6 came from 'cause it's absolutely
7 not true, absolutely not true,
8 and it is not going to happen.
9 We plan to have a process, an
10 open process, to select
11 retailers. We are three to four
12 years away from even the earliest
13 possible opening of this building
14 because we are in the early
15 stages.
16 We have no rent; we have no
17 plans. We have some very
18 preliminary drawings. We have to
19 pull the financing together and
20 do all the details involved, and
21 we cannot do any of that until we
22 receive final approvals from the
23 public authorities.
24 We are going to do the
25

project that benefits the community. We are going to include minority-owned businesses in every aspect of the project. For the record, before I joined the National Urban League, I served as mayor of New Orleans for eight years. I served in the Louisiana senate.

While mayor of New Orleans, we set every single record for minority business participation from the building of our convention center, building of our arena, redevelopment of our public housing, the rebuilding of our airport. I am and will stand on the very same record as long as I lead the National Urban League in every project or development that we've done, and as a part of this, we are working with a team of developers which also includes an African-American

developer, BRP, with American Marshall League, who is, indeed, here in the row.

We've agreed to and we'll agree to job goals of fifty percent of people of color and people in the community, and very aggressive goals of minority business participation in every aspect of the project.

We've agreed to at least, it's a minimum of five percent retail of participation by local businesses. It's our intention. We've made no commitments to anyone at this point, and it's our intention that it be a fair open process, so that any small business owners that wish to locate in the building, have an even shot to do it.

That's a commitment we've made. That's a commitment we are going to continue to make. We

are excited because this project will create jobs. It's going to create between 1200 and 1500 construction jobs, 250 to 400 permanent jobs, 120 million in new wages. And as I've mentioned, we've agreed to a fifty percent goal for the composition of the work force and aggressive goals for minority- and women-owned business participation in the design, the construction, and the operation of the facility.

I believe that this facility is going to be a strong benefit for Harlem, a strong benefit for New York City, and gives us an opportunity as a historic civil rights organization to remain here in New York and continue to be a part of the fabric of this community.

I am excited about being

able to speak today, and I want to thank certainly the public authorities, and I want to thank those of you in the room, many of whom have indicated your strong support for this project, and I'm proud to be here because I know there has been information, in some instances lack of information, in other instances misinformation, spread about this project.

So I'm proud to have to clear that up in what we've shared with you today. I want to make a final point about one aspect of the project that I'm very excited about, and that is the chance for there to be a civil rights museum here in Harlem.

Many great people have emanated from this community. Historically, Marcus Garvey,

Malcolm X, Adam Clayton Powell; more contemporary figures who got on like Percy Sutton who want this community -- I think would have and can add with the museum that can showcase some of those important contributions because those are not only contributions to Harlem, they are not just contributions to New York City; they are contributions to the nation and the world.

There is a great civil rights museum in Birmingham, Alabama; there is a great railroad museum in Cincinnati, Ohio; there is a great civil rights museum being built as we speak in Atlanta, Georgia; and I think it's time for there to be a great civil rights museum right here in Harlem and in New York City. And there are great cultural institutions right here

already; art museums, places like the Apollo. They are great museums, but not historical museums, so we are proud to do this.

We are excited about this, and we are going to do a good job, and we hope that today by sharing this with you, we've earned respect. Thank you.

THE HEARING OFFICER: Next, we are going to have Curtis Archer finish up with the outline of the project.

MR. ARCHER: My name is Curtis Archer and I'm the president of the Harlem Community Development Corporation, Harlem CDC. I stand tonight on behalf of my chairman, Keith L.T. Wright, and the board of Harlem CDC to give our full support for the National Urban League's Urban League Empowerment

Center.

This project, which was approved by the board of the directors of Harlem CDC's parent corporation, Empire State Development Corporation, will transform an underutilized 42,000 square-foot public parking garage into the Urban League Empowerment Center. The project will play an important role in Harlem's ongoing economic revitalization. It will create jobs, build on the community's rich arts and cultural history and attract new investments and opportunities.

The location will be home to New York State's first ever civil rights museum as well as the new national headquarters for the National Urban League, and it will include a state-of-the-art conference center, housing, retail, and public parking.

Harlem is a world renowned brand, and no community in the nation is more closely associated with African-American history and culture than right here. And for that reason, I am happy that the National Urban League, which was founded in 1910 in Harlem and has remained in New York since then, will return to Harlem to contribute and participate in the revitalization of the 125th Street corridor.

Harlem, along with the City, the greater Harlem Chamber of Commerce, the 125th Street BID, Council Member Inez E. Dickens, and community stakeholders, began the rezoning of 125th Street in 2008.

Since that process, we have witnessed this vital commercial corridor continue to grow as a lively hub for culture,

entertainment, and retail.

The Urban League Empowerment Center will be an important piece of Harlem's ongoing revitalization celebrating the rich history and generating critical economic activity that can ensure a bright future.

Harlem CDC exists to support prominent local businesses, and for that reason, Harlem CDC will service as a one-stop shop to provide technical assistance, micro loans information and referrals to small businesses affected by this important project.

Technical assistance will include managerial training, classroom instruction, hands-on workshops, on-site coaching and other mechanisms through our numerous strategic partnerships that enhance entrepreneurial

skills. We will provide this assistance through a streamline process that will simplify access for these entrepreneurs.

Harlem CDC is committed to working with the current tenants of the proposed development sites and will assist them in accessing;

A, a convertible loan-to-grant program that provides low interest loans that are 100 percent forgiven so long as the business remains in operation for two years and after accepting the loan.

2, relocation and legal services.

3, technical assistance.

And 4, other final programs available for their continued growth and success.

Harlem CDC seeks to support a wide range of community

development initiatives in upper Manhattan's economic, cultural and vitality. We believe the Urban League Empowerment Center project is a fine example of the private/public partnership that exemplifies our mission to attract new businesses, retain and grow existing businesses and supply employment opportunities for upper Manhattan residents.

Harlem CDC wholeheartedly supports the project, and we look forward to collaborating with the National Urban League on programs and initiatives that will benefit upper Manhattan and Harlem residents and be a positive addition to center Harlem's vibrant landscape.

Thank you.

THE HEARING OFFICER: Thank you, Mr. Archer.

We will now begin the public

comment portion of this hearing. The procedures to be followed are as follows: If you wish to speak at today's hearing and you haven't already done so, please register at the sign-in table.

Public officials will be allowed to speak as soon as possible after their arrival at the hearing. In all of the instances, speakers will be called on in an order in which they have registered.

At this time, I would like to read into record written testimony provided by public officials who are unable to attend this hearing in person. Testimony of Inez E. Dickens, New York City Council members, Ninth Council District.

Harlem from our birth has held the international status as the Mecca of African culture,

history, entertainment, art, and economic and political growth and potential here in America.

As such, Harlem has been a part of several renaissances embodying one, several, or all of the aforementioned. Often times residents are fearful of these renaissances for a myriad of reasons, beginning with the unknown factor through lack of transparent information and knowledge and usually the fear of displacement and change.

The last time Harlem experienced such a renaissance in 2008, although transparent, the fear factor resulted in bold denouncements, public and private rallies and just say no attitude. Difficult period. Yet today, the 125th Street rezoning is now generally recognized with community changes implemented and

a strong faith-based negotiation from the protection of the indigenous, but diverse and growing population of Harlem, that the 2008 rezoning actually serves as a protection for our architecture, a driving catalyst for our local businesses, expansion of our economic foundation which creates employment and MBE opportunities and quality, affordable housing stock, yet allowing for our numerous cultural institutions to continue to exist. Note, I said exist, not thrive.

Several months ago, President Marc Morial met with me to discuss the National Urban League Development Project. Although it was in its infancy and had not yet been community vetted, I expressed my interest and, subsequently, my support

based upon several criteria which I stated then had to be community and Community Board 10 vetted.

Here are some of the highlights of our discussion; 100 percent or as close as feasibly possible, development team including, but certainly not limited to, construction and subcontracts with local Harlem-based firms.

A contract with a firm from our community to ensure total knowledge of locally based MWBE firms that would monthly assess and provide written reports with documentation that, number one, supra was being followed to the Urban League and Community Board 10 as well as HCDC.

The current tenants at the location would have to be negotiated with directly so as not to give a sense of

displacement and protection particularly since this is the Urban League which for more than a century has provided such and certainly the reason and mantra would not change today in Harlem.

As part of these negotiations, loss of income factoring must be a major incentive as well as the fact that these businesses would encounter relocation expense, assistance in finding a suitable, income-driven new location and lease negotiation, legal assistance. Including in this is their employee displacement.

It was suggested that a task force made up of local small business owners, as they would have a clear comprehension of the strength of small businesses, with gross annual incomes of $100,000 or less may be

struggling, but successful with growth potential.

CB10 chairperson and its Land Use Committee, local attorneys with real estate law background who would also assist with legal for lease negotiations, legal real estate brokers charged also with location assistance. The latter is crucial since it will be increasingly difficult to find suitable retail space, HCDC, and each possible displaced retail owner.

I further suggested that a predetermined reasonable fee to be provided to the attorney that successfully negotiated said lease on behalf of the displaced tenant and same for the successful broker who successfully contracted to secure the displaced retail tenant.

The housing stock in detail had not at that time been delineated. When available, I ask for a unit size breakdown with AMIs and available subsidies.

My voiced concerns were stated that there must be an equitable mix of unit size and depending on subsidies and/or AMIs distributed throughout the development. I stressed that 80/20 was not a part of any negotiations with my office because it had been set as a necessary milestone, but I have not entertained the usual 80/20 since I've been elected, and this project would be no different.

I also stressed the response of the historic indigenous population as well as returning graduate populations as a major part.

As such, I discussed that the definition of affordable varies sometimes from block to block and that I recognized that this was on a major retail corridor, but that EDC and most City agencies use the HUD set AMIs which is not reflective of Harlem's AMI although it is rising.

Including was that I asked the possibility of a tech hub similar to what is presently overused and fast becoming obsolete to address the City's growing technological needs.

Conversation rooms sufficient to address Harlem's growing needs.

Permanent employment opportunities not associated with construction that would be published in our local newspapers as well as Community Boards 10,

11, 9 in said order.

I do not look to stop development in my community. Development, as I have always stated, is the driving force for employment opportunities, locally based MWBE participation.

I was raised in the Harlem of vacant and abandoned buildings and lots strewn with garbage, harboring infestations of both the four- and two-legged type, incessant fire that ravaged adjacent occupied buildings.

No, I do not want that as my legacy, but development must be inclusive and with a consideration for those who stayed in our communities, invested in our communities in Harlem to be recognized today as the true jewel that it is with our historic parks, the renovation of our Marcus Garvey

Park Fire Watch Tower, which I'm struggling to return it to its former heyday architecturally, but as a WiFi center returning it, once again, to a communication center servicing northern Manhattan and so much more. I share the Urban League's vision for New York State's first civil rights museum and where it must be.

No other place in this great city by the internationally recognized Mecca of black history, art, literature and education to further grow our youth, our future from the gardens of the world.

I have just been informed that the Harlem Urban League is not being offered affordable commercial space nor has the NAACP been contacted. This is not being a good neighbor. I

have stood, sometimes with only a few, fighting for a better economically driven and successful atmosphere for Harlem.

So as I am supporting the National Urban League with changes, I ask that you stand with Harlem business and residents to create a pinnacle of a true civil rights center and affordable housing center, just as your national mandate and agenda has always been.

The next testimony is from New York City Economic Development Corporation, President Kyle Kimball.

SENATOR PERKINS: By the way, I am Senator Perkins. Are you going to read all the absent people first and then allow those who are present -- or those who are elected, represented areas? Those of us who are present, I

represent this neighborhood, this area. Do you understand? I'm here. Not only am I here, so are those -- no. I want to be clear because I've never, never as a council member or as a state senator been to a hearing where the absent were given more opportunity than those who are present. In fact, ninety-nine percent of the time, what is done is that they are acknowledged for the record and their testimony is submitted for the record, not read, long winded testimony in their absence as long as those who are here -- everybody knows that.

THE HEARING OFFICER: Senator Perkins, I am charged to read into the record this --

SENATOR PERKINS: I've been to a meeting --

THE HEARING OFFICER: You

are the first speaker to come up, so if you allow me to finish, then we can move forward.

SENATOR PERKINS: All I'm saying is this is not a legal procedure. This is an -- this is what you prefer to do. And I'm saying these are merchants here who are about to lose their businesses, who want to testify and express themselves, and I think the public needs to hear them. By the time you finish, they'll be late. Now, we work very hard to get the kind of attendance that we have. The last time you called it, nobody showed. This time it's a full house. Let me just be clear. I'm going to tell you this --

THE HEARING OFFICER: Senator, I heard you.

SENATOR PERKINS: Don't shush me up. Don't shush me up

in my house.

THE HEARING OFFICER: I was going to allow you --

SENATOR PERKINS: You were going to let me -- who are you? You are not allowing me. I'm entitled. Who are you? I'm elected right here. How dare you? I'm elected by the people. How dare you to use that kind of language. Don't you dare. Don't tell me what to do. I know what I'm doing.

THE HEARING OFFICER: So Senator Perkins, at this time I will open up the floor for you to speak. So at this time I will give any public official or representative or public officer currently present an opportunity to make a comment. This time is reserved for the public official only, and we will proceed after the public officials have been

able to speak.

SENATOR PERKINS: I'm going to say this, because as I started -- how come the batteries are not working at this time?

First of all, I want to be very simple and I'm not going to be very long because the fact of the matter is that you really need to hear from those individuals.

THE PUBLIC: This is not working well. Can we use the one that you were using when you were presiding?

SENATOR PERKINS: This is -- what -- so that's -- so okay, let me try this. Now we need to get a mic.

THE HEARING OFFICER: I'm not a tech person.

SENATOR PERKINS: Here we go. This is the spot, this is the spot, this is the spot.

So first of all, I'm Senator Bill Perkins, and I'm at the honor of representing this neighborhood, and I've been joined by several individuals who do business on this block. They do business on this block when nobody wanted to do business on this block. They do business on this block when even their families told them you are crazy, you are going to get killed on this block.

They demonstrated the greatest challenges, remarkable example of faith in Harlem and faith in this community to such an extent that anybody wants to be here now, including the National Urban League.

And we want to make sure that as we move forward, that those been called and their trials and tribulations, their

faith in this community is acknowledged and not stepped on, because that seems to be the tendency that's in front of us, and that's how they feel. If you get a chance, listen to them because they are going to tell you their story.

Forty-five years ago Harlem people took to the street to preserve our community. They wanted to save the businesses and jobs on 125th Street taken by the building where we are meeting tonight. Someone may even remember that. Some of you were there. I remember, I was there. I've seen some of you there.

People chose to lay the front of the bulldozers meant to destroy important parts of our own Harlem, Lewis H. Michaux has started his store in 1932. Michaux's bookstore with over

200,000 texts was the nation's largest store devoted to the subject of people of color, especially black people. That was a leading public civil rights movement.

Here our people could come to be informed about our past greatness, common problems and pathways formulated by our leaders including Marcus Garvey, Nelson Mandela, Dr. King, Malcolm X, Andrew Davis pointing the way to freedom and equality.

To appease demonstrators in 1968, space for new shops was added to the State's building -- to State building's design, space was added to the design of the building to appease businesses that were forced to close.

These merchants who are here today, they are in the spaces that were designed for them to be

in because this building is here. Understand that. These stores, located here, when others were fleeing Harlem instead of flocking here, we cannot allow remedies for yesterday's injustice to be swept away for the latest effort to call improve Harlem.

If the developers will not listen, just look back in 1968. We too must protest, sit in, raise hell until they will. We could say, as in the past, urban renewal equals Negro removal. Some of you may have heard that. Once again, it is so today.

So having said that, I want to now allow those who are being victimized to be heard. I will begin by Tukka (phonetic).

MR. TOUNKARA: We are pleased to be here today.

First, we want to extend our

heartfelt thanks and appreciation to all of you who came out. Today we are here to tell a story, a story that represents many silent majority. We want to take this time to recognize the leadership of the Urban Development Project.

The history of Harlem is collective, the improvement, development of Harlem is the goal of every hard-working and law-abiding individual. My story began as I entered this land in 1991 looking for a future, and Harlem became to me a home and hope. My only capital then was seventy dollars, and I decided to invest this seventy dollars to where I was seeing an abundance, so I spent my life and spent my energy hoping that it would yield fruitful results.

It took me two years before

I entered into the store that I'm in now, my investment for the past thirty-three years. First, I commend the authority for providing with security and opportunity, but my mission here is to work, and I believe the hard endeavor deserve an equal pay. Today as we see developers come into Harlem, we also want to be part of the development, but we don't want to be eradicated.

We are not creating any technicality. I have children, and my children also like to stay in Harlem, so whatever development or investment of Harlem, it also represents the future of our children. So we are asking the leadership to revisit their proposal and see our efforts so that we can remain in the memory or the story of Harlem. So whatever you have on

book, revisit them, so if we have to stay or we have to leave, but let us be part of the history.

I will not have the opportunity to state all my story, but in 1993 it was abandoned, so this man represents hope and inspiration and success. So once again I want to state, please revisit your proposal and see the hard work and investment, risking our life in this area, and today you've come to develop it. We welcome the idea, but let us get what we deserve.

MR. WALTIN: Ladies and gentlemen, my name is Ron Waltin, I'm from Golden Krust. Fifteen years ago I bought into the Golden Krust concept with the idea of having a franchise on 125th Street. Fifteen years ago there was an unoccupied space on both sides of the building that I

am now. Night and day I was out there chasing rats 'cause Harlem was at the time at that location, which was end of parking lot, where you have Marshalls, then it was empty.

Night and day I was chasing rats. Fifteen years ago -- I know Urban Development said Macy's, they said today, is not coming, would not be in Harlem. They wouldn't choose to be in Harlem at that time.

I mean I put my hours and my family's future to put this franchise in Harlem with the exception that it will be my retirement. Today I'm not clear of what is happening.

A couple of months ago we had a meeting with Urban Development and the City, and the plan was that Macy's was going to occupy a couple of floors in the

building. Today I'm hearing a different story. I don't know what's happening and who to believe, but today we are hearing a different story. What we heard couple of months ago is not -- there was going to be some affordable housing, and the bottom was going to be a museum, and the square footage would start from about $175, which we, the merchants of 125th Street, will not be able to afford.

Now, I mean I don't know what the future lies for us. Nobody is telling us. The City, whoever they are, say they would give us 225 -- $250,000 loan if we stay in the community. At this present time, $250,000 is an insult to us. I mean fifteen years ago I spent $400,000 to put in a building of Golden Krust. Now they are telling me that

$250,000 will be able to relocate me out of building. I mean, that's insult to us.

I mean, Macy's can go on the back street if they want to go, other street. I mean I don't want to be in the back street. This is where I came fifteen years ago and this is where I want to stay. I mean I had no problem with Macy's and Urban Development and them developing Harlem, but not at the expenses of a merchant that would benefit street.

There is an empty spot in front of 121 West 125th Street. They could put their building up there since they wanted to use 125th Street, not at the expense of our local merchant.

So, you know, I've been in the community, the community had served me well, and I'm proud to

be in the community until our retirement or the rest of my life, but today I don't know what the future is going to be now. I know this might be a done deal and there is nothing we can do, you know, so everything we have to do is talk to God. Thank you.

SENATOR PERKINS: We have two more speakers. There is a representative of Fishers of Men; is she here?

MS. BENBOW: Good evening. My name is Lakisha Benbow, I am the wife of Joseph, Joe Fish, Benbow, and our family owns the restaurant, Fishers of Men, II.

My husband couldn't come here tonight, but I wanted to stand and make a comment on behalf of our family and what's going on.

My husband is a businessman and he always tells me that the

bottom line is about money, and at this point everyone involved in this project will be making a profit, but my family and the rest of the business owners and their families will be left with nothing. God has been very good to us, he's blessed us, allowed us to purchase our first home, and we are expecting our second child.

And with the loss of my husband's business, that's the loss of my family's livelihood. They say they are offering help, but they haven't explained anything or told any details about what they are trying to offer us.

Right now, we don't know what we are going to do. We have to rely on God, but what's going on shouldn't be happening. The Urban League is supposed to be

about helping the people, and they are not.

In regard to our personal situation, we are young family who just wants to be able to provide for their family, have a home, be able to provide food and clothing for our children, and that's not going to be an option come February.

I have a comment that was sent by my husband, and our uncle, Jonathan Hatcher of Fishers of Men. We welcome the National Urban League back. They were the frontrunners of what this community stands for. There is no reason why this has to be like this. This is not a winning position for anyone.

With such a game changer for the community coming, why can't we all benefit from it, especially those of us who held

it down. This is what we waited for, and now we are the ones who are being forced out. We are only successful if those around us are successful. Thank you.

SENATOR PERKINS: You know, when her uncle participated in one of the preliminary meetings and had an opportunity to speak, he recognized the fact that the proposal includes a civil rights museum, and he made the observation that more than likely it will also tell the history of lynching. And he said in conclusion, you might as well put my neck in that noose because that's what this is doing to me, Fishers of Men.

MR. WHADWA: My name is Raj Whadwa, I'm from Sarku, Japan.

Thank you everyone for being here, and I want to thank Senator Perkins to put this together for

us. What I'm surprised right now is president of National Urban League made such a nice statement and a speech, but he never mentioned anything about us in the whole speech and we were totally left out. And I was hoping in the speech so nice, at least in the end, we will be mentioned, but nothing was said about us. So looks like we are going to be left out on the street with nothing.

And I'm a new in the block, took me three years to get on the street, took me three years to do the lease. I'm open for a year, and it's the last tenant. Whatever took me longer, but now I'm going to be less in business being out. I don't know what's going to happen. As everybody, all my fellows said, live up to God, and I guess we can thank

Senator Perkins that everybody is listening to our voices at this point. Thank you.

SENATOR PERKINS: When this was first called, nobody showed up, they said they called the meeting, and nobody showed up, they wanted to move forward with this project, and nobody showed up to a hearing to let the community, to let them know about the appearance, they wanted to go forward anyway, and this community is not known for not attending these types of meetings. Quite the opposite, very often, there is so many people come to these meetings that police sometimes have to be called to keep the control, so I'm very proud and honored of the fact that you showed up today and show the real honest to goodness concern you have about what's

going on, so that they know, that they do not do something like this without coming before you. Thank you very much. The most wonderful thing, I guess Marc Morial knows, we can do nothing without our staff. I want you to give my chief of staff, Cordelle Cleare, a round of applause, and so we will be submitting testimony that you've heard as well as what's written for your consideration. We hope that you will take this presence seriously and the comments that are being made seriously before you move forward in terms of approving this project. We are not here as a negative but we want to make sure that nobody is mistreated in this community, especially when they dedicated so much to this neighborhood.

THE HEARING OFFICER: Thank

you, Senator Perkins. We will call to speak next Cathleen McCadden.

MS. McCADDEN: Good evening. My name is Cathleen McCadden, I'm the senior coordinator for New York State Assemblyman Keith Wright. I'm going to read a brief statement, but we have submitted written testimony that addresses some of his larger concerns about MWBE participation, local hiring, and the affordable housing piece. So in the interest of time, I'll read the short statement, thank you.

With every opportunity for economic development, this is my belief that there should be a comprehensive and fair assessment of the impact a proposal will have on existing businesses, residents and overall community.

Empire State Development has demonstrated that this project will have a number of economic benefits to the area in addition to bringing the Urban League home to the village of Harlem, the pinnacle of empowerment for its African-American community. While I fully support all of these benefits, I am here today to emphasize the importance of an open and inclusive process that involves all of the stakeholders affected by this proposal. Presently there are a number of merchants and vendors that occupy the commercial space of the proposed development site for many years. These small business owners have a lot at stake and deserve serious consideration during these conversations. It is rumored these long standing minority businesses will be

displaced to make room for large commercial retailers. Today ESD and the Urban League have given assurances that Macy's, Inc. will not be among the prospective tenants and I hope these guarantees will be honored. These projects will create temporary and long term jobs and much needed affordable housing but as chair of the Harlem Community Development Corporation, I would remiss if I did not emphasize how critical it is to recognize the needs of the small local businesses, put together have helped to make 125th Street the vibrant commercial corridor that it is today. Harlem is changing but we must not relinquish our tremendous responsibility to protect what makes it an icon, cultural greatness, and the soul

of the people. Stores like Fishers of Men and African Guard Men (phonetic) represent the soul of Harlem.

I believe the Urban League Empowerment Center will enhance the culture and history of 125th Street while providing tangible economic benefits. Slowly, we are starting to see larger, more upscale retailers and developers taking notice of the economic potential in Harlem. Yes, and we understand that the development along the 125th Street corridor is the key to unlocking this potential. Yes, we should explore these opportunities of growth and investment, but not at the expenses of individuals who were here long before it was profitable or trendy to do so.

Although some efforts have already been undertaken to

transition these businesses into a position that would maintain their cost margin and provide visibility, I want to take this opportunity to make sure that all options should be explored for the preservation of these enterprises, the hardworking men and women of this community who helped to grow these businesses from the bottom up and should not be overshadowed or ignored.

It is my hope that ESD and the Urban League will continue to work together with residents and businesses and other affected parties to ensure that the Urban League Empowerment Center is a welcomed and mutually beneficial addition to the community. So this is the statement from Keith Wright, and I want to thank you for your time.

THE HEARING OFFICER: Our

next speaker will be Mr. Kevin Russell. Mr. Russell?

I will be calling next speaker, Ms. Linda Wood. Is Ms. Linda Wood in the room?

Is Mr. Darwin Davis in the room, the Greater Harlem Chamber of Commerce?

MR. DAVIS: Good evening. I am Darwin Davis, executive board member of the Greater Harlem Chamber of Commerce. And at the request of my board of directors, I'm going to be making a testimony regarding the Urban League Empowerment Center plan for 121 West 125th Street.

As the chamber with 117 years of continuous service to the Harlem communities, members of the chamber as well as residents of Harlem witnessed over the past decade many extraordinary and some important

changes in Harlem in general and 125th Street in particular. The chamber is dramatically in favor of well thought out economic development activities that benefit the Harlem community, its residents, its business owners and employees as well as the hundreds of thousands of visitors who come to this most historic community on an annual basis.

We welcome the concept of the Urban League Empowerment Center that would provide the historic home to the National Urban League, create an important civil rights museum, allot retail, conference, and office space, affordable housing, public parking and provide full- and part-time construction jobs as well as permanent and part-time jobs once the project is complete.

However, the planning process seemingly has intentionally neglected the evolving of the surrounding community as well as the concerns and needs of the local business owners, many of who are members of the chamber, that currently occupy the proposed space. This is, in our view, not difficult to reconcile the State of New York and a National Urban League development goals and agenda so as they have to complement and support the needs of local business owners of this development site as well as to bring benefit to the surrounding businesses.

The chamber commends the stated goal of the project to allocate fifty percent of its housing units for local businesses and affordability.

Unfortunately, this development project (inaudible) so many others in its approach by not properly voluming the voice and concerns of the community in considering the economic development, cultural and business needs of the historic Harlem community.

Our chamber agrees with Community Board 10, State Senator Perkins, Congressman Rangel, Council Member Dickens and of course assemblyman Keith Wright, of HCDC that new and expanded opportunities are created for local and minority business owners to be able to succeed and thrive on 125th Street, which is the most important vibrant economic corridor in upper Manhattan.

Our chamber will partner with the community board, our

local-elected board of Harlem Community Development Corporation in finding new ways to bring this important project to positive fruition.

We too would like to thank Senator Perkins and his staff in providing leadership on this issue.

Harlem has always been rich in its diversity and culture. To remain so, the chamber recommends that the ULEC Project expands its affordable business and cultural space to address growing opportunities for local business owners and arts and culture entities.

We also believe there needs to be a full public discussion on the multi-benefits that a major retailer can bring to the 125th Street corridor in particular and Harlem in general. Thank you

very much.

THE HEARING OFFICER: The next speaker will be Mark McPhee, Coalition for Parole Restoration.

MR. McPHEE: My name is Mark McPhee and I write for prison newspaper, and I focus in on bringing a number of men and women home after serving time in prison. I think that it's a great idea that the Urban League is coming back home, and I support the programs and services that they put forth, but first and foremost, as a member of the community, we have always seen how corporate interest go ahead the mom-and-pop's stores and also small businesses.

If you recall H&B came many years ago, and we saw record shops such as the record shop by Brother Shangle (phonetic) be displaced. We saw the Harlem

supply store, Dorothy Pitman Hughes, how she left her business.

Progress is great, and though this is a great civil rights institution, we must be sure that we will not step on the toes and impugn the civil rights of the brothers and sisters who made the decision to stay in the community.

I fully support a civil rights museum, but I ask three questions: Have the Urban League considered any other sites in Harlem, and why this particular spot?

The other question I ask is, have there been any plans to relocate those brothers and sisters who are going to be displaced?

And third of all, we say -- when we say affordable housing,

we have to ask ourselves, affordable housing for whom? We know that many of the people who live in Harlem today can't afford the property in which they live in.

And fourth and final question that we ask, being that I represent the hundreds of brothers and sisters who come back to this community after serving time in prison, those jobs that are talked about, will those jobs also include jobs for the formerly incarcerated?

Thank you very much.

THE HEARING OFFICER: Our next speaker will be Arva Rice.

Our next speaker will be Iman Jomandy.

MR. JOMANDY: God is great all the time. Ladies and gentlemen, I'm honored to be here. I want to join the earlier

speakers to restate the concern and the story of dedicated hard working individuals, those who represent our hope and aspiration.

While we welcome the vision of the developer, equally so, we want to challenge them. Are we included into your program? If not, what future do we have? Is it bleak or clear?

So a man who took a journey from a small village in Africa, in Mali, he has traveled so many places in the world looking for happiness. He was advised by a wise man, go to the land where hard work pays. And where is that? He said, the United States of America. It's the land of the big thinkers.

So he came and landed in Harlem, only seventy-five dollars he has to begin his life. Today

he runs a store that the merchandise in his store value about $2 million. This is the story of success.

If we are concerned about the development of Harlem, let's recognize the hard work of our brothers and sisters. Let us not leave them out. They want to be part of a larger community, and Harlem is a home to all of us.

We don't want to be erased. We want to have memories. We want our children to have memories. We want to be part of our history. So once again, ladies and gentlemen, I complete by saying thank all of you for showing up to make support. May God bless you.

THE HEARING OFFICER: Forgive me if I say the name wrong, but our next speaker is Chevreux Waienne.

Our next speaker will be Mike Green for Hugs for Harlem.

MR. GREEN: Hello, do you hear me? All right.

Great to see you. My name is Mike Green, I represent Hugs for Harlem, a nonprofit organization, and it helps the youth in Harlem in sports and in media arts.

And I'm here to stand for the Fishermen and Men, they got some good fish. I want to shout out to my brother over there, Seed Ibra (phonetic), and I remember coming up on 145th and St. Nicholas when they had the spot right there, and the line used to be around the block, around the block.

And, you know, and then they moved by here, to 125th Street, and I always supported because the lady, the mother who used to

fry fish on 145th when I was coming up and how she worked and how she toiled and how she made a name for herself, and that should be a sore knowing.

Also, you know, talking about young people, they got a lot of these summer youth jobs for these young people, and putting a lot of prisons and put these young people in. So these young people in summertime need something to do and they need jobs, and they need intern programs and these big companies that these developers are building.

So we need to talk about the youth and put them upfront because everybody is talking about everything else, but forgetting these children and forgetting these kids.

And this is what Adam

Clayton Powell and Malcolm X, and all these great leaders stood for, building a family and making sure that these families can make a living to support themselves and their community.

And as well, we are also in Brooklyn to save the Slave One Theater out in Bedford and Fulton to remember a great man named John L. Phillips who was a World War veteran in World War II and who also was a civil court judge and served Brooklyn, and they have erased his name and tried to erase his identity.

So we are asking those who are here in this room today to stand with Hugs for Harlem to save the Slave One Theater and to protect that culture, roots, and history not only here in Harlem, but in Brooklyn, New York City. Thank you.

THE HEARING OFFICER: Our next speaker will be Mr. Brian Benjamin.

Mr. Benjamin.

MR. BENJAMIN: Thank you very much. Good evening, everyone.

First, let me say, my name is Brian Benjamin, I'm the second vice chair of Community Board 10 as well as chair of the Land Use. I'm here making a statement on behalf of our chair, Henrietta Lyle, who was not able to make it tonight, and I also want to state that we have some members in the audience. I see John Lynch, I see Maria Garcia, I saw Manny Rivera earlier, Stan Langley (phonetic) among others.

The primary purpose of Community Board 10 is to ensure that City services are accessible and responsive to residents and

organizations and businesses and institutions of central Harlem.

On Thursday, September 19th, the Empire State Development Corporation, the National Urban League, and the developers made a presentation to our Land Use Committee describing this project.

At that time we had discussed actually the project, and Community Board 10 Land Use Committee talked about three major concerns we had regarding this project. I want to state those now, but to be clear because a lot of times we don't know what exactly the project is, so I want to just restate that as we were told in the committee meeting.

The proposed development is a mixed-use building that will serve as the headquarters for the

Urban league and also host a museum for the urban civil rights, a job training center, a conference center, and community facilities. There will also be a retail component, office space, housing, and parking for 200 and 300 vehicles. Five percent of the office space and five percent of the retail space will be reserved for local businesses, as we were told.

The criteria, which is something that we asked, to qualify for this preference has still yet to be defined, and the presenters said that they are willing to discuss the possibility of maintaining the existing businesses. That was the statement made at the meeting.

So let's go to the three concerns. The first concern is,

what is to be the fate of the existing Harlem small businesses on 125th Street? A number of these retailers had been in Harlem for years and had provided tax payers when a number of other businesses were not here or wanted to be here. We believe they should be treated with dignity and respect.

We were told that all current businesses have leases expiring before construction begins and that the ESDC Urban League team will meet with them soon to explore relocation options during construction.

We asked specifically for the team to come back and present the Community Board 10 once they have a comprehensive plan worked out with these businesses on 125th Street. We were told that that will happen. I'm just

telling you what happened.

I need a little more time.

The second concern we discussed was related to the development of affordable housing. Let me tell you what we were told is going to happen.

The housing component of the proposed development consists of 114 units including approximately forty studios, thirty-four one-bedrooms, twenty-eight two-bedrooms and twelve three-bedrooms. The residential entrance will be on 126th Street. Twenty percent of the units will be reserved for people earning under fifty percent. That represents approximately 29,000 to $33,000 per year.

We don't have the numbers on the rents, but that's the targeted crowd. Thirty percent will be reserved for people

earning under 130 percent of the AMI, which is approximately $80,000 a year depending on household size. The remaining -- let me finish -- the remaining fifty percent of the units will be at market rate and building amenities will be open to all residents regardless of income limits.

We were told that fifty percent of affordable units will be reserved for residents of Community Board 10, five percent for municipal employees, and two percent for people with disabilities and that we will be consulted in a part of that process to make sure that that information got out to the community.

Our third concern related to the potential job creation and its impact on our community

directly. We know that our community is going to grow and prosper, and we need real job creation that will employ members of our community.

The presenters estimated that the project will create 1200 to 1500 jobs per year during construction and 200 to 400 permanent direct jobs thereafter, and that fifty percent of direct work force during construction will be minority- and women-owned businesses in accordance with RFP, and that they will come back to present to Community Board 10 on that.

One thing that we would like to also note is that we need to also make sure that some of these jobs go to small businesses in the area in the form of contracts, so that some of our small businesses are able to

participate beyond mere jobs. We need jobs, but we also need our small business to be able to work and hire people, and that is what really builds the community.

In closing, we at Community Board 10 like the idea of bringing the National Urban League headquarters to Harlem as well as the civil rights museum and the job training center, and we respect the fact that president of Urban League, Marc Morial, is sitting here and going through this process with us when, I'm sure, he could have left and done whatever else he has to do. I think he should be commended for still being here at this time; however, with that being said, we want to make sure that this is done in a way that this is respectful to this community.

We are very concerned with the potential displacement of 125th Street businesses, and we want to make sure that accommodations made to assist them in their transition. We cannot support hurting some of us in the efforts to support others of us. I'm going to say this one more time. We cannot support hurting some of us in the efforts to support others of us.

We look forward to hearing more about this development project 'cause it will have a significant impact on the culture and direction of 125th Street and this community of Harlem. And with that, thank you for your time.

THE HEARING OFFICER: Our next speaker will be Reverend Dr. C. Burrison. Is Dr. Burrison here?

DR. BURRISON: Grace and peace for you all, and we thank God for the opportunity to be here before. In concern for our community, let's give ourselves a hand.

We will not be railroaded, we will not be forgotten, we will not be overlooked. I'm very concerned as the third generation of Harlemer, of course, as you all are, to disappearance of our school churches, to disappearance of black property owners, we have seen too much of our culture just slowly eroding away.

I commend our senator, I commend all of our representatives staying on top of this issue, but I think this is something that we are going to have to stay on top of. I do have one question. Who does the checking when we make these deals

from the community board level? From what my understanding is, is that when one federal dollar goes into any project or any operation regarding property, that there's supposed to be a certain level of checks and balances as well as certain affordabilities that's put to the side.

Who checks to make sure that state is consistent? So even if we make certain deals, and I'm definitely for the National Urban League and any institution and I'm definitely for the civil rights and for the uplifting of people who had been overlooked, but I do think that it's important that we begin to monitor the monitors. Thank you all, God bless you.

THE HEARING OFFICER: Our next speaker will be Mr. Gary A. Johnson.

Is Mr. Johnson in the audience?

MR. JOHNSON: Good evening. My name is Gary Johnson. I am the New York State chair for the Economic Development for the NAACP, the New York State NAACP led by President Hazel Dukes welcomes an open and detailed community discussion on this project, particularly as it is led by a fellow civil rights organization, the National Urban League.

We welcome the concept of return of the Urban League to Harlem and look forward to clarity on a few key issues. One; will existing tenants be offered buyouts as an alternative to forgivable loans as is a standard practice or option for many development projects?

Two; we become the generous

offer to bring back tenants to the building once it's constructed; however, and this is from someone with development and construction experience, after three-year layover, that's a significant amount of time, and we want to make sure there are measures in place, if those offers are extended, to support those organizations and then bring them back into the building.

Will the building by historic organization that has done such tremendous work throughout the country be designed by an African-American architect as a representative of the Greater Harlem community, and will there be full participation in design, engineering, construction, construction management of the project?

And of course, the only question is as to whether the job is union or nonunion, and as a former member in Economic Development chair of Community Board 11, I know that we ask these questions all the time, and we welcome responsible developers and we are sure that the Urban League will be a responsible developer, but we hear time and time again, particularly when the developer is union, that it's difficult to bring participation from the community, but what we know from our experiences is that a project that takes three to four years to execute gives sufficient time to bring people through apprenticeship programs on the various levels to make sure they either participate in this project or other projects throughout the city.

So as a fellow civil rights organization, we fully embrace the concept of bringing the Urban League back, and we want to work with them and with you, the community and the community board and EDC to make sure these questions are answered and to help the Urban League to fulfill their mission.

Thank you.

THE HEARING OFFICER: Our next speaker will be Mr. Michael Henry Adams.

MR. ADAMS: Good evening, ladies and gentlemen. I am an architectural historian and a Harlem historian, and history now is not just about hundred years, it's about ten minutes ago. In fact, there was an author who said even the present is history, and it's very, very, very important to remember history.

Now, we've been told now that Macy's is not part of this, but why do people have the impression that Macy's is a part of this? Because they looked in the media, they looked online, they looked in the newspaper, they saw renderings, and those renderings have Macy's name right there on the renderings as a tenant in the building. So why wouldn't you believe this information that they are a part of this project?

Now, in terms of that rendering, in terms of Harlem history, in terms of the idea of being inclusive, the National Urban League has an extraordinarily remarkable record of service to the African-American community. Nobody denies that, and certainly no one has not welcomed the

notion that they are going to come back to Harlem and do great things, but when you do the great things, you have to do the great things.

So when you design the building in Harlem and the architectural firm is not an African-American architectural firm, but a white architectural firm, using the figure of an African-American interior designer, Lou Schweitzer (phonetic), who does this all the time. You know, black people have done our jobs as architects, but they bring in a black interior designer and that's supposed to be good enough. It is not.

Additionally, when we are looking at history, and we are looking at what's happened, we are looking at, you know, how

back in 1968, they cleared out a bunch of Harlem businesses. They cleared out 100 businesses.

They cleared out units of housing for 300 people and tore down two churches to create this building on this block. And when they did it, they said that they were going to create a black cultural center. Where is that?

They said they were going to provide construction jobs for African-Americans. That almost did not happen in entirety.

And then they said they were going to create places for businesses which were displaced and closed down, to relocate. How ironic that some of those same places identified to relocate those businesses forty-five years ago are now about to be eliminated by the National Urban League, and where

are those businesses going to go now?

That is the crucial and imperative question that must be answered by the National Urban League and this community, like the students who occupied the site for three months forty-five years ago until they were removed by the police forcibly. This community must do the same thing people did in 1968. We must sit in and demonstrate to the National Urban League headquarters whatever it takes in order to get justice for those businesses here on 125th Street.

Thank you very much.

THE HEARING OFFICER: Our next speaker will be Dr. Gholson. Is Dr. Gholson here?

DR. GHOLSON: I would like to first state that Community Board 9 received information late

about this meeting. They will be preparing a statement to forward to the Empire State Development Corporation as well as the Urban League with regard to the project, and they are not prepared to see the project go forward until, again, we take another level upward in terms of how we negotiate not only with one of our premier civil rights organizations, but most importantly, the Empire State Development Corporation.

This agency knows better. This agency has previously done this in very blatant ways to a thoroughfare which generates anywhere from 200 to $500 million a year for this community. Nothing that happens on 125th Street should be left only to Community Board 9 -- excuse me, 10, 11, or 12. All of the

Harlem community, and this is the point that was missed with the Apollo. All of the Harlem community is passionate and dedicated to the survival of what Harlem represents internationally.

Now, we've had situations where we have not been allowed to have our successes and our history within the public school education system and within a private school education system, so we are producing people who are working in State, City, and federal government who do not understand, but I would like to say, since November 5th of 2007, the Empire State Development Corporation is quite familiar with the manner in which they should treat the Harlem community.

And if there has not been an

environmental impact study presented to this community with regards to the construction, the air quality, the impact of what the shade will have on surrounding buildings, the fact that the zoning is in place so that nothing is taller than the Hotel Theresa, whether it is set back and entrance on 126th Street or not.

These are all things that were mandated, fought for, and went through a democratic process of all community being involved. So my brothers and sisters who fight the good fight and one of our premier civil rights organizations, thank you for choosing Harlem to place the national museum. It's absolutely needed. People spend twenty-five years trying to get major corporations to put their offices

on 125th Street, and they would not.

We need the museum on 125th Street, but we have an obligation as African descendants not to allow any of our organizations to be manipulated or to be utilized. We are your reality check, just like we are the reality check for the businesses of those who came to Harlem because it represents freedom, aspiration, and opportunity for all people who had been kissed by the sun.

We will submit a statement to the record, and of course we have to thank our State representative, once again, for his pristine leadership and not being concerned about whether or not he is heard by all the people who hold similar positions. And it is that power, and it is that

determination, and it is that continuity that I hope the Urban League will make sure that you protect his position as he has demonstrated tonight by protecting your integrity.

Thank you.

THE HEARING OFFICER: Our next speaker will be Nefertiti Nakawe.

MS. NAKAWE: Good afternoon, everybody. I'm here as a concerned Harlem resident of being here in this community for many years. I only have two brief questions. In terms of the museum, I think it's a good project. I think the idea behind it is good, but my concern is that when the community is economically, politically, educationally is challenged, what is the point of the museum. You know what I'm saying?

I just want to make sure that we are doing things with right intentions and I think that there are other concerns that need to be addressed. There is crisis in terms of the youth, in terms of education, in terms of a lot of different issues, so I just want to make sure that we put our energies into a project that is for this time, that's for right now, and I think as a community, and as to the rebuilding of the community, it needs to really happen.

My other question is about the housing. How much of the housing will be for Harlem residents? One percent will be for the Harlem residents that have been living in this community for many residents.

Thank you.

THE HEARING OFFICER: Our

next speaker will be Melba Wilson. Is Ms. Wilson here?

MS. WILSON: Good evening, everybody.

My name is Melba Wilson. I'm born, bred and buttered, as I like to say, right here in your Harlem, in my Harlem.

When I look at this day, for me it's a sad day in Harlem. It's not a great day in Harlem, it's a sad day in Harlem, and, you know, twenty years ago I wanted to be in this neighborhood. Twenty years ago I actually brought some people in. They were looking at me to open a restaurant with them, and they wanted to do something in the Theater District, and I said, no, no, you have to come to my neighborhood. It was Drew Nieporent and Robert De Niro and the project was Minton's

Playhouse.

We fought really hard, and it didn't happen, but it was okay because I got a lesson. I got a lesson in this industry. In 2004 I signed a lease on 114th Street and I opened up Melba's Restaurant. I have a place upstairs on 125th Street in Melba's Catering.

I was also involved in one of the two final RFPs where I was partners with great properties who are Harlem, USA and, you know, not a sore loser, not a sore loser at all, but when you look at the facts, and the facts were their proposal provided 2 to 400 jobs, ours provided 2000 long-time jobs. Our proposal provided over $5 million in taxes; our proposal had -- went to the Marcellis (phonetic), bringing jazz to our kids here,

it provided a black box, but most importantly, our proposal was inclusive of those businesses that are on 125th Street.

You know, and I look at Harlem, I want to make sure that we have a seat at the table in our own house. That's very important to me. You hear me? We want to make sure that we have a seat at the table in our house. You know, it's our charm, it's our flavor that brought these people here. Can we no longer afford to be in our own house?

It's a sad day in Harlem. It's a very sad day in Harlem. And I want to say to Senator Perkins, you have my utmost respect. You know, the senator said to me, he said, Melba, if you don't stand for something, you will fall for anything, and then the words of my late

grandmother; when someone shows you who they are, believe them the first time.

Thank you.

THE HEARING OFFICER: Our next speaker will be Cordelle Cleare.

MS. CLEARE: I was actually trying to see if you could give my time to someone else, but they told me that's against the rules. So all I have to say, because y'all saying all it needs to be said, this is about public process. This community deserves to be consulted about the community that they protected and kept all these years, and it's not about whether you oppose or whether you support. It's about respect, respect of the people in this community. And if you let anybody do it, then everybody thinks they can do it.

And what happens to these businesses, and I'm so glad that Melba spoke, because, you know, it's not just them. Today it's them. If we allow them to be treated like that, they will come and treat you like that tomorrow.

So I'm just proud of this community for coming out and showing up because we are at one point, and at some point enough is enough. ESDC, ESD, y'all should not be accomplices to this crime behavior. These businesses were here, and I was here, so I saw it. I saw them chasing the rats, the two-legged ones and the four-legged ones. That's actually Bill Perkins' line, but I saw them too.

So I'm just saying that I'm so proud of y'all. Keep supporting these businesses. They deserve respect. They

deserve justice. They deserve compensation for being here. They are not just stores. If you really get a chance to talk to them and understand what these businesses represent, if you listen to their stories, these people are supporting families. They are supporting the whole community. You don't even know. They are providing opportunities.

Every time I go in Fishers of Men and I see people that look like my brothers that I know other places would not give them a chance, I'm very proud. I go there just because of that. Every time I go up into Kaarta Imports and I see an immigrant who came to this community and didn't take away from it, but made himself a part of it, stayed in here with us and raised eight children right here in this

community. He doesn't take the money out; he spends it right here. Every time I walk in there, I'm happy to spend my money.

I look at Golden Krust who came in here at a time when people thought they were crazy, but he saved his life savings, he believed in this. I believe in them, y'all believe in them. We have to stand by them. We have to make sure that they get justice.

Thank you.

THE HEARING OFFICER: Our next speaker will be William Kitch.

MR. LOPEZ-PIERRE: Hold on one second, one second. I've been here early. I was supposed to be after Gary. You guys purposely left me out because the media was here. I'm signed in

the book. I'm supposed to be right after Gary. I know you are not the police.

MR. KITCH: My brother, I'm going to let my brother go in front of me and I'll speak after him.

MR. LOPEZ-PIERRE: Good evening. I'm going to be brief. They did this purposely 'cause the media was here 'cause you know I'm a character. My name is Thomas Lopez-Pierre, and I'm the managing member of the Harlem Small Business Fund. It's a private equity fund that invests in black-owned businesses, small black-owned businesses here in Harlem, not, you know, the big project that want to fender-bender everybody else.

First, I have a few quick points to Mark from Urban League. Thank you. I think it's a great

idea, and you know what they said, hell is paved with good intentions.

So it's a great idea. I support that. What we need to do is build on that, and your reputation is on the line. These people must be protected, the small business people. They must be protected. They must not be treated as an afterthought.

This is taxpayers' land, so this is our land. You cannot do this in Borough Park Brooklyn. The Jewish community will never accept it. You couldn't do this in Little Italy, they will not accept it.

I understand that we are the capital of black America, and that's why I support your project because this magnifies our greatness, but we must not just respect the business people, we

must make them hold or your reputation will be damaged beyond.

And the next thing I want to say is what's happening here is about the displacement of black people in Harlem. This is a fifteen-year plan. We couldn't own anything on 125th Street. They wouldn't let us work here during Adam Clayton Powell's time here. So now we are happy, we got minimum wage jobs.

One of the things I want to bring out is that we've heard some about the need for black businesses. I can tell you there is a reason why we don't see a lot of elected officials here. We need to praise Senator Perkins. He is going to pay a price for this. He is going to pay a price.

Look at his campaign finance

report. You will not see the landlords and the rich money people supporting him because he is proven to be a man of the people, but look at all the other black elected officials, they have sold us out. And I can tell you, I'm not going to be quiet. Brian Benjamin, that is a typical seller nigger in Harlem.

Let me tell you something. He is a Harvard educated black MBA, and all they care about is thriving their pockets. They want to use you like they are fighting for you and get contracts and deals and school the poor people, and you know how I know? Affordable housing. Affordable for whom? Affordable for the revenue person making $80,000 a year. When they sell out our people, they sell out the people who's been here from the

beginning. I will get time, and I will just say that he is not the only. You know, he is supported -- Brian Benjamin, he brought him campaign money, I mean Mark Levine (phonetic), the new white senior council member representing Harlem, black community, and he gave him political money. Why? Because he has property sitting on property that the City is developing. He sold out, black empowerment, black little empowerment for a trophy selling nigger.

We must fight for our community. We might fight the fifteen-year grant to displace white people in Harlem. Thank you.

MR. KITCH: I've noticed a brother wanted to have a rebuttal, and I have to defer and

yield.

MR. BENJAMIN: You are going to come and disrespect me?

THE HEARING OFFICER: Everyone, please take a seat.

Excuse me, everyone please allow us to continue. We need to silence conversations so we can proceed. This hearing is about the project; it is not about individuals. So please, if you want to speak about the project, and you have already given me your name, you'll get a chance to speak. If someone starts --

SENATOR PERKINS: Let me just -- listen, folks, we can't end this like this, so we really have to let -- sometimes people come to destroy, you know, so we don't need to do that.

If everybody would just sort of like regroup, and let's go forward because this project is

more important than anything else, all the other drama. It's relative to what this project means to this city.

Are you ready to go on with the next witness?

THE HEARING OFFICER: All right, Mr. Kitch, this mic is not working.

Please just do your best to project your voice and just stand at the podium, and we are going to proceed at this time.

MR. KITCH: See, nice guys finish the last. But I'm not going to mix my words when I believe what I've done over my lifetime is bring solutions to problems.

I was sitting in here over the years when they tried to build this particular edifices here, and so what, forty-five years later, we are going to talk

about what's the next step in this process because this process is like any other process where there is no vision, people, what?

THE PUBLIC: Die, parish.

MR. KITCH: Exactly.

Now, you've heard people talk out both sides of their neck tonight, and you can't do that when lives are at stake, whether it's business lives or residential lives. And what we need to do in the community for a long time is not welcome people who are going to be the users, but if they come, there has to be a solution, and the Harlem community is one that defines black intelligentsia, and so to cut to the chase, I'm going to cut, one thing I'm going to let you know about me is that I help people start not-for-profits and for-profit entities. I teach

that.

I don't do it just to do it. You don't incorporate anybody, but let me say this here, there needs to be, tonight, people like yourselves coming together and forming a community group that will incorporate, start a legal defense fund to absolutely fight in federal court and raise money that will enfranchise this community not for only this project, but forever.

I'm going to be standing over there for about a half-hour. If anybody wants to come talk to me, I can show you how to do it. I will work with anybody whether you are police that happen to be in here, undercover, whatever, but seriously, we need to really do this because without a federal injunction and a lawyer, unless the lawyer will do it pro bono,

we can't stop those powers that be.

You've got the mayor involved here; you've got the governor involved here; and you've got the Urban League step into this place saying it's going to happen. So the only thing that stops is federal set aside for us and some injunctive relief.

So let's get some money together, let's start a corporation, let's work with politicians who want it to be done with us 'cause they got legal resources too and we can make that happen. Trust me, we can make that happen.

THE HEARING OFFICER: The next speaker will be Joshua Glasser.

Moving on, Lloyd Douglas.

John Burnett.

THE PUBLIC: Take this brother right here.

THE SPEAKER: Greetings. I appreciate the opportunity to address the crowd.

I was born in the People's Republic of Brooklyn, raised in Queens and now in Harlem for nine years, so I appreciate the opportunity to again address you here. I agree with everything that was said except for a few recent remarks; however, I want to point out a couple of key points regarding the economics of this deal with respect to the business owners.

I think, one, all relocation costs should be paid for. Two, pay the difference between the current rent that they are paying and any market rent that they will be paying in the future for minimum of seven years.

There should be no loan for the business owners to pay or any debt instrument to attach to this deal. Additionally, fifty percent of any potential losses for three years should be payable in June of each year, and there should be a cash buyout.

See, many times we talk about a lot of other things, but we have to pay attention to the economic. Just like the brother said, the mayor, the governor, and other corporations already made the deal, and they are moving forward; however, we have to make sure that the business owners are properly taken care of, so we have to pay attention to the economics and I have the financial services background.

You may not know, I just recently ran for the City Comptroller, so I know a little

bit about finance, and I would offer my talent, skills, and abilities to these business owners to negotiate this deal free of charge because that's the way that should be done. And my problems go way back. My parents were in the cell, and I haven't forgotten about the other side of civil rights, when we lost business owners due to Jim Crow, and now on this side of civil rights, we are actually fighting black on black crime toward violence, but we are fighting black on black economics.

So it is detrimental, and that's the reason why I ran, because I'm tired of the nonsense and the lies and the railroading that's happening to our people by our people regardless of political affiliation. That's just a screen but the thing is,

again, though I am fighting for Joe's Fish, Fishers of Men, I love that brother. I love his family.

He sent me an e-mail on Monday. He said, you know what, I can't be there, but if you can be there and stand there for me, I would greatly appreciate it.

And last but not least, I appreciate you standing out, Senator Perkins, and just know that you are not alone 'cause I'm standing here with you, brother.

I'm sorry, I thought I was finished, but I didn't want to conclude yet, what came to that, Dr. Martin Luther King said is that our lives begin to end the day we become silent about things that matter.

THE HEARING OFFICER: The next speaker will be Adelina St. Clair.

MS. ST. CLAIR: Good evening all. I am very pleased to see the community came out and the people who spoke, however, we have forgotten the people in Harlem, the African-Americans who created the flavor that is Harlem that everybody else has benefited from.

This being said, I am very pleased that the Urban League, however, said that they would like to create an environment that would be helpful to the community in so many ways, however, they can do that in any back street in Harlem and still be successful.

So the amount of jobs they said and the amount of money that they said that is needed for the low housing, for the people, most of the people that has been lost in Harlem will not be able to

afford it. And best of all, we have seen on the streets of Harlem when we were preventing the police from picking up the people including the Africans that were coming, that's how they were able to come, and we are making sure that the police did not abuse people, so they couldn't even have those businesses. And I am very upset that as of this day, the only mall they had in Harlem that did something not just for the Africans, African-Americans, anybody who wanted to have a small business or booth or a restaurant or whatever, is still on 125th Street, opposite the Apollo, closed. Why is this building not being utilized for business for the people?

So I'm concerned about this extraordinary renderings that

they are telling us about, but we have seen for over forty years or many that nothing comes through for the communities, the buildings that are build that are condos in that zone, I don't see too many African-Americans in it. I don't see all the stuff that they are talking about. As a matter of fact, they wouldn't even take a school and take more. I'm not against charter schools or anything like that. If it works, let it work, but if they are doing private things and make private money, they should be building private things and still get back to the community 'cause we are in it.

Protect from the public schools because we understood -- I'll be quick -- don't take from the children because we understood how the public schools

are made and we also understand how they run the black people from Wall Street to Hell's Kitchen to wherever, wherever. Where else are they trying to put the African-Americans now?

They build the White House. They could have build this project that they are talking about, and we don't want to see anybody who is not necessarily -- I'm not calling anything illegal, but getting low wages and low business, and low work skills instead of training the people in the community to be able to do it the way I want to see the community working and set up their own businesses too, so stop, shop until you drop.

THE HEARING OFFICER: Before I call the next speaker, I just need to make this statement.

We need to try to keep our

comments within the timeframe to allow everyone who has signed up to have the opportunity to speak, everyone wants to be heard.

The next speaker will be CB. Elizabeth Ortiz-Filipano.

Daniel Cox.

MR. COX: Yes. What's going on? Hello everybody. Can I get a little bit enthusiasm? I'm a younger brother coming to speak. That's a good thing, right? You all say you are doing this for your children. Well, I'm one of them, all right.

So I would like to show some recognition to the friends, brothers, sisters, impetrators, enemies, and judgifiers (phonetic). How are you all doing today? All right, all right. First off, I don't know, this all meeting is a bit contradictory when you speak of

Urban Development like that nature in itself, Urban Development, it's saying as if you are subservient to the elite class in itself, and this is what they used to call us.

And then, if you look at groups like the Urban League, and you look at groups like the NAACP who had been around close to hundred years, if not more, these are the same groups, remember, that downplayed and discredited each and every single actual revolutionary uprise that came out of Harlem, right. Example, we'll talk about Marcus Garvey. They discredited him. They called him a war monger and an evil person even though that person was liberating the minds of Africans.

Another person example, Malcolm X. Malcolm X, there used

to be a time here in Harlem when they used to shut down this entire strip of 125th Street. They used to shut it down to show respect to this man. Out of respect, they shut down all the revolutionary changes he brought to Harlem, for all the minds that he opened up and he unlocked. Now what happens, everything is still open, everything still goes on, businesses as usual, they are still worried about making their money, but when it comes to these organizations that kind of say they want to move back into the neighborhood, you are saying organizations, right, who in the long run, right, are still receiving, you know, government funds, and these government officials aren't necessarily have the best interest in the people of Harlem.

And if you look all around Harlem, you won't see the majority of the neighbors you saw thirteen years ago. You don't see them. They are gone. They are across the bridge somewhere. Meanwhile, more people continue to move in. They continue to move in. They continue to occupy. They continue with the same Christopher Columbus mentality, you know, and this is the thing, you can't move in on a space, and you can't discover a space that haven't already been inhabited by a group of people. I'm very sorry, this is the thing.

I have to speak, understand, but see, you cut me off before the timer even hit. You cut me off before the time even hit, Brother.

I'm going to leave it at

this. Urban Development is not in the interest of any of you here, even the judgifiers, because eventually, when they continue to raise the rents and they continue to double and double, you are not going to be able to pay for it. Eventually they are going to move judgifiers in, and that's the thing. We have to start circulate moneys in our communities. We have to leave our moneys with the businesses that are here. This is the same thing that's happening in Brooklyn, the same thing that's happening in Brooklyn, just like the same people try to shut us right now. And the fact that I'm there every day teaching people their rights, I'm out there teaching our youth, you know, that it's -- that you have to know your rights, but

they don't stress that. They don't stress the fact that we got police locking people up, make it easy for judgifiers to move in.

Thank you. That's all.

THE HEARING OFFICER: Our next speaker will be Kim Smith.

MS. SMITH: Good evening, everyone. There is a song that says Lord, help me to hold out, Lord, help me to hold out, Lord, help me to hold out until my change comes.

Well, these businesses have held out. I remember them, the late eighties, the early nineties, all the crack, all the drug. I won't forget how literally every morning when we woke up, overnight, you heard the gunshot. Early in the morning we heard, did you hear such and such got shot, did you hear such and such laying on the ground?

It was a hot mess, but these businesses stayed here because they want to bring something to the community. They want to build their families. So now that the change has come, they need to be respected. The Urban League, they must be mindful. Like this is a civil rights organization. This is family, so there should be no reason that we are here right now, we deal with family.

It should have been a no-brainer. What you all need? Come on, let's get to the table. It should not be all of this crazy foolishness. And I'm just so grateful that some people came out. I'm just -- I just want to encourage the businesses that, we have your back, your front, your side.

Senator Perkins, we have

your back, your front, your side because you have shown that you will speak truth to power no matter what, and when you have an elected official that is clear it's the people that he must serve, we must honor that as well.

So again, I just want you all as well to please stay encouraged and, again, the change has come, but we must be mindful and respectful how we move forward.

Everybody, have a good night.

THE HEARING OFFICER: Our next speaker will be Terell Tripp.

MR. TRIPP: Everybody, how are you doing? First of all, I'm not going to say that I'm happy to be here 'cause I'm not happy to be here. I find this to be a

very, very unfortunate incident that's going on in our community.

I was over there writing a whole bunch of things to say and trying to prepare what I was going to say, and I got up here and I'm not going to say nothing of what I wanted to say, but is that this is the result of forty to fifty years of just outrageous oppression, you know, outrageous disparagement and destruction in our community; no support, no education for our youth, mass incarceration of our leaders, of our fathers in the eighties and nineties, a drug war going on for thirty somewhat years. There is nothing here.

If you look around, in the sixties, it would have been flooded. There is nobody here right now. And when I look around, I'm very saddened and

very depressed. I was born in New York, but I was raised in Midwest. I lived amongst the white folks, so to speak. I was raised in their schools. I remember many of times I was the only black person in class. I remember growing up and feeling different and wondering what this was, and, you know, I came up with a sort of passion for my people and wanted to embrace them and trying to be embraced and I came here and seen that I wasn't embraced.

I was looked at as like Oreo or, you talk funny, or whatever the case might be, but I still loved my people 'cause my parents, my parents are still dawning on me, and that's what we need to have. We need to love our people. We need to realize that we have to get this -- like

a gentleman said earlier, this is the economic issue. We need to use our intelligence 'cause we are intelligent people.

We need to come together and access our resources, and we do need to fight back. We can't sit back and roll over, and roll over when they beat us with batons and roll over when they put cuffs on us and they run in our pockets and obstruct in our Fourth Amendments.

We can't just roll over. This is what I've been seen for the last thirteen years being in New York, just people rolling over, people just making things like it's okay. This is not okay, and everybody need to realize that.

Entrepreneurship is one of the little avenues that we have left to grow as a community, and

you take that away from us, what are we left with, you know, being corporate slaves? So everybody needs to stand up for this and realize what's going on, and, you know, that's all I gotta say.

Thank you.

THE HEARING OFFICER: The next speaker will be Brian Benjamin.

MR. BENJAMIN: Thank you. I'm speaking right now on behalf of myself and not on behalf of Community Board 10. I want to first state that I in no way shape or form would disrespect another black man to make myself look better to get some point.

I believe the work that we all do to make our community better should (inaudible). We cannot stand here and state that other people should come in our neighborhood and respect us when

we don't respect ourselves. We don't respect each other. We kill each other, and then say everyone else should respect us. We call ourselves names like the N word and the B word and all that, and then we turn around and say to people, you can't call us that.

We cannot have in the community of Harlem as we grow -- first of all, I'm a son of Harlem, let me start with that. I was born at Harlem Hospital.

My mother came to this country with one suitcase by herself. She was a single mother, and you know what, when I was five, she left Harlem. She left Harlem because I was bit by a freaking rat, and so, you know, she found a way. We moved to Brooklyn. We moved to Queens. And guess what, you know what,

she focused on education. And because of her, I was able to go to Brown University and graduated the top of my class, and I was able to go to Harvard Business School and I graduated the top of my class, and I don't feel that I should feel bad about that.

I don't feel -- I left Harvard Business School and came back to my community where I was born to make a difference, and I'm an advocate, working with kids. I'm doing a bunch -- and you know what, I don't really want to get into a whole let me defend myself, even though I am, I am defending myself.

MR. LOPEZ-PIERRE: Let's talk about supporting Mark Levin, Jewish --

MR. BENJAMIN: I'll be real quick, and I understand that people are waiting to speak, and

I'm not disrespectful of anyone else here, but I was disrespected.

I believe that we should support political candidates based upon what they are doing for us, not based upon the skin color. If the skin color and the policies are in line, I will do so. I was like many other folks, I supported Bill de Blasio for mayor because he had a progressive agenda for the city when others were not pushing a progressive agenda.

So let me make this case. If we want us as a community and want other people to respect us, we have to respect ourselves, respect our difference of opinion. We are different. Just because we are black doesn't mean we are all the same. We have differences of opinion; we have

different perspective, different background that must be respected for us to thrive, or else, don't sit here and tell anybody that they should respect us.

Thank you very much.

THE HEARING OFFICER: Our next speaker will be Ms. Tyreta Foster.

MR. LOPEZ-PIERRE: He had a rebuttal. I need to speak.

MS. FOSTER: Let's take a moment to return to the issue at hand.

First of all, my name is Tyreta Foster. I'm an attorney in Harlem. I've been in Harlem for ten years practicing. I too went to Harvard and I too graduated NYU Law School. I have been in the papers, but when I read about this story, when I read about this story, I was utterly disgusted.

These merchants, these business owners, shouldn't be mishandled. They should be considered. They are ongoing business enterprises. That's what they are. They are not just small businesses; they are ongoing business enterprise that are doing very well, and they will do even better going forward.

If any business or any museum wants space, they need to go and look for space. That was not their spaces to have. In terms of your avenues that are in front of you, you can file an Article 78. This is state land. You hold up their project. If people mess with you, you use the law to mess with them. That's a game.

I'm concerned that Harlem is going to become fossilized, and

what I mean by that is that black culture -- this is the tourism capital, that black culture, people are going to visit and say, this is where black people used to live and this is where black people used to do these things.

I mean I'm all for museums. I like museums, but I'm concerned, I think it's reflective of the end-run game. You are not just here in any capacity. Like if you work in the Macy's, you are going to work a certain amount, you are not going to make $80,000, even for the affordable units. This is not going to happen.

They don't have those jobs at that level, and you are not getting them, period. They are not giving them to you. That's my concern. I believe in prayer,

but you don't just sit and pray for it. You make it happen, and you file your Article 78 and you keep it moving.

It's not to discredit any politician or anything, no hard feelings. Just take your situation to court and keep moving. We'll ham them up. If people won't meet with you, you are like, okay, I'm going to ham you up, and I suggest you do that because you are going to be gone. That's the plan, for everyone to be gone and for everybody to be a relic, a fossil, what have you. That's the plan.

THE HEARING OFFICER: Our next speaker will be Morris Sheriff.

MR. SHERIFF: Good evening, ladies and gentlemen. I was born and raised in Africa, and I'm here to represent Mr. Mansala

Tounkara, born and raised in West Africa through the hot sun of Africa. As you all know, Mr. Mansala Tounkara comes here, in the United States of America, to achieve his dream like each and every one of you here.

Mr. Tounkara, being on this land for twenty years, struggling to feed his poor families here and in Africa, and through this wonderful business, Mr. Tounkara's children are now graduating Patterson and Pound University, but now Mr. Tounkara's dream is going to be held standstill and his kids will not have that sweet dream to graduate from college, and who is going to take care of that for Mr. Tounkara? Is it you, is it me, or who?

Let us look at this man and his twenty years in this business

venue and find a solution to stop such an unlawful eviction from such individuals from this property. This happened to Mr. Tounkara and other gentlemen like his business on this territory to be protected.

Please, black, white, Africans, African-American, we are all one. Let us look out for small businesses and help them.

Thank you.

THE HEARING OFFICER: Next speaker will be Tahj Berrien.

We'll move, Rafael Escano.

MR. ESCANO: Good evening, everybody.

My name is Rafael Escano. I happened to be a resident of Harlem, and I would like to say a couple of words, but I'll be very brief, I'd just like to make a comment, if I may, on the Urban League.

Urban League has a great history as I heard here the entire evening and keeping the history, I think Urban League should have reached to Senator Perkins first instead of him reaching out to the Urban League in bringing you here.

My second point is I have a question to hear at the hearing, and it is what will the impact of the National Urban League on the New York Urban League we have in Harlem, that it sates here in Harlem? As I said, are they going to be in the project? What about the service they deliver? I just want to be recorded officially, in the record, because it is very important that we understand that Urban League has provided an enormous amount of services to the neighborhood.

Thank you very much.

THE HEARING OFFICER: Our next speaker will be Julius Tajiddin.

MR. TAJIDDIN: I was one -- I was a key architect of the Community Board 10's 125th Street rezoning resolution, disapproving of 125th Street resolution. This is a letter that I wrote to Mr. Hamilton, the attorney for the Urban League.

As I stated before the committee, back in September 2013, the Landers Committee, the Harlem's Community is very sensitive about the black cultural and economic presence of 125th Street, but development projects coming to our neighborhood, we do not welcome the idea of replacing long standing sustainable black-owned businesses with box chain stores. Golden Krust and the African

clothing store located on the site are long standing sustainable black owned businesses, and we want to keep their presence on 125th Street.

If they have to temporarily relocate, we want them to return. Part of preserving our legacy is making our presence visible. Our visibility on Harlem's main thoroughfare is integral to our survival of Harlem.

The mall on Frederick Douglas Boulevard and 125th Street could have some of those businesses that were formally there returned, but the hold down tenants were involved in a lawsuit with the property owner and took the settlement offer after the supreme court judge signed a preliminary judgment in their favor.

However, the two situations

are not the same. It's even more of a difference between the two scenarios because 121 West 125th Street is City and State owned; therefore we the people, the true owners of the property, must make certain demands that are in our interest such as our black-owned businesses in these situations must not be chased down.

Let me give you historical background on rezoning. As some of you know, rezoning of 125th Street, as a much contested issue, is somewhat a compromise was struck regarding housing along 125th Street. If a property or lot has access to 126th or 124th Street, the entrance to the housing part of the building has to go on 126th or 124th Street.

I know that buildings that don't have such access can

technically have the entrance being on 125th. The community still doesn't like that part of it, but that's not the case with this project. The project encompasses 126th and 124th Street. Nevertheless, we have several problems with the housing component of the new zoning. One is if fully realized, it violates the Fair Housing Act. Although your team is doing something a little better in a design reasonable worst case scenario such as you are offering a 50/30/20 housing model, we still don't like many odd space of this project as so far presented, and would lead that both models, the 80/20 model, that's the special housing district model and the 50/30/20 model are out of the reach of most black folks of Harlem. That's the violation.

CB10 incorporated in its resolution this improving set zoning that income chart in housing method would be acceptable. What I mean by income chart in housing is that developer must build the housing in the special 125th Street district that targets families with incomes that are relevant to our community, so this fifty percent you offer should be reaching low income families earnings 20 to 40K, but thirty percent should be offered to families earning 41 to 90K a year.

This is more in line for our residents. They need to bring the new gentry as the majority, and a housing situation that more than likely is racially different than the existing group is unconstitutional. I don't care

what the zoning says. The Fair Housing Act includes discrimination by way of municipalities rezoning.

Furthermore, okay, aside from the Fair Housing Act violations, the community never liked the height limits set by the Department of City Planning and ultimately approved by the City Council.

We don't want Harlem with skyscrapers. One hundred ninety-five feet is a lot less than 295, but 195 feet can be in sync with the brownstones on 126th Street across the street.

In closing, I hope that our opinions open up a genuine discussion between your team and the community.

One final note, we understand that you are not locked into the City's zoning

laws, so please develop this project in a way that meets with the community's approval. We will accept 135 feet maximum height on the building. That's twenty-five feet higher than the community board asked for in its resolution disapproving this rezoning which was 130 feet maximum.

We want developers to give deference to the Theresa Hotel. We don't want anything equal or higher than the Theresa Hotel, which is 160 feet. We want those black-owned businesses to return to that space. The community space in any structure we want followed. That, I'll have to explain at another meeting.

I think fifty percent of the housing stock being open market and the Urban League having its headquarters here will adequately

offset the concessions that we want, and I do want to make one notation about how this process was held. This is the due process about how they get you notified to come to this meeting.

A hearing notification should mainly be the responsibility of the Empire State Development Corporation because it is having the project. I feel that ESD fell far short of what the law requires for due process regarding this hearing; however, whatever the resolution that's made by the ESDC regarding this process should include a whereas clause disclosing what papers and date notification was posted.

Nevertheless, they should post signs for the hearings in the businesses that are being affected by this project in

addition to posting other signs.

The notice should adequately advise the public of such hearing giving the public a decent advance warning, not a two-day warning that there is going to be a hearing. To cause a blame on the community board, a City government body, which operates on a skeleton budget, for not doing a proper notification of such hearing is a sham created by the ESDC.

Let the ESDC give the community board resources to give proper notification on its behalf, and I believe they will do a splendid job in notifying the public.

THE HEARING OFFICER: Thank you all for your comments. At this time I would like to continue reading into the record testimony provided by the public

1 officials who were not able to
2 attend the hearing.
3 Mr. Kenneth Adams, CEO; Kyle
4 Kimball, president of New York
5 City Economic Development
6 Corporation, 125th and Lenox,
7 LLC, and the Apollo Theater.
8 At this time, this is now
9 9:03. Let the record reflect
10 that the time is now 9:03. This
11 hearing is now concluded.
12 Thank you all for attending.
13 (TIME NOTED: 9:03 p.m.)
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25 STATEMENT SUBMITTED BY NEW YORK CITY

ECONOMIC DEVELOPMENT CORPORATION.

Dear Mr. Adams,

Please accept this letter in support of the General Project Plan for the Urban League Empowerment Center. The completion of this landmark project will transform an underutilized area in the heart of Harlem into a vibrant arts, community, cultural, and retail attraction.

To bolster the commercial character of the 125th Street corridor, the City undertook a rezoning of 125th Street in 2008. As a result, we have seen Harlem's central business district grow into an even more vibrant hub for arts, entertainment, and trade, a destination for the entire city.

To strengthen the critical mass of local arts, cultural, and entertainment venues, we developed an RFP with ESDC released in May 2012, to further activate the street by fostering uses that complement the existing attractions, extend visitors' stays, and create new employment opportunities.

The RFP was developed in

accordance to the points of agreement reached with local elected officials in 2008 and, accordingly, will include housing, half of which will be affordable, and sets aside five percent of the retail space for use by local businesses at below market rates.

The project proposed by Hudson, National Urban League, and BRP best captured the RFP goals and will develop an amenity that complements and bolsters the corridor as an arts, entertainment, retail, and commercial hub. Importantly, the project will also allow New York City to retain 100 jobs at National Urban League headquarters and is expected to produce over a thousand jobs.

The Urban League Empowerment Center is an important piece of Harlem's ongoing revitalization and unique in its ability to celebrate the renowned neighborhood's rich history. We look forward to continuing our partnership to advance the Urban League Empowerment Center and hope that the Empire State Development Board of Directors will approve it once again.

STATEMENT SUBMITTED BY APOLLO THEATER

Dear Ladies and Gentlemen:

On behalf of the Apollo Theater Foundation, Inc., Apollo, it is with great pleasure that we write this letter in support of the National Urban League's Urban League Empowerment Center project, the Urban League project, and/or the Project.

The National Urban League is a historic civil rights and urban advocacy organization, and the establishment of a permanent headquarters on 125th Street in Harlem will be a transformative moment in the economic and cultural revitalization of the 125th corridor. The development of the Museum of the Urban Civil Rights Experience and the inclusion of the mixed-income housing and multilevel retail space in the project will not only play an important role in Harlem's rich arts and cultural legacy, but act as an economic engine for the local community by creating new jobs and acting as a catalyst for investment and other related business opportunities.

Over the last decade, Harlem has

experienced a renaissance as a result of substantial residential and commercial development activity. The effect of which is a substantially changed demographic. At present, the 125th Street corridor is undergoing a transformation with the influx of big-brand commercial retail establishments. Together with the Apollo, the Urban League project will help to balance the ecosystem and serve as an important cultural anchor for a dynamic and changing community.

STATEMENT SUBMITTED BY 125TH & LENOX, LLC

Dear Mr. Archer,

On behalf of the 125th and Lenox, LLC, I am in strong support of the proposed National Urban League Empowerment Center to be built on 125th Street, Harlem, NY. As you know, 125th and Lenox, LLC is about to commence construction on approximately 120,000 square feet of retail space directly across the street from the proposed ULEC site.

We feel this proposed mixed-use development comprised of retail, community facility, and residential will further validate Harlem's commercial viability.

We have worked with BRP since 2006 in various capacities.

Sincerely, Eliot Tawil.

I N D E X

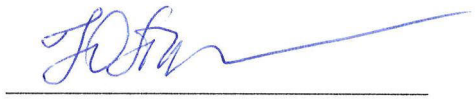
Exhibit No.	Description	Page
1	Legal Notice appearing in The Daily News dated October 25, 2013	13
2	Affidavit of Publication of legal notice appearing in The Daily News, The Amsterdam News, and El Diario	13
3	Document entitled: 121 West 125th Street (Urban League Empowerment Center) Land Use Improvement and Civic Project - General Project Plan, dated June 27, 2013.	13

C E R T I F I C A T E

I, Julia Giannakopoulos, a shorthand reporter and Notary Public within and for the State of New York, do hereby certify:

That the foregoing is a true record of the within hearing.

I further certify that I am not related to any of the parties to this action by blood or marriage, and that I am in no way interested in the outcome of this matter.



JULIA GIANNAKOPOULOS

ERRATA SHEET

The following are my corrections to the attached transcript:

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FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Somers (Mid-Hudson Region – Westchester County) – PepsiCo Bottling Division Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant)

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

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General Project Plan

I. Project Summary

Grantee: PepsiCo, Inc. ("PepsiCo" or the "Company")

ESD* Investment: A grant of up to $4,000,000 to be used for a portion of the cost of renovation and the purchase of machinery and equipment.

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

Project Location: 1 Pepsi Way, Somers, Westchester County*
*or another location in Westchester

Proposed Project: Renewal of building lease, renovation, and the purchase of machinery and equipment to modernize and grow business.

Project Type: Business expansion involving job retention and creation.

Regional Council: The Mid-Hudson Regional Council has been made aware of this item. The Incentive Offer was accepted in September 2010, predating the Regional Council Initiative. The project is consistent with the Regional Plan to retain and stimulate more mature industries such as

distribution, financial and professional services, food and beverage, and health care.

		Full-time	Contract	Total
Employment:	Initial employment at time of ESD Incentive Offer:	860	47*	907
	Current employment level:	1,085	150*	1,235
	Minimum employment required on January 1, 2015:	882	47*	929

*Consists of PepsiCo, Inc. and PepsiCo, Inc. subsidiaries that predominantly support the bottling unit and are not counted towards any other incentive.

II. Project Cost and Financing Sources

Financing Uses	Amount
Renovation	$7,400,000
Furniture & Fixtures	3,000,000
Machinery & Equipment	1,000,000
Indirect/Soft Costs	1,200,000
Total Project Costs	$12,600,000

Financing Sources	Amount	Percent
ESD – Grant	$4,000,000	32%
Company Equity	8,600,000	68%
Total Project Financing	$12,600,000	100%

III. Project Description

A. Company

Industry: Food and Beverage (Nonalcoholic).

Company History: PepsiCo, Inc., was founded in 1965 with the merger of Pepsi-Cola and Frito-Lay, Inc. The Company markets and sells numerous brand name products including Pepsi, Quaker, Frito-Lay, Gatorade, and Tropicana.

Ownership: PepsiCo, Inc. is a publicly traded company on the New York Stock Exchange (symbol PEP).

Size: PepsiCo, Inc. is a global company with thousands of employees worldwide.

Market: The Company competes with a wide range of food and beverage companies around the world.

ESD Involvement: In late 2007, Pepsi Bottling Group ("PBG"), a separately publicly traded company from former parent company PepsiCo, Inc., engaged ESD in discussions regarding the long-term location of its Somers, NY headquarters. PBG's aging 360,000-square-foot headquarters, which housed a workforce drawn from both the surrounding New York counties as well as western Connecticut, required significant upgrades for its long-term efficiency and productivity. PBG's management started to explore several options including renovating its Somers facility, relocating to another Westchester location or to a build-to-suit option in nearby Danbury, Connecticut. Project discussions were delayed by merger discussions between PBG and PepsiCo. In March 2010, PepsiCo, Inc., acquired PBG and Pepsi Americas (a Minnesota based beverage unit covering different territory than PBG). The acquired entities were combined into the "Pepsi Beverages Company," an operating division of PepsiCo, Inc. After the merger was finalized, PepsiCo continued the search for the beverage business's headquarters including sites along the East Coast in addition to Somers and Danbury. In September 2010, ESD offered an incentive package including a $4,000,000 capital grant to encourage the Company to proceed with the project in New York State, which the Company accepted.

Competition: The Company considered relocating its operations to Connecticut or other East Coast locations.

Past ESD Support: From 2002 to 2006, ESD awarded grants totaling $2,750,000 to Frito-Lay, Inc. for machinery and equipment, rolling stock, and business recovery expenses associated with the Frito-Lay Kirkwood facility modernization project. The project is complete and ESD's requirements have been met. In 2012, ESD awarded a $4,000,000 Excelsior Jobs tax credit to PepsiCo, Inc., for renovation associated with its headquarters in Purchase and the retention of 1,100 jobs through January 1, 2023.

B. The Project

Completion: March 2013

Activity: The project involves the renewal of the Company's lease at the headquarters facility in Somers, renovation, and acquisition of machinery and equipment. Scope of work included architectural, construction and infrastructure services, electrical and plumbing, HVAC and audio visual equipment, cabinets, furniture and workstations.

Results:	The lease renewal and capital improvements will facilitate the Company's efforts to modernize and create efficient work spaces. Additionally, PepsiCo has retained 860 existing jobs and already created 22 new jobs. The Company has also retained 47 contract employees.	
Grantee Contact:	Kathy Alfano, Senior Director, Economic Development 700 Anderson Hill Road Purchase, NY 10577 Phone: (972) 334-2969	
ESD Project No.:	V874	
Project Team:	Origination	Steven Gold
	Project Management	Glendon McLeary
	Contractor & Supplier Diversity	Denise Ross
	Finance	Maxwell Padden
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $4,000,000 capital grant ($40,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

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

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

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

fringe benefits extended by Grantee to other employees with comparable rank and duties.

A Full-time Contract Employee shall mean (a) a full-time private sector employee (or self-employed person) who is not on the Grantee's payroll but who works exclusively for the Grantee at the Project Location for a minimum of thirty-five hours per week for not less than four consecutive weeks, providing services that would otherwise be provided by a Full-time Permanent Employee. The position held by a Full-time Contract Employee must be a year-round position; or (b) two part-time, private-sector employees (or self employed individuals) that are not on the Grantee's payroll but who have worked for the Grantee at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks providing services that are similar to services that would otherwise be performed by a Full-time Permanent Employee.

5. Up to $4,000,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($2,000,000) upon documentation of a lease agreement for 1 Pepsi Way, Certificate of Occupancy, real estate and machinery and equipment project costs totaling approximately $12,600,000, and documentation of the employment of at least 860 Full-time Permanent Employees and up to 47 Full-time Contract Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of an amount equal to 25% of the grant ($1,000,000) will be disbursed, no sooner than 12 months after the Initial Disbursement, upon documentation of the employment of at least 860 Full-time Permanent Employees and up to 47 Full-time Contract Employees at the Project, provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to 25% of the grant ($1,000,000) will be disbursed, no sooner than 24 months after the Initial Disbursement, upon documentation of the employment of at least 882 Full-time Permanent Employees at the Project Location (Employment Increment of 22) and up to 47 full-time Contract Employees, provided Grantee is otherwise in compliance with program requirements.

   Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses reimbursed by ESD's grant must be incurred on or after September 15, 2010, to be considered eligible project costs. All disbursements must be requested by April 1, 2016.

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

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

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

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

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

Baseline Employment	907*

A	B
Reporting Date	Employment Goals
February 1, 2014	907*+X
February 1, 2015	907*+X
February 1, 2016	907*+X
February 1, 2017	907*+X
February 1, 2018	907*+X

*Includes up to 47 Full-time Contract Employees

X = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. X=22, and Employment Goals shall equal [907 + X = 929] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then X=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 maintain its employment level of 860, all of which were at risk of relocation to another state. In addition, the Company will create 22 new jobs and retain 47 contract employees.

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

   The Company considered relocating its operations to Connecticut or other East Coast locations. ESD's assistance helped to reduce costs and make the project feasible in New York.

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

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

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

   - Fiscal benefits to NYS government from the project are estimated at $37,351,608;
   - Fiscal cost to NYS government is estimated at $4,000,000;
   - Project cost to NYS government per direct job is $11,064;
   - Project cost to NYS government per job (direct plus indirect) is estimated at $3,832;
   - Ratio of project fiscal benefits to costs to NYS government is 9.34:1;
   - Fiscal benefits to all governments (state and local) are estimated at $66,951,717;
   - Fiscal cost to all governments is $4,000,000;
   - All government cost per direct job is $11,064;
   - All government cost per total job is $3,832;
   - The fiscal benefit to cost ratio for all governments is 16.74:1;

- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $466,209,508, or $446,656 per job (direct and indirect);
- The economic benefit to cost ratio is 116.55:1;
- Project construction cost is $8,208,000, which is expected to generate 39 direct job years and 19 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.72 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is two years.

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

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

VI. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned business in the performance of ESD projects. Although, project performance goals were not established in advance of project spending, PepsiCo satisfied this obligation by contracting the services of certified minority and women owned businesses, the general contractor being one of them.

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

November 18, 2013

Somers (Mid Hudson Region – Westchester County) – PepsiCo Bottling Division Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Findings and Determinations Pursuant to Sections 16-m and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the PepsiCo Bottling Division 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 PepsiCo, Inc. a grant for a total amount not to exceed Four Million Dollars ($4,000,000) 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.

* * *

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Poughkeepsie (Mid-Hudson Region – Dutchess County) – Walkway Over the Hudson Capital – Downstate Revitalization Fund – Downtown Redevelopment (Capital Grant)

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

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General Project Plan

I. Project Summary

Grantee: The Poughkeepsie-Highland Railroad Bridge Company, Inc. d/b/a Walkway Over the Hudson ("Walkway Over the Hudson" or the "Organization")

ESD* Investment: A grant of up to $2,250,000 to be used for a portion of the cost of construction.

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

Project Location: Parker Avenue, Poughkeepsie, Dutchess County

Proposed Project: Infrastructure improvements, rehabilitation, and new construction to renovate a former railroad bridge into a publicly accessible tourist attraction.

Project Type: Open space improvements to create a tourist destination

Regional Council: The Mid-Hudson 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 to expand and add attractions to the tourism industry. The elevator component of the project was mentioned in the Regional Plan as a key project that has moved forward in the past year.

II. Project Cost and Financing Sources

Financing Uses	Amount
Planning/Feasibility Studies	$5,000,000
Property Acquisition	1,650,000
Demolition	1,800,000
Bridge Renovations/Construction	25,705,545
Elevator Construction	2,400,000
Infrastructure Costs	6,100,000
Soft Costs	1,400,000
Total Project Costs	$44,055,545

Financing Sources*	Amount	Percent	Rate/Term/Lien
ESD-Grant	$2,250,000	5%	
Federal Funding	5,016,640	11%	
Other NYS Funding	19,944,975	45%	
Local Grants	620,000	1%	
M&T Bank – Loan**	11,261,895	26%	4.71%/5 yrs/ no lien
Dyson Foundation – Grants	3,050,000	7%	
Other Private Support	1,912,035	4%	
Total Project Financing	$44,055,545	100%	

*See Exhibit A for details on Financing Sources.
**M&T Bank Loan is paid back by $11,261,895 in grant funds by Dyson Foundation.

III. Project Description

A. Organization

Industry: The Organization is a not-for-profit group that works to support and improve Walkway Over the Hudson Historic Park by building new amenities and developing programs that help this unique attraction reach its full potential.

Organization History: Walkway Over the Hudson was founded in 1992 to turn the former Poughkeepsie-Highland Railroad Bridge (the "Bridge") into a public park. The Organization has worked since then to strike public-private partnerships to bring this goal to fruition.

Ownership: The Organization is a 501(c)(3) not-for-profit group. New York State Office of Parks, Recreation & Historic Preservation and New York State Bridge Authority own various aspects of the Project.

Size: N/A

Market: N/A

ESD Involvement: The Bridge was built in the late 19th century to link New York and New England to an extensive, nationwide railway network. For decades, the Bridge was a major rail corridor for freight and passengers. After a fire in 1974, the bridge was abandoned and sat for decades as an orphaned relic. The Organization had successfully attracted substantial funding from various public and private sources in order to undertake the expensive project. In order to close an identified funding gap, the Organization submitted an application in response to the Downstate Revitalization Fund Request for Proposals. As a result, Walkway Over the Hudson was awarded a $2,500,000 grant. At this time, $2,250,000 of the $2,500,000 grant award is being presented to the ESD Directors' for approval and the remaining $250,000 is anticipated to be presented to the ESD Directors' at a later date once the planned visitor center is complete.

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

B. The Project

Completion: Phase 1 – October 2009
Phase 2 – November 2013
Phase 3 – June 2015

Activity: The Organization has renovated the bridge into Walkway Over the Hudson, which is the world's longest elevated pedestrian park. This has become a world class tourist destination. Walkway Over the Hudson is a 1.28 mile long elevated pedestrian bridge that spans the Hudson River. The bridge deck stands 212 feet above the river's edge.

The project involved the undertaking of 3 phases in order to transform an abandoned railroad bridge into a tourism and recreational mecca. The first phase was completed in October 2009 and entailed demolition, underwater pier repairs and new construction to allow the park to be opened to the public. The second phase is anticipated to be complete in December 2013 and entails the construction of an elevator to rise 212 feet and provide visitors with much improved access to the center of the bridge span from the waterfront parks that are located below the bridge.

In addition, the elevator will allow for handicap access and will improve access to the project from the nearby Metro-North Poughkeepsie train station.

The third phase, which will be presented to the ESD Directors at a later date after SEQRA for the third phase is complete, is anticipated to be complete in June 2015 and entails the construction of a visitor center. Designs for the visitor center are currently underway and the Organization is currently working to determine the exact location of the visitor center.

The park currently has a number of amenities, including picnic benches at both approaches of the bridge, benches at three scenic overlooks on the bridge and interpretative signage. In addition, Walkway Over the Hudson is very active in programming various events, which helps to attract visitors.

Results: This project is an adaptive reuse of an abandoned railroad structure into a world class tourism and recreational destination. Walkway Over the Hudson had approximately 500,000 visitors in 2012, which was double the anticipated amount, and expects annual visitation to increase even further as the elevator and visitor center are completed.

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

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

- Fiscal benefits to NYS government from the project are estimated at $1,741,604;
- Fiscal cost to NYS government is estimated at $2,250,000;
- Ratio of project fiscal benefits to costs to NYS government is 0.77:1;
- Fiscal benefits to all governments (state and local) are estimated at $3,210,926;

- Fiscal cost to all governments is $2,250,000;
- The fiscal benefit to cost ratio for all governments is 1.43:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $23,204,480;
- The economic benefit to cost ratio is 10.31:1;
- Project construction cost is $42,405,545, which is expected to generate 282 direct job years and 142 indirect job years of employment;
- For every construction-related direct job generated by this project, an additional 0.25 indirect job is anticipated in the state's economy.

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

Grantee Contact: Jill Romeo, Finance Manager
P.O. Box 889
Poughkeepsie, NY 12602
Phone: (845) 454-9649 ext 102

ESD Project No.: W936

Project Team:		
	Origination	Charles Radier
	Project Management	Brendan Healey
	Contractor & Supplier Diversity	Denise Ross
	Finance	Ross Freeman
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Organization shall pay a commitment fee of 1% of the $2,250,000 capital grant ($22,500) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

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

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

4. Up to $2,250,000 will be disbursed to the Grantee upon documentation of demolition, planning/feasibility, bridge renovations/construction, elevator construction, infrastructure and soft project costs totaling $39,100,000, and upon completion of the first two phases 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 reimbursed by ESD's grant must be incurred on or after January 7, 2009, to be considered eligible project costs. All disbursements must be requested by April 1, 2016.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $2,250,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Organization 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

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

V. Environmental Review

The New York State Office of Parks, Recreation and Historic Preservation ("OPRHP"), as lead agency, has completed an environmental review of the pedestrian public park and elevator for the Walkway Over the Hudson project, pursuant to the requirements of the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. This review found the project to be a Type I Action, which would not have a significant effect on the environment. Further SEQRA review will be conducted for the proposed visitor center once the planning and design have been completed. OPRHP issued a Negative Declaration on April 2, 2008. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

Due to the Poughkeepsie-Highland Railroad Bridge's inclusion on the National Register of Historic Places, ESD has confirmed that the project sponsor consulted with OPRHP pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. No further consultation is required.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor Diversity policy will apply to the Project. Walkway Over the Hudson shall be required to good faith efforts to achieve an overall Minority and

Women Business Enterprise ("MWBE") Participation goal of 40%, Minority Business Enterprise ("MBE") Participation goal of 10% and a Women Business Enterprise ("WBE") Participation goal of 30% related to the total value of ESD's funding and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

VII. ESD Employment Enforcement Policy

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

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

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

IX. Additional Submissions to Directors

Resolutions
New York State Map
Project Finance Memorandum
Benefit-Cost Analysis
Project Photos
Exhibit A – Financing Sources Breakdown

November 18, 2013

Poughkeepsie (Mid-Hudson Region – Dutchess County) – Walkway Over the Hudson Capital – Downstate Revitalization Fund – Downtown Redevelopment (Capital Grant) – Findings and Determinations Pursuant to Sections 16-r and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to The Poughkeepsie-Highland Railroad Bridge Company, Inc. d/b/a Walkway Over the Hudson a grant for a total amount not to exceed Two Million Two Hundred Fifty Thousand Dollars ($2,250,000) from the Downstate Revitalization Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer 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.

* * *

November 18, 2013

Poughkeepsie (Mid-Hudson Region – Dutchess County) – Walkway Over the Hudson Capital – Downstate Revitalization Fund – Downtown Redevelopment (Capital Grant) – Determination of No Significant Effect on the Environment

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

* * *

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: New Windsor (Hudson Valley Region – Orange County) – Metal Container Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant)

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

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General Project Plan

I. Project Summary

Grantee: Metal Container Corporation ("MCC" or the "Company")

ESD* Investment: A grant of up to $1,000,000 to be used for a portion of the cost of purchase and installation of machinery and equipment.

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

Project Location: 130 Bruenig Road, New Windsor, Orange County

Proposed Project: Retrofit existing production infrastructure and purchase machinery and equipment to produce specialty cans.

Project Type: Business expansion involving job retention.

Regional Council: The Hudson Valley Regional Council has been made aware of this item. The project is consistent with the Regional Plan to expand existing companies to improve competitiveness in, and connections to the regional, national and global economies.

Employment:	Initial employment at time of Application to ESD:	173
	Current employment level:	173
	Minimum employment through January 1, 2019:	173

II. Project Cost and Financing Sources

Financing Uses	Amount
Machinery & Equipment	$31,800,000
Construction/Integration	26,700,000
Engineering/Development	3,550,000
Indirect/Soft Costs	3,021,000
Total Project Costs	$65,071,000

Financing Sources	Amount	Percent
ESD – Grant	$1,000,000	1.6%
Company Equity	64,071,000	98.4%
Total Project Financing	$65,071,000	100.0%

III. Project Description

A. Company

Industry: MCC specializes in the production of aluminum cans primarily for beer and soft drinks as well as decorative cans with logos. MCC supplies more than 45 percent of Anheuser-Busch Companies, LLC's domestic beer cans and 55 percent of its domestic lids. The Company also produces cans and lids for major U.S. soft drink companies.

Company History: Metal Container Corporation was form in 1973 and is based in St. Louis, MO. The Company is a subsidiary of Anheuser-Busch Companies, LLC.

Ownership: Metal Container Corporation is a wholly owned subsidiary of Anheuser-Busch Companies, LLC. which is owned by Anheuser-Busch InBev, N.V./S.A., headquartered in Leuven, Belgium. The stock of Anheuser-Busch InBev is publicly traded on the Brussels' exchange with American Depositary Receipts ("ADR") listed on the NYSE.

Size: MCC has five can plants located in Arnold, MO, Jacksonville, FL, Mira Loma, CA, Newburg, NY, and Windsor, CO. It also has two lid plants located in Oklahoma City, OK and Riverside, CA. MCC employs 173 people in NYS and over 1,200 people around the country.

Market: In addition to supplying aluminum cans and lids for the U.S. beer

industry, MCC's major soft drink customers include Hansen Natural's, Monster Energy, and PepsiCo. Major competitors include Ball Corporation located in Broomfield, CO and Rexam Beverage Cans America located in Charlotte, NC.

ESD Involvement: Prior to the merger between Anheuser-Busch Companies, LLC with InBev, N.V./S.A. the Company was at one point the 2nd largest producer of 12 oz. aluminum cans. At a time when soft drink manufacturers are moving away from canned beverages, MCC has found that the demand for 12oz. packing has fallen and concluded that the New Windsor facility is not equipped to meet the market demand for 16-25 oz. cans. In November 2011, MCC approached ESD for financial assistance to retrofit the existing infrastructure at the New Windsor facility with to produce 16-25 oz. cans. The Company contemplated shuttering the New Windsor 12 oz. production line due to the decline in market demand. Without ESD assistance, MCC predicted continued business and job erosion and the possible closure of the New Windsor plant. ESD Incentive Proposal was accepted on December 5, 2011 which will help retain 173 Full-time Permanent jobs in the Hudson Valley Region.

Competition: The Company considered moving the New Windsor 12 oz. production line to its Jacksonville, FL plant. Approximately 40 permanent positions would be eliminated. Furthermore, the Company would have considered closing the plant eliminating all 173 positions in NY.

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

B. The Project

Completion: December 2013

Activity: The Company has invested $65 million to develop and install an internally developed technology and can manufacturing process, as well as new equipment including washers, can sprayers, conveyer belts, cuppers, and body makers. By replacing the current line with the specialty line capable of producing an additional 500 million specialty/novelty cans, MCC has been able to expand production in the New York plant to 3.6 billion cans per year, a 16% increase over prior capacity of 3.1 billion cans per year. The construction started in January 2012 and the facility is expected to be operational by the end of 2013.

Results: This project will retain 173 Full-time Permanent jobs in New Windsor, New York.

Grantee Contact:	Greg Schwarztrauber, Director-Federal and International Tax Solutions 130 Bruenig Road New Windsor, NY 12553 Phone: (314) 577-2359	
ESD Project No.:	X564	
Project Team:	Origination	Paul Taxter
	Project Management	Javier Roman-Morales
	Contractor & Supplier Diversity	Denise Ross
	Finance	Jonevan Hornsby
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $1,000,000 capital grant ($10,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

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

3 Anheuser-Busch Companies, LLC will guarantee the grant repayment obligation of its subsidiary, Metal Container Corporation, in the event of an Employment Shortfall or other default, as defined in these materials or the Grant Disbursement Agreement.

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

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

6. Up to $1,000,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($500,000) will be disbursed upon completion of the project substantially as described in these materials, documentation verifying purchase and installation of machinery and equipment project costs totaling $31,800,000, and documentation of the employment of at least 173 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of 25% of an amount equal to the grant ($250,000) will be disbursed no sooner than 12 months after the date the Initial Disbursement was made, upon documentation of the employment of at least 173 Full-time Permanent Employees at the Project Location, provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to 25% of the grant ($250,000) will be disbursed no sooner than 24 months after the date the Initial Disbursement was made, upon documentation of the employment of at least 173 Full-time Permanent Employees at the Project Location, provided Grantee is otherwise in compliance with program requirements.

   Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses reimbursed by ESD's grant must be incurred on or after December 5, 2011, to be considered eligible project costs. All disbursements must be requested by April 1, 2015.

7. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $1,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

8. 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	173

A	B
Date	Employment Goals
February 1, 2015	173
February 1, 2016	173
February 1, 2017	173
February 1, 2018	173
February 1, 2019	173

IV. Statutory Basis

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

As a result of this project, the Company will maintain its employment level of 173 jobs which were at-risk of elimination if Company were to relocation to Jacksonville, FL.

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

Without ESD assistance, this project would likely have been relocated to an existing facility in Jacksonville, FL.

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

Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both

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

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

- Fiscal benefits to NYS government from the project are estimated at $9,216,849;
- Fiscal cost to NYS government is estimated at $1,000,000;
- Project cost to NYS government per direct job is $8,102;
- Project cost to NYS government per job (direct plus indirect) is estimated at $4,739;
- Ratio of project fiscal benefits to costs to NYS government is 9.22:1;
- Fiscal benefits to all governments (state and local) are estimated at $16,053,285;
- Fiscal cost to all governments is $1,000,000;
- All government cost per direct job is $8,102;
- All government cost per total job is $4,739;
- The fiscal benefit to cost ratio for all governments is 16.05:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $96,200,858, or $455,858 per job (direct and indirect);
- The economic benefit to cost ratio is 96.20:1;
- Project construction cost is $33,271,000, which is expected to generate 231 direct job years and 117 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 0.71 indirect job is anticipated in the state's economy;
- The payback period for NYS costs is one year.

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

4. <u>The requirements of Section 10(g) of the Act are satisfied.</u>
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 constitutes a Type II action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. No further environmental review is required in connection with the project.

VI. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the

law to promote opportunities for maximum feasible participation of certified minority and women-owned business in the performance of ESD projects. For purposes of this Project, however goals will not be established due to the unavailability of minority and women-owned businesses 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

November 18, 2013

New Windsor (Hudson Valley Region – Orange County) – Metal Container Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Findings and Determinations Pursuant to Sections 16-m and 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Metal Container 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 Metal Container Corporation 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.

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FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Melville (Long Island Region – Suffolk County) – Canon USA Capital – JOBS Now Program (Capital Grant)

REQUEST FOR: Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions; Adoption of Findings Pursuant to the State Environmental Quality Review Act.

General Project Plan

I. Project Summary

Grantee: Canon U.S.A., Inc. ("CUSA" or the "Company")

ESD* Investment: A grant of up to $3,500,000 to be used for a portion of the cost of land acquisition and construction costs.

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

Project Location: One Canon Park, Melville, Suffolk County

Proposed Project: Land acquisition, construction of a new office building/campus and purchase of machinery and equipment to be utilized as the Company's new headquarters.

Project Type: Business relocation/expansion including job retention and creation.

Regional Council: The Long Island Regional Council has been made aware of this item. The Incentive Offer was accepted in July 2006 predating the Regional Council Initiative. The project is consistent with the Long Island Regional Plan to improve competitiveness in, and connections to the regional, national and global economies.

Employment:	Initial employment at time of ESD Incentive Offer:	1,110
	Current employment level:	1,424
	Minimum employment through January 1, 2019:	1,860*

*Up to 10% may be Full-time Contract Employees

II. Project Cost and Financing Sources

Financing Uses	Amount
Land Acquisition	$101,237,217
Construction	257,000,440
Furniture, Fixtures & Equipment	80,962,952
Soft Costs	26,714,175
Total Project Costs	$465,914,784

Financing Sources	Amount	Percent
ESD-Grant	$3,500,000	.8%
Company Equity	462,414,784	99.2%
Total Project Financing	$465,914,784	100.0%

III. Project Description

A. Company

Industry: Canon U.S.A., Inc, is a leading provider of consumer, business-to-business, and industrial digital imaging solutions. CUSA's products overview includes consumer and home office products, office equipment, production printing equipment, professional imaging products, healthcare technologies, and semiconductor equipment. The Company also offers a variety of customizable software solutions, and professional services portfolio including business process optimization, security services and imaging and records management. In addition, CUSA's engineers have designed and developed toner, parts and supplies using precise specifications for CUSA devices and/or products.

Company History: Canon U.S.A. Inc., is a subsidiary of publicly traded Canon, Inc. Canon, Inc., with global corporate headquarters located in Tokyo, Japan, was founded in 1937. Canon New York was established in 1955, and in 1965 Canon New York became Canon U.S.A., Inc.

Ownership: Canon, Inc., which is Canon USA, Inc.'s parent company, is publicly traded

on the NYSE.

Size: Canon U.S.A., Inc.'s headquarters are located in Melville, NY.

Market: The Company's major competitors include Brother, HP, Samsung, Sharp, Konica Minolta, Ricoh, Nikon and Xerox.

ESD Involvement: In 2006, the Company approached ESD for financial assistance to relocate its operations to a newly constructed office campus in Melville, Suffolk County. The Company had informed ESD that after decades of failed attempts to find a suitable Long Island campus, this would be its final attempt at securing a location in NYS before acting on offers to relocate its headquarters to Connecticut or New Jersey. In June 2006, ESD provided a $3.5 million Incentive Proposal to Canon U.S.A., Inc. as an indication of New York State's commitment to retain a global company like CUSA in the state. The Company accepted ESD's Incentive Offer in July 2006 to move forward with its project in NYS.

Competition: Connecticut and New Jersey.

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

B. The Project

Completion: July 2013

Activity: Canon U.S.A., Inc. completed construction of a new facility in Melville, New York to serve as CUSA's North and South American headquarters. The facility will showcase CUSA's high-tech products as well as provide in-house technical solutions for software and hardware applications. The 52 acre campus consists of a 696,000-square-foot office building, and two 84,000-square-foot multi-level parking garages. The project includes the acquisition of real property, construction of a new office building/campus and the acquisition of machinery and equipment to be utilized within the newly constructed facility.

Results: The project will retain 1,110 existing jobs and create 750 new jobs. The Company has already created over 300 jobs.

Business Investment Project: Benefit-Costs Evaluations are used in evaluating projects that are categorized as Business Investment, Infrastructure Investment, and Economic Growth Investment and that involve 1) job retention and/or creation and/or 2) construction-related activity. For Business Investment projects, benefits typically reflect the impact of both jobs and

construction-related activity. For Infrastructure Investment and Economic Growth Investment projects, which generate long-term benefits not captured in the period of analysis and may involve no permanent job commitments, the estimated benefits typically reflect only construction-related activity.

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

- Fiscal benefits to NYS government from the project are estimated at $76,666,477;
- Fiscal cost to NYS government is estimated at $9,504,290;
- Project cost to NYS government per direct job is $12,165;
- Project cost to NYS government per job (direct plus indirect) is estimated at $5,776;
- Ratio of project fiscal benefits to costs to NYS government is 8.07:1;
- Fiscal benefits to all governments (state and local) are estimated at $162,267,351;
- Fiscal cost to all governments is $26,928,692;
- All government cost per direct job is $34,466;
- All government cost per total job is $16,366;
- The fiscal benefit to cost ratio for all governments is 6.03:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $833,468,190, or $506,549 per job (direct and indirect);
- The economic benefit to cost ratio is 30.95:1;
- Project construction cost is $292,000,000, which is expected to generate 2,078 direct job years and 1,290 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.16 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is one year.

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

Grantee Contact: Amy Newman, Director, Administration Group
One Canon Park
Melville, NY 11747-3336
Phone: (631) 330-5282

ESD Project No.: U309

Project Team:	Origination	Barry Greenspan
	Project Management	Javier Roman-Morales
	Contractor & Supplier Diversity	Vikas Gera
	Finance	Maxwell Padden
	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. Canon, Inc. will guarantee the grant repayment obligation of its subsidiary, Canon U.S.A, Inc., in the event of an Employment Shortfall or other default, as defined in these materials or the Grant Disbursement Agreement.

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

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

5. Up to $3,500,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($1,750,000) upon completion of the project substantially as described in these materials, including completion of facility construction as evidenced by a certificate of occupancy, submission of documentation verifying project expenditures of approximately $465

million, and documentation of the employment of at least 1,200 Full-time Permanent Employees and Full-time Contract Employees (up to 10% of employment commitment) at the Project Location (Employment Increment of 90), assuming that all project approvals have been completed and funds are available;

b) a Second Disbursement of an amount equal to 25% of the grant ($875,000) will be disbursed upon documentation of the employment of at least 1,360 Full-time Permanent Employees and Full-time Contract Employees (up to 10% of employment commitment) at the Project Location (Employment Increment of 160), provided Grantee is otherwise in compliance with program requirements;

c) a Third Disbursement of an amount equal to 25% of the grant ($875,000) will be disbursed upon documentation of the employment of at least 1,860 Full-time Permanent Employees and Full-time Contract Employees (up to 10% of employment commitment) at the Project Location (Employment Increment of 500), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses reimbursed by ESD's grant must be incurred on or after July 20, 2006, to be considered eligible project costs. All disbursements must be requested by April 1, 2017.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $3,500,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

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

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

(i) 100% of the disbursed amount if the Employment Shortfall occurred in the calendar year that the disbursement was made, or in the first full calendar year after the disbursement was made;

(ii) 80% of the disbursed amount if the Employment Shortfall occurred in the second full calendar year after the disbursement was made;

(iii) 60% of the disbursed amount if the Employment Shortfall occurred in the third full calendar year after the disbursement was made;

(iv) 40% of the disbursed amount if the Employment Shortfall occurred in the fourth full calendar year after the disbursement was made;
(v) 20% of the disbursed amount if the Employment Shortfall occurred in the fifth full calendar year after the disbursement was made.

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

Baseline Employment	1,110*

A	B
Reporting Date	Employment Goals
February 1, 2014	1,110+X+Y+Z
February 1, 2015	1,110+X+Y+Z
February 1, 2016	1,110+X+Y+Z
February 1, 2017	1,110+X+Y+Z
February 1, 2018	1,110+X+Y+Z

X = Grantee's Employment Increment that will be the basis of the First Disbursement of the Grant as described in section C.5 above (i.e. X=90, and Employment Goals shall equal [1,110 + X = 1,200*] 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=160, and Employment Goals shall equal [1,110 + X + Y = 1,360*] if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then Y=0.
Z = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=500, and Employment Goals shall equal [1,110 + X + Y + Z = 1,860*] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.

*Up to 10% may be Full-time Contract Employees

IV. Statutory Basis

The project meets the statutory requirement of a JOBS Now Project because the Company will create at least 300 new full-time permanent private sector jobs. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

ESD (the "Corporation"), pursuant to the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law, and its implementing regulations (6 NYCRR Part 617), ratifies and makes the following findings based on the Final Supplemental

Environmental Impact Statement ("FSEIS") certified as complete on June 24, 2009 by the Town of Huntington Planning Board, as lead agency, in connection with the Canon U.S.A., Inc's new headquarter facility project (the "proposed action").

SEQRA requires the adoption of written findings, supported by a statement of relevant facts and conclusions considered, prior to agency decisions on actions that have been the subject of an FSEIS. The Findings Statement, attached as Exhibit A, contains the facts and conclusions in the Draft Supplemental Environmental Impact Statement ("DSEIS") and FSEIS relied upon to support the Corporation's decision on the action that is the subject of the requested authorization.

The findings that the Corporation hereby ratify and make are that:

- The Corporation has given consideration to the DSEIS and FSEIS;
- The requirements of the SEQRA process, including the implementing regulations of the New York State Department of Environmental Conservation, have been met;
- Consistent with social, economic and other essential considerations from among the reasonable alternatives available, the proposed action is one that avoids or minimizes significant adverse environmental effects to the maximum extent practicable, including the effects disclosed in the relevant environmental impact statement;
- Consistent with social, economic and other essential considerations to the maximum extent practicable, any significant adverse environmental effects revealed in the environmental impact statement process as a result of the proposed action will be avoided or minimized to the maximum extent practicable by incorporating as conditions to the decision those mitigative measures which were identified as practicable;
- The proposed action is in compliance with Section 14.09 of the State Historic Preservation Act.

Therefore it is recommended that the Corporation ratify and adopt the SEQRA Findings Statement attached as Exhibit A.

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 in the performance of ESD contracts. For purposes of this Contract, however, project performance has already been completed, and therefore, MWBE participation goals cannot be established

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
Exhibit A

November 18, 2013

Melville (Long Island – Suffolk County) – Canon USA Capital – JOBS Now Program (Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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

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

RESOLVED, that 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 Canon U.S.A., Inc. a grant for a total amount not to exceed Three Million Five Hundred Thousand Dollars ($3,500,000) from the JOBS Now Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

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

* * *

November 18, 2013

Melville (Long Island Region – Suffolk County) – Canon USA Capital – JOBS Now Program (Capital Grant) – Adoption of Findings Pursuant to the State Environmental Quality Review Act

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RESOLVED, that with respect to the Canon U.S.A., Inc. Project, the Corporation hereby makes and adopts pursuant to the State Environmental Quality Review Act ("SEQRA") the following findings and determinations, which findings and determinations are made after full consideration of the Findings Statement attached as Exhibit A hereto, which Exhibit A is hereby adopted by the Corporation and copies of which document are hereby filed with the records of the Corporation.

- The Corporation has given consideration to the Draft and Final Supplemental Environmental Impact Statement ("DSEIS" and "FSEIS", respectively) prepared for the proposed Canon U.S.A., Inc. Project;
- The requirements of the SEQRA process, including the implementing regulations of the New York State Department of Environmental Conservation, have been met;
- Consistent with social, economic and other essential considerations from among the reasonable alternatives available, the Project is one that avoids or minimizes adverse environmental effects to the maximum extent practicable, including the effects disclosed in the FSEIS and the Findings Statement;
- Consistent with social, economic and other essential considerations, to the maximum extent practicable, adverse environmental effects revealed in the environmental impact statement process will be avoided or minimized to the maximum extent practicable by incorporating as conditions to the decision those mitigation measures described in the FSEIS and the Findings Statement; and
- The Project is in compliance with Section 14.09 of the State Historic Preservation Act;

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 take all actions as he or she may in his or her sole discretion consider to be necessary or proper to comply with the requirements of SEQRA in connection with the Project.

* * *

EXHIBIT A

STATE ENVIRONMENTAL QUALITY REVIEW FINDINGS STATEMENT

Canon U.S.A., Inc.

New York State Urban Development Corporation d/b/a Empire State Development

November 18, 2013

The New York State Urban Development Corporation, doing business as Empire State Development ("ESD"), as an involved agency in the environmental review conducted pursuant to the State Environmental Quality Review Act ("SEQRA"), Article 8 of the Environmental Conservation Law, and its implementing regulations (6 NYCRR Part 617), makes the following Findings based on the Final Supplemental Environmental Impact Statement dated June 2009 prepared by the lead agency, the Town of Huntington Planning Board, in connection with the Canon U.S.A., Inc. project (the "Project") in the Huntington, Suffolk County, New York.

Name of Action: Canon U.S.A., Inc. [Proposed development of Canon America's Headquarters]

Date Final Supplemental Environmental Impact Statement Accepted: June 24, 2009

Project Location: The project site is located on the southwest corner of the Long Island Expressway South Service Road (New York State Route 495) and Walt Whitman Road in Melville within the Town of Huntington.

Project Description: The action involves construction in two (2) phases on a 52.17 acre (2,272,525 square foot) parcel located within an I-1 Light Industrial Zoning District & R-40 Residential Zoning District. Phase I will include construction of an approximately 696,000 gross square foot, five (5) and partial six-story office building and two (2) parking garages. The North Parking Garage, which is closest to the south service road of the Long Island Expressway, will have a footprint of roughly 84,000 square feet, a gross floor area of roughly 243,000 square feet, be three stories tall with some below grade parking and hold approximately 780 parking spaces. The South Parking Garage will have a footprint of roughly 84,000 square feet, a gross floor area of roughly 249,000 square feet, be three stories tall with some below grade parking and hold approximately 802 parking spaces. If needed, a parking garage expansion to the North Garage (known as the Phase 1A land-banked parking plan) of roughly 441 stalls would be built to meet the Town Code parking requirements for the 696,000 gross square foot office building.

Phase II will involve construction of a five (5) story 204,000 square foot office building addition (possibly to include partial six story rooftop appurtenances for utilities) located contiguously west of the approximate 696,000 gross square foot Phase I office building to include a three

story north parking garage addition of roughly 649 additional parking stalls west of the original north parking garage construction.

The project at full build-out (Phases I, IA, and II) will result in an approximately 900,000 gross square foot office building with a total of about 2,878 parking stalls, of which the majority of the site's parking will be within the two (2) three-story north and south parking garages. A land banked parking plan will likely be required upon amended site plan application submission of the Phase II development. Such a plan may necessitate the construction of parking garage addition if determined by the Planning Board that land banked parking need be developed at some future date per Town Code § 198-43; in turn, reducing more open space area than that anticipated in the impact statement.

The Applicant is requesting connection to Suffolk County Sewer District No. 3 - Southwest to allow all wastewater generated by the project to be discharged to the Bergen Point Sewage Treatment Plant. Public water is to be provided by the South Huntington Water District.

The Applicant is proposing a "Silver" Leadership in Energy and Environmental Design (LEED™) certification for the facility. LEED practices are designed to encourage resource conservation; to reduce the waste generated by construction projects; to increase energy efficiency; to promote the health and productivity of residents, workers and visitors to the Town.

ESD's action involves the provision of funding under the JOBS Now Program to Canon U.S.A., Inc. to be used for a portion of the cost of land acquisition and construction costs for the new headquarters facility.

FACTS AND CONCLUSIONS IN THE FSEIS RELIED UPON TO SUPPORT THE DECISION

SEQRA Review Procedure

The Applicant submitted a site plan application and a completed Environmental Assessment Form, Part I to the Town of Huntington on July 1, 2008 pursuant to Town of Huntington Subdivision Regulations and Site Plan Specifications, Addendum No. 3. Pursuant to the New York State Environmental Conservation Law, Article 8, State Environmental Quality Review Act (SEQRA), and Part 617 of the implementation regulations (6 NYCRR Part 617), Parts 617.4(b)(6)(i), 617.4(b)(6)(iii) and 617.4(b)(6)(v), the project was classified as a Type I action. The Planning Board, upon receipt of the application and Full Environmental Assessment Form, undertook a coordinated environmental impact review pursuant to SEQRA Regulations 6 NYCRR §617.6(b)(3). Toward that end, the Town Board prepared a Notice of Intent to Establish Lead Agency pursuant to SEQRA, and served a Notice to involved agencies on July 10, 2008. No involved agency objected to the Planning Board assuming Lead Agency status within the specified time frame pursuant to SEQRA.

A Draft Supplement to the Melville Generic Environmental Impact Statement (DSEIS) was submitted to the Planning Board on July 21, 2008. Upon review of the application materials and information contained in the DSEIS, the Planning Board adopted a positive declaration by Resolution dated August 6, 2008, determining that there may be significant adverse

environmental impacts as a result of the action. A revised DSEIS dated September 2008 and received on August 29, 2008 was reviewed by the Planning Board and its technical consultants, for adequacy and completeness in relation to the SEQRA and determined to be satisfactory with respect to its scope, content and adequacy for the purpose of commencing public review.

The Planning Board adopted a Notice of Completion of the DSEIS and Notice of SEQRA Hearing, establishing a public hearing date for October 1, 2008 and a written comment period ending on October 14, 2008. A copy of the DSEIS was provided to all involved and interested agencies. The comment period was later extended to October 24, 2008 at the request of the New York State Department of Transportation.

After the public hearing, transcripts and written comments were forwarded to the Applicant for review and response. The Applicant submitted a Final Supplemental Environmental Impact Statement ("FSEIS") to the Planning Board in November 2008. After technical review, the Town determined that the FSEIS submitted was incomplete. Thereafter, the Applicant submitted additional information, and upon review, the Planning Board determined that the environmental record on the application was adequate, accepting the FSEIS as complete on June 24, 2009.

Melville Generic Environmental Impact Statement

The subject site lies within the Melville-Route 110 (1988-1989) Generic Environmental Impact Statement (GEIS) study area. The study was prepared in response to traffic conditions in the Melville area. Recommended improvements stemming from the GEIS and related studies included: (1) improving the existing local roadway grid pattern especially in the vicinity of Ruland Road, Maxess Road and Republic Drive; (2) establishing the right-of-way for future construction of a road from Spagnoli Road to Old Country/Round Swamp Road as a travel alternative to NYS Route 110; (3) reconstructing the Northern State Parkway interchange to allow for the expansion of Route 110 to six lanes north of the Long Island Expressway to Jericho Turnpike (NYS 25); (4) expanding Walt Whitman Road, south of the Long Island Expressway, to four lanes with a center lane for left-turn movements; (5) establishing Floor Area Ratios, for all commercial and industrial zoning districts that will limit the intensity of development and encourage complementary retail service areas; and (6) implementing a land use plan which provides for core and non-core office/industrial areas and rezonings to residential uses. The Town in considering various development applications since 1990 implemented a number of the recommendations offered in the GEIS.

The GEIS examined conditions anticipated to the year 1992 and a Trend Plan to the year 2007. Some of the conclusions in the GEIS about mitigation are outdated; and none of the mitigation measures have been assured because none were mandated through specific changes to the Town Code. The 1993 Comprehensive Plan Update, which was adopted by the Planning Board but not by the Town Board, recognized the intent of the Melville GEIS. The GEIS and both the 1993 and Horizons 2020 Comprehensive Plan Updates indicated that the most significant problem in the area was traffic congestion. Many of the roadways in the Melville area are presently operating at or near unacceptable level-of-service (L.O.S.). Walt Whitman Road, a major collector, was rated "poor" in the Town Comprehensive Plan Updates due to limited

capacity for handling levels of traffic being placed on it during peak hours from commercial and industrial developments. Increases in the F.A.R. that exceed the Melville GEIS non-core office F.A.R. maximum of 0.20 may have a direct affect on traffic volumes, L.O.S., and traffic safety impacts. The Melville GEIS further recognized that while individual projects in and of themselves may not necessarily adversely affect the workings of the roadway system, it is the cumulative impacts of the individual projects that lead to congestion, and that their cumulative impacts may not be adequately mitigated without Town, County and State agency roadway infrastructure improvements. In 1993, the Tilles Investment Company prepared a Draft Supplement to the Melville-Route 110 Area GEIS in order to rezone the property from R-40 Residence District to I-1 Light Industry District. A Final Supplement and a Findings Statement to the GEIS and 1993 Comprehensive Plan Update was accepted as complete on March 22, 1994 and approved on April 5, 1994, respectively.

At its meeting of December 5, 2008, the Town Board voted unanimously to adopt the Town of Huntington Horizons 2020 Comprehensive Plan prepared by the Department of Planning and Environment and its professional planning consultant Wallace, Roberts & Todd. The 2020 Plan recognizes the importance of the Melville Employment Center to the region as a source of employment and tax revenue as well as the numerous complex issues including traffic congestion and visual character. Looking ahead, the 2020 Plan sets the following overall framework for addressing these issues:

"Because of the land consumptive character of existing development, growth pressures in the Melville Employment Center are likely to create pressures for taller buildings. However, more office space will require more parking spaces and increase traffic congestion. Parking requirements could be met through the provision of structured parking, either above or below grade. The proposed Canon headquarters is an example of a development type consisting of taller buildings and structured parking in order to preserve open space.

"Achieving the desired character of the Melville Employment Center will require changes to the existing zoning. Creation of a new office/employment zone should be considered with height, bulk, density and open space requirements that encourage a campus-like environment and make more economical use of land values. Taller office buildings should be considered in areas of high visibility. The Canon headquarters project provides a model for the type of height, open space, parking and other standards that could be incorporated into the district."
Chapter 8.2 of the 2020 Comprehensive Plan Update (Key Issues, Objectives and Recommendations) notes,

> "Extensive road widening or construction of new roads is no longer a feasible or cost effective option to reduce traffic congestion in Huntington. In contrast to past attempts to "build our way out of congestion" transportation planners now realize that – absent the use of other planning tools – adding lanes to expand capacity too often attracts increased traffic, ultimately resulting in more congestion. Present day solutions call for less reliance on capital-intensive improvements and more on targeted solutions, including:

- Integrated coordination and timing of traffic signals

- Targeted improvements such as turn lanes and intersection improvements to address congestion “hot spots”
- Comprehensive system management approaches such as Intelligent Transportation Solutions and Transportation Demand Management
- Improvements to support alternative modes of transportation, including walking, bicycling and transit

PROBABLE IMPACTS OF THE PROPOSED ACTION

Impact on Land, Plants and Animals

The subject parcel is generally flat in topography and contains successional naturalized meadow vegetation in various stages of recovery from having been cleared from past agricultural use, except for a 7.8 acre sloped wooded area on the western end of the property. The majority of the site’s existing naturalized vegetation will likely be removed as a consequence of the action and of the necessary soil remediation work required for any on-site residential or commercial development proposal. As indicated in the DSEIS, the action is expected to result in the removal/dispersal of existing on-site wildlife species, mostly perching birds and small mammals which are likely to re-establish themselves on adjacent or nearby properties. Additional though different habitat would be created through the construction of the ponds. The most ecologically sensitive portion of the property, the wooded and sloped area would be preserved with proposed modifications. The benefit of having this woodland area contiguous to the Pineridge Park Preserve would be ensured by the application of a covenant and restriction.

Impact on Water

Long Island is a sole source aquifer region for water supply. The Long Island Comprehensive Waste Treatment Management Plan (the 208 Study) as revised by the "Long Island Groundwater Management Plan," and subsequent revisions adopted by the Long Island Regional Planning Board places the subject site within Hydrogeologic (or groundwater management) Zone 1 and within the West Hills-Melville Special Groundwater Protection Area. This area is designated as a deep recharge area with vertical flow that provides recharge to portions of the deep flow aquifer system. The site does not contain or is not in the vicinity of any Town or State regulated surface waters. Impacts to groundwater are not expected to be substantial due to the fact that the proposed action will connect to an off-site sewage treatment plant Suffolk County Sewer District No. 3 that will reduce the potential for groundwater contaminants when compared to development having subsurface sanitary disposal systems.

This project is designed to be fully compliant with the groundwater and surface water-related regulations and guidances, as well as the applicable recommendations of the following:

- The 208 Study;
- Long Island Comprehensive Special Groundwater Protection Area Plan;

- The New York State Department Environmental Conservation State Pollutant Discharge Elimination System (SPDES) General Permit for Construction Activities Permit No. GP-02-01, as amended or revised and Town Code Chapter 170 for stormwater runoff, by implementation of a site-specific Storm Water Pollution Prevention Plan.
- Suffolk County Sanitary Code, Article 6, designed to protect groundwater quality in terms of sanitary discharge.
- Water Conservation methods to meet the Water Efficient Landscaping requirements of LEED certification.

Impact on Open Space

Although the Town has expanded its inventory of protected open space, the Town Comprehensive Plan notes the established trend away from farming to other land uses in the area. It is also important to note that the I-1 zoning of the site has been maintained since 1994, despite a Change of Zone Application in 2006 (The Hamlet at Half Hollow) to rezone the property to Retirement Community District (R-RM).

The subject parcel is within the eastern half of a larger approximately 816.9-acre parcel designated as OSI #SW-20 in the 1974 Town of Huntington Open Space Index Report prepared by the Huntington Conservation Advisory Council. The property was described as "sandbank and woodlands at Nassau County border, south of the Long Island Expressway" and was given a priority rating of three and four on a scale of one through six, relative to the value of the land as open space having some segment worthy of preservation, especially sloped area, although the property as a whole is only of average interest for ecological review. Open space features in the subject development will include the preservation of the majority of the wooded area on the western portion and peripheral vegetative buffer areas as well as recreational picnic area for employees in order to mitigate the loss of the Town of Huntington Open Space Index parcel.

The project may necessitate the construction of a parking garage addition if it is determined by the Planning Board that land banked parking needs to be developed at some future date per Town Code § 198-43; in turn, reducing more open space area than that anticipated in the impact statement.

Impact on Aesthetic Resources

The proposed office development land use is fully compatible with the Town Comprehensive Plan and the zoning requirements of the I-1 Light Industrial District. The action will result in a visual change to the property from that of former agricultural and now vacant successional vegetated land to an office building development.

The Applicant presented a visual assessment of the project, which included photo-simulations from Old Whitman Road, the westbound lane of the Long Island Expressway, South Service Road, and from Paumonauk Hills Court. Although the project will have views typical of the office uses along the Long Island Expressway, the project will result in a significant adverse

impact due to the loss of open views of the sky for residents to the south and agricultural views for passersby traveling on the Long Island Expressway South Service Road. Reducing building heights or shifting them to the west of their proposed locations to preserve views is neither practicable nor desirable. To mitigate these impacts, the Applicant is proposing peripheral screening vegetation and water treatments for buffering and softening the effect of the project.

The project site will have lighting at building entrances, walkways, parking areas, interior roads, and the access road. The lighting will be designed in conformance with the Town's "Dark Sky" law (Town Code Chapter 143) and to achieve the LEED light pollution reduction credit. Lighting will be designed to protect the environment, preserve the ability to view the celestial features of the night sky and conserve valuable energy resources as well as eliminate the potential from off-site spillover, including appropriate use of shields, a forty-five degree maximum cutoff, and lower watt, non-glare fixtures.

Impact on Cultural Resources

The subject site is not within any historic districts nor does it contain any historic or landmark structures. Historic and archaeological resources were thoroughly studied and analyzed in the DSEIS, through review of a Phase 1A and 1B Cultural Resource Investigation and a Phase II Archaeological Report. The Phase II report revealed evidence of a very small, probably single occurrence of hunting localities and the possibility of a small base camp. The results were coordinated with the New York State Office of Parks, Recreation and Historic Preservation (OPRHP) who indicated the issue was a matter of local determination. However, OPRHP did not concur with the assessment of the report and has asked for additional investigation (letter dated October 27, 2008). More recently the Applicant and OPRHP discussed historic resources on the property and as stated in the FSEIS, OPRHP will defer to the Town of Huntington Planning Board on this issue. The decision to defer this responsibility will require the need for closer monitoring by the Town of Huntington for historic resources during excavation and construction.

Impact on Traffic and Transportation

To fully assess the potential traffic generation from this project and impact upon existing road systems and traffic flow, the Planning Board required the Applicant to perform a Traffic Impact Study. The Applicant retained the firm of Atlantic Traffic & Design Engineers, Inc. to undertake and complete the Traffic Impact Study. The Town retained the firm of GPI Greenman – Pedersen, Inc. as a technical consultant for the traffic-related issues.

The subject property has approximately 2,500 feet of frontage along the eastbound Long Island Expressway (LIE) South Service Road and approximately 1,200 feet of frontage along the southbound Old Walt Whitman Road. The LIE (NYS Route 495) is a State owned road maintained by the New York State Department of Transportation. The exit 49S off-ramp, which is located along the subject site's frontage, connects the LIE to the LIE South Service Road. Old Walt Whitman Road is a local road under Town of Huntington jurisdiction with one (1) lane and a shoulder in each direction of travel.

The DSEIS indicates that the action will generate increased traffic volumes along adjacent roadways from that which currently exist on-site (the 'No Action' scenario) posing significant adverse impacts. A comprehensive package of traffic mitigation measures will be implemented to reduce the number of significant adverse traffic impacts. The traffic mitigation package will include physical roadway improvements, management strategies, shared ride service recommendations and traffic operational improvements. Traffic impacts will be ameliorated to the greatest extent practicable as recommended and deemed acceptable by the Town of Huntington and the New York State Department of Transportation (NYSDOT).

Irrespective of the subject application, NYSDOT has started construction on Route 110 at I-495 and expects to begin the reconstruction of Route 110 between I-495 and Northern Parkway within its 5-year capital construction program. These projects will include roadway improvements at the intersections of Old Country Road and NYS Route 110 and Old Country Road and Walt Whitman Road.

The project sponsor intends on committing funding for the roadway modifications and installation of traffic signals as set forth in the Roadway Mitigation Summary in Section 3.4.6 of the FSEIS and will cooperate in implementing the operational changes (including street closures, changes in street direction, signal timing modifications, restriping, and parking regulation modifications) described in the FSEIS.

Impact on Energy and Utilities

There is adequate capacity within the Town of Huntington for an office development of this size to handle the anticipated increase in energy and utility uses.

A Silver LEED Certification is required for the site in accordance with Town Code Chapter 197. The Applicant is seeking credits for optimizing energy performance and is committed to meeting Silver LEED certification.

Impact on Emergency Services

The project meets all the requirements of the *New York State Building Fire Prevention Code*. In addition, the Applicant will address additional measures to satisfy reasonable fire safety concerns of the Melville Fire District as summarized in the FSEIS.

Impact on Public Health

Environmental Site Assessments conducted in 2005 and 2007 indicated elevated levels of arsenic from former on-site agricultural operations and historic pesticide application. To address potential impacts to construction workers, employees and visitors from direct exposure to arsenic, such as dermal, ingestion and inhalation, a Soil Management Plan [SMP] was prepared in accordance with Suffolk County Department of Health Services [SCDHS] Division of Environmental Quality February 2006 *Procedures for Subdivisions, Developments or other Construction Projects with Potentially Contaminated Soils*, also referred to as the "SCDHS

Guidance Document". A copy of the Soil Management Plan [SMP], which includes the findings of the soil sampling program, is included in Appendix B of the DSEIS. The SMP was performed using the Suffolk County Department of Health Services [SCDHS] established protocols. According to the SCDHS Guidance Document, pesticide and metals analytical results are to be compared to the United States Environmental Protection Agency [USEPA] draft Soil Screening Levels [SSL] for Residential Scenario. The mitigation measures identified in the FSEIS are designed to keep residents or workers of sites with non-hazardous soils from coming into contact with impacted soils. Relevant sections of the SMP, including findings and the best management practices of impacted and clean soils during construction, have been included in the FSEIS.

A total of twenty-one (21) soil sampling locations were selected in order to assess soil conditions associated with general site soil conditions, and portions of the subject property proposed for open space (wooded area). The SMP contained in the DSEIS fully addresses the prior agricultural use of the site, associated presence of agricultural chemical residues in the soil, and the potential for such substances to impact future workers during construction and post-construction. That plan indicated the mitigation measures to be provided during the construction and post-construction periods (including dust suppression), and the DSEIS indicated future monitoring to ensure compliance with applicable SCDHS standards. Implementation of the SMP and dust control plan will be ensured through the Site Review process and monitored by the Town of Huntington Building Department and the Applicant's environmental consultant as appropriate.

Some of these measures to prevent people from coming into contact with contaminated soils include but are not limited to the placement of impacted soils beneath the proposed lined ponds, concrete building slabs, and asphalt/concrete roadways or walkways, or covering with a 6-inch to 12-inch thick cap of clean soil/topsoil and vegetated as required. The blending of soils as proposed in the SMP is not anticipated, however, should blending be utilized the blending operations will be completed in accordance with the SMP and any blended soils utilized as surface cover will not contain arsenic at a concentration that exceeds the SCDHS Guidance of 4 ppm.

Another location for the use of excess arsenic-impacted topsoil as fill was in the northwestern portion of the site in the same area where the North Parking Garage Phase II is proposed. Any re-management of soil in this area will require a supplemental plan. The SMP included in Appendix B of the DSEIS was determined to be an acceptable practice for remediation subject to conditions as identified by Planning Board Resolution dated October 22, 2008 included in Appendix E of the FSEIS. Conditions include requiring that any future site activities, such as Phase II construction that would result in exposure of arsenic-impacted capped soils shall be subject to a supplemental Soil Management Plan.

Impact on Air

The Planning Board finds that the project will not have a significant adverse impact upon air quality. To mitigate the potential impacts associated with dust generation and the migration of arsenic impacted soils, the Applicant will monitor ambient particulate concentrations and

implement watering and other dust control measures in accordance with the Site Specific Health and Safety Plan for Earthwork Operations (DSEIS, Appendix C).

In addition, to determine whether traffic generated by the project would impact air quality, an assessment was conducted in accordance with *New York State Department of Transportation Environmental Analysis Bureau Environmental Procedures Manual*. The assessment concluded that traffic generated by the proposal would not cause significant air impacts. To mitigate potential transportation-related air impacts during construction and operation, the Town will limit construction activities and the use of vehicles and equipment to specific work hours, and will require proper maintenance of construction vehicles and the use of appropriate emission control devices on construction equipment and vehicles.

Impact on Noise

As indicated in the DSEIS, the action is not expected to generate substantial noise or odor impacts. Currently, noise associated with the project site is limited to year-round traffic along the Long Island Expressway (NYS Route 495). The proposed project has the potential of generating noise during the construction phase, as well as during the operation phase. Existing residents adjoining to the south of the proposed development may be subject to noise generating impacts from vehicle movements during evening peak hours and from mechanical equipment such as exhaust fans and emergency generators. However, noise increases at the property line from vehicles, cooling towers and exhaust fans is expected to be 2-3dB, levels barely perceptible to the average person. The target criterion for the occasionally operated generators is 53 dB(A) at the property line, 5 dB(A) above the minimum daytime background noise level. During construction, the applicant has committed to limiting construction activity to normal workday hours. During operation of the project, the noise generated by traffic and mechanical equipment is not expected to be significant. Noise abatement measures (berm running along the southern boundary) and enclosures for external generators for reducing impacts are proposed. Therefore, the project will not have a significant adverse impact on the sound levels in the area of the project site.

Impact on Growth and Community Character

The proposed land use is fully compatible with the zoning requirements in the I-1 District and proposed and existing Town of Huntington Comprehensive Plans. The project is expected to generate economic activity in the form of employment, new businesses and possibly new residents and will contribute to growth in the County and State economies. The project is not expected to induce additional notable growth immediately outside the project site or significantly alter land use patterns. Although improvements are proposed (roadway, drainage, water, sewer), infrastructure in the study area is already well developed.

Property values of surrounding residences will likely not be adversely impacted by the project. Surrounding residences are already located near existing office uses. Further, the large-setbacks design of the project minimizes the visibility of the proposed project, as does the Applicant's plan to plant a vegetated buffer and berm. The project design was modified through the EIS process to include important open space for community character and open

space. This includes preservation of the sloped, wooded area at the southwest property boundary. This open space exceeds the LEED standard of 20% of the site area and complements the existing contiguous Town Park open space.

Cumulative Impacts

Cumulative impacts include the potential to create adverse traffic and traffic safety related impacts that could in turn require a greater need for roadway infrastructure improvements in the Melville area not previously considered. NYSDOT and Town efforts to improve Route 110, the Northern State Parkway and Walt Whitman Road/Old Country Road intersections are all geared towards improving traffic impacts, both existing and in the future.

Unavoidable Impacts

The following unavoidable impacts will result from the project:

- Change from agriculture use to office use
- Loss of open space
- Unmitigated construction impacts with respect to noise and traffic

Unavoidable impacts are effectively mitigated to the maximum extent practicable.

ALTERNATIVES

The DSEIS examined a limited range of alternatives. The alternatives are as follows:

<u>No-Action Alternative</u>
The no-action alternative involves leaving the subject site in its current state as vacant and undeveloped. As stated in the DSEIS, "With no action, there would be none of the significant economic benefits to the Town, Long Island, and region" and would fail to meet the needs of the project sponsor."

<u>At Grade Parking Alternative</u>
The At Grade Parking Alternative would consist of the same building construction with the elimination of the parking garage and all parking provided at grade. More specific detail has been included in the EIS.

<u>Non-LEED Alternative</u>
The Non-LEED Alternative would consist of a similar project without the use of LEED strategies.

The analysis concluded that the alternatives would either not offer any economic benefits or would not reduce project impacts when compared to the proposed project.

CONCLUSIONS

Analysis of the Draft and fFnal Supplemental EIS and comments received during the SEQRA

process has shown that the proposed project will result in some adverse environmental impacts. Adverse impacts include:

- Increase in traffic.
- Loss of open space and visual resources.
- Removal of existing naturalized vegetation on the majority of the subject parcel, most of which are the result of regarding and soil remediation.
- Permanent alteration of the natural topography.
- Displacement and/or loss of wildlife species.
- Increase of sanitary wastewater flows from that of an existing vacant site. However, due to the off-site disposal of sanitary wastewater under the purview of Suffolk County, and in compliance with the Suffolk County Sanitary Code, impacts to groundwater are not expected to be significant.
- Increase in the demand for community services.
- Increase in noise.
- Temporary increase in construction traffic, erosion, fugitive dust and noise, which will be ameliorated with design controls.

The project will result in a number of significant environmental impacts that cannot be fully mitigated. These impacts have been thoroughly analyzed in the FSEIS and summarized in this Findings Statement. As discussed above, the FSEIS has paid particular attention to identifying measures that will avoid or minimize these impacts to the maximum extent practicable.

In issuing this Findings Statement, the benefits of the project have been weighed against its significant adverse environmental impacts, taking into account not only the effectiveness of the measures imposed to mitigate those impacts, but the reasonable alternatives available to avoid or reduce them. The No Action Alternative would achieve none of the project's goals and objectives and the At Grade Parking alternative was shown to result in greater environmental impacts to land, ecological resources and conservation efforts.

The project will allow for efficient regional growth by locating a significant new LEED certified development off a major transportation corridor (NYS Route 495, Long Island Expressway). Although the project would adversely impact environmental resources, a proportionally higher economic benefit to the community is expected in terms of employment and tax revenue. Area earnings are projected to increase by over $1.3 billion. Area jobs will increase directly by 3,000 plus a projected 7,100 secondary jobs.

MITIGATION

The following mitigation measures have been identified for inclusion during the environmental review process:

- Based on an independent technical review by the Town's Traffic Engineer, in coordination with involved public agencies, the existing level of traffic congestion and demand combined with the site generated traffic of this project will result in impacts on traffic requiring roadway infrastructure improvements.

- The improvements proposed will enhance transportation in the local area, in addition to accommodating traffic from the proposed project.

- NYSDOT has endorsed the analysis methodologies and planning assumptions for the proposed traffic mitigation measures, and concurs with the findings in this document and the feasibility of the measures.

- An offsite traffic mitigation strategy is vital for minimizing adverse effects resulting from the proposed development. A schedule for development of final plan details and implementation of funding and reporting is an appropriate condition for assuring project completion and addressing potential traffic impacts.

- The following improvements will be funded by a Development Impact Fee in the amount of $1.3 Million dollars to be paid by the Applicant and deposited in the Town's Trust and Agency Account established for traffic improvements associated with the Walt Whitman Road area. Surplus funds remaining after the completion of the following improvements will be used by the Town for economic development programming and transportation infrastructure in Melville.

	LOCATION	**MITIGATION IMPROVEMENT**
1	Canon Frontage Walt Whitman Rd.	Additional SB through lane along WWR; merges back to one prior to southerly egress driveway and not conflicting with the existing right turn lane at Paumonauk Hills Court. Sufficient dedication must be provided to allow for maintaining the existing northbound shoulder and 1 NB lane, center median, two SB through lanes, necessary right turn lanes into Canon. Also, included are any utility and/or drainage relocation or improvements, curb and sidewalk provisions and any requisite improvements within the established Town right-of-way.
2	Walt Whitman Rd @ Canon Main Driveway	Traffic Signal Installation
3	Walt Whitman Rd. & Old Country Rd.	Traffic Signal Modifications
4	Walt Whitman Rd. & Pinelawn Rd./Sweet Hollow Rd.	Traffic Signal Modifications
5	Walt Whitman Rd. Bridge	Pavement marking upgrades along north and south approaches to the bridge.
6	Walt Whitman Rd. & Pineridge Street	Traffic Signal Modifications
7	Walt Whitman Rd. & Northgate Cir./Baylis Rd.	Traffic Signal Modifications
8	Walt Whitman Rd.& Park Drive	Traffic Signal Modifications

9	Walt Whitman Road -general	All signals from the LIE South Service Rd. to Park Drive must be interconnected. The Town of Huntington Traffic Engineer will determine the interconnection method based on the field inspection and consultations with the Applicant's engineer.

- The following improvements will benefit the regional transportation system and are required in order to mitigate the traffic impacts related to the Canon project. The Town, in cooperation with the Applicant, is seeking grant funding from the Federal Government, New York State and Suffolk County to fund these improvements:

	LOCATION	**MITIGATION IMPROVEMENT**
1	LIE South Service Rd	Widening to provide additional EB through lane beginning at Eastbound LIE Exit 49S continuing easterly along Canon's frontage through WWR to meet widened EB approach just west of RT. 110. Upgrade signalization.
2	Walt Whitman Rd. & LIE N. Service Rd.	Additional NB left turn bay Additional WB Service Road through lane beginning west of Route 110 continuing through WWR to the westbound I-495 entrance ramp. SB roadway widening and realignment of west curb between NSR and Cottontail Road may be required and should be confirmed during final design. Upgrade Signalization
3	NYS RT. 110 & Old Country Rd.	Traffic Signal Modifications
4	NYS RT. 110 & LIE N. Service Road	Traffic Signal Modifications
5	NYS RT. 110 & LIE S. Service Road	Traffic Signal Modifications
6	NYS RT. 110 & Walt Whitman Rd.	Traffic Signal Modifications
7	Round Swamp Rd. & LIE N Service Road and S. Service Rd.	Traffic Signal Modifications

Prior to the Planning Board granting final site plan approval of the project, the Applicant, the Town and the New York State Department of Transportation will agree to an Infrastructure Implementation Plan that will detail the source of funding and the timing for the construction of the infrastructure improvements detailed above, and the final site plan approval will be subject to the acceptance of the Infrastructure Implementation Plan by the New York State Department of Transportation. The Applicant and the Town of Huntington will continue to work cooperatively to obtain grant financing or public monies for public infrastructure improvements in the project area.

The Applicant shall also address the following mitigation measures:

- To maintain the proposed woodland preserve area including habitat, slopes and sensitive natural features, a covenant and restriction shall be required for protecting it from development in perpetuity.
- Project personnel and Town of Huntington inspectors shall monitor the soil remediation phase, site work and the construction phase of development for archeological

materials. If subsurface paleontological, archaeological or historical resources or remains, including unusual amount of bones, stones, shells or pottery shards are discovered during excavation or construction of the site, all work within 100 feet shall stop immediately and a qualified archaeologist shall be consulted to develop, if necessary, further measures to reduce any cultural resource impact before construction continues.

- As part of the building permit process, the Applicant shall address fire safety issues as required by the New York State Building Fire Prevention Code. In addition, the Applicant shall address additional measures to satisfy reasonable fire safety concerns of the Melville Fire District that are necessary for public safety. No building permit for a building, structure or use shall be issued in whole or in part without certification in writing from the Town of Huntington Fire Marshal that the construction documents for such building, structure or use are satisfactory.

CERTIFICATION OF FINDINGS

Having considered the Draft and Final Supplemental Environmental Impact Statements, including the comments received on the DSEIS, and having considered the preceding written facts and conclusions relied upon to meet the requirements of 6 NYCRR 617.9, ESD finds and certifies that:

1. The requirements of Article 8 of the New York State Conservation Law and the implementing regulations of the New York State Department of Environmental Conservation, 6 NYCRR Part 617, have been met;

2. Consistent with the social, economic and other essential considerations from among the reasonable alternatives thereto, the proposed action will minimize or avoid, to the maximum extent practicable, the adverse environmental effects including the effects disclosed in the DSEIS and FSEIS and set forth in this Findings Statement;

3. Consistent with the social, economic and other essential considerations described above, the incorporation in the development of this Project of the mitigation measures described in the DSEIS, FSEIS and in this Findings Statement, will minimize or avoid the adverse environmental impacts associated with the development of the Project which were identified in the DSEIS, FSEIS and in this Findings Statement; and

4. The Project is in compliance with Section 14.09 of the State Historic Preservation Act.

Agency: NYS Urban Development Corporation d/b/a Empire State Development

Signature of Responsible Officer: _____

Name of Responsible Officer: Rachel Shatz

Title of Responsible Officer: Vice President, Planning & Environmental Review

Date: _____

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Buffalo Billion Initiative – Buffalo (Western New York Region – Erie County) – Daemen College Capital – Buffalo Regional Innovation Cluster (Capital Grant)

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

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General Project Plan

I. Project Summary

Grantee: Daemen College

ESD* Investment: A grant of up to $1,983,949 to be used as reimbursement for a portion of hardware, software, screening room, and furnishing expenditures.

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

Project Location: 2495 Main Street, Buffalo, Erie County (the "Tri-Main Building")

Proposed Project: Establish a new post-production visual effects ("VFX") hub.

Project Type: Upgrade facilities to accommodate a training program at Daemen College

Regional Council: The Western New York ("WNY") Regional Economic Development Council oversees the Buffalo Billion Investment Development Plan. This project is part of Governor Cuomo's Buffalo Billion Initiative to promote education and innovation, and to create job opportunities for young

adults.

II. Project Cost and Financing Sources

Financing Uses	Amount
Hardware	$183,489
Software	1,209,960
Screening Room	544,000
Furnishings	46,500
Working Capital	220,351
Total Project Costs	$2,204,300

Financing Sources	Amount	Percent
ESD – Grant	$1,983,949	90%
Grantee Equity	220,351	10%
Total Project Financing	$2,204,300	100%

III. Project Description

A. Grantee

Industry: Daemen College is a four-year educational institution that awards undergraduate and graduate degrees and certificates for programs registered with the New York State Board of Regents.

Grantee History: The Grantee was established in 1947 as Rosary Hill College by the Sisters of St. Francis of Penance and Christian Charity. Originally a liberal arts college for women, it became co-educational in 1971. In 1976, it became independent and non-sectarian, and was renamed Daemen College.

Ownership: Daemen College is private college. It is governed by President and Chief Executive Officer, Gary A. Olson, and a 30-member Board of Trustees.

Size: The Grantee has two locations in Erie County with a total average enrollment of 3,000 students per semester.

Market: The Grantee offers undergraduate and graduate degrees in Arts and Sciences and Health and Human Services.

ESD Involvement: Due to the demand for visual effects, the post-production portion of film budgets has been increasing dramatically over the last several years. In New York State alone, the motion picture and television industry is responsible for over 91,000 direct jobs and $8.2 billion in wages annually

for production and distribution-related jobs. Over the last eighteen months, Governor Cuomo has strengthened incentives to attract post-production film and television activity to New York State, specifically with the New York State Film Production Tax Credit Program, which increases the percentage of tax credits available for projects that did not film in New York but will now qualify for credits for post-production work done in New York; the Upstate New York 10% Labor Credit; and START-UP NY (SUNY Tax-free Areas to Revitalize and Transform Upstate NY), which will transform SUNY campuses and other university communities across the state into tax-free communities for new and expanding businesses. These incentives will pave the way to create a new post production and visual effects industry in our state, particularly in Upstate New York.

In 2010, Daemen College collaborated with IBC Digital, a Buffalo production company specializing in commercials, animation and visual effects to establish the International Center for Excellence in Animation ("ICEA") program. ICEA is a successful animation educational program at Daemen College, but it was determined that graduating students would leave the WNY area due to the lack of local employment opportunities. In early 2012, Daemen and IBC Digital notified ESD that they were considering establishing a VFX hub, a collaborative initiative involving a Visual Effects Workforce Training Certificate Program (the "Training Program") and creating a new WNY company to provide the growing visual effects industry with alternatives to outsourcing visual effects, animation and post-production overseas, while maintaining native WNY ICEA graduates. Daemen began the State accreditation process to establish the Training Program, a sixteen-week skilled course in rotoscoping, compositing, camera tracking and 2D and 3D conversion. Subsequently, in early 2013, IBC Digital and Sixteen 19, a global production services company based in New York City specializing in digitally acquired productions, partnered to establish the new visual effects services company, Empire Visual Effects, LLC ("Empire Visual"), to service major television and feature film production companies and studios. Graduates of Daemen's Training Program would be offered employment by Empire Visual.

Daemen College and Empire Visual had laid the ground work for the VFX hub, however did not have sufficient funds necessary for a state-of-the-art post-production/animation platform. As a result, in July 2013, Governor Cuomo pledged to invest $4.5 million of the Buffalo Billion to establish the VFX hub and create Daemen College's Training Program and Empire Visual's VFX studios. Daemen College was awarded $1,983,949; Empire Visual was awarded $2.5 million for the project.

Competition: N/A

Past ESD Support: In February 2003, the ESD Board of Directors approved a $50,000 CEFAP grant for restoration of and renovations to Daemen College's Rosary Hall. The project was completed in June of the same year and funds were fully disbursed.

B. The Project

Completion: August 2014

Activity: Daemen College will complete interior renovations to approximately 15,890 square feet of its leased space including additional classrooms and will create a 750-square-foot screening room with acoustics and soundproofing. Daemen will also acquire and install new hardware and software including computer and network system connectivity equipment, audio/visual equipment for studio and editing rooms, production equipment, and rendering hardware and software, office furnishings and working capital expenses necessary to expand the Training Program, the first of its kind in New York State and one of a few nationwide. Daemen College has entered into agreements with Broome Community College and Niagara, Monroe and Erie County Community Colleges to facilitate access to students with Associate Degrees in technology training and an interest in post-production activities. Under this agreement, students will be directed to the accredited Training Program, which is expected to accommodate up to 60 students per year when fully operational.

Results: Daemen has already completed a pilot Training Program, with three students graduating on October 15, 2013. The current semester has 15 students, with graduation scheduled for January 2014.

While Daemen does not have a job commitment associated with its project, its VFX hub partner, Empire Visual, will create 150 new jobs in the post-production industry by January 1, 2019. By January 2014, Empire Visual expects to be operational and employ 25 people, of which 15-18 are expected to be graduates of the Training Program.

Additionally, the project is expected to spur workforce development; provide accessible employment to inner-city residents as it's strategically on public transportation routes; promote smart growth by utilizing an existing structure in the heart of the City of Buffalo; provide training for employment to ICEA and related students who would historically leave WNY to pursue careers in the industry elsewhere; and is expected to result in spin-off business units and/or relocation of existing companies in post-production, visual effects or related services. The 700,000-square-

foot Tri-Main Building could easily accommodate these related entities, further expanding the VFX hub.

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

Grantee Contact: Dr. Laura Sommer, Chair, Visual and Performing Arts Department
4380 Main Street
Amherst, NY 14226
Phone: (716) 839-8359

ESD Project No.: Y609

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

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of 1% of the $1,983,949 capital grant ($19,840) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

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

3. The Grantee will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after written acceptance of ESD's Incentive Proposal. 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 $1,983,949 will be disbursed to Grantee upon completion of the project substantially as described in these materials, and documentation verifying project expenditures of $2,204,300, including $1,983,949 in capital expenditures, assuming that all project approvals have been completed and funds are available. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenditures must be incurred on or after July 11, 2013,

to be considered eligible project costs. All disbursements must be requested by April 1, 2019.

5. The Grantee will report to ESD every year for five years, beginning in August 2014, the following performance measures:
    a. The number of students enrolled in the Training Program;
    b. The number of students that graduated from the Training Program;
    c. The employment placement rate for all students who have graduated from the Training Program, indicating the number of those who were placed within the WNY region;
    d. Annual Operating Expenses of the Training Program.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $1,983,949, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

IV. Statutory Basis – Buffalo Regional Innovation Cluster

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 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 policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 10%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 5% and a Women Business Enterprise ("WBE") Participation Goal of 5% related to the total value of ESD's funding.

VII. ESD Employment Enforcement Policy

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

retain jobs.

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

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

IX. Additional Submissions to Directors

Resolutions
New York State Map
Project Finance Memorandum

Buffalo Billion Initiative – Buffalo (Western New York Region – Erie County) – Daemen College Capital – Buffalo Regional Innovation Cluster (Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Daemen College a grant for a total amount not to exceed One Million Nine Hundred Eighty-three Thousand Nine Hundred and Forty-nine Dollars ($1,983,949) from the Buffalo Regional Innovation Cluster, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

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

* * *

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Buffalo Billion Initiative – Buffalo (Western New York Region – Erie County) – Empire Visual Effects Capital – Buffalo Regional Innovation Cluster (Capital Grant)

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

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General Project Plan

I. Project Summary

Grantee: Empire Visual Effects, LLC ("Empire Visual" or the "Company")

ESD* Investment: A grant of up to $2,500,000 to be used as reimbursement for a portion of capital expenditures including furniture, fixtures, equipment, Information Technology ("IT") infrastructure, and interior renovations.

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

Project Location: 2495 Main Street, Buffalo, Erie County (the "Tri-Main Building")

Proposed Project: Establish a new post-production visual effects "VFX" hub.

Project Type: Upgrade facilities to accommodate a training program involving job creation.

Regional Council: The Western New York ("WNY") Regional Economic Development Council oversees the Buffalo Billion Investment Development Plan. This project is part of Governor Cuomo's Buffalo Billion Initiative to promote innovation,

smart growth, and job opportunities for young adults.

Employment:	Initial employment at time of ESD Incentive Offer:	0
	Current employment level:	0
	Minimum employment on January 1, 2019:	150*

*At least 25% must be Full-time Permanent Employees.

II. Project Cost and Financing Sources

Financing Uses	Amount
Furniture, Fixtures, and Equipment	$2,162,000
IT Infrastructure	663,000
Interior Renovations	175,000
Total Project Costs	$3,000,000

Financing Sources	Amount	Percent
ESD – Grant	$2,500,000	83%
Company Equity	500,000	17%
Total Project Financing	$3,000,000	100%

III. Project Description

A. Company

Industry: The Company provides post production of media including all of the editing after filming is complete, the addition of VFX, color correction, and sound editing and mixing.

Company History: Empire Visual was established in 2013 through a partnership between IBC Digital, a Buffalo production company specializing in commercials, animation and visual effects, and Sixteen19, a global production services company based in New York City specializing in digitally acquired productions. Empire Visual will partner with, and act as a special advisor to, Daemen College (Buffalo, NY), a private four-year educational institution offering undergraduate and graduate degrees. Together, they will create a world-class VFX hub to transform Upstate and WNY into a major film, animation, and post production destination for the media industry.

Ownership: The Company is privately owned.

Size: Empire Visual has one newly-established facility in Buffalo, NY.

Market: The Company provides visual effects services to the world's film and media industry. Primary competitors in the post-production industry are located in India, China, and Singapore.

ESD Involvement: Due to the demand for visual effects, the post-production portion of film budgets has been increasing dramatically over the last several years. In New York State alone, the motion picture and television industry is responsible for over 91,000 direct jobs and $8.2 billion in wages annually for production and distribution-related jobs. Over the last eighteen months, Governor Cuomo has strengthened incentives to attract post-production film and television activity to New York State, specifically with the New York State Film Production Tax Credit Program, which increases the percentage of tax credits available for projects that did not film in New York but will now qualify for credits for post-production work done in New York; the Upstate New York 10% Labor Credit; and START-UP NY (SUNY Tax-free Areas to Revitalize and Transform Upstate NY), which will transform SUNY campuses and other university communities across the state into tax-free communities for new and expanding businesses. These incentives will pave the way for the creation of a new post production and visual effects industry in our state, particularly in Upstate New York.

In 2010, Daemen College collaborated with IBC Digital to establish the International Center for Excellence in Animation ("ICEA") program. ICEA is a successful animation educational program, but it was determined that graduating students would leave the WNY area due to the lack of local employment opportunities. In early 2012, Daemen and IBC Digital notified ESD that they were considering establishing a VFX hub, a collaborative initiative involving a Visual Effects Workforce Training Certificate Program (the "Training Program") and creating a new WNY company to provide the growing visual effects industry with alternatives to outsourcing visual effects, animation and post-production overseas, while maintaining native WNY ICEA graduates. Daemen began the State accreditation process establish the Training Program, a sixteen-week skilled course in rotoscoping, compositing, camera tracking and 2D and 3D conversion. Subsequently, in early 2013, IBC Digital and Sixteen 19 partnered to establish Empire Visual to service major television and feature film production companies and studios. Graduates of Daemen's Training Program would be offered employment by Empire Visual.

Empire Visual and Daemen College had laid the ground work for the VFX hub, however, they did not have sufficient funds necessary for a state-of-the-art post-production/animation platform. As a result, in July 2013, Governor Cuomo pledged to invest $4.5 million of the Buffalo Billion to establish the VFX hub and create Daemen College's Training Program and Empire Visual's VFX studios. Empire Visual was awarded $2.5 million; Daemen College was awarded $1,983,949 for the project.

Competition: N/A

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

B. The Project

Completion: December 2017

Activity: Empire Visual will complete interior renovations to 15,000 square feet of leased space and acquire and install IT infrastructure including a production server, internet and network connectivity hardware and software, high-speed computers, high-resolution monitors, shared storage and furniture, fixtures and equipment necessary to establish a world-class post-production visual effects operation as part of the VFX hub. Through a strategic partnership with the University at Buffalo ("UB"), Empire Visual will be able to access UB's Center for Computational Research, one of the largest supercomputers in the United States, to develop massive high-performance rendering solutions for its customers. The Company will have access control, monitoring and security systems in place to protect the confidentiality of its worldwide clientele and will deploy a state-of-the-art pipeline infrastructure allowing projects to be managed from the bidding process through final delivery with tracking of task completion, work progress, revisions requests and hours spent.

Results: The project will create 150 new jobs in the post-production industry by January 1, 2019.

Empire Visual's partner, Daemen College has established the Training Program, co-located in the Tri-Main Building, and will be simultaneously completing a $2.2 million capital investment to accommodate up to 60 Training Program students per year. Daemen's Training Program graduates will be offered employment by Empire Visual. By January 2014, Empire Visual expects to be operational with 25 employees, of which 15-18 are expected to be graduates of the Training Program and the remainder will be recruits from existing post-production companies and/or local hires. Because of the freelance nature of the post-production industry, up to 75% of the jobs will be contract employees.

Additionally, the project is expected to spur entrepreneurship; provide accessible employment to inner-city residents as it's strategically on public transportation routes; promote smart growth by utilizing an existing structure in the heart of the City of Buffalo; capture over $25 million of visual effect services over five years, which are currently outsourced overseas; provide high-paying employment to ICEA and related graduates who would

historically leave WNY to pursue careers in the industry elsewhere; and is expected to result in spin-off business units or relocation of existing companies in post-production, visual effects or related services. The 700,000-square-foot Tri-Main Building could easily accommodate these related entities, further expanding the VFX hub.

Business Investment Project:

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

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

- Fiscal benefits to NYS government from the project are estimated at $4,152,421;
- Fiscal cost to NYS government is estimated at $2,500,000;
- Project cost to NYS government per direct job is $31,746;
- Project cost to NYS government per job (direct plus indirect) is estimated at $18,876;
- Ratio of project fiscal benefits to costs to NYS government is 1.66:1;
- Fiscal benefits to all governments (state and local) are estimated at $7,137,266;
- Fiscal cost to all governments is $2,500,000;
- All government cost per direct job is $31,746;
- All government cost per total job is $18,876;
- The fiscal benefit to cost ratio for all governments is 2.85:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $45,169,767, or $341,044 per job (direct and indirect);
- The economic benefit to cost ratio is 18.07:1;
- Project construction cost is $838,000, which is expected to generate eight direct job years and five indirect job years of employment;
- For every permanent direct job generated by this project, an additional 0.69 indirect job is anticipated in the state's economy;
- The payback period for NYS costs is five years.

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

Grantee Contact:	Mr. Ben Porcari, Managing Partner 2495 Main Street, Suite 540 Buffalo, NY 14214 Phone: (716) 390-5002	
ESD Project No.:	Y612	
Project Team:	Origination	Adam Sassone
	Project Management	Jean Williams
	Contractor & Supplier Diversity	Vikas Gera
	Finance	Ross Freeman
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $2,500,000 capital grant ($25,000) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

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

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

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

The position held by a Full-time Contract Employee must be a year-round position or (b) two part-time, private-sector employees (or self employed individuals) that are not on the Grantee's payroll but who have worked for the Grantee at the Project Location for a combined minimum of thirty-five hours per week for not less than four consecutive weeks providing services that are similar to services that would otherwise be performed by a Full-time Permanent Employee. The maximum number of Contract Employees shall not exceed 75%.

5. Up to $2,500,000 will be disbursed to the Grantee in five installments as follows:

a) An Initial Disbursement of 90% of capital expenditures (disbursement not to exceed $637,000) upon documentation of project expenditures of up to $707,875 and employment of at least 25 Full-time Permanent and Contract Employees, of which at least 25% must be Full-time Permanent Employees, at the Project Location, provided Grantee is otherwise in compliance with program requirements;

b) A Second Disbursement of 90% of capital expenditures (disbursement not to exceed $696,000), upon documentation of additional project expenditures of up to $773,525 (aggregate total of $1,481,400), and employment of at least 50 Full-time Permanent and Contract Employees, of which at least 25% must be Full-time Permanent Employees, at the Project Location (Employment Increment of 25), provided Grantee is otherwise in compliance with program requirements;

c) A Third Disbursement of 90% of capital expenditures (disbursement not to exceed $397,000) will be disbursed upon documentation of additional project expenditures of up to $442,175 (aggregate total of $1,923,575) and employment of at least 75 Full-time Permanent and Contract Employees, of which at least 25% must be Full-time Permanent Employees, at the Project Location (Employment Increment of 25), provided Grantee is otherwise in compliance with program requirements;

d) A Fourth Disbursement of 90% of capital expenditures (disbursement not to exceed $505,000) will be disbursed upon documentation of additional project expenditures of up to $562,075 (aggregate total of $2,486,650) and employment of at least 100 Full-time Permanent and Contract Employees at the Project Location, of which at least 25% must be Permanent Full-time Employees, at the Project Location (Employment Increment of 25), provided Grantee is otherwise in compliance with program requirements;

e) A Fifth Disbursement of the remainder of the grant will be disbursed upon substantial completion of the project as described in these materials, documentation of an aggregate total of $3,000,000 in capital project expenditures, and employment of at least 150 Full-time Permanent and Contract Employees, of which at least 25% must be Permanent Full-time Employees, at the Project Location (Employment Increment of 50), 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 reimbursed by ESD's grant must be incurred on or after July 11, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2019.

6. 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 Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

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

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

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

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

Baseline Employment	0

A	B
Reporting Date	Employment Goals
February 1, 2015	#+V+W+X+Y+Z
February 1, 2016	#+V+W+X+Y+Z
February 1, 2017	#+V+W+X+Y+Z
February 1, 2018	#+V+W+X+Y+Z
February 1, 2019	#+V+W+X+Y+Z
February 1, 2020	#+V+W+X+Y+Z
February 1, 2021	#+V+W+X+Y+Z

V = 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. V=25, and Employment Goals shall equal [0 + V = 25*] 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 V=0.

W = 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. W=25, and Employment Goals shall equal [0 + V + W = 50*] 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 W=0.

X = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. X=25, and Employment Goals shall equal [0 + V + W + X = 75*] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then X=0.

Y = Grantee's Employment Increment that will be the basis of the Fourth Disbursement of the Grant as described in section C.5 above (i.e. Y=25, and Employment Goals shall equal [0 + V + W + X + Y = 100*] if the Fourth Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Fourth Disbursement has not yet been made then Y=0.

Z = Grantee's Employment Increment that will be the basis of the Fifth Disbursement of the Grant as described in section C.5 above (i.e. Z=50, and Employment Goals shall equal [0 + V + W + X + Y + Z = 150*] if the Fifth Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Fifth Disbursement has not yet been made then Z=0.

*At least 25% must be Full-time Permanent Employees.

IV. Statutory Basis – Buffalo Regional Innovation Cluster

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 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 policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 10%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 5% and a Women Business Enterprise ("WBE") Participation Goal of 5% related to the total value of ESD's funding.

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

November 18, 2013

Buffalo Billion Initiative – Buffalo (Western New York Region – Erie County) – Empire Visual Effects Capital – Buffalo Regional Innovation Cluster (Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Empire Visual Effects, LLC a grant for a total amount not to exceed Two Million Five Hundred Thousand Dollars ($2,500,000) from the Buffalo Regional Innovation Cluster, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

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

* * *

Project Summary
Benefit-Cost Evaluation[1]

Empire Visual Effects, LLC – Business Investment

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

Initial Jobs: **0** **Construction Job Years (Direct):** **8**
New Jobs: **150 over five years** **Construction Job Years (Indirect)**: **5**

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks[2]	Project Results State & Local Government	State & Local Government Benchmarks
Fiscal Costs[3]	$2,500,000	$794,250	$2,500,000	$1,020,500
Fiscal Benefits[4]	$4,152,421	$2,085,600	$7,137,266	$4,271,980
Fiscal Cost /Direct Job	$31,746	$3,000	$31,746	$4,110
Fiscal Cost/Total Jobs	$18,876	$1,424	$18,876	$1,964
Fiscal B/C Ratio	1.66	7.00	2.85	10.60
	Project Results	**Benchmarks**		
Economic Benefits[5]	$45,169,767	$119,468,000		
Econ. Benefits/Total Jobs	$341,044	$147,600		
Economic B/C Ratio	18.07	75.00		

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

[2] The current project evaluation results (both fiscal and economic) are compared to performance measure benchmarks based on results of a sample of ESD non-retail projects. Business Investment project benchmarks are 7.00 (Fiscal) and 75.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

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

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

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

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Lackawanna (Western New York Region – Erie County) – Welded Tube Capital – Economic Development Purposes Fund (Capital Loan)

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

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General Project Plan

I. Project Summary

Borrower: Welded Tube USA, Inc. ("Welded Tube" or the "Company")

ESD* Investment: A loan of up to $3,000,000 to be used for a portion of construction costs.

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

Project Location: 2537-2539 Hamburg Turnpike, Lackawanna, Erie County

Proposed Project: Construct and equip a high-speed steel pipe manufacturing mill.

Project Type: New business involving job creation.

Regional Council: The Western New York Regional Council has been made aware of this item. The project is consistent with the Regional Plan as it creates jobs in the field of advanced manufacturing and encourages smart growth by utilizing a vacant former industrial site with existing infrastructure.

Employment:	Initial employment at time of ESD Incentive Offer:	0
	Current employment level:	33
	Minimum employment on September 1, 2013:	25

Loan Financing: The loan will provide permanent financing for a 20 year term at an annual interest rate of 4% with interest only payments in years one and two.

Security: ESD will hold a second lien on the real estate of the Company or any related entity holding title to the real estate. The amount of the first lien held by any other institution on this same real estate shall not exceed the amount of the outstanding balance of the loan provided to finance this specific project by said other institution.

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction Costs	$18,600,000
Machinery & Equipment	29,650,000
Total Project Costs	$48,250,000

Financing Sources	Amount	Percent	Rate/Term/Lien
ESD – Loan	$ 3,000,000	6%	4%/20yrs/2nd lien on RE
Scotiabank – Loan	20,000,000	41%	LIBOR + 2.50%/5yrs/1st lien on present and future assets
Scotiabank – Loan*	5,000,000	10%	LIBOR + 2.50%/2yrs/1st lien on present and future assets
Erie County Industrial Development Agency (Regional Development Corporation) – Loan	2,000,000	4%	4%/5yrs/2nd lien on all business assets, excluding RE
Erie County Industrial Development Agency – Grant	1,000,000	2%	
Erie County Industrial Development Agency (Regional Development Corporation) – Forgivable Loan**	1,000,000	2%	4%/5yrs/unsecured
National Fuel – Grant	42,000	1%	
National Grid – Grant	250,000	1%	
Company Equity	15,958,000	33%	
Total Project Financing	$48,250,000	100%	

* Bridge loan for U.S. Federal Brownfield Tax Program credits
** Forgiven if job requirements are met

III. Project Description

A. Company

Industry:	The Company manufactures large scale metal fabricated products, including steel tubing for the natural gas and petroleum extraction industry.
Company History:	Welded Tube was established in 2012 as a wholly-owned subsidiary of Welded Tube of Canada Corp. (the "Parent") to launch a U.S. operation. The Parent, founded in 1970 in Ontario, Canada, produces approximately 350,000 tons of tubular products annually including American Petroleum Institute-certified oil country tubular goods from its Canadian facilities in Welland, Port Colborne, and Concord, Ontario.
Ownership:	The Company is a wholly-owned subsidiary of Welded Tube of Canada Corp.
Size:	Welded Tube has one newly-established location in Lackawanna, New York. The Parent employs over 600 people at its five North American manufacturing operations.
Market:	The Company produces steel tubing which is shipped to the Parent's Canadian operations for finishing and shipment to end users in the natural gas and petroleum extraction industries. Major customers of the finished product include Ken Miller Supply Inc. (Wooster, Ohio), MRC Global Supplier of Choice (Tulsa, Oklahoma), Fedmet Tubulars (Alberta, Canada). Competitors include Tenaris (Houston, Texas), TMK IPSCO (Houston, Texas), and U.S. Steel Tubular (Pittsburgh, Pennsylvania).
ESD Involvement:	In 2012, the Parent identified a need to expand production operations to remain competitive and support continued market demand for steel tube and pipes. The Parent had been unable to produce sufficient pipe at its existing locations forcing it to purchase carbon tubes from its competitors to be converted into alloy casing products. The Parent considered expanding operations in Welland, Ontario, or establishing a new operation in Buffalo or Alabama for the production of steel tubes. Although the Buffalo site was in close proximity to the Parent which would allow for easy transport of product to Canada via rail and roadways, Buffalo was at a disadvantage as the State of Alabama offered tax incentives, a building for a cost of $1, and lower labor costs. To encourage the Company to expand in NYS, ESD provided an Incentive Proposal to the Company in early 2012. In May 2012, Welded Tube accepted ESD's offer of a $3 million loan and $2 million in Excelsior Jobs Program ("Excelsior") tax credits, resulting in the decision to proceed with the construction of the $48 million facility in Erie County.

Competition: The Company considered expanding in Ontario, Canada or Alabama.

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

B. The Project

Completion: September 2013

Activity: The project, which began in 2012, involved the acquisition of 45 acres of vacant industrial land on a portion of the former Bethlehem Steel site; construction of a 109,000-square-foot, single-story engineered steel building to house the production line; and acquisition and installation of new machinery and equipment necessary to establish a U.S. steel pipe manufacturing mill. The Company is expected to produce 100,000-150,000 tons of steel pipe per shift, which will be shipped to the Parent's Welland, Ontario facility for finishing.

Results: The project was to create 25 new jobs by September 2013, restoring manufacturing jobs to a highly-distressed area. The Company has already has created 33 jobs and plans to create approximately 20 more jobs within the next year. Moreover, the project promotes Smart Growth by converting a former Brownfield site with existing infrastructure in the City of Lackawanna to a state-of-the art manufacturing facility.

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

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

- Fiscal benefits to NYS government from the project are estimated at $5,097,797;
- Fiscal cost to NYS government is estimated at $4,741,797;
- Project cost to NYS government per direct job is $237,090;
- Project cost to NYS government per job (direct plus indirect) is estimated at $107,270;
- Ratio of project fiscal benefits to costs to NYS government is 1.08:1;

- Fiscal benefits to all governments (state and local) are estimated at $7,200,836;
- Fiscal cost to all governments is $4,741,797;
- All government cost per direct job is $237,090;
- All government cost per total job is $107,270;
- The fiscal benefit to cost ratio for all governments is 1.52:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $39,882,982, or $902,245 per job (direct and indirect);
- The economic benefit to cost ratio is 5.23:1;
- Project construction cost is $18,600,000, which is expected to generate 177 direct job years and 113 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.21 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is 12 years.

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

Borrower Contact: Mr. Robert S. Mandel, President
111 Rayette Road
Concord, Ontario, Canada L4K 2E9
Phone: (905) 669-1111

ESD Project No.: X886

Project Team:		
	Origination	Diego Sirianni
	Project Management	Jean Williams
	Legal	Stephen Gawlik
	Contractor & Supplier Diversity	Vikas Gera
	Finance	Ross Freeman
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. The Borrower shall pay a commitment fee of 1% of the $3,000,000 capital loan ($30,000) at the time of closing and reimburse ESD for all out of pocket expenses incurred in connection with the project.

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

3. Unlimited guarantees provided by the corporate partners, subsidiaries and certain companies under common ownership.

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

5. Up to $3,000,000 will be disbursed to the Borrower upon completion of the project substantially as described in these materials as evidenced by a Certificate of Occupancy; documentation of $40 million in construction, machinery, and equipment costs; and documentation of the employment of at least 25 Full-time Permanent Employees at the Project Location (Employment Increment of 25), assuming that all project approvals have been completed. Expenditures reimbursed by ESD's loan must be incurred on or after June 14, 2012, to be considered eligible project costs. Disbursement of the loan must be requested by April 1, 2014.

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

7. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $3,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

8. Repayment Term: Interest only payments for the first 24 months, followed by 216 equal monthly installments of principal and interest, fully amortizing. No penalty for prepayment.

9. The Borrower will submit to ESD annual reviewed or audited financial statements certified by an officer of the Borrower at closing and annually thereafter.

10. Updated Financial Disclosure on Borrower and all guarantors acceptable to ESD must be provided prior to closing.

11. ESD will hold a second lien on the Company's real estate. The amount of the first lien held by any other institution on this same real estate shall not exceed the amount of the outstanding balance of the loan provided to finance this specific project by said other institution.

12. Satisfactory corporate credit check, collateral review, appraisals, legal, engineering and environmental reviews acceptable to ESD must be provided prior to closing.

13. Loan becomes immediately due and payable if Borrower sells or closes the Project Location.

14. In consideration for the making of the Loan, Borrower will achieve the Employment Goals set forth in column B of the table below. If the number (for the preceding calendar year) of Borrower's Full-time Permanent Employees, as defined above, as of each reporting date set forth in column B of the table below, is less than the Employment Goal set forth in column B, ESD reserves the right to 1) increase the interest rate on the Note by two percentage points or 2) require whole or partial pre-payment on the remaining principal balance of the Note. The Borrower's number of Full-time Permanent Employees shall be deemed to be the greater of the number as of the last payroll date in the month of December for such year or the average employment for the 12 month period computed by quarter.

Baseline Employment	0

A	B
Reporting Date	Employment Goals
Anniversary Date of Loan Closing 2015	25
Anniversary Date of Loan Closing 2016	25
Anniversary Date of Loan Closing 2017	25
Anniversary Date of Loan Closing 2018	25
Anniversary Date of Loan Closing 2019	25
Anniversary Date of Loan Closing 2020	25
Anniversary Date of Loan Closing 2021	25
Anniversary Date of Loan Closing 2022	25
Anniversary Date of Loan Closing 2023	25
Anniversary Date of Loan Closing 2024	25
Anniversary Date of Loan Closing 2025	25
Anniversary Date of Loan Closing 2026	25
Anniversary Date of Loan Closing 2027	25
Anniversary Date of Loan Closing 2028	25
Anniversary Date of Loan Closing 2029	25
Anniversary Date of Loan Closing 2030	25
Anniversary Date of Loan Closing 2031	25
Anniversary Date of Loan Closing 2032	25
Anniversary Date of Loan Closing 2033	25
Anniversary Date of Loan Closing 2034	25

IV. Statutory Basis – Economic Development Purposes Fund

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

V. Environmental Review

The City of Lackawanna Planning and Development Board, as lead agency, has completed an environmental review of the proposed project, pursuant to the requirements of the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. This review, which was coordinated with ESD as an involved agency, found the project to be a Type I Action which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on July 13, 2012. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

Due to ESD's mortgage position on the loan, a Phase I Environmental Site Assessment must be submitted to ESD for review and approval prior to closing on the loan.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 23%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 13% and a Women Business Enterprise ("WBE") Participation Goal of 10% related to the total value of ESD's funding.

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

November 18, 2013

Lackawanna (Western New York Region – Erie County) – Welded Tube Capital – Economic Development Purposes Fund (Capital Loan) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loan and to Take Related Actions

---

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 Welded Tube Capital - Economic Development Purposes Fund (Capital Loan) Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Welded Tube USA, Inc. a loan for a total amount not to exceed Three Million Dollars ($3,000,000) from the Economic Development Purposes Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

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

* * *

November 18, 2013

Lackawanna (Western New York Region – Erie County) – Welded Tube Capital – Economic Development Purposes Fund (Capital Loan) – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the Lackawanna (Western New York Region – Erie County) – Welded Tube Capital – Economic Development Purposes Fund (Capital Loan) Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

Project Summary
Benefit-Cost Evaluation[1]

Welded Tube USA – Business Investment

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

Initial Jobs: **0** | **Construction Job Years (Direct):** **177**
New Jobs: **25** | **Construction Job Years (Indirect)**: **113**

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks[2]	Project Results State & Local Government	State & Local Government Benchmarks
Fiscal Costs[3]	$4,741,797	$794,250	$4,741,797	$1,020,500
Fiscal Benefits[4]	$5,097,705	$2,085,600	$7,200,836	$4,271,980
Fiscal Cost /Direct Job	$237,090	$3,000	$237,090	$4,110
Fiscal Cost/Total Jobs	$107,270	$1,424	$107,270	$1,964
Fiscal B/C Ratio	1.08	7.00	1.52	10.60
	Project Results	**Benchmarks**		
Economic Benefits[5]	$39,882,982	$119,468,000		
Econ. Benefits/Total Jobs	$902,245	$147,600		
Economic B/C Ratio	5.23	75.00		

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

[2] The current project evaluation results (both fiscal and economic) are compared to performance measure benchmarks based on results of a sample of ESD non-retail projects. Business Investment project benchmarks are 7.00 (Fiscal) and 75.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 30.00 (Economic).

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

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

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

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Rochester (Finger Lakes Region – Monroe County) – NSUS Capital – New York Works Program (Capital Loan) and Economic Development Purposes Fund (Working Capital Loan)

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

General Project Plan

I. Project Summary

Borrower: NSUS LLC ("NSUS" or the "Company")

ESD* Investments: Two loans totaling up to $8,000,000 including:

A capital loan of up to $6,000,000 ("Capital Loan") to be used for a portion of the cost of building renovation, machinery acquisition, and installation costs; and

A working capital loan of up to $2,000,000 ("Working Capital Loan") to be used for a portion of working capital costs

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

Project Location: Eastman Business Park, Rochester, Monroe County

Proposed Project: Renovate a manufacturing facility, acquire machinery and installation of machinery and working capital.

Project Type: Startup business involving construction and job creation.

Regional Council: The Finger Lakes Regional Council has been made aware of this item. The project is consistent with the Regional Plan and is a high priority as indicated in the Finger Lakes Regional Council Plan to revitalize the Eastman Business Park.

Employment:		
	Initial employment at time of ESD Incentive Offer:	0
	Current employment level:	0
	Minimum employment on January 1, 2016:	50

II. Project Cost and Financing Sources

Financing Uses	Amount
Renovation	$1,000,000
Infrastructure/Site Work	750,000
Machinery and Equipment	5,400,000
Furniture and Fixtures	365,000
Employee Training Costs	150,000
Research & Development – Working Capital	2,335,000
Total Project Costs	$10,000,000

Financing Sources	Amount	Percent	Rate/Term/Lien
ESD – Capital Loan (Y682)	$6,000,000	60%	*see below
ESD – Working Capital Loan (Y683)	2,000,000	20%	**see below
Company Equity	2,000,000	20%	
Total Project Financing	$10,000,000	100%	

*6%/3 yrs./First lien position on all assets of the Borrower, evidenced by all appropriate UCC filings.
**6%/Available for 2 years beginning on the date of first disbursement date of Capital Loan and due in full at 3 years from Financial Closing/First lien position n all assets of the Borrower, evidenced by all appropriate UCC filings.

III. Project Description

A. Company

Industry: The Company is a joint venture between UK based Naturally Scientific and BCW Chemicals, a New York-based LLC. The joint venture will use newly developed patented technology to reproduce organic vegetable oils.

Company History: The Company was formed in 2013.

Ownership: The Company is privately held.

Size: All facilities are located in Rochester, NY.

Market: The Company produces natural plant oils using a heterotrophic process at the Eastman Business Park to be used as a base component for various bio-chemicals.

ESD Involvement: Eastman Business Park ("EBP") is a site formerly used as Kodak's primary film manufacturing location. EBP consists of 118 buildings and 17 million square feet of manufacturing operations on a 1,300-acre campus. The Park is home to a number of industrial and technology companies. Occupants include Kodak, LiDestri Foods (one of the nation's largest producers of tomato sauces and salsas), ITT Exelis (manufacturer of satellite technology), Carestream Health (medical and dental imaging), and approximately 30 other businesses. About 950 acres are owned by Kodak, and 350 acres are owned by companies that have purchased property from Kodak.

In February 2013, Arunas Chesonis, a Principal of BCW Chemicals, approached ESD for financial assistance to establish a new business venture in the Eastman Business Park. As a new business, several locations were being considered for the company's facilities with a location in Florida being the main competition. However, financing for the new venture in NYS was limited because not only was this a startup company but there were also environmental liability questions involved at the EBP. To encourage the new business to be established in NYS, ESD provided an Incentive Proposal in October 2013 to the Company for two loans totaling $8 million. The Company accepted the offer and work will begin on the project in November 2013. Without ESD's assistance, financing would not have been available for the project in NYS.

Competition: The Company was considering a space in Florida for this project.

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

B. The Project

Completion: December 2016

Activity: The Company will lease and renovate a 69,000-square-foot manufacturing facility in the Eastman Business Park to create plant oil to be used for a broad range of industrial applications. The plant oil will be

manufactured from a heterotrophic process which eliminates the natural plant seeds that are dangerous and poisonous. This particular oil has many uses in the bio-chemical process. This project is part of the ongoing effort to reuse and revitalize the Eastman Business Park.

Results: The Company will create 50 jobs by January 2016.

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

- Fiscal benefits to NYS government from the project are estimated at $10,229,170;
- Fiscal cost to NYS government is estimated at $8,000,000;
- Project cost to NYS government per direct job is $214,856;
- Project cost to NYS government per job (direct plus indirect) is estimated at $100,776;
- Ratio of project fiscal benefits to costs to NYS government is 1.28:1;
- Fiscal benefits to all governments (state and local) are estimated at $12,028,733;
- Fiscal cost to all governments is $8,000,000;
- All government cost per direct job is $214,856;
- All government cost per total job is $100,776;
- The fiscal benefit to cost ratio for all governments is 1.50:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $40,256,696, or $507,112 per job (direct and indirect);
- The economic benefit to cost ratio is 5.03:1;
- Project construction cost is $1,750,000, which is expected to generate 15 direct job years and nine indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.14 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is three years.

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

Borrower Contact: Keith Wilson, Managing Partner & Board Member
500 Lee Road
Rochester, NY 14606
Phone: (585) 647-5796

ESD Project No.: Y682 and Y683

Project Team:		
	Origination	Vincent Esposito
	Project Management	Jared Walkowitz
	Legal	Antovk Pidedjian
	Contractor & Supplier Diversity	Vikas Gera
	Finance	Ross Freeman
	Design & Construction	Marty Piecuch
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. The Borrower shall pay a commitment fee of 1% of the $8,000,000 in loans ($80,000) payable at Financial Closing. In addition, the Borrower will reimburse ESD for any direct expenses incurred in connection with this project, including costs related to holding a public hearing.

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

3. Corporate and personal guarantees required for each proprietor, partner, member or stockholder with 10% or more ownership, provided however that Naturally Scientific Technologies Inc, together with its principal owners shall be exempt from this obligation to provide guarantees. For individuals with less than 10% ownership, proportionate or conditional guarantees may be required. Net worth and liquidity to guarantee payments must be sufficient and acceptable to ESD.

   Guarantees shall be in place during the term of the Loan and cumulatively be no less than the original balance of the Loan.

   Principals of BCW Chemicals LLC (as member of NSUS LLC) will personally guarantee the Term Loan principal and the WC principal (total amount $8MM) (the "Guaranteed Amount") in the following proportionate amounts:

Name of Guarantor	**Proportion of Guaranteed Amount**
Arunas A. Chesonis	50%
Keith M. Wilson	25%
John P. Baron	25%

   In the event that either or both Wilson and/or Baron default on all or any of their portions of the Guaranteed Amount, Chesonis shall be collectively liable for the repayment of the entire Guaranteed Amount.

4. The Borrower will be required to contribute no less than 20% of total project costs in

the form of equity contributed. Equity is defined as any non-debt source of capital, in-kind acceptable to ESD or in cash, and should be auditable through Company financial statements or Company accounts, if so requested by ESD.

5. Disbursement Terms for Capital Loan (Y682) –

Up to $6,000,000 will be disbursed to the Borrower for eligible expenses during the course of construction and project implementation upon compliance with the Design & Construction requirements, assuming that all project approvals have been completed and funds are available in two installments as follows:

The Initial Disbursement of an amount equal to 67% of the Capital Loan ($4,000,000) will be disbursed at the Financial Closing assuming that all project approvals have been completed and funds are available.

The Second Disbursement of an amount equal to 33% of the Capital Loan ($2,000,000) will be disbursed upon documentation of the expenditure of $4,000,000 Capital Loan funds on Eligible Hard Costs, the expenditure of $1,000,000 of Borrower's Equity on Eligible Project Costs and a binding commitment for an off-take customer to purchase no less than 35% of the 5,000 ton name plate capacity of the manufacturing facility for the first twelve months following commercial production, provided that the Borrower is in full compliance with all terms and conditions of the loan Agreement.

Eligible costs for the Capital Loan shall only include the construction, acquisition, and/or installation of the following:

1. 50,000 liter MTIs (Tanks);
2. LED 24" arrays;
3. 40,000 gallon oil storage tank & bunding wall;
4. Processing tanks, filters, and pumps;
5. An RO system for water removal;
6. Cell separation filters;
7. Quattroflow pumps;
8. A boiler with gas heater, RTO, and water conditioning;
9. Air compressors;
10. A control room with necessary systems;
11. Starch and sugar tanks;
12. Necessary power infrastructure;
13. All required piping, valves, and pumps;
14. A lab, with all necessary equipment;
15. All necessary office and warehouse infrastructure

The Capital Loan may also be utilized to repay a bridge loan to be secured by the Borrower to pay for eligible hard costs that need to be advanced for the project in advance of Capital Loan closing.

Expenses reimbursed by ESD's loan must be incurred on or after October 18, 2013, to be considered eligible project costs.

6. Disbursement Terms for Working Capital Loan (Y683) –

Up to $2,000,000 will be disbursed to the Borrower for eligible expenses during the course of construction and project implementation upon compliance with the Design & Construction requirements, assuming that all project approvals have been completed and funds are available in two installments as follows:

The Initial Disbursement of an amount equal to 50% of the Working Capital Loan ($1,000,000) will be disbursed upon documentation of an additional $1,000,000 expenditure of Borrower's Equity (cumulatively $2,000,000 of Borrower's Equity) on Eligible Project Costs and the expenditure of an additional $2,000,000 of Eligible Project Costs for a cumulative project expenditure of $8,000,000, provided that Borrower is in full compliance with all the terms and conditions of the Loan Agreement.

Expenses reimbursed by ESD's loan must incurred on or after October 18, 2013 to be considered eligible project costs.

The Second Disbursement of an amount equal to 50% of the Working Capital Loan ($1,000,000) will be disbursed upon documentation of the expenditure of $1,000,000 of the Working Capital Loan funds on related Eligible Project Costs for a cumulative project expenditure of $9,000,000, provided that Borrower is in full compliance with all the terms and conditions of the Loan Agreement.

Expenses reimbursed by ESD's loan must be incurred on or after October 18, 2013, to be considered eligible project costs.

Eligible costs for the Working Capital Loan shall only include the working capital expenses and eligible soft costs related to new construction, renovation or leasehold improvements and the acquisition of leasing of land, buildings, machinery and equipment and feasibility or planning studies.

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

8. Capital & Working Capital Loan Rate/Term: 6% interest rate over 3 years (thirty six months). Loan becomes immediately due and payable if Borrower sells or closes the Project Location.

9. Repayment Terms for Capital Loan –

   Borrower will make interest-only payments to ESD for the first 18 months after Financial Closing on all amounts disbursed pursuant to the Loan Agreement. The Capital Loan principal will fully amortize over the subsequent 18 months (months 19-36) and Borrower will be responsible for making full principal and Interest payments over the period.

10. Repayment Terms for Working Capital Loan –

    Disbursements will accrue interest quarterly in arrears from the first disbursement date of Working Capital Loan and will be payable in full upon maturity of the Capital Loan.

11. Preferred Returns: Commencing in Year 2 of the Capital Loan, after making all scheduled Loan payments, the Borrower shall be entitled to a preferred return equal to 10% of the Excess Cash Flow of NSUS. Excess Cash Flow means all revenues minus all operating expenses and taxes. The Borrower's preferred return for any given year shall be payable annually to Borrower (in arrears) to the extent funds are available from Excess Cash, after Loan service payments for such year, as verified by an auditor engaged, and paid for, by Borrower and shall be capped at an amount not to exceed $800,000 prior to making the preferred return payment to ESD as set forth below.

    Commencing in Year 2 of the Capital Loan, after the Borrower receives its preferred return, ESD shall be entitled to a secondary preferred return equal to 10% of the Excess Cash Flow, capped annually at an amount not to exceed $800,000.

    The order of priority shall be as follows:

    i) Principal and/or interest to ESD
    ii) Borrower's preferred return (not to exceed $800,000)
    iii) ESD's secondary preferred return (not to exceed $800,000)
    iv) All other non-operational expenses or distributions and any additional preferred return to Borrower

    To the extent that funds available in any given year fall below the amount required to pay either Borrower's or ESD's preferred return for such year, any amount required to be paid in excess of available funds shall be deferred and such deferred Preferred Return, together with 6% interest thereon (compounded annually) shall be paid to the recipient when funds are available to pay such deferred preferred return(s) and accrued interest thereon.

Notwithstanding the order of priority set forth above, if any amount of either party's preferred return is deferred, all previous years' deferred disbursements (together with accrued interest) must be satisfied before either party may take a subsequent year's disbursement. For example if there are sufficient funds to pay the Borrower's year 2 preferred return, but a portion of ESD's year 2 secondary preferred return is deferred, the remaining portion of ESD's year 2 secondary preferred return (and all accrued interest) will have priority over the Borrower's year 3 preferred return.

Both Borrower's and ESD's preferred returns shall be paid annually (in arrears) commencing in Year 2 of the Capital Loan for the second and third years of the full term of ESD's loan to Borrower (including all extensions and workouts), plus an additional two year term after ESD's loan has been repaid in full, provided that ESD's preferred return shall be capped at an amount not to exceed $3,200,000. NSUS, at is option, may prepay the preferred return to ESD.

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

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

14. Lien/Collateral: Stand alone first position, perfected lien on all assets of the Borrower, evidenced by all appropriate UCC filings.

15. Due Diligence: Loan approval is subject to satisfactory completion of due diligence and underwriting, including adequate guarantees acceptable to the lender.

16. Priority of Application Funds: All cash derived from the Project as well as amounts received under Federal, State and local incentive programs shall be held in a Project Cashflow Account (to be established) and shall be applied in the following order (the "Waterfall"):

    i) To pay budgeted expenses,
    ii) To pay interest and fees on the Loan

17. Conditions Precedent to Financial Closing: It is customary for credit facilities of this nature (with customary qualifications), including but not limited to the following:

    i) A letter of intent with an off-take customer to purchase no less than 20% of the 5,000 ton name plate capacity of the Manufacturing Facility for the first twelve months following commercial production at the Manufacturing Facility.
    ii) Delivery of legal opinions from counsel to the Borrower.
    iii) Delivery of base case project projections with assumptions.
    iv) No event of default or event that would become an event of default with the giving of notice or passage of time or both under the Senior Financing

documents (a "Default") shall have occurred or be continuing.

v) Insurance coverage, including without limitation, builder's risk and performance insurance, shall be in full force and effect.
vi) Delivery of a construction schedule and budget for the plant.
vii) ESD's verification of the personal financial statements for all individual Guarantors.
viii) Receipt by Borrower of a covenant not to sue from applicable state environmental agencies with respect to Borrower's lease and occupancy of land at Eastman Business Park and actual and latent environmental conditions therein.

18. Representations and Warranties: The Loan Documents will include customary representations and warranties (with customary knowledge and materiality qualifications), including but not limited to the following:

i) LLC existence, power and due authorization, non-contravention of applicable laws, consents and approval.
ii) No event of default has occurred or is continuing.
iii) Accuracy of information.
iv) Compliance with laws.
v) Title to assets.
vi) Perfection and priority of liens and security interests.

19. Affirmative Covenants: The Borrower will be subject to customary and usual affirmative covenants, including but not limited to.

i) Use of proceeds exclusively for Approved Project Costs.
ii) Borrower shall cause the Project to be constructed in accordance with EPC contracts.
iii) The Borrower shall comply with all applicable laws and permits.
iv) The Borrower shall maintain insurance policies for construction naming New York State urban Development Corporation, dba Empire State Development, as additional insured. Contractors are to carry the following limits: Commercial General Liability of $1,000,000 per occurrence and $2,000,000 in the aggregate, Commercial Automobile insurance of not less than $1,000,000 and Evidence of Workers Compensation/Employers Liability Insurance.
v) Provide copies of quarterly and annual financial statements and progress reports.

20. Financial Disclosure: Financial disclosure, consisting of personal financial statements for all corporate and personal guarantors acceptable to ESD must be provided prior to ESD Directors' approval.

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

The project was authorized in the FY 2011-12 New York State budget and reappropriated in the FY 2013-14 New York State budget. No residential relocation is required as there are no families or individuals residing on the site.

V. Design and Construction

Funds will be disbursed for eligible expenses during the course of construction in accordance with the Financial Terms and Conditions, in compliance with the Design and Construction department's ("D&C") requirements, assuming that all project approvals have been completed and funds are available. D&C will review all change orders and contractor requisitions and verify that all requirements have been satisfied prior to approving the release of ESD funds, including acceptable completion of D&C requirements and forms. D&C will, at its option, attend design and construction meetings and monitor all progress.

VI. Environmental Review

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

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 20%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 12% and a Women Business Enterprise ("WBE") Participation Goal of 8% related to the total value of ESD's funding.

VIII. ESD Employment Enforcement Policy

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

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

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

X. Additional Submissions to Directors

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

November 18, 2013

Rochester (Finger Lakes Region – Monroe County) – NSUS Capital – New York Works Program (Capital Loan) and Economic Development Purposes Fund (Working Capital Loan) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Loans and to Take Related Actions

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to NSUS LLC a capital loan for a total amount not to exceed Six Million Dollars ($6,000,000) from the New York Works Program and a working capital loan for a total amount not to exceed Two Million Dollars ($2,000,000) from the Economic Development Purposes Fund, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

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

* * *

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: West Henrietta (Finger Lakes Region – Monroe County) – Rochester Precision Optics Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant)

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

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General Project Plan

I. Project Summary

Grantee: Rochester Precision Optics, LLC ("RPO" or the "Company")

ESD* Investment: A grant of up to $750,000 to be used for a portion of the cost of the construction/renovations.

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

Project Location: 850 John Street, West Henrietta, Monroe County

Proposed Project: Building renovations and purchase of machinery and equipment.

Project Type: Business expansion involving job retention and creation.

Regional Council: The Finger Lakes Regional Council has been made aware of this item. The Incentive Proposal was accepted in June 2011, predating the Regional Council Initiative. The project is consistent with the Finger Lakes Regional Plan to promote advanced manufacturing and optics/imaging, two key economic clusters.

Employment:	Initial employment at time of ESD Incentive Offer:	144
	Current employment level:	171
	Minimum employment through January 1, 2016:	295

II. Project Cost and Financing Sources

Financing Uses	Amount
Construction & Renovation	$6,877,360
Machinery & Equipment	4,000,000
Total Project Costs to date	$10,877,360

Financing Sources	Amount	Percent
ESD – Grant	$750,000	7%
Rochester Gas & Electric Company – Grant	300,000	3%
Company Equity	9,827,360	90%
Total Project Financing	$10,877,360	100%

III. Project Description

A. Company

Industry: Rochester Precision Optics, LLC, produces precision glass molded proprietary lenses (a Kodak legacy), traditional ground and polished optical lenses, optical assemblies, thin film coating, diamond-turned parts and other optical products.

Company History: In the past several years, RPO has been one of the fastest growing optics companies in the Rochester area. The Company began in 2005 by acquiring Kodak's optical manufacturing, coating and testing and measurement assets when Kodak closed its optical imaging division.

Ownership: The Company is privately owned.

Size: All Company facilities are located in West Henrietta, NY.

Market: Major customers include L-3 Insight Technologies, ITT Excelis, Alcon, and various branches of the U.S Military. RPO also partners with major defense contractors such as Raytheon, Lockheed Martin and Northrop Grumman.

ESD Involvement: In 2011, after a rapid growth period, the Company considered relocating all or part of its operations to New Hampshire. NH, which RPO previously

considered as a location, is the home of it owners and the location of its largest customer. Additionally, the Company was approached with incentives by the states of Massachusetts and Ohio. In order to reduce costs and make the project feasible in New York, the Company approached ESD for financial assistance. ESD offered a $750,000 capital grant, which the Company accepted in June 2011. ESD funding was critical in the Company decision to remain and expand in New York.

Competition: New Hampshire, Massachusetts and Ohio

Past ESD Support: In 2005, ESD provided RPO with a $400,000 grant to expand its facilities. The project was successfully completed and funds were disbursed. Rochester Precision Optics is Empire Zone certified since March 6, 2006, in the Monroe County EZ. The company has reported using $2,494,035 in EZ benefits from 2006 through 2011.

B. The Project

Completion: February 2013 (milestone reached for disbursement)

Activity: The Company has invested nearly $7 million to expand its 64,500-square-foot ("SF") building by 42,824 SF and to renovate 5,112 SF of existing space. To date, RPO has also purchased over $3.2 million in new machinery and equipment. The construction portion of the project began in July 2011 and was completed November 2012. Expansion of its facilities has allowed RPO to increase production in many departments that had become bottlenecks due to space constraints. Equipment purchases are ongoing.

Results: As a result of the project, RPO will retain 144 existing jobs and create 151 new jobs. The Company has already created 27 new jobs.

Grantee Contact: Rebecca Stout, Controller
850 John Street
W. Henrietta, NY 14586
Phone: (585) 292-5450 x2006

ESD Project No.: X400

Project Team:

Origination	Kevin Hurley
Project Management	Edward Muszynski
Contractor & Supplier Diversity	Vikas Gera
Finance	Jonevan Hornsby
Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $750,000 capital grant ($7,500) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

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

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

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

5. Up to $750,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($375,000) will be disbursed upon documentation of construction/renovation and machinery and equipment project costs totaling approximately $6,700,000, including a certificate of occupancy, and documentation of the employment of at least 144 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of 25% of an amount equal to the grant ($187,500) will be disbursed, upon documentation of additional machinery and equipment project costs totaling approximately $2,000,000 ($8,700,000 in aggregate project costs), and documentation of the employment of at least 220 Full-time Permanent Employees at the Project Location (Employment Increment of 76), provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to 25% of the grant ($187,500) will be disbursed upon documentation of additional machinery and equipment project costs totaling approximately $2,000,000 ($10,700,000 in aggregate project costs),

and documentation of the employment of at least 295 Full-time Permanent Employees at the Project Location (Employment Increment of 75), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after June 14, 2011, to be considered eligible project costs. All disbursements must be requested by April 1, 2016.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $750,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

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

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

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

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

Baseline Employment	144

A	B
Date	Employment Goals
February 1, 2015	144+X+Y
February 1, 2016	144+X+Y
February 1, 2017	144+X+Y
February 1, 2018	144+X+Y

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X= 76, and Employment Goals shall equal [144 + X = 220) if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.
Y = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=75, and Employment Goals shall equal 144 + X + Y = 295] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.

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 retain 144 full-time jobs and create an additional 151 jobs.

2. The proposed project would be unlikely to take place in New York State without the requested assistance.
Without ESD assistance, the project would likely have gone to New Hampshire Massachusetts or Ohio,

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

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

- Fiscal benefits to NYS government from the project are estimated at $11,986,884;
- Fiscal cost to NYS government is estimated at $864,047;
- Project cost to NYS government per direct job is $4,338;
- Project cost to NYS government per job (direct plus indirect) is estimated at $1,723;
- Ratio of project fiscal benefits to costs to NYS government is 13.87:1;
- Fiscal benefits to all governments (state and local) are estimated at $20,158,157;
- Fiscal cost to all governments is $978,094;
- All government cost per direct job is $4,911;
- All government cost per total job is $1,950;
- The fiscal benefit to cost ratio for all governments is 20.61:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $96,280,620, or $191,980 per job (direct and indirect);
- The economic benefit to cost ratio is 98.44:1;
- Project construction cost is $6,877,360, which is expected to generate 62 direct job years and 44 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.53 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is one year.

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

4. The requirements of Section 10(g) of the Act are satisfied.
No residential relocation is required because there are no families or individuals residing on the site.

V. Environmental Review

The Town of Henrietta Planning Board, as lead agency, has completed an environmental review of the proposed project, pursuant to the requirements of the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. This review found the project would not have a significant effect on the environment. ESD staff reviewed the supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

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 in the performance of ESD contracts. For purposes of this contract, however, project performance has already been completed, and therefore, MWBE participation goals cannot be established.

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

November 18, 2013

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

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

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

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

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

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Rochester Precision Optics, LLC a grant for a total amount not to exceed Seven Hundred Fifty Thousand Dollars ($750,000) 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.

* * *

November 18, 2013

West Henrietta (Finger Lakes Region – Monroe County) – Rochester Precision Optics Capital – Empire State Economic Development Fund – General Development Financing (Capital Grant) – Determination of No Significant Effect on the Environment

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

* * *

Project Summary
Benefit-Cost Evaluation[1]

Rochester Precision Optics LLC – Business Investment

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

Initial Jobs: **144** **Construction Job Years (Direct):** **62**
New Jobs: **151** **Construction Job Years (Indirect)**: **44**

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks[2]	Project Results State & Local Government	State & Local Government Benchmarks
Fiscal Costs[3]	$864,047	$794,250	$978,094	$1,020,500
Fiscal Benefits[4]	$11,986,884	$2,085,600	$20,158,157	$4,271,980
Fiscal Cost /Direct Job	$4,338	$3,000	$4,911	$4,110
Fiscal Cost/Total Jobs	$1,723	$1,424	$1,950	$1,964
Fiscal B/C Ratio	13.87	7.00	20.61	10.60
	Project Results	**Benchmarks**		
Economic Benefits[5]	$96,280,620	$119,468,000		
Econ. Benefits/Total Jobs	$191,980	$147,600		
Economic B/C Ratio	98.44	50.00		

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

[2] The current project evaluation results (both fiscal and economic) are compared to performance measure benchmarks based on results of a sample of ESD non-retail projects. Business Investment project benchmarks are 7.00 (Fiscal) and 50.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 20.00 (Economic).

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

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

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

Empire State Development

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Statewide – Entrepreneurial Assistance Program (Training and Technical Assistance Grants)

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

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I. Project Summary

Grantees: Twenty-One New York State Entrepreneurial Assistance Program Centers (the "EAP Centers" or the "Centers") - See attached Schedule A

ESD* Investment: Grants totaling up to $1,558,347 will be awarded to eligible not-for-profit corporations and community colleges

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

Project Locations: See attached Schedule A

Proposed Projects: To support the ongoing operations of 21 EAP Centers

Regional Council: The Regional Councils have been made aware of its respective items.

Anticipated Appropriation Source: Entrepreneurial Assistance Program ("EAP")

II. Project Cost

See attached Schedule A for a breakdown of project costs.

III. Project Description

A. Background

The Omnibus Economic Development Law of 1987 authorized the Department of Economic Development d/b/a Empire State Development ("ESD"), through the Entrepreneurial Assistance Program ("EAP" or the "Program"), to issue contracts to not-for-profit corporations, community colleges and boards of cooperative educational services for the development of EAP Centers.

Encouraging the formation and growth of small businesses is an important strategic goal of New York State. Effective EAP programs provide intensive, community-based training, technical assistance and other related services to small business owners or entrepreneurs, particularly minorities and women, to stimulate new business development and to strengthen businesses in the early stages of development (1-5 years). Such assistance is especially important in economically distressed areas where high levels of unemployment and declining infrastructure further limit the ability for these young businesses to develop. Effective programs are built on a working knowledge of the needs and resources of a community and its region.

Since the collection of data began in 1990, the Program has provided services to more than 27,608 clients who have started, retained or expanded over 16,142 businesses, increased sales by $278.7 million, secured $137.6 million in financing, increased employment by 16,638 individuals including the 5,307 jobs created for new business owners.

B. The Project

There are currently twenty-four EAP Centers located throughout the state. These Centers provide comprehensive assistance in enterprise development to owners and prospective owners of small businesses, with a particular interest in serving minority group members, women, dislocated workers, and individuals with special needs.

Centers funded by ESD are required to provide the following:

A. One sixty-hour entrepreneurship training course supplemented by intensive technical assistance to help new entrepreneurs complete business plans and to help them develop viable businesses. Technical assistance encompasses refinement of business concepts, break-even analysis and financial management, marketing plans, and market development.

B. Enterprise expansion assistance for existing but still young businesses (under five years old). Centers assist these firms to make the transition into small-growth companies. Enterprise expansion technical assistance includes the following: working capital and cash-flow management; general management skills; new market

development; hiring and managing employees; managing growth; and accessing credit and capital.

The 2013-2014 New York State budget includes $1,764,000. An additional $16,968 funded from previous appropriations. At this time, 21 projects are being submitted to the Board for approval. The Centers will be funded with an allocation of $1,558,347. Funding for three additional Centers may be submitted to the Board for consideration at a later date. The applicants will be required to match these funds one-to-one (50% or more in cash and no more than 50% in-kind).

The contract period for 20 of the 21 EAP centers is June 1, 2013 through May 31, 2014. Suffolk County Community College will have a contract period from July 1, 2013 through June 30, 2014 because of a previous contract extension.

EAP Centers will use allocated funds for expenses related to training and technical assistance as outlined above; operating expenses including, but not limited to, salaries of EAP coordinators and additional support staff; promotional and marketing materials; travel; classroom materials, and supplies.

EAP Centers are required to provide reports relating to their specific achievements during the contract period. In addition, financial reports and documentation of expenditures will be required for disbursement of funds. ESD will verify that each Center is in compliance with Program regulations and guidelines and is following all existing contractual arrangements by reviewing, verifying and approving the required documentation, including financial reports and payment requests.

ESD will enter into an agreement with each Center that will stipulate the manner in which Program funds will be disbursed. The attached Schedule A provides more detail on each recommended project.

ESD Project Nos.: Y521-Y523, Y525-Y533, Y535-Y543

Project Team:	Program Director	Joyce Smith
	Environmental	Rachel Shatz
	Contractor & Supplier Diversity	Vikas Gera

C. Financial Terms and Conditions

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

IV. Statutory Basis

The Entrepreneurial Assistance Program is authorized in the 2013-2014 New York State budget and Article 9 of the Economic Development Law. No residential relocation is required as there are no families or individuals residing on the sites.

V. Environmental Review

ESD staff has determined that the approval of the Entrepreneurial Assistance Program grants 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 action.

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 nature of this initiative and the unavailability of certified MWBEs for performance of this 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
Schedule A (21)

November 18, 2013

Statewide – Entrepreneurial Assistance Program (Training and Technical Assistance Grants); Findings and Determinations Pursuant to Section 10(g) of the Act; Authorization to Make Grants and to Take Related Actions

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

RESOLVED, that the President and Chief Executive Officer or his designee(s) be, and each of them hereby is, authorized to make grants for a total amount not to exceed One Million Five Hundred Fifty-Eight Thousand Three-Hundred Forty Seven ($1,558,347) from the Entrepreneurial 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 or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

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

* * *

Entrepreneurial Assistance Program

Schedule Listing

1. ACCORD Corporation (Western New York Region - Allegany County)
2. Adirondack Economic Development Corporation (North Country Region - Jefferson County)
3. Binghamton Local Development Corporation (Southern Tier Region - Broome County)
4. Business Training Institute, Inc. (Mohawk Valley Region - Oneida County)
5. CAMBA (New York City Region - Kings County)
6. Capital Chamber Foundation, Inc. of Albany-Colonie Regional Chamber of Commerce (Capital Region - Albany County)
7. Chinatown Manpower Project, Inc. (New York City Region - New York County)
8. Hofstra University (Long Island Region - Nassau County)
9. Hunts Point Economic Development Corporation (New York City Region - Bronx County)
10. IBERO American Action League (Western New York Region - Erie/Niagara Counties)
11. Local Development Corporation of East New York (New York City Region - Kings County)
12. Orange County Chamber of Commerce (Mid-Hudson Region - Orange County)
13. Queens Economic Development Corporation (New York City Region - Queens County)
14. Renaissance Economic Development Corporation (New York City Region - New York County)
15. St. Nicks Alliance Corp./East Williamsburg (New York City Region - Kings County)
16. South Bronx Overall Economic Development Corporation (New York City Region - Bronx County)
17. Suffolk County Community College (Long Island Region - Suffolk County)
18. Syracuse University (Central New York Region - Onondaga County)
19. Urban League of Rochester (Finger Lakes Region - Monroe County)
20. Washington Heights Inwood Development Corporation (New York City Region - New York County)
21. Women’s Enterprise Development Center Inc. (Mid-Hudson Region - Westchester County)

SCHEDULE A-1

Entrepreneurial Assistance Program - ACCORD Corporation (Y521)

Grantee: ACCORD Corporation ("ACCORD" or the "Corporation")

ESD Investment: A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 84 Schuyler Street, Belmont, Allegany County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Western New York Regional Economic Development Council's initiative to foster a strong culture of entrepreneurship through training, incubators and public awareness.

Background:

Company History – ACCORD Corporation and its' Business and Community Development Division operates the Allegany Business Center and exclusively provides entrepreneurial assistance to rural Allegany, Cattaraugus, Wyoming, and Steuben counties for the last 23 years.

Ownership – ACCORD is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support - ACCORD was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, ACCORD has received approximately $767,956 in EAP grant funds.

The Project:

Completion – May 2014

Activity - ACCORD will help prepare entrepreneurs and existing business owners for the world of business by teaching business principles, thereby reducing business failures, facilitating

self-sufficiency and profitability, expansion and assistance with securing capital.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$65,080	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	13,511	Organization Cash Match	37,103	25%
Consultant (Training)	3,500	Organization In-kind Match	37,104	25%
Project Expenses	20,800			
Loan Funds	37,103			
Indirect Costs	8,420			
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact: Charles Kalthoff, Executive Director
Telephone: (585)268-7605
Fax: (585)268-5085
E-Mail: ckalthoff@accordcorp.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-2

Entrepreneurial Assistance Program, Adirondack Economic Development Corporation (Y522)

Grantee: Adirondack Economic Development Corporation ("AEDC" or the "Corporation")

ESD Investment: A grant of up to $74,207 will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 67 Main Street - Suite 300, Saranac Lake, Franklin County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Capital Regional Economic Development Council's goals to support small business development while encouraging and assisting entrepreneurs in the region with growth and development.

Background:

Company History – The AEDC is a not-for-profit economic development corporation whose mission is to "foster and support the growth of sustainable North County communities through support of aspiring entrepreneurs and existing small business owners.

Ownership – Adirondack Economic Development is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support - Adirondack Economic Development was awarded its first grant in 1990. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, Adirondack Economic Development has received approximately $475,093 in EAP grant funds.

The Project:

Completion – May 31, 2014

Activity – AEDC will provide an array of services including but not limited to business training using the NxLeveL business curriculum which is designed to guide the participant through the process of building a business plan and technical assistance which includes a comprehensive assessment of the client's skills and needs to build a solid foundation for business success.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$120,878	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	1,414	Organization Cash Match	74,207	50%
Project Expenses	26,122			
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact: James Murphy, Executive Director
Telephone: (518) 891-5523 ext 101
Fax (518) 891-9820
E-Mail: jamesmurphy52@me.com

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-3

Entrepreneurial Assistance Program, Binghamton Local Development Corporation (Y523)

Grantee:	Binghamton Local Development Corporation ("BLDC" or the "Corporation")
ESD Investment:	A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.
Project Location:	Broome Community College - Center for Community Education, Binghamton, Broome County
Proposed Project:	Business Training and Technical Assistance
Regional Council:	New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Southern Tier Regional Economic Development Council's with its goals to develop the region's downtowns, commercial and retail opportunities by providing business services and other necessary assistance to new and aspiring entrepreneurs in the region.

Background:

Company History – The Binghamton Local Development Corporation exists to further sustainable economic development in the City of Binghamton by attracting new business, retaining and growing established business, building industrial and commercial capacity, promoting employment, and fostering entrepreneurship and innovation. BLDC will deliver the EAP program through a consortium entitled the Broome Triad. The Triad consists of the following three organizations, Broome Community College, The Broome Employment Center of Broome Tioga Workforce Development and The Broome County Urban League.

Ownership – Binghamton Local Development is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Binghamton Local Development Corporation was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, Binghamton Local Development Corporation has received approximately $699,593 in EAP grant funds.

The Project:

Completion – May 2014

Activity – Binghamton Local Development Corporation and The Broome Triad will provide assistance in enterprise development to minority group members, women, dislocated workers and individuals with special needs who are seeking to start their own business venture; or who are seeking to expand their early-stage firms.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$98,939	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	707	Organization Cash Match	51,200	34%
Consultant (Training)	16,161	Organization In-kind Match	23,007	16%
Business Plan Competition	5,200			
Project Expenses	27,407			
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact: Ms. Merry Harris, Executive Director
Telephone: (607) 772-7161
E-Mail: maharris@cityofbinghamton.com

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-4

Entrepreneurial Assistance Program, Business Training Institute, Inc. (Y525)

Grantee: Business Training Institute, Inc. (the "Corporation")

ESD Investment: A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: The Radisson Centre - 200 Genesee Street, Utica, Oneida County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Mohawk Valley Regional Economic Development Council's strategies to ensure that the region maintains a focused business outreach and retention effort to stabilize existing businesses, promote an atmosphere that foster innovation and entrepreneurial growth.

Background:

Company History – The Entrepreneur Assistance Program Center was established over twenty-one years ago and is the only Entrepreneur Assistance Program serving Oneida, Madison and Herkimer counties.

Ownership – Business Training Institute, Inc. is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Business Training Institute, Inc. was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, Business Training Institute has received approximately $719,684 in EAP grant funds.

The Project:

Completion – May 2014

Activity – The EAP center will implement a 60-hour training program that will help participants learn the business skills to open or expand their businesses. Goals include client orientation, 60 hour training, technical assistance, and preparation of business action plans and other services to help clients achieve business success.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$118,202	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	11,147	Organization Cash Match	74,207	50%
Project Expenses	19,065			
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact(s): Dr. Patricia Laino, Executive Director
Telephone: (315) 733-9848
Fax: (315) 733-0247
E-Mail: lainoleo@aol.com

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-5

Entrepreneurial Assistance Program – CAMBA, Inc. (Y526)

Grantee: CAMBA, Inc.

ESD Investment: A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 884 Flatbush Avenue, Brooklyn, Kings County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the New York City Regional Economic Development Council's with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

Background:

Company History – CAMBA's mission is to provide services that connect people with opportunities to enhance their quality of life. Since 1995 CAMBA Small Business Services has successfully operated an Entrepreneurial Assistance Program Center.

Ownership – CAMBA, Inc. is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – CAMBA, Inc. was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, CAMBA, Inc. has received approximately $732,365 in EAP grant funds.

The Project:

Completion – May 2014

Activity – CAMBA's EAP center provides entrepreneurial training and technical assistance to low-income entrepreneurs in business formation for new enterprises and business expansion for existing businesses. CAMBA will provide a 10-week 60-hour business training course, with

a focus on business plan development. In addition participants will receive technical assistance, loan packaging and assistance with acquiring financing.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$138,361	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	4,707	Organization Cash Match	74,207	50%
Project Expenses	5,346			
Total Project Financing	$ 148,414	Total Project Financing	$ 148,414	100%

Grantee Contact: Joanne M. Oplustil, Executive Director
Telephone: (718)287-2600
Fax: (718)856-4647
E-Mail: joanneO@camba.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-6

Entrepreneurial Assistance Program, Capital Chamber Foundation, Inc. (Y527)

Grantee: Capital Chamber Foundation, Inc. of Albany-Colonie ("Corporation")

ESD Investment: A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: Five Computer Drive South, Albany, Albany County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Capital Regional Economic Development Council's goals to support small business development while encouraging and assisting entrepreneurs in the region with growth and development.

Background:

Company History – The Capital Chamber Foundation, Inc. provides technical assistance and financial assistance through the Entrepreneurial Assistance Program since 1991. The mission is to give opportunity to the targeted population of low to moderate income individuals, minorities, and women, individuals with special needs, dislocated workers and disenfranchised business owners to become successful entrepreneurs.

Ownership – Capital Chamber Foundation, Inc. of Albany-Colonie is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – The Capital Chamber Foundation of Albany Colonie was awarded its first grant in 1991. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, The Capital Chamber Foundation of Albany Colonie has received approximately $616,997 in EAP grant funds.

The Project:

Completion – May 2014

Activity – The Capital Chamber Foundation of Albany-Colonie seeks to increase the number of successful businesses within the community by providing expert technical assistance and improved access to capital. This is done by providing a multitude of services including a 60-hour business training course, technical assistance and access to capital.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$73,700	ESD Grant	$74,207	50%
Contractual Services/ Curriculum/Staff Development	2,407	Organization Cash Match	37,103	25%
Consultant (Training)	41,554	In-kind Match	37,104	25%
Project Expenses	24,253			
Loan Funds	5,000			
Business Plan Competition	1,500			
Total Project Costs	$148,414	Total Project Costs	$148,414	100%

Grantee Contact: Patricia Maguire, Chief Operating Officer
Telephone: (518) 431-1416
Fax: (518) 431-1452
Email: PatM@acchamber.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-7

Entrepreneurial Assistance Program, Chinatown Manpower Project, Inc. (Y528)

Grantee: Chinatown Manpower Project, Inc. ("Corporation")

ESD Investment: A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 70 Mulberry Street, New York City, New York County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the New York City Regional Economic Development Council's with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

Background:

Company History – Chinatown Manpower, founded in 1972, is a micro-enterprise/small business development alliance that delivers customized business services to under-served entrepreneurs in New York City.

Ownership – Chinatown Manpower, Inc. is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Chinatown Manpower, Inc. was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, Chinatown Manpower, Inc. has received approximately $611,425 in EAP grant funds.

The Project:

Completion – May 2014

Activity – Chinatown Manpower, Inc. assist small business owners and entrepreneurs and

immigrants and refugees who are establishing their financial lives in this country. Chinatown Manpower, Inc. offers free one-on-one counseling, networking and referral services as well as relevant workshops and seminars.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$101,792	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	12,760	Organization Cash Match	37,506	25%
Consultant (Training)	24,000	Organization In-kind Match	36,701	25%
Project Expenses	9,862			
Total Project Costs	$148,414	Total Project Financing	148,414	100%

Grantee Contact: Stephanie Lau, Assistant Executive Director
Telephone (212) 571-1691
Fax: (212) 571-1686
Email: StephanieLlau@cmpny.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-8

Entrepreneurial Assistance Program Hofstra University (Y529)

Grantee: Hofstra University

ESD Investment: A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 250 Hofstra University, Hempstead, Nassau County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Long Island Regional Economic Development Council's initiatives to strengthen the economic activity and competitiveness of businesses located in the region.

Background:

Company History – Hofstra University is located in Hempstead NY and is surrounded by the communities of Hempstead, Freeport, New Cassel, Roosevelt and Uniondale which are classified as "economically distressed". Hofstra University's Entrepreneurial Assistance Program provides many comprehensive programs consisting of entrepreneurship skills training, business management, technical assistance with linkages for accessing credit and capital for the target population.

Ownership – Hofstra University is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Hofstra University was awarded its first grant in 1990. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, Hofstra University has received approximately $474,593 in EAP grant funds.

The Project:

Completion – May 2014

Activity – Hofstra University's Center for Entrepreneurship provides business assistance to minority group members, women, dislocated workers and individuals with special needs who are seeking to start or are starting their own business ventures or are seeking to expand their business.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$128,140	ESD Grant	$74,207	49%
Contractual Services/Curriculum/Staff Development	707	Organization Cash Match	65,640	43%
Consultant (Training)	8,800	Organization In-kind Match	12,000	8%
Project Expenses	14,200			
Total Project Costs	$151,847	Total Project Financing	$151,847	100%

Grantee Contact: Judith Tyne, Associate Dean, Project Director
Telephone: (516) 463-5285
Fax: (516) 463-3907
E-Mail: Judith.Tyne@hofstra.edu

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-9

Entrepreneurial Assistance Program – Hunts Point Economic Development Corporation (Y530)

Grantee: Hunts Point Economic Development Corporation ("Corporation")

ESD Investment: A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 310 East Kingsbridge Road, Bronx Library Center, Bronx, Bronx County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the New York City Regional Economic Development Council's with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

Background:

Company History – Hunts Point Economic Development Corporation was created in 1988 and is a community-based organization located in the Hunts Point section of the Bronx one of the most impoverished areas in the city of New York. The mission of the organization is to work with the small business community to enhance the economic development of the area.

Ownership – Hunts Point Economic Development Corporation is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Hunts Point Economic Development Corporation was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, Hunts Point Economic Development Corporation has received approximately $1,349,093 in EAP grant funds.

The Project:

Completion – May 2014

Activity – The mission of the organization is to assist women entrepreneurs as well as minority business owners through the provision of financial and technical assistance services. Hunts Point Economic Development Corporation will provide a 60-hour entrepreneurial training program, technical assistance and access to capital.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$136,155	ESD Grant	$74,207	48%
Contractual Services/Curriculum/Staff Development	8,707	Organization Cash Match	45,000	29%
Consultant (Training)	300	Organization In-kind Match	34,207	22%
Project Expenses	8,252			
Total Project Costs	$153,414	Total Project Financing	$153,414	100%

Grantee Contact: Josephine Infante, President
Telephone: (718) 842-1717 ext. 222
Fax: (718) 842-6592
E-Mail: jsinfante64@gmail.com

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-10

Entrepreneurial Assistance Program – IBERO American Action League (Y531)

Grantee: IBERO American Action League ("IBERO" or the "Corporation")

ESD Investment: A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: Medaille College, 18 Agassiz Circle, Buffalo, Erie/Niagara Counties

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Western New York Regional Economic Development Council's initiative to foster a strong culture of entrepreneurship through training, incubators and public awareness.

Background:

Company History – Erie and Niagara counties where IBERO American Action League has been operating an Entrepreneurial assistance Center since 2008 are economically distressed regions of the state.

Ownership – IBERO American Action League is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support - IBERO American Action was awarded its first grant in 2008. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, IBERO American Action League has received approximately $466,593 in EAP grant funds.

The Project:

Completion – May 2014

Activity – IBERO will hold at least 1 60-hour business training session starting in September 2014 and another possibly in the spring of 2013. IBERO will work with current business

owners who are successfully operating their own businesses as well as those looking to start a business. Other services provided will be technical assistance and access to capital.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$82,256	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	4,853	Organization Cash Match	37,129	25%
Project Expenses	61,227	Organization In-kind Match	37,000	25%
Total Project Costs	$148,336	Total Project Financing	$148,336	100%

Grantee Contact: Zoraida Martinez, Dir. of Development & Communications
Telephone: (585) 256-8900 ext 631
Fax (585) 256-0120
E-Mail: zory@iaal.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-11

Entrepreneurial Assistance Program
Local Development Corporation of East New York (Y532)

Grantee: Local Development Corporation of East New York ("LDCENY" or the "Corporation")

ESD Investment: A grant of up to $74,207 to be used for a portion of the costs of operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 80 Jamaica Avenue, Brooklyn, Kings County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the New York City Regional Economic Development Council's with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

Background:

Company History – The mission of the LDCENY is to retain and promote industry and commerce in East Brooklyn so as to preserve and improve economic opportunities for businesses and residents.

Ownership – The LDCENY is a New York State 501(c) 3 not-for-profit corporation.

ESD Involvement – New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – The LDCENY was awarded its first grant in 1990. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, LDCENY has received approximately $699,593 in EAP grant funds.

The Project:

Completion – May 2014

Activity – The goal of the project is to stimulate local economic development by providing existing businesses the training, technical competence and financing required to stay in business and expand their operation.

Results - The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$136,050	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	707	Organization Cash Match	74,207	50%
Project Expenses	11,657			
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact: Sherry Roberts, Executive Director
Telephone: (718) 385-6700 ext 11
Fax: (718) 385-7505
E-Mail: sdroberts100@aol.com

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-12

Entrepreneurial Assistance Program - Orange County Chamber of Commerce (Y533)

Grant Recipient: Orange County Chamber of Commerce

ESD Investment: A grant of up to $74,207 will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 30 Scott's Corners Drive, Montgomery, Orange County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Mid-Hudson Regional Economic Development Council's goals to promote entrepreneurship, start-ups, and small businesses through a variety of measures that include business training, technical assistance, and access to capital.

Background:

Company History - Orange County Chamber of Commerce operates and exclusively provides entrepreneurial assistance to Orange, Sullivan, Ulster, Rockland, and Westchester counties for the past three years.

Ownership – Orange County Chamber of Commerce is a New York State 501(c) 6

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Orange County Chamber of Commerce was awarded its first grant in 2009. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, Orange County Chamber of Commerce has received approximately $243,343 in EAP grant funds.

The Project:

Completion - May 31, 2014

Activity – The EAP Center will train entrepreneurs to start their business; create regional partnerships to strengthen class participation; develop marketing presence through a functional interactive web site and email; reach out to all past and present clients; assist clients with MWBE certification applications; and create a process that will allow unlimited on-going support to all clients to ensure their business success.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$102,900	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	11,400	Organization Cash Match	73,207	49%
Project Expenses	34,114	Organization In-kind Match	1,000	1%
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact(s): Carol Smith, Vice President
Government Initiatives and Special Projects
Telephone: (845) 457-9700
Fax: (845) 457-8799
E-Mail: carols@orangeny.com

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been

completed to ESD’s satisfaction.

SCHEDULE A-13

Entrepreneurial Assistance Program – Queens Economic Development Corporation (Y535)

Grant Recipient: Queens Economic Development Corporation

ESD Investment: A grant of up to $74,207, will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 122-55 Queens Blvd, Kew Gardens, Queens County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the New York City Regional Economic Development Council's with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

Background:

Company History - Queens Economic Development Corporation has been active for over 33 years with a mission to create and retain jobs through programming that grows the surrounding neighborhood and assists small businesses, promotes tourism and marketing of Queens County.

Ownership – Queens Economic Development Corporation is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Queens Economic Development Corporation was awarded its first grant in 1992. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, Queens Economic Development Corporation has received approximately $1,496,000 in EAP grant funds.

The Project:

Completion - May 31, 2014

Activity – EAP is designed for individuals committed to starting a business or who need further assistance in the growth of their existing business. Through the 60 hour training course, and actionable "to-do" items during consultations, clients are consistently

encouraged to setup follow-up appointments to continue to work on their business development and seek additional services in order to access a minimum of 10-hours of technical assistance.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$194,536	ESD Grant	$74,207	33%
Contractual (Training)	2,826	Organization Cash Match	124,414	56%
Project Expenses	25,259	Other Cash	24,000	11%
Total Project Costs	$222,621	Total Project Financing	$222,621	100%

Grantee Contact(s): Seth Bornstein, Executive Director
Telephone: (718) 263-0546
Fax: (718) 263-0595
E-Mail: sbornstein@queensny.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-14

Entrepreneurial Assistance Program – Renaissance Economic Development Corporation (Y536)

Grant Recipient: Renaissance Economic Development Corporation

ESD Investment: A grant of up to $74,207 will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 1 Pike Street, New York City, New York County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the New York City Regional Economic Development Council's with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

Background:

Company History - Renaissance Economic Development Corporation has been established since 1997 dedicated to providing financial and technical assistance to minority and women owned business enterprises in immigrant and/or low to moderate-income communities where the barriers of language, culture, and conventional loan underwriting have stymied the growth of micro and small businesses.

Ownership – Renaissance Economic Development Corporation is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Renaissance Economic Development Corporation was awarded its first grant in 2007. EAP grants are based on the availability of funds and have ranged from $35,000 and $99,593 since the program's inception. To date, Renaissance Economic Development has received approximately $375,500 in EAP grant funds.

The Project:

Completion - May 31, 2014

Activity – EAP provides enterprise formation assistance to startups and enterprise expansion

assistance to young businesses in immigrant and minority communities with a focus on assisting minority and women entrepreneurs.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$115,175	ESD Grant	$74,207	46%
Contractual Services/Curriculum/Staff Development	707	Organizational Cash Match	86,750	54%
Contractual (Training)	8,900			
Loan Fund Program	30,000			
Project Expenses	6,175			
Total Project Costs	$160,957	Total Project Financing	$160,957	100%

Grantee Contact(s): Siu Kwan Chan, Director of Operations
Telephone: (212) 964-6022
Fax: (212) 964-6003
E-Mail: siukwanc2000@yahoo.com

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-15

Entrepreneurial Assistance Program – St. Nicks Alliance (Y537)

Grant Recipient: St. Nicks Alliance

ESD Investment: A grant of up to $74,207 will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 2 Kingsland Avenue, Brooklyn, Kings County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the New York City Regional Economic Development Council's with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

Background:

Company History – St. Nicks Alliance has provided services to this area since 1996. The primary target area is the greater North Brooklyn area, specifically Bushwick, Williamsburg and Green Point. Our mission is to support programs and services that develop positive climate to attract and retain business in New York City.

Ownership – St. Nicks Alliance is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – St. Nicks Alliance was awarded its first grant in 1995. EAP grants are based on the availability of funds and have ranged from $35,000 to $99,593 since the program's inception. To date, St. Nicks Alliance has received approximately $800,000 in EAP grant funds.

The Project:

Completion - May 31, 2014

Activity – EAP is important to economic development programs that link minority and women

business owners to services and resources needed to access capital markets, thereby ensuring entrepreneurship in low-income communities. St. Nicks Alliance with entrepreneurs to access services and resources, thereby ensuring growth in the communities.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$127,100	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	707	Organization Cash Match	37,650	25%
Project Expenses	20,650	Organiztion In-kind Match	36,600	25%
Total Project Costs	$148,457	Total Project Financing	$ 148,457	100%

Grantee Contact(s): Michael Rochford, Executive Director
Telephone: (718) 388-5454
Fax: (718) 963-1905
E-Mail: mrochford@stnicksalliance.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-16

Entrepreneurial Assistance Program
South Bronx Overall Economic Development Corp. (Y538)

Grant Recipient: South Bronx Overall Economic Development Corp. ("SOBRO")

ESD Investment: A grant of up to $74,207 will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 555 Bergen Avenue, Bronx, Bronx County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the New York City Regional Economic Development Council's with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

Background:

Company History – SOBRO has been assisting microenterprises in the South Bronx for the past 20 years through its Entrepreneurial Development Program. The problems facing aspiring mirco-entrepreurs in the community are twofold: lack of entrepreneurial know-how and availability of credit.

Ownership – South Bronx Overall Economic Development Corp. is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – SOBRO was awarded its first grant in 1996 EAP grants are based on the availability of funds and have ranged from $35,000 to $99,593 since the program's inception. To date, SOBRO has received approximately $1,037,039 in EAP grant funds.

The Project:

Completion - May 31, 2014

Activity – EAP fills a critical void in the entrepreneurial development of the Bronx; SOBRO is strategically located in the heart of the South Bronx at the core of the NYC Empowerment

Zone and the State's Empire Zone. The program delivers quality training and assistance designed to cater to the distinct needs of clients in this high needs area.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$120,358	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	2,310	Organization Cash Match	37,104	25%
Consultant Training	2,500	Organization In-kind Match	37,104	25%
Project Expenses	23,247			
Total Project Costs	$148,415	Total Project Financing	$148,415	100%

Grantee Contact: Phillip Morrow, President
Telephone: (718) 292-3113
Fax: (718) 292-3115
E-Mail: pmorrow@sobro.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-17

Entrepreneurial Assistance Program – Suffolk County Community College (Y539)

Grant Recipient: Suffolk County Community College ("SCCC")

ESD Investment: A grant of up to $74,207, will be awarded to cover operating expenses, training and technical assistance from July 1, 2013 through June 30, 2014.

Project Location: Sally Ann Slacke Building, Michael J. Grant Campus, 1001 Crooked Hill Road, Brentwood, Suffolk County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Long Island Regional Economic Development Council's initiatives to strengthen the economic activity and competitiveness of businesses located in the region.

Background:

Company History – Suffolk County Community College is a two year unit of the State University of New York and is currently the second largest multi-campus college in the State University of New York (SUNY) system, enrolling 20,000 students. It offers 70 degree and certificate programs. The three (3) campuses are Michael J Grant in Brentwood, Ammerman in Selden and the Eastern Campus in Riverhead.

Ownership – Suffolk Community College is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Suffolk Community College was awarded its first grant in 1994. EAP grants are based on the availability of funds and have ranged from $35,000 to $99,593 since the program's inception. To date, SCCC has received approximately $555,093 in EAP grant funds.

The Project:

Completion - June 30, 2014

Activity – EAP is a resource for Suffolk County residents interested in starting and/or expanding their businesses. SCCC conducts several programs geared towards empowering

clients with information in creating and developing a business enterprise.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$102,604	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	707	Organization Cash Match	37,104	25%
Project Expenses	45,103	Organization In-kind Match	37,103	25%
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact: Dr. Shaun L. McKay, President
Telephone: (631) 451-4736
Fax: (631) 451-4715
E-Mail: mckays@suffolk.edu

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-18

Entrepreneurial Assistance Program – South Side Innovation Center (Y540)

Grant Recipient: Syracuse University

ESD Investment: A grant of up to $74,207, will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 2610 South Salina, Syracuse, Onondaga County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Central New York Regional Economic Development Council's initiatives to support the regions businesses efforts to compete in the global economy, expand their recent efforts to invest in entrepreneurs and risk-takers and play an important role in reflecting that the regions small businesses drive regional and national economy.

Background:

Company History – Syracuse University supports entrepreneurs with results oriented services, including networking, technical training that develops problem-solving skills, classroom instruction, and provide financing assistance to help them succeed as they take the next step in developing their business.

Ownership – Syracuse University is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support – Syracuse University was awarded its first grant in 2008. EAP grants are based on the availability of funds and have ranged from $35,000 to $99,593 since the program's inception. To date, Syracuse University has received approximately $424,893 in EAP grant funds.

The Project:

Completion - May 31, 2014

Activity – EAP provides hands on counseling, training, mentoring to entrepreneurs including

new and early stage of a business. The Center incubates businesses which develop a three year timeline. Assists at least 10% of total clientele in creating a business, of which at least 30-50 begin operating within that 12-month period. Also provides assistance to existing companies and creates a minimum of 50 jobs.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$103,564	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	9,019	Organization Cash Match	74,207	50%
Consultants	4,625			
Project Expenses	31,206			
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact: Meghan MacBlane, Research Administrator
Telephone: (315) 443-2807
Fax: (315) 443-9361
E-Mail: mtmachbla@syr.edu

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-19

Entrepreneurial Assistance Program – Urban League of Rochester, N.Y., Inc. (Y541)

Grant Recipient: Urban League of Rochester, N.Y., Inc

ESD Investment: A grant of up to $74,207, will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 265 North Clinton Ave, Rochester, Monroe County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Finger Lakes Regional Economic Development Council's initiative to Optimize Business Creation, Retention and Expansion in the region.

Background:

Company History – Urban League of Rochester, N.Y., Inc was founded in 1965 as a community-based, non-profit affiliate of the National Urban League providing direct services to low-income and minority individuals within the Rochester metropolitan area and surrounding counties.

Ownership – Urban League of Rochester, N.Y., Inc is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support- Urban League of Rochester, N.Y., Inc was awarded its first grant in 1991. EAP grants are based on the availability of funds and have ranged from $35,294 to $99,593 since the program's inception. To date, Urban League of Rochester, N.Y., Inc. has received approximately $1,458,070 in EAP grant funds.

The Project:

Completion - May 31, 2014

Activity – EAP provides business development services to minorities, women, dislocated workers, economically disadvantaged individuals and people with special needs, who are seeking to start a business, are in the process of starting their own business ventures, or are

early-stage firms (businesses already existing for less than 5 years). Services provided include information about starting a business, start-up assistance, business development business retention, and business expansion services through intensive workshops and one-on-one technical assistance.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$94,496	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	3,151	Organization Cash Match	37,104	25%
Consultant (Training)	14,700	Organization In-kind Match	37,103	25%
General and Management	14,941			
Project Expenses	21,126			
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact: William G. Clark, President/CEO
Telephone: (585) 325-6530 ext 3003
Fax: (585) 325-4864
E-Mail: wclark@ulr.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-20

Entrepreneurial Assistance Program
Washington Heights and Inwood Development Corporation (Y542)

Grant Recipient: Washington Heights and Inwood Development Corporation

ESD Investment: A grant of up to $74,207 will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 57 Wadsworth Avenue, New York City, New York County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the New York City Regional Economic Development Council's with its goals to assist small businesses with growth and development as well as their priority action to provide business development and assistance to Minority and Women-Owned businesses.

Background:

Company History – Washington Heights and Inwood Development Corporation was incorporated in 1978 and has provided business development services since its inception. The initial programs centered on commercial revitalization services, including major capital improvements to 181st Street, Dyckman and 207th Streets and the redevelopment of the Coliseum Theater into a retail and entertainment facility.

Ownership – Washington Heights and Inwood Development Corporation is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support Washington Heights and Inwood Development Corporation was awarded its first grant in 2008. EAP grants are based on the availability of funds and have ranged from $35,000 to $99,593 since the program's inception. To date, Washington Heights and Inwood Development Corporation has received approximately $376,093 in EAP grant funds.

The Project:

Completion - May 31, 2014

Activity – EAP will help build and strengthen commercial activity by providing local minority

and/or women entrepreneurs with intensive business assistance and training. The Program will provide businesses and entrepreneurs with the tools necessary to allow them to start, sustain and/or expand their businesses, fueling local economic development, increasing local business equity and creating job growth. The target audience consists of minorities and women, including recent immigrants and limited-English speaking participants.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$128,414	ESD Grant	$74,207	50%
Project Expenses	20,000	Organization Cash Match	74,207	50%
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact: Dennis C. Reeder, Executive Director
Telephone: (212) 795-1600
Fax: (212) 781-4051
E-Mail: whidc@aol.com

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

SCHEDULE A-21

Entrepreneurial Assistance Program – Women's Enterprise Development Center Inc. (Y543)

Grant Recipient: Women's Enterprise Development Center Inc.

ESD Investment: A grant of up to $74,207, will be awarded to cover operating expenses, training and technical assistance from June 1, 2013 through May 31, 2014.

Project Location: 1133 Westchester Avenue, Suite N-220, White Plains, Westchester County

Proposed Project: Business Training and Technical Assistance

Regional Council: New York State's Entrepreneurial Assistance Program has provided business services for more than 2 decades in the region and is poised to assist the Mid-Hudson Regional Economic Development Council's goals to promote entrepreneurship, start-ups, and small businesses through a variety of measures that include business training, technical assistance, and access to capital.

Background:

Company History – Women's Enterprise Development Center Inc. began in 1997 as a pilot program with 12 students in a 15-week entrepreneurial training program in Yonkers. In 2003, it was designated an SBA women's business center for Westchester County and the Lower Hudson Valley. It is the only organization in the area that provides entrepreneurs with the entire range of vital small business services; from helping clients develop a business idea to helping them maintain and grow a successful enterprise.

Ownership – Women's Enterprise Development Center Inc. is a New York State 501(c) 3 not-for-profit

ESD Involvement - New York State's Entrepreneurial Assistance Program ("EAP") was created in 1987 by the NYS Omnibus Economic Development Act. The EAP establishes centers in local communities to provide instruction, training, technical assistance and support services to individuals who have recently started their own business or are interested in starting a business.

Past ESD Support Women's Enterprise Development Center Inc. was awarded its first grant in 2008. EAP grants are based on the availability of funds and have ranged from $35,000 to $99,593 since the program's inception. To date, Women's Enterprise Development Center Inc. has received approximately $451,093 in EAP grant funds.

The Project:

Completion - May 31, 2014

Activity – The EAP training model consists of in-depth multi-course training program covering the full range of entrepreneurial development issues at all stages of business development. The program is offered in both English and Spanish.

Results – The Entrepreneurial Assistance Program encourages the start of new businesses and the continuous development of existing businesses. The aim is to help entrepreneurs develop a viable business and to assist new firms to make the transition to small growth companies. To track the performance of grantees funded under EAP, grantees are required to meet specific program goals such as number of clients served, businesses started, increases in sales and employment and financing secured.

Financing Uses	Amount	Financing Sources	Amount	Percent
Salaries/Fringe	$107,200	ESD Grant	$74,207	50%
Contractual Services/Curriculum/Staff Development	10,207	Organization Cash Match	74,207	50%
Consultant (Training)	8,750			
Project Expenses	22,257			
Total Project Costs	$148,414	Total Project Financing	$148,414	100%

Grantee Contact: Anne Janiak, Executive Director
Telephone: (914) 948-6098 ext 12
Fax: (914) 470-2972
E-Mail: ajaniak@westchester.org

Project Team:

Program Director	Joyce Smith
Contractor and Supplier Diversity	Vikas Gera
Environmental	Rachel Shatz

Financial Terms and Conditions:

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

2. The Grantee will match the grant 100%, of which at least 50% must be cash. Matching funds may derive from any funding source except the State.

3. An advance of up to 50% of the Grant ($37,103) will be disbursed to the Grantee upon execution of the Grant Disbursement Agreement ("GDA"), assuming that all project approvals have been completed and funds are available. The final 50% of the Grant ($37,104) will be disbursed approximately six months from the date of execution of the GDA together with such supporting documentation as ESD may require. ESD may withhold the final 10% of the Grant ($7,421) until all of the tasks and reports have been completed to ESD's satisfaction.

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Regional Council Award – Stony Brook and Upton (Long Island Region – Suffolk County) – SGRID 3 Capital – Regional Council Capital Fund and Economic Development Purposes Fund (Capital Grants)

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

General Project Plan

I. Project Summary

Grantee: Brookhaven Science Associates, LLC ("BSA" or the "Company")

ESD* Investment: A grant of up to $2,050,000 (X628 - $1,700,000 Regional Council Capital Fund and X871 - $350,000 Economic Development Purposes Fund) to be used for a portion of the cost of planning, design and implementation of demonstration projects in two new facilities.

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

Project Locations: 40 Brookhaven Avenue, Upton, Suffolk County
1500 Stony Brook Road, Stony Brook, Suffolk County

Proposed Project: The Grantee will plan and design two new Smart Grid Research Innovation Development, Demonstration, Deployment Centers ("SGRID3") facilities to conduct research and development at Brookhaven National Laboratory ("BNL") and Stony Brook University ("SBU").

Project Type: Expand research and development facilities

Regional Council: The Project is consistent with the Long Island Regional Plan to create an innovation economy, based on research, development and manufacturing. Samuel L. Stanley Jr., M.D., President, Stony Brook University and Doon Gibbs, Ph.D., Director, Brookhaven National Laboratory, are members of the 24-member Long Island Regional Economic Development Council. In conformance with the State's policy, these individuals have recused themselves on votes recommending this project.

II. Project Cost and Financing Sources

Financing Uses	Amount
Micro-Grid Design and Demonstration Project	$700,000
BNL Utility Design and Demonstration Project	1,000,000
SBU Utility Design and Demonstration Project	1,600,000
BNL (AEGIS*) A/E Fee Design Concept	800,000
SBU (SGIC**) A/E Fee Design Concept	900,000
Administrative Cost	500,000
Total Project Costs	$5,500,000

*Advanced Electric Grid Innovation and Support
** Smart Grid Innovation Center

Financing Sources	Amount	Percent
ESD – Grant (X628)	$1,700,000	31%
ESD – Grant (X871)	350,000	6%
NYSTAR Grant***	2,950,000	53%
Company Equity	500,000	10%
Total Project Financing	$5,500,000	100%

*** Empire State Development's Division of Science, Technology and Innovation.

III. Project Description

A. Company

Industry: Research Institution

Company History: Formed in 1946, Brookhaven National Laboratory is a multipurpose

research institution funded primarily by the U.S. Department of Energy's Office of Science. BNL expertise and world-class facilities help explore scientific questions from the fundamental forces of nature to the complex interactions of ecosystems and the environment. Brookhaven Science Associates manages and operates Brookhaven National Laboratory.

Ownership: BSA is a limited liability company that represents a partnership between Battelle Memorial Institute and Stony Brook University.

Size: All facilities are located in Long Island, NY.

Market: Commercial, industrial and residential energy consumers.

ESD Involvement: Long Island's economic viability has traditionally been rooted in technology and innovation. Continued growth for the region relies on creating advance energy technologies that will help build a more resilient power system. BNL and SBU are globally recognized leaders in energy research and approached the Regional Council in 2011 with an innovative project to address Long Island's electric rates through a smart grid approach. These two powerhouses in energy research impressed the Regional Council to the extent that SGRID 3 was the region's most compelling project in round one. As a result of the Governor's Regional Economic Development Council Initiative, Brookhaven Science Associates was awarded $2,050,000 through the Consolidated Funding Application to assist with the capital expenses related to the SGRID3 project. The availability of ESD funds will allow BSA and SBU to monitor and measure power quality and grid disturbance, and will set the stage for a large-scale project involving new smart grid laboratory facilities.

Competition: N/A

Past ESD Support: Since 2006, ESD has provided 3 grants to BSA totaling $14,050,000. All funds have been disbursed and the projects are complete.

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

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
Economic Development Purpose Fund	X728	$320,000	July 18, 2013	June 2016	Working Capital – STEM Hub project

B. The Project

Completion:	BNL AEGIS Facility - December 2014 SBU SGIC Facility - December 2014
Activity:	The SGRID3 collaboration between Brookhaven National Laboratory and Stony Brook University focused on the development, demonstration and deployment of new Smart Grid technologies as an extraordinary new means to save energy, reduce the region's carbon footprint and reduce costs to commercial, industrial and residential energy consumers. The SGRID3 project will include planning and a conceptual design for a new Advanced Electric Grid Innovation and Support ("AEGIS") Center at BNL and planning and conceptual design for a new Smart Grid Innovation Center ("SGIC") at SBU. In addition, various electric grid demonstration projects will be performed at both BNL and SBU. Both BNL and Stony Brook have environmentally preferred procurement programs to maximize the utilization of recycled materials in new construction.
Results:	The Project will create an infrastructure for development and testing of new technologies and equipment. In addition the Project will help to improve air quality by reducing electric power generated in New York State, thereby reducing air emissions and protect surface and groundwater degradation by reducing wastewater and solid waste generation. The success of the project will help to develop capabilities to advance future utility investments in the electrical transmission and distribution systems in New York State. Each facility will be LEED Platinum which will drive recyclable materials and use of renewable energy.
Economic Growth Investment Project:	This project is an Economic Growth Investment project that does not involve permanent job commitments or construction spending. While such projects generate significant long term fiscal and economic benefits, such benefits are not estimated within the short-term period used in the benefit cost analysis. Therefore, no benefit cost analysis is provided.
Grantee Contact:	Dr. Doon Gibbs 40 Brookhaven National Lab Upton, New York 11973 Phone: (631) 344-4608
ESD Project Nos.:	X628 and X871
Project Team:	Origination — Andrea Lohneiss Project Management — Beverly Bobb Legal — Jennifer Chung

Contractor & Supplier Diversity	Vikas Gera
Finance	Ross Freedman
Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $2,050,000 capital grant ($20,500) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

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

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

4. Up to $2,050,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 30% of the grant ($615,000) upon documentation of the completion of the planning phase of three BNL demonstration projects and expenditures totaling $1,250,000 and any other documentation verifying project completion as ESD may require, and verification by LIPA of the value of the demonstration project results, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of an amount equal to 15% of the grant ($307,500) will be disbursed upon completion of BNL microgrid utility interfaces and utility grid test bed plan and documentation of additional project cost expenditures totaling $1,250,000 ($2,500,000 cumulatively) and verification by NYSERDA of the value of the results in advancing micro-grid adoption in NY State, provided Grantee is otherwise in compliance with program requirements;
   c) a Third Disbursement of an amount equal to 25% of the grant ($512,500) will be disbursed upon completion of benchmarking and validation by LIPA of demonstration project software models, completion of AEGIS pre-conceptual design and documentation of additional project cost expenditures totaling $1,000,000 ($3,500,000 cumulatively), provided Grantee is otherwise in compliance with program requirements;
   d) a Fourth Disbursement of an amount equal to 20% of the grant ($410,000) upon completion of LIPA planning model and first phase of utility grid implementation demonstration projects and documentation of additional project cost expenditures totaling $1,000,000 ($4,500,000 cumulatively) and verification by LIPA of the value and use of the demonstration project results, provided Grantee is otherwise in compliance with program requirements;

e) a Fifth Disbursement of an amount equal to 10% of the grant ($205,000)upon completion of all demonstration projects, conceptual design for the BNL AEGIS Facility and SBU SGIC Facility and documentation of additional project cost expenditures totaling $,000,000 ($5,500,000 cumulatively), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses reimbursed by ESD's grant must be incurred on or after June 28, 2012, to be considered eligible project costs. All disbursements must be requested by April 1, 2015.

5. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $2,050,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

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

The project was authorized in the 2011-2012 New York State budget and reappropriated in the 2012-2013 and 2013-2014 New York State budgets. No residential relocation is required as there are no families or individuals residing on the site.

V. Environmental Review

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

VI. Non-Discrimination and Contractor & Supplier Diversity

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

VII. ESD Employment Enforcement Policy

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

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

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

IX. Additional Submissions to Directors

Resolutions
New York State Map
Project Finance Memorandum

November 18, 2013

Regional Council Award – Stony Brook and Upton (Long Island – Suffolk County) – SGRID 3 Capital – Regional Council Capital Fund and Economic Development Purposes Fund (Capital Grants) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the SGRID 3 Capital – Regional Council Capital Fund and Economic Development Purposes Fund (Capital Grants) Project (the "Project"), the Corporation hereby determines pursuant to Section 10 (g) of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"), that there are no families or individuals to be displaced from the project area; and be it further

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Brookhaven Science Associates, LLC a grant for a total amount not to exceed One Million Seven Hundred Thousand Dollars ($1,700,000) from the Regional Council Capital Fund and a grant for a total amount not to exceed Three Hundred Fifty Thousand Dollars ($350,000) 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.

* * *

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Regional Council Award – Priority Project – Marcy (Mohawk Valley Region – Oneida County) – Fort Schuyler Management Corporation – Quad C Capital – Economic Transformation Program (Capital Grant)

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

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General Project Plan

I. Project Summary

Grantee: Fort Schuyler Management Corporation ("FSMC" or the "Grantee")

ESD* Investment: A grant of up to $15,000,000 to be used for a portion of the cost of construction of the first phase of the Computer Chip Commercialization Center ("Quad C") adjacent to the State University of New York Institute of Technology ("SUNYIT") campus in Marcy, Oneida County.

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

Project Location: 100 Seymour Road, Marcy, Oneida County

Proposed Project: Construction of the first phase of the Quad C, a 253,000-square-foot facility containing flex space that will include clean rooms, laboratories, offices, lecture center and related utilities.

Project Type: Real estate development for advanced manufacturing and research and development.

Regional Council: The Mohawk Valley Regional Council has been made aware of this item. The project is consistent with the Regional Plan to build a diverse, integrated and dynamic economy that leverages technology and innovation.

Employment:

Initial employment at time of ESD Incentive Offer:	0
Current employment level:	0
Minimum employment on January 1, 2018:	300*

* Employment shall include operational staff and faculty employed by FSMC and full-time tenant employees at the Quad C facility engaged in semiconductor research, development, and/or manufacturing activities at the Project Location. New positions may not be filled by transferring employees from other New York State locations.

II. Project Cost and Financing Sources

Financing Uses	Amount
Infrastructure/Site Work	$2,093,616
Construction	38,680,774
Construction Management	10,196,161
Total Project Costs	$50,970,551

Financing Sources	Amount	Percent
ESD – Grant	$15,000,000	29%
Grantee Equity	35,970,551	71%
Total Project Financing	$50,970,551	100%

III. Project Description

A. Grantee

Industry: Real Estate Development

Grantee History: Authorized by Chapter 530 of the Laws of 2010, the Fort Schuyler Management Corporation was formed by the State University of New York Research Foundation in partnership with the SUNYIT. FSMC has a ground lease for the Marcy Technology Complex from the State University of New York to establish public-private partnerships in support of SUNYIT's research, educational and economic development activities. FSMC is authorized to purchase, construct, develop and manage facilities co-located with the SUNYIT educational campus at the SUNYIT Marcy

Technology Complex as well as ground sub-lease the property west of Edic Road constituting the Marcy NanoCenter project to Mohawk Valley Economic Development Growth Enterprises ("EDGE") for attraction of nanomanufacturing operations by a commercial partner.

FSMC advances the growth of emerging nanotechnology and semiconductor research and development cluster in New York that includes the College of Nanoscale Science and Engineering ("CNSE") at the University at Albany.

Ownership: Fort Schuyler Management Corporation is a 501 c 3 not-for-profit organization.

Size: All facilities located in Utica, NY.

Market: Worldwide nanotechnology and semiconductor industries.

ESD Involvement: In July 2009, New York State Assembly Speaker Sheldon Silver announced the expansion of the Technology Hub-Manufacturing Node Model into the Mohawk Valley Region with the establishment of the New York State Computer Chip Hybrid Integration Partnership ("CHIP") as an inter-regional nanotechnology research and development ("R&D"), education, and economic outreach partnership led by SUNYIT and the CNSE. The goal of CHIP is to establish a state-of-the-art intellectual and physical infrastructure necessary to enable development, prototyping, and commercialization of state-of-the-art "system-on-a-chip" ("SOC") computer chip packages and architectures.

The SUNYIT-CNSE partnership under CHIP, and supported by the Quad C and Center for Advanced Technology ("CAT") facilities represents the "first" of any public-private partnership in New York to: 1) establish a true inter-regional, cross-university, nanoelectronics R&D, education, and economic outreach partnership; 2) construct a state-of-the-art "business incubator/technology accelerator" with the first 300mm wafer capable clean room facility in Upstate New York; and, 3) act as a catalyst for public participation and community engagement. As such, CHIP, Quad C and the CAT represents a direct and concrete cross-regional partnership between Utica and Albany, thus establishing the stage for future opportunities for additional high tech corporate investments in the Utica-Rome area, including potential computer chip manufacturing plants at the SUNYIT Marcy site.

Quad C will be co-located with a proposed CAT to support the growth of synergistic educational programs delivered by SUNYIT with curriculum support from the CNSE targeting core technologies that will feed the

growth of industry partners locating in the Quad C. The CAT will support the development of the high tech workforce enabling the joint technology deployment and workforce training and education necessary to support computer chip integration and deployment in NYS. Combined, CHIP, Quad-C and the CAT will leverage the public and private investments, vast intellectual know-how, comprehensive physical assets, and wide network of the CNSE and its public and private academic, business, and corporate partners to establish further west of the Capital Region (at and in the vicinity of SUNYIT) the state-of-the-art infrastructure and capabilities necessary to enable innovation, education, and commercialization of computer chip solutions in upstate New York.

As a result of the Governor's Regional Economic Development Council Initiative, FSMC was awarded $15 million grant through Round I of the Consolidated Funding Application ("CFA") to further the development of this regionally significant initiative.

Competition: Worldwide

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

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
Local Assistance	V062	$2,250,000	October 22, 2009 ($4M was originally awarded to EDGE on May 17,2007)	May 5, 2011	Working Capital Grant – Advanced rent payment to FSMC for the 15-year ground lease of the Marcy Nanocenter site by EDGE.
New York State Economic Development Assistance Program	W277	$1,300,000	November 19, 2009 ($10M was originally awarded to EDGE on September 19, 2008)	December 31, 2014	Capital Grant – $1.3 M for design of the 300mm wafer clean room for the Quad C.

B. The Project

Completion: December 2014

Activity: The project involves the construction of the building envelope and non-clean room areas of the Quad C ("Phase I"), a 253,000-square-foot facility that will contain flex space, clean rooms, laboratories, offices, a lecture center and related utilities. Quad C will enable the attraction of high-tech partners who, in turn, will work to develop and commercialize advanced nanoscale semiconductor products and solutions. Design of Quad C was completed in March 2013. Construction of Phase I started in June 2013 and is expected to be complete by December 2014.

Results: The Quad C will be constructed, owned, and operated by FSMC at SUNYIT to act as the focal point for the assembly and integration of the SOC systems being developed at the CNSE by housing a state-of-the-art office and clean room "business incubator/technology accelerator". Quad C will enable the attraction of high tech partners seeking to integrate and commercialize SOC devices and products, in partnership with global computer chip equipment, material, and chemical suppliers and contractors. Quad C will serve as a magnet to attract global computer chip equipment, material, and chemical suppliers and contractors to Upstate New York.

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

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

- Fiscal benefits to NYS government from the project are estimated at $15,851,445;
- Fiscal cost to NYS government is estimated at $15,000,000;
- Project cost to NYS government per direct job is $93,333;
- Project cost to NYS government per job (direct plus indirect) is estimated at $62,777;

- Ratio of project fiscal benefits to costs to NYS government is 1.06:1;
- Fiscal benefits to all governments (state and local) are estimated at $27,051,393;
- Fiscal cost to all governments is $15,000,000;
- All government cost per direct job is $93,333;
- All government cost per total job is $62,777;
- The fiscal benefit to cost ratio for all governments is 1.80:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $191,899,833, or $803,121 per job (direct and indirect);
- The economic benefit to cost ratio is 12.79:1;
- Project construction cost is $40,774,390, which is expected to generate 465 direct job years and 217 indirect job years of employment;
- For every permanent direct job generated by this project, an additional 0.50 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is seven years.

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

Grantee Contact: Alicia Dicks, Executive Director
100 Seymour Road
Utica, NY 13502
Phone: (315) 792-7306

ESD Project No.: X812

Project Team:		
	Origination	Jane Thelen
	Project Management	Glendon McLeary
	Contractor & Supplier Diversity	Denise Ross
	Finance	Jonevan Hornsby
	Design & Construction	Scott Renzi
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall pay a commitment fee of $10,000 and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

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

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

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

5. Up to $15 million will be disbursed to Grantee upon documentation of eligible expenses during the course of design and construction no more frequently than quarterly, in compliance with the Design & Construction requirements and in proportion to ESD's funding share (29%), assuming that all project approvals have been completed and funds are available. The final 10% of the grant will be disbursed upon project completion, as evidenced by a Certificate of Occupancy. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after December 16, 2011, to be considered eligible project costs. All disbursements must be requested by April 1, 2015.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $15,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

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

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

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

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

Baseline Employment	0

A	B
Reporting Date	Employment Goals
February 1, 2015	0+X
February 1, 2016	0+X
February 1, 2017	0+X
February 1, 2018	0+X
February 1, 2019	0+X
February 1, 2020	0+X

X = Grantee's Employment Increment that will be required at the Project Location by January 1, 2018 (i.e. X=300, and Employment Goals shall equal [0 + X= 300*])

* Employment shall include operational staff and faculty employed by FSMC and full-time tenant employees at the Quad C facility engaged in semiconductor research, development, and/or manufacturing activities at the Project Location. New positions may not be filled by transferring employees from other New York State locations.

IV. Statutory Basis – Economic Transformation Program

The project was authorized in the 2011-2012 New York State budget and reappropriated in the 2012-2013 and 2013-2014 New York State budgets. No residential relocation is required as

there are no families or individuals residing on the site.

V. Design and Construction

The Design and Construction Department ("D&C") will review the plans and cost estimates for conformity to the scope of work. D&C will inspect the work and will approve and recommend payment of invoices based upon the inspections.

VI. Environmental Review

The Dormitory Authority State of New York, as lead agency, has completed an environmental review of the proposed project, pursuant to the requirements of the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. This review, which was coordinated with ESD as an involved agency, found the project to be a Type I Action which would not have a significant effect on the environment. The lead agency issued a Negative Declaration on June 26, 2013. ESD staff reviewed the Negative Declaration and supporting materials and concurs. It is recommended that the Directors make a Determination of No Significant Effect on the Environment.

VII. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor Diversity policy will apply to the Project. FSMC shall be required to good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation goal of 25%, Minority Business Enterprise ("MBE") Participation goal of 15% and a Women Business Enterprise ("WBE") Participation goal of 10% related to the total value of ESD's funding and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

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

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

IX. Additional Submissions to Directors

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

November 18, 2013

Marcy (Mohawk Valley Region – Oneida County) – Fort Schuyler Management Corporation – Quad C Capital – Economic Transformation Program Capital – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Fort Schuyler Management Corporation a grant for a total amount not to exceed Fifteen Million Dollars ($15,000,000) from the Economic Transformation Program, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

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

* * *

November 18, 2013

Marcy (Mohawk Valley Region – Oneida County) – Fort Schuyler Management Corporation – Quad C Capital – Economic Transformation Program Capital – Determination of No Significant Effect on the Environment

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RESOLVED, that based on the material submitted to the Directors with respect to the Fort Schuyler Management Corporation – Quad C Capital Project, the Corporation hereby determines that the proposed action will not have a significant effect on the environment.

* * *

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Regional Council Award – Medina (Finger Lakes Region – Orleans County) – Quorum Group/Takeform Capital – Regional Council Capital Fund (Capital Grant)

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

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General Project Plan

I. Project Summary

Grantee: Quorum Group LLC d/b/a Takeform ("Takeform" or the "Company")

ESD* Investment: A grant of up to $150,000 to be used for a portion of building purchase and renovation costs and/or the cost of the purchase of machinery and equipment.

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

Project Location: 11601 Maple Ridge Road, Medina, Orleans County

Proposed Project: Relocation and expansion of a manufacturer of graphic design products.

Project Type: Facility expansion and machinery and equipment acquisition involving job retention and creation.

Regional Council: The project is consistent with the Regional Plan's key goals to optimize business creation, retention and expansion, and to address the critical issue of urban and rural poverty in the region.

Employment:	Initial employment at time of ESD Incentive Offer:	83
	Current employment level:	93
	Minimum employment on January 1, 2017:	116

II. Project Cost and Financing Sources

Financing Uses	Amount
Building Acquisition	$900,000
Construction/Renovation	326,000
Machinery and Equipment	143,000
Furniture and Fixtures	223,000
Total Project Costs	$1,592,000

Financing Sources	Amount	Percent	Rate/Terms/Lien
ESD – Grant	$150,000	9%	
Bank of Castile – Loan	860,000	54%	4%/30 years/ first on RE
Orleans County Revolving Loan Fund – Loan	100,000	6%	2%/5 years/2nd on RE
Company Equity	482,000	31%	
Total Project Financing	$1,592,000	100%	

III. Project Description

A. Company

Industry: Quorum Group LLC d/b/a Takeform manufactures graphic design products including signage, dimensional letters and logos, informational kiosks, donor recognition displays, interior accessory products, message boards, and wall organizers.

Company History: The Company began in 1992 as American Tactile, a contract manufacturer of custom signage for the wholesale sign trade and selected end users. The name was changed to Takeform Architectural Products ("TAP") in 2003, when a new owner bought it. The signage that Takeform produces reflects the character of an organization and enhances the architectural or aesthetic detail of a building. This type of signage, typically specified by architects or interior designers, comprises a $12 million domestic industry with only a few national competitors. Quorum Group LLC purchased TAP in 2006.

Ownership: The Company is privately owned.

Size:	All facilities are located in Medina, NY.
Market:	Takeform's target market segments include health care, higher education, corporate, hospitality and institutional. Ninety-five percent of the Company's sales are outside New York State.
ESD Involvement:	The Company's existing location contained an inefficient manufacturing and office layout and did not allow for future expansion to meet growing demand for its products. To address these inefficiencies, the Company needed to expand to a new facility. In order to reduce costs and make the expansion project feasible in New York, the Company approached ESD for financial assistance. As a result of the Governor's Regional Economic Development Council Initiative, Takeform applied for and was awarded $150,000 through the Consolidated Funding Application Round 2 process. The incentive proposal was accepted in January 2013. Without an expansion, the growth of the Company would be dramatically minimized.
Competition:	Takeform's first choice was to stay in Medina if costs could be reduced.
Past ESD Support:	In 2004, ESD assisted Takeform Architectural Products with a $50,000 grant for new machinery and equipment in order to increase its production capacity. The project was successfully completed and the funds were disbursed.

B. The Project

Completion:	October 2013
Activity:	The Company purchased a one-story, 30,000 square-foot building previously used by an electronics manufacturer, which more than twice as large as its previous facility. Takeform demolished walls and renovated approximately 10,000 square feet for a new open office environment, renovated offices, and added new equipment. Additionally, the Company installed a new state-of-the-art paint booth, added a dust collection system, and improved overall manufacturing work flow with a new layout. The project began in May 2013 and was completed in October 2013, when the Company moved into its new building. The project also included the relocation of the production of Takeform's Signify line of exterior signage products from Wausau, WI.
Results:	The project will result in the addition of 33 jobs, which are vitally important to the rural Orleans County area where the Company is located.

Business Investment Project:

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

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

- Fiscal benefits to NYS government from the project are estimated at $1,230,777;
- Fiscal cost to NYS government is estimated at $150,000;
- Project cost to NYS government per direct job is $7,222;
- Project cost to NYS government per job (direct plus indirect) is estimated at $3,456;
- Ratio of project fiscal benefits to costs to NYS government is 8.21:1;
- Fiscal benefits to all governments (state and local) are estimated at $2,072,341;
- Fiscal cost to all governments is $150,000;
- All government cost per direct job is $7,222;
- All government cost per total job is $3,456;
- The fiscal benefit to cost ratio for all governments is 13.82:1;
- Economic benefits (fiscal plus total net resident disposable income from project employment) are estimated at $11,101,428, or $255,769 per job (direct and indirect);
- The economic benefit to cost ratio is 74.01:1;
- Project construction cost is $326,000, which is expected to generate three direct job years and two indirect job years of employment;
- For every permanent direct job generated by this project, an additional 1.10 indirect jobs are anticipated in the state's economy;
- The payback period for NYS costs is two years.

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

Grantee Contact:

Darren Campbell, CFO
11601 Maple Ridge Road
Medina, NY 14103
Phone: (585) 798-8888

ESD Project No.: Y098

Project Team:		
	Origination	Helen Blum
	Project Management	Edward Muszynski
	Contractor & Supplier Diversity	Vikas Gera
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Company shall pay a commitment fee of 1% of the $150,000 capital grant ($1,500) and reimburse ESD for all out-of-pocket expenses incurred in connection with the project.

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

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

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

5. Up to $150,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($75,000) will be disbursed upon documentation of machinery and equipment project costs totaling approximately $1,592,000, including a certificate of occupancy, and documentation of the employment of at least 83 Full-time Permanent Employees at the Project Location, assuming that all project approvals have been completed and funds are available;
   b) a Second Disbursement of 25% of an amount equal to the grant ($37,500) will be disbursed upon documentation of the employment of at least 100 Full-time Permanent Employees at the Project Location (Employment Increment of 17), provided Grantee is otherwise in compliance with program requirements;

c) a Third Disbursement of an amount equal to 25% of the grant ($37,500) will be disbursed upon documentation of the employment of at least 116 Full-time Permanent Employees at the Project Location (Employment Increment of 16), provided Grantee is otherwise in compliance with program requirements.

Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. Expenses must be incurred on or after January 15, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2015.

6. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $150,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

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

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

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

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

Baseline Employment	83

A	B
Date	Employment Goals
February 1, 2015	83+X+Y
February 1, 2016	83+X+Y
February 1, 2017	83+X+Y

X = Grantee's Employment Increment that will be the basis of the Second Disbursement of the Grant as described in section C.5 above (i.e. X=17, and Employment Goals shall equal [83 + X = 100] if the Second Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Second Disbursement has not yet been made then X=0.
Y = Grantee's Employment Increment that will be the basis of the Third Disbursement of the Grant as described in section C.5 above (i.e. Y=16, and Employment Goals shall equal [83 + X + Y = 116] if the Third Disbursement is made, in the year such disbursement is made and for each year thereafter). If the Third Disbursement has not yet been made then Y=0.

IV. Statutory Basis – Regional Council Capital Fund

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 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 policies will apply to this project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 25%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 15% and a Women Business Enterprise ("WBE") Participation Goal of 10% related to the total value of ESD's funding.

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

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

VIII. Additional Submissions to Directors

Resolutions
New York State Map
Benefit-Cost Analysis

November 18, 2013

Regional Council Award – Medina (Finger Lakes Region – Orleans County) – Quorum Group/Takeform Capital – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Quorum Group LLC d/b/a Takeform a grant for a total amount not to exceed One Hundred Fifty Thousand Dollars ($150,000) 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.

* * *

Project Summary
Benefit-Cost Evaluation[1]

Quorum Group d/b/a Takeform – Business Investment

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

Initial Jobs: **83** **Construction Job Years (Direct):** **3**
New Jobs: **33 over four years** **Construction Job Years (Indirect)**: **2**

Evaluation Statistics	Project Results NYS Gov't.	NYS Gov't. Benchmarks[2]	Project Results State & Local Government	State & Local Government Benchmarks
Fiscal Costs[3]	$150,000	$794,250	$150,000	$1,020,500
Fiscal Benefits[4]	$1,230,777	$2,085,600	$2,072,341	$4,271,980
Fiscal Cost /Direct Job	$7,222	$3,000	$7,222	$4,110
Fiscal Cost/Total Jobs	$3,456	$1,424	$3,456	$1,964
Fiscal B/C Ratio	8.21	7.00	13.82	10.60
	Project Results	**Benchmarks**		
Economic Benefits[5]	$11,101,428	$119,468,000		
Econ. Benefits/Total Jobs	$255,769	$147,600		
Economic B/C Ratio	74.01	50.00		

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

[2] The current project evaluation results (both fiscal and economic) are compared to performance measure benchmarks based on results of a sample of ESD non-retail projects. Business Investment project benchmarks are 7.00 (Fiscal) and 50.00 (Economic). Infrastructure Investment (or Economic Growth Investment) project benchmarks are 3.00 (Fiscal) and 20.00 (Economic).

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

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

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

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Regional Council Award – North Country Region – (Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton, Clinton Counties) Digital Film Conversion Fund – Regional Council Capital Fund (Capital Grant)

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

General Project Plan

I. Project Summary

Grantee: Development Authority of the North Country ("DANC")

Beneficiary Companies: Various movie theater facilities located in the North Country Region

ESD* Investment: A grant of up to $400,000 to establish a revolving loan fund for North Country movie theaters to purchase digital film projection equipment.

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

Project Locations: Various movie theaters in the North Country Region, Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton, Clinton Counties

Proposed Project: DANC will establish a new revolving loan fund for North Country movie theaters to purchase digital film projection equipment

Project Type: Regional revolving loan fund

Regional Council: This is a project of the North Country Regional Economic Development

Council ("NCREDC"). The project is consistent with the NCREDC key strategy to foster development of small business and entrepreneurial activities. James Wright, Executive Director of the Development Authority of the North Country, is a member of the North Country Regional Economic Development Council. In conformance with the State's policy, this individual has recused himself on votes recommending this project. The Council includes additional, ex-officio members who are elected officials but cannot vote on individual project recommendations.

II. Project Cost and Financing Sources

Financing Uses	Amount
Capital project loans	$400,000
Beneficiary Firms- digital film projection equipment	44,000
Total Project Costs	$444,000

Financing Sources	Amount	Percent
ESD – Grant	$400,000	90%
Beneficiary firms' equity	44,000	10%
Total Project Financing	$444,000	100%

III. Project Description

A. Company

Industry: Public Authority

Company History: DANC was formed in 1985 and provides management, services and financing assistance in the North Country for regional economic development. DANC owns and operates the solid waste facility, the water and wastewater system, and the broadband telecommunications system. DANC also helps with technical assistance, planning, and financing for housing, tourism and other economic development projects and programs.

Ownership: DANC is a New York State public benefit corporation with a 13-member board of directors.

Size:	DANC employs 66 people
Market:	DANC provides economic development assistance throughout the North Country Region.
ESD Involvement:	As part of the Governor's regional economic development initiative, DANC was awarded $400,000 through the Consolidated Funding Application process. ESD requested that DANC establish a revolving loan fund to assist North Country movie theaters with the purchase of digital film projection equipment. This revolving loan fund would not be possible without ESD assistance.
Past ESD Support:	From 1990 to 2007, the Development Authority of the North Country received $11,677,500 in ESD grants for 32 economic development projects in the North Country Region.

B. The Project

Completion:	2019
Activity:	DANC will establish and manage the "Digital Film Conversion Fund" as a regional revolving loan program. This fund will assist North Country movie theater owners with the purchase of digital film projection equipment.
Results:	The "Digital Film Conversion Fund" will enable movie theaters to continue to operate and show movies in North County communities by providing a source to finance the conversion of film projection equipment from film to digital formats. This loan program will assist in the economic development of the entire North Country Region with increased economic activity from modern entertainment facilities.
Grantee Contact:	James Wright, Executive Director 317 Washington Street Watertown NY 13601 Phone: (315) 661-3200
ESD Project No.:	Y647

Project Team:	Origination	Roseanne Murphy
	Project Management	John Vandeloo
	Contractor & Supplier Diversity	Elizabeth Gocs
	Finance	Ross Freeman
	Environmental	Soo Kang

C. Financial Terms and Conditions

1. Upon execution of the grant disbursement agreement, the Grantee shall reimburse ESD for all out-of-pocket expenses incurred in connection with the project. This award does not require a 1% commitment fee.

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

3. The Grantee will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Grantee's acceptance of ESD's offer. Equity is defined as cash injected into the project by the 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. Matching funds provided by program funding recipients will be counted as equity contribution

4. Up to $400,000 will be disbursed to the Grantee in three installments as follows:
   a) an Initial Disbursement of an amount equal to 50% of the grant ($200,000) will be disbursed as an advance, upon execution of a Grant Disbursement Agreement (GDA) and receipt by ESD of required documentation.
   b) a Second Disbursement of an amount equal to the to 40% grant ($160,000) will be disbursed upon documentation verifying disbursement by DANC of at least 75% of the Initial Disbursement ($150,000) and Grantee's compliance with loan program reports and requirements, including the meeting of expected loan program goals.
   c) a Third Disbursement of an amount equal to 10% of the grant ($40,000) will be disbursed upon documentation verifying disbursement by DANC of 100% of the Initial Disbursement and at least 75% of the Second Disbursement ($320,000 cumulative) and Grantee's compliance with loan program reports and requirements, including the meeting of expected loan program goals.

   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 September 2, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2019. ESD will be

entitled to recoup any advanced funds that are not disbursed by the Grantee in a timely manner.

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

6. ESD, via the North Country Regional Office, will approve all funding recommendations. ESD funds should be allocated as loans in a proportional share to the Program's other funding sources. No single investment of ESD funds may exceed $50,000 without written consent of ESD, via the North Country Regional Office. ESD funds may not be subject to a higher risk compared with other Program funds.

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

8. Grantee will report quarterly on investments and related Program activity. Such reports will contain information on investments, current status, leveraged funds, business revenue, job creation outcomes, and other items as determined by ESD. Once the Recipient has provided documentation verifying disbursement of the entire $400,000 in grant funds, the Recipient will report annually on investments and related Program activity during the term of the bonds that will be issued to provide the grant (term to be noted in final Grant Disbursement Agreement).

9. Upon completion of this loan fund project, all remaining proceeds in DANC's Digital Film Conversion Fund Y647, shall be reinvested in DANC's Community Tourism Transformation Fund Y648.

10. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $400,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

IV. Statutory Basis – Regional Council Capital Fund

The project was authorized in the 2012-2013 New York State budget and reappropriated in 2013-2014 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 ministerial action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. The recipient of fund disbursements)will be responsible for complying with SEQRA as applicable. No further environmental review is required in connection with this authorization.

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 in the performance of ESD contracts. For purposes of this Contract, however, goals will not be established due to the unavailability of minority- and women-owned businesses for performance of this Contract.

VII. ESD Employment Enforcement Policy

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

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

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

IX. Additional Submissions to Directors

Resolutions
New York State Map
Project Finance Memorandum

November 18, 2013

Regional Council Award – North Country Region – (Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton, Clinton Counties) Digital Film Conversion Fund – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Development Authority of the North Country a grant for a total amount not to exceed Four Hundred Thousand Dollars ($400,000) 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.

* * *

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Regional Council Award – Priority Project – (North Country Region – Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton Clinton Counties) – Community Tourism Transformation Fund – Regional Council Capital Fund (Capital Grant)

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

General Project Plan

I. Project Summary

Grantee: Development Authority of the North Country ("DANC")

Beneficiary Companies: Various tourism facilities located in the North Country Region

ESD* Investment: A grant of up to $2,000,000 to establish a revolving loan fund to develop tourism facilities in the North Country Region

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

Project Locations: Various tourism facilities in the North Country Region, Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton, Clinton Counties

Proposed Project: DANC will establish a new revolving loan fund to develop tourism infrastructure in the North Country Region

Project Type: Regional revolving loan fund

Regional Council: This is a priority project of the North Country Regional Economic

Development Council ("NCREDC"). A key NCREDC strategy is to put tools in place to attract private investment in tourism, which will drive demand to revitalize and diversify communities and create a climate that will allow entrepreneurs to flourish. James Wright, Executive Director of the Development Authority of the North Country, is a member of the NCREDC. In conformance with the State's policy, this individual has recused himself on votes recommending this project. The Council includes additional, ex-officio members who are elected officials but cannot vote on individual project recommendations.

II. Project Cost and Financing Sources

Financing Uses	Amount
Capital project loans	$2,000,000
Beneficiary Companies - real estate, capital improvements, equipment	222,000
Total Project Costs	$2,222,000

Financing Sources	Amount	Percent
ESD – Grant	$2,000,000	90%
Beneficiary Firms' Equity	222,000	10%
Total Project Financing	$2,222,000	100%

III. Project Description

A. Company

Industry: Public Authority

Company History: DANC was formed in 1985 and provides management, services and financing assistance in the North Country for regional economic development. DANC owns and operates the solid waste facility, water and wastewater system, and broadband telecommunications system. DANC also helps with technical assistance, planning and financing for housing, tourism and other economic development projects and programs.

Ownership: DANC is a New York State public benefit corporation with a 13-member board of directors.

Size: DANC employs 66 people

Market: DANC provides economic development assistance throughout the North

Country Region.

ESD Involvement: As part of the Governor's Regional Economic Development initiative, DANC was awarded $2,000,000 through the Consolidated Funding Application process. DANC requested ESD assistance to help finance its tourism infrastructure projects in underserved North Country communities. This revolving loan fund would not be possible without ESD assistance.

Past ESD Support: From 1990 to 2007, the Development Authority of the North Country received $11,677,500 in ESD grants for 32 economic development projects in the North Country Region.

B. The Project

Completion: 2019

Activity: DANC will establish and manage the "Community Tourism Transformation Fund" as a regional revolving loan program. This fund is available for new and existing business entities to apply for funding to develop tourism infrastructure, including lodging, restaurants, retail, recreation, arts and cultural venues.

Results: The "Community Tourism Transformation Fund" will advance projects that increase the quantity and quality of lodging, hospitality and tourism related facilities. This will enhance the quality of life, provide affordable recreation, attract visitors, and attract additional private investment.

Grantee Contact: James Wright, Executive Director
317 Washington Street
Watertown NY 13601
Phone: (315) 661-3200

ESD Project No.: Y648

Project Team:

Origination	Roseanne Murphy
Project Management	John Vandeloo
Contractor & Supplier Diversity	Elizabeth Gocs
Finance	Ross Freeman
Environmental	Soo Kang

C. Financial Terms and Conditions

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

does not require a 1% commitment fee.

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

3. The Grantee will be required to contribute a minimum of 10% of the total project cost in the form of equity contributed after the Grantee's acceptance of ESD's offer. Equity is defined as cash injected into the project by the 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. Matching funds provided by program funding recipients will be counted as equity contribution.

4. Up to $2,000,000 will be disbursed to the Grantee in four installments as follows:
   a) an Initial Disbursement of an amount equal to 30% of the grant ($600,000) will be disbursed as an advance, upon execution of a Grant Disbursement Agreement ("GDA") and receipt by ESD of required documentation.
   b) a Second Disbursement of 30% of an amount equal to the grant ($600,000) will be disbursed upon documentation verifying disbursement by DANC of at least 75% of the first advance ($450,000) and Grantee's compliance with loan program reports and requirements, including the meeting of expected loan program goals.
   c) a Third Disbursement of an amount equal to 30% of the grant ($600,000) will be disbursed upon documentation verifying disbursement by DANC of 100% of the first advance and at least 75% of the second advance ($1,050,000 cumulative) and Grantee's compliance with loan program reports and requirements, including the meeting of expected loan program goals.
   d) a Fourth Disbursement of an amount equal to 10% of the grant ($200,000) will be disbursed upon documentation verifying disbursement by DANC of 100% of the first and second advance and at least 75% of the third advance ($1,650,000 cumulative) and Grantee's compliance with loan program reports and requirements, including the meeting of expected loan program goals.

   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 September 2, 2013, to be considered eligible project costs. All disbursements must be requested by April 1, 2019. ESD will be entitled to recoup any advanced funds that are not disbursed by the Grantee in a timely manner.

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

6. ESD, via the North Country Regional Office, will approve all funding recommendations. ESD funds should be allocated as a loan in a proportional share

to the Program's other funding sources. No single investment of ESD funds may exceed $250,000 without written consent of ESD, via the North Country Regional Office. ESD funds may not be subject to a higher risk compared with other Program funds.

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

8. Grantee will report quarterly on investments and related Program activity. Such reports will contain information on investments, current status, leveraged funds, business revenue, job creation outcomes, and other items as determined by ESD. Once the Recipient has provided documentation verifying disbursement of the entire $2,000,000 in grant funds, the Recipient will report annually on investments and related Program activity during the term of the bonds that will be issued to provide the grant (term to be noted in final Grant Disbursement Agreement).

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

IV. Statutory Basis – Regional Council Capital Fund

The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 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 ministerial action as defined by the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. The recipient of fund disbursements)will be responsible for complying with SEQRA as applicable. No further environmental review is required in connection with this authorization.

VI. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor & Supplier Diversity policy will apply to the Project. The Company shall be required to use "good faith efforts" to achieve an overall Minority and

Women Business Enterprise ("MWBE") Participation goal of 23%, a Minority Business Enterprise ("MBE") Participation goal of 13% and a Women Business Enterprise ("WBE") Participation goal of 10%, related to the total value of ESD's funding, and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

VII. ESD Employment Enforcement Policy

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

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

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

IX. Additional Submissions to Directors

Resolutions
New York State Map
Project Finance Memorandum

November 18, 2013

Regional Council Award – Priority Project (North Country Region – Jefferson, Lewis, St. Lawrence, Essex, Franklin, Hamilton, Clinton Counties) – Community Tourism Transformation Fund – Regional Council Capital Fund (Capital Grant) – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment has been received at the public hearing held on the Plan, such Plan shall be effective at the conclusion of such hearing, and that upon such written finding being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make to Development Authority of the North Country a grant for a total amount not to exceed Two Million Dollars ($2,000,000) 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.

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FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Non-Discretionary Projects

REQUEST FOR: Authorization to Make Grants and to Take Related Actions

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

	Project Name	Proj #	Grantee	Assistance up to
	Local Assistance (Executive)			
A	NY/NJ Super Bowl XLVIII Host Committee Working Capital	Y702	NY/NJ Super Bowl XLVIII Host Committee, Inc.	$5,000,000
	Capital Projects Fund – Economic Development/Other (Senate)			
B	Kings County Surveillance Cameras Capital	Y444	New York City Police Department	$300,000
	Community Projects Fund (Senate)			
C	Shore Road Parks Capital	Y443	New York City Department of Parks and Recreation	1,000,000
	Local Assistance (Senate)			
D	Western Erie Canal Alliance Working Capital	Y581	Western Erie Canal Alliance, Inc.	75,000
E	West Point Housing Capital	Y557	West Point Housing, LLC	$450,000
	Special Appropriation State and Municipal Facilities Program (Senate)			
F	Oneida County – Upper Mohawk Valley Memorial Auditorium Capital	Y659	Oneida County	$1,000,000
	Local Assistance (Assembly)			
G	Griffiss Military Base Capital	Y626	Griffiss Local Development Corporation	$1,050,000
	TOTAL NON-DISCRETIONARY – 7 PROJECTS		**TOTAL**	**$8,875,000**

I. Statutory Basis

The projects are sponsored by the Executive, Assembly or Senate, and were authorized or reappropriated in the 2013-2014 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 project 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

November 18, 2013

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

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

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

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

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

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

Capital Projects Fund – Senate – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
B	Kings County Surveillance Cameras Capital	Y444	New York City Police Department	300,000
			TOTAL	**$300,000**

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.

* * *

November 18, 2013

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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Local Assistance 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 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 Local Assistance, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

Community Projects Fund – Senate – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
C	Shore Road Parks Capital	Y443	New York City Department of Parks and Recreation	1,000,000
			TOTAL	**$1,000,000**

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

* * *

November 18, 2013

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

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RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, relating to the Local Assistance 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 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 Local Assistance, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

Local Assistance – Executive, Senate and Assembly – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
A	NY/NJ Super Bowl XLVIII Host Committee Working Capital	Y702	NY/NJ Super Bowl XLVIII Host Committee, Inc.	$5,000,000
D	Western Erie Canal Alliance Working Capital	Y581	Western Erie Canal Alliance, Inc.	75,000
E	West Point Housing Capital	Y557	West Point Housing, LLC	450,000
G	Griffiss Military Base Capital	Y626	Griffiss Local Development Corporation	1,050,000
			TOTAL	**$6,575,000**

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.

* * *

November 18, 2013

Special Appropriation State and Municipal Facilities – Findings and Determinations Pursuant to Section 10 (g) of the Act; Authorization to Adopt the Proposed General Project Plan; Authorization to Make a Grant and to Take Related Actions;

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

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

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

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

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

Special Appropriation State and Municipal Facilities – Senate – Project Summary Table

	Project Name	Proj #	Grantee	Assistance up to
F	Oneida County – Utica Memorial Auditorium Capital	Y659	Oneida County	1,000,000
			TOTAL	**$1,000,000**

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

* * *

A. NY/NJ Super Bowl XLVIII Host Committee Working Capital (Y702)

November 18, 2013

Grantee: NY/NJ Super Bowl XLVIII Host Committee, Inc. ("Host Committee" or the "Organization")

ESD Investment: A grant of up to $5,000,000 to be used for the cost of services and expenses in New York State related to the National Football League ("NFL") Super Bowl XLVIII in 2014.

Project Location: New York City

Proposed Project: Regional hosting of the National Football League's Super Bowl XLVII in 2014 to promote tourism, expand business opportunities, create jobs, increase state and local tax revenues and stimulate economic development.

Project Type: Economic development

Regional Council: The New York City Regional Council has been made aware of this item. The project is consistent with the Regional Plan to accelerate economic growth and job creation by building on the city's many strengths.

Background:

Company History - On May 25, 2010, the National Football League and its thirty-two member clubs announced that the New York/New Jersey region will be the host for the first ever cold-weather, outdoor Super Bowl.

In response to this announcement, the NY/NJ Super Bowl XLVIII Host Committee, Inc. was formed in 2010 to assist the NFL with the organization, administration, management, promotion, and operation related to the 2014 Super Bowl Game (the "Super Bowl"). The Host Committee's goal is to mobilize, excite and inspire NY/NJ regional actors to provide "once in a lifetime" experiences as it serves as the regional ambassador to Super Bowl fans, guests and corporations. The Host Committee will be responsible for coordination of: the site and stadium; venues, hotels, hospitality, and events; marketing, advertising, media, and promotional activities; fundraising campaigns; local resources, such as city, state and regional government services; and community outreach.

Ownership - NY/NJ Super Bowl XLVIII Host Committee, Inc., a 501 (c) (6) not-for-profit corporation.

ESD Involvement - A $5,000,000 appropriation was included in the FY 2013-2014 New York State budget.

NY/NJ Super Bowl XLVIII Host Committee Working Capital (Y702)
November 18, 2013

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

The Project:

Completion – February 2014

Activity – To win the rights to host the Super Bowl, the Host Committee had to commit to provide various goods and services to support the NFL. The activities of the NY/NJ Super Bowl Host Committee associated with the 2014 Super Bowl are expected to cost over $60,000,000, and will be financed through a variety of sources including private donations, public sector grants, corporate sponsorships, and fees associated with the hosting of the Super Bowl. The use of the Host Committee funds will go toward activities in the following categories with the goal of providing all involved with a truly one-of-a-kind experience that showcases the best of what New York has to offer. Goods and services include:

NFL and Host Committee Venues, Hospitality, and Events - Support of the NFL venues for events and activities during Super Bowl week that generate jobs and create tourism, including, but not limited to, the Super Bowl Boulevard, NFL Friday Night Party, Super Bowl Saturday Night, NFL Tailgate, NFL On-Location and the Media Center, and credentials headquarters.

Super Bowl Boulevard

- This fan event is expected to attract approximately 1 million visitors to celebrate all things football in Times Square (including the Mobile Tour) from January 2014 to February 2014.
- Highlight attractions in New York ("Video Park") and promote tourism in New York ("Welcome Center").
- I LOVE NY ("ILNY") Video Wall activation. The Host Committee will install an interactive walkthrough exhibit featuring various attractions throughout New York State as a part of Super Bowl Boulevard.
- Provide hospitality to guests, featuring New York State products ("Lambs Club").

Mobile Tour

- A touring vehicle that travels across the New York metro region, promoting the excitement of the Super Bowl experience, making 24 stops at community events in New York, high school and college football games.
- Stimulate the local economies at the various destinations in New York.

NY/NJ Super Bowl XLVIII Host Committee Working Capital (Y702)
November 18, 2013

Media Party

- On Tuesday, January 28, 2014, over 5,000 members of media will be hosted at Chelsea Piers. The party will provide an unprecedented platform to feature and promote New York State products, purveyors, and wineries.
- There will be an ILNY/Taste NY station at the Media Party during Super Bowl Week.

Marketing, Advertising, Media, and Promotional Activities - Development of marketing materials, logos, signage, banners, airport and mass transit décor, Web site, and promotional campaigns in support of the 2014 Super Bowl in order to attract visitors to the region.

Airport and regional décor programs, mass transit signage and social media communications center

- Visitors will be able to more easily navigate through the New York area and enjoy the great attractions New York has to offer.
- Cross-promotion. ESD's Marketing and Tourism will work with the Host Committee to:
    - Link the Host Committee's and the ILNY websites and cross promote via social media;
    - Create an editorial piece in the Super Bowl XLVIII Commemorative Magazine highlighting ILNY;
    - Include ILNY logo on Host Committee marketing pieces (bus shelter ads, pocket Z-Card map); and
    - Include ILNY logo on Host Committee promotional pieces (scarves all the volunteers get & visitor gifts).

Volunteers

- Volunteers will serve as greeters and information providers and promote tourism across New York State.

Results - The economic impact of the 2014 Super Bowl to New York is estimated to be over $400,000,000, making it the single biggest event to ever come to the New York area. New York will host out-of-town visitors during Super Bowl week, who will stay in New York hotels and attend events throughout the week. Estimates project over 150,000 out-of-town visitors, staying an average of three to four nights in New York hotels, over 400,000 individuals attending non-game day events (e.g., Super Bowl Boulevard, New York restaurants, Broadway shows, museums, tourist destinations, etc.), 2,500 participating Super Bowl team personnel and family, and approximately 3,000 out-of-town national and international media. Additionally, the 2014 Super Bowl is estimated to generate over 7,000 full- time equivalent jobs, which would generate millions of dollars in tax revenue for New York State.

NY/NJ Super Bowl XLVIII Host Committee Working Capital (Y702)
November 18, 2013

Financing Uses	Amount	Financing Sources	Amount	Percent
Super Bowl Blvd	$2,500,000	ESD Grant	$5,000,000	100%
Mobile Tour	1,000,000			
Décor & Media	500,000			
Media Party	500,000			
Volunteers	500,000			
Total Project Costs	$5,000,000	Total Project Financing	$5,000,000	100%

Grantee Contact - Alfred F. Kelly, Jr., President and CEO
102 Route 20
East Rutherford, NJ 07073
Phone: (201) 935-8111

Project Team -

Project Management	Glendon McLeary
Contractor & Supplier Diversity	Denise Ross
Environmental	Soo Kang

Financial Terms and Conditions:

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

2. Up to $5,000,000 will be disbursed to the Grantee as follows:

   a) Initial Disbursement - Upon receipt of the executed Grant Disbursement Agreement, ESD shall advance $2,500,000 to the Grantee. The Grantee shall provide invoices and proof of payment for eligible project costs totaling $2,500,000 by March 31, 2014.

   b) Second Disbursement – Up to $2,500,000 will be disbursed to the Grantee for eligible project costs upon receipt of authorization by ESD to release the funds to the Grantee. The Grantee shall provide invoices and proof of payment for eligible project costs totaling $2,500,000 ($5,000,000 cumulatively) by March 31, 2014.

   All project expenditures must have been incurred after April 1, 2013, the date that the New York State budget, in which the project is authorized, was passed.

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

amount of assistance approved by the Directors.

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

Statutory Basis – Local Assistance 13-14 Super Bowl:
The project is authorized in the 2013-2014 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.

B. Kings County Surveillance Cameras Capital (Y444)

November 18, 2013

General Project Plan

Grantee: New York City Police Department ("NYPD" or the "Grantee")

ESD Investment: A grant of up to $300,000 to be used for the cost of the purchase of ARGUS surveillance cameras.

Project Locations: Bay Ridge, Dyker Heights, Bensonhurst, Marine Park, Gerritsen Beach, Gravesend and parts of Sheepshead Bay, Borough Park and Midwood, Kings County

Proposed Project: Purchase and installation of surveillance cameras in neighborhoods in Kings County.

Project Type: Security enhancement project.

Regional Council: The New York City Regional Council has been made aware of this item. The project is consistent with the Regional Plan to improve quality of life and public safety.

Background:

Industry – Municipal government entity

Organizational History - In operation for over 168 years, the New York City Police Department is the largest municipal government entity in New York State. NYPD's mission is to enhance the quality of life in New York City by working in partnership with communities and in accordance with constitutional rights to enforce the laws, preserve the peace, reduce fear, and provide for a safe environment.

Ownership – Municipal law enforcement agency.

Size – NYPD has approximately 35,000 uniformed officers and approximately 15,000 civilian employees.

ESD Involvement - A $300,000 appropriation was included in the FY 2013-2014 New York State budget.

Past ESD Support - Since 2004, ESD has provided one grant to NYPD totaling $200,000. Funds have been disbursed and the project is complete.

Kings County Surveillance Cameras Capital (Y444)
November 18, 2013

The Project:

Completion – September 2015

Activity – The Grantee will purchase and install eight ARGUS surveillance cameras throughout the 61st, 62nd, 63rd, and 68th police precincts in Kings County within the 22nd New York State Senate District. The neighborhoods will include Bay Ridge, Dyker Heights, Bensonhurst, Marine Park, Gerritsen Beach, Gravesend and parts of Sheepshead Bay, Borough Park and Midwood.

Results – The project is expected to enhance public safety and create a crime free environment for businesses, residents, children and visitors in the neighborhoods.

Financing Uses	Amount	Financing Sources	Amount	Percent
Security Cameras	$300,000	ESD Grant	$300,000	100%
Total Project Costs	$300,000	Total Project Financing	$300,000	100%

Grantee Contact - James Dahl, Director, Grants Unit
1 Police Plaza Grants Unit, Room 800
New York, NY 10038
Phone: (646) 610-6501 Fax: (646) 610-7238

Project Team -

Project Management	Beverly Bobb
Contractor & Supplier Diversity	Vikas Gera
Environmental	Soo Kang

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 $300,000 will be disbursed to Grantee upon documentation of the purchase of ARGUS surveillance cameras and related machinery and equipment project costs totaling $300,000, and completion of this 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. All project expenditures must have been incurred after April 1, 2011, the date that the New York State budget, in which the project is authorized, was passed.

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

greater than $300,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

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

Statutory Basis – Capital Project Fund – Economic Development/Other:
The project was authorized in the 2011-2012 New York State budget and reappropriated in the 2013-2014 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, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

C. Shore Road Parks Capital (Y443)
November 18, 2013

General Project Plan

Grantee: New York City Department of Parks and Recreation ("NYCDPR" or the "Department")

ESD Investment: A grant of up to $1,000,000 to be used for construction of a view corridor and landscaping areas at Shore Road Parks.

Project Location: 95th – 101st Street, Brooklyn, Kings County

Proposed Project: Construction of gated vistas from the Shore Road Promenade to the lower New York Harbor and the creation of new landscaping areas that will improve water views and general access at Shore Road Parks .

Project Type: Park enhancement capital

Regional Council: The New York City Regional Economic Development Council has been made aware of this item. The project is consistent with the Regional Plan to focus its resources on the essential services that are necessary to improve quality of life across the five boroughs.

Background:

Industry – Municipal department of parks and recreation.

Company History – New York City Parks is the steward of approximately 29,000 acres of land — 14 percent of New York City — including more than 5,000 individual properties ranging from Coney Island Beach and Central Park to community gardens and greenstreets. NYCDPR operates more than 800 athletic fields and nearly 1,000 playgrounds, 550 tennis courts, 66 public pools, 48 recreational facilities, 17 nature centers, 13 golf courses, and 14 miles of beaches. NYCDPR cares for 1,200 monuments and 23 historic house museums. NYCDPR looks after 650,000 street trees, and two million more in parks. NYCDPR is New York City's principal provider of recreational and athletic facilities and programs. NYCDPR provides free concerts, world-class sports events, and cultural festivals.

Ownership – NYCDPR is an operating division of the City of New York.

ESD Involvement - A $1,000,000 appropriation was included in the FY 2012-2013 New York State budget.

Past ESD Support - ESD funding to NYCDPR over the past five years is summarized as

follows:

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
CCAP 2004 B-2	U594	$360,000	October 2006	Active	Capital

The Project:

Completion – November 2016

Activity – The project will accomplish the following:

- Establishment of a 12 foot wide wood-chipped buffer along the top of the slope to deter weeds from growing along the fence line
- Creation of a gate approximately every 100 feet along the steel picket fence to facilitate maintenance and woodchip replacement along the top buffer zone
- Clearing of most weeds and invasive growth from the slope
- Covering of the slopes with landscaping fabric to deter weeds and help stabilize the slope
- Selecting for acceptable weeds
- Pruning and "limbing up" of as many trees as possible in the area to improve views but maintain a canopy
- Creation of "vista zones" from areas with existing benches where growth is thinnest and have greatest potential for full views exist

Results - ESD funds will be used to create a view corridor from the Shore Road Promenade to the lower New York harbor, while managing erosion on the slope and without damaging trees. The project will enhance the park's water views by utilizing new landscaping areas and gated vistas. Additionally, the project will improve general access to visitors of Shore Road Parks.

Financing Uses	Amount	Financing Sources	Amount	Percent
Construction and landscaping	$1,000,000	ESD Grant	$1,000,000	100%
Total Project Costs	$1,000,000	Total Project Financing	$1,000,000	100%

Shore Road Parks Capital (Y443)
November 18, 2013

Grantee Contact - Patricia Perone, Grants Manager
830 Fifth Avenue
New York, NY 10065
Phone: (212) 360-3438 Fax: (212) 360-3453

Project Team -		
	Project Management	Glenda Wenerski
	Contractor & Supplier Diversity	Vikas Gera
	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 $1,000,000 will be disbursed to Grantee upon, documentation of construction and landscaping project costs totaling $1,000,000 and 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. All project expenditures must have been incurred on or after April 1, 2012, to be considered eligible project costs.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $1,000,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Grantee and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 38%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 25% and a Women Business Enterprise ("WBE") Participation Goal of 13% related to the total value of ESD's funding.

Shore Road Parks Capital (Y443)
November 18, 2013

Statutory Basis – Community Projects Fund:
The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 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.

D. Western Erie Canal Alliance Working Capital (Y581)
November 18, 2013

Grantee: Western Erie Canal Alliance, Inc. ("WECA" or the "Organization")

ESD Investment: A grant of up to $75,000 to be used for a portion of the cost of salaries, consultants and operating expenses.

Project Locations: Tonawanda and Williamsville (Erie County), Lockport (Niagara), Albion and Medina (Orleans), Macedon and Palmyra (Wayne), and various locations in Monroe County.

Proposed Project: Training, marketing, team-building, and various planning and management activities in the Western Erie Canal Heritage Corridor.

Project Type: Planning and operating expenses for an economic development organization.

Regional Council: The Finger Lakes and Western New York Regional Councils have been made aware of this item. The project is consistent with the Regional Plans to support main street programs, tourism and economic revitalization along the Erie Canal.

Background:

Industry – The Western Erie Canal Alliance promotes regional economic development and resource conservation in the Western Erie Canal Herritage Corridor (the "Corridor"). WECA applies for grants and implements programs for this purpose.

Organizational History – WECA was formed in 2006 to implement the National Erie Canalway Management and Preservation Plan (the "Plan") in the Corridor.* The Plan, adopted by the New York State Legislature in 1999, provided for the development of a vibrant regional economy, enhanced quality of life, encouragement of resource conservation, and increased appreciation of the Corridor's unique natural and cultural resources. Currently, WECA operates three designated National Trust Main Street programs in Lyons, Albion and Lockport. Additionally, WECA has recently partnered with PathStone Corporation to provide small business and entrepreneurial training, energy audits to small companies, bridge financing, and loan financing for business creation and expansion.

*Congress approved enabling legislation for the Erie Canalway National Heritage Corridor Act in 2000, and it was signed into law by the President. The Act was revised in 2009.

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

Western Erie Canal Alliance Working Capital ((Y581))
November 18, 2013

Size – The Organization's scope encompasses Erie Canal communities in five counties. WECA maintains offices in Clyde, NY (Wayne County).

ESD Involvement - A $75,000 appropriation was included in the Fiscal Year 2013-2014 New York State budget.

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

The Project:

Completion – December 2014

Activity – WECA envisions a 12-month work program, as follows:

- Provide training to officials, boards and committees of its member communities;
- Organize a conference in the Western Erie Canal Corridor to promote heritage tourism and main street revitalization;
- Expand designated Main Street programs under WECA's management beyond the current three;
- Engage in marketing and promotion activities.

Results – Increase WECA public visibility and support; acknowledge regional main streets within Finger Lakes and Western NY Regional Councils; increased capacity of community organizations to engage in economic development.

Financing Uses	Amount	Financing Sources	Amount	Percent
Consultant Services	$12,000	ESD Grant	$75,000	94%
Salary - Executive Director	50,000	Grantee Equity*	5,154	6%
Insurance & Accounting Services	2,154			
Marketing Materials	2,000			
Travel/Conferences/ Workshops/Training	10,000			
Office Supplies & Office Supplies & National Trust Main Street Center Dues	4,000			
Total Project Costs	$80,154	Total Project Financing	$80,154	100%

*Sources include funds from private donors and in-kind services from PathStone

Western Erie Canal Alliance Working Capital ((Y581))
November 18, 2013

Corporation and the New York Cultural Heritage Tourism Network.

Grantee Contact - Roxanne Kise, Regional Coordinator/Executive Director
44 Caroline Street
Clyde, NY 14433
Phone: (315) 923-9225

Project Team -		
	Project Management	Edward Muszynski
	Contractor & Supplier Diversity	Vikas Gera
	Environmental	Soo Kang

Financial Terms and Conditions:

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

2. Up to $75,000 will be disbursed to the Grantee in three installments as follows:
   First 10% - Advance
   Upon the execution of a Grant Disbursement Agreement ("Agreement") and presentation to ESD of an invoice by Grantee, 10% of the funds ($7,500) shall be disbursed as an advance against Eligible Expenses in connection with the project.

   Next 80% - Reimbursement during course of project
   Up to 80% of funds ($60,000), cumulative, will be disbursed in arrears, no more frequently than monthly, as reimbursement for Eligible Expenses. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require, including upon documentation verifying Grantee's disbursement of the $10,000 advance and required program reports.

   Final 10% - Reimbursement after project completion
   The final 10% of funds ($7,500) shall be disbursed in arrears upon project completion as reimbursement for Eligible Expenses.

3. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require, including required program reports verifying that all project tasks have been completed to ESD's satisfaction. Expenses must be incurred on or after April 1, 2013, the date that the New York State budget, in which the project is authorized, was passed. The final ten percent (10%) of the Grant shall not be disbursed by ESD until all of the tasks and reports required have been completed to ESD's satisfaction.

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

greater than $75,000, 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 & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBEs") for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 25% related to the eligible categories totaling approximately $25,000. As such, the goal MWBE utilization shall be no less than $6,250.

Statutory Basis – Local Assistance:
The project is authorized in the 2013-2014 New York State budget. No residential relocation is required as the grant will not finance or involve any construction, displacement or alteration to any existing housing.

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.

E. «Project_Name» («Project_Number»)
«Approval_Date»

General Project Plan

Grantee: West Point Housing, LLC ("West Point Housing" or the "Company")

ESD Investment: A grant of up to $450,000 to be used for the cost of renovations to homes for military families at West Point.

Project Location: West Point Campus, West Point, Orange County

Proposed Project: Renovations to homes for military families.

Project Type: Infrastructure improvements.

Regional Council: The Mid Hudson Regional Council has been made aware of this item. The project is consistent with the Regional Plan to foster housing investment that attracts jobs to the region, construction jobs, and the overall health of the regional economy through a vibrant housing market.

Background:

Industry – Military housing for soldiers and their families.

Organization History – West Point Housing was formed in August 2008 for the sole purpose of providing better homes for soldiers and their families in West Point, NY, an active duty U.S. Army installation and home to the United States Military Academy. The Company was formed as part of the Department of Defense, Public/Private/Partnership ("PPP") initiative. Congress authorized this initiative because family housing was slowly degrading at nearly all military installations. The Army's version of PPP is called the Residential Communities Initiative. The Company offers leasing and maintenance services and housing and infrastructure improvements. As of July 2013, West Point Housing has constructed 160 new homes and renovated 198 historic homes.

West Point Housing also provides extensive community enhancement activities for both adult residents and their children such as classes, holiday celebrations, and scholarship programs.

Ownership – Privately owned. The Company is a partnership between a private company, Balfour Beatty Communities (majority owner), and the U.S. Army.

Size – The Company provides maintenance services to roughly 3,000 residents that live in 850 homes. West Point Housing is managed by Balfour Beatty Communities which

employs 34 full-time employees to work exclusively for the Company. Additionally, the Company employs 25 to 30 full time employees dedicated solely to West Point Housing issues.

Market – The Company serves primarily married, active-duty soldiers assigned to West Point.

ESD Involvement – A $450,000 appropriation was included in the FY 2013-2014 New York State budget.

Past ESD Support - This is the first ESD-administered grant to West Point Housing, LLC.

The Project:

Completion – December 2014

Activity – The project involves the replacement of fixed incandescent lighting in all 850 West Point homes with LED lights and sealing all windows and doors in the historic homes with weather stripping. The Company intends to weather-proof a total of 78 homes and replace light bulbs in approximately 850 homes. These projects are estimated to improve energy efficiency and reduce utility costs for the residents. West Point Housing will prepare contracts to perform all the work from January through November 2014. The weather stripping will be performed by Envirocare and the light bulb replacement will be completed by in-house staff.

Results – Through a pilot project conducted in 2011, the Company has found a 43% to 48% reduction in electricity consumption through the use of LED lights which could save approximately $731 per household in electricity costs every year, with a savings of $27,000 per household over the 21-year lifespan of the fixtures. In addition, the ability to efficiently heat and cool the historic homes, which currently lack a tight seal on doors and windows, will improve insulation, saving residents up to 15% or $225 a year in utility bills.

«Project_Name» («Project_Number»)
«Approval_Date»

Financing Uses	Amount	Financing Sources	Amount	Percent
LED Light Bulbs	$234,000	ESD Grant	$450,000	100%
Weatherizing Historic Homes	49,680			
Labor	95,040			
Insurance & Overhead	71,280			
Total Project Costs	$450,000	Total Project Financing	$450,000	100%

Grantee Contact - Richard A. Wagner Jr., Project Director
695 Buckner Loop
West Point, NY 10996
Phone: (845) 446-3960

Project Team -

Project Management	Simone Bethune
Contractor & Supplier Diversity	Denise Ross
Environmental	Soo Kang

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

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

3. Up to $450,000 will be disbursed to Grantee upon completion of the project substantially as described in these materials and documentation of LED lights installation, weather stripping and sealing and insurance and overhead project costs totaling $450,000, 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 April 1, 2012, the date that the New York State budget, in which the project is authorized, was passed.

3. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $450,000, for this project if ESD determines that the reallocation of the assistance would better serve the needs of the Company and the State of New York. In no event shall the total amount of any assistance to be so reallocated exceed the total amount of assistance approved by the Directors.

Non-Discrimination and Contractor & Supplier Diversity:
ESD's Non-discrimination and Contractor & Supplier Diversity policy will apply to the Project. West Point Housing shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation goal of 23%, related to the total value of ESD's funding, and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

Statutory Basis – Local Assistance:
The project was authorized in the 2012-2013 New York State budget and reappropriated in the 2013-2014 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, therefore, staff recommends that the Corporation authorize the grant to the Grantee as described in these materials.

F. «Project_Name» («Project_Number»)
«Approval_Date»

General Project Plan

Grantee: Oneida County (the "County")

ESD Investment: A grant of up to $1,000,000 to be used for the cost of renovations to the Upper Mohawk Valley Memorial Auditorium ("UMVMA").

Project Location: 400 Oriskany Street West, Utica, Oneida County

Proposed Project: Infrastructure improvements to the UMVMA.

Project Type: Infrastructure improvement.

Regional Council: The Mohawk Valley Regional Council has been made aware of this item. The project is consistent with the Regional Plan to preserve and build upon the region's abundant cultural and geographical resources. Enhancing and improving the Upper Mohawk Valley Memorial Auditorium will help to promote cultural tourism, create jobs for Mohawk Valley residents, and preserve the Auditorium as an historic landmark and an asset for sporting, entertainment and community events.

Background:

History - Oneida County was named in honor of an Iroquoian tribe that formerly occupied the region. Originally part of Albany County, the land was divided during and after the Revolution into today's current boundaries which were established in 1816. As of the 2000 census, the County's population was 235,469. The County remains abundant in historic and natural charms. The County is home to exciting attractions, historic accommodations, world-class museums, and numerous shopping destinations.

ESD Involvement - A $1,000,000 appropriation was included in the FY 2013-2014 New York State budget.

«Project_Name» («Project_Number»)
«Approval_Date»

Past ESD Support – ESD funding to Oneida County over the past five years is summarized as follows:

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
Regional Council Capital Fund	Y282	$250,000	July 2014	December 2014	Renovations to the Utica Memorial Auditorium Facade
Special Appropriations Capital Projects Fund	Y625	$2,000,000	August 2013	October 2013	Addition of Utica Memorial Auditorium locker rooms and upgrades to concession area

The Project:

Completion – October 2014

Activity – This project will continue to develop and transform the UMVMA into a venue that services a wide variety of events including the American Hockey League's games, college and high school hockey, concerts, trade shows and special events. In addition, the UMVMA intends to add a total of 8 suites to the Auditorium building that can accommodate between 15 and 25 people to watch Auditorium events.

The overall renovations to the Auditorium will include the addition of locker rooms to accommodate the American Hockey League, upgrades to the sound systems and concession area and renovations to the building's façade. ESD has provided two grants, Y282 and Y625 referenced in the chart above, to assist with these projects.

The project began in April 2013, and is expected to complete by October 2014. The scope of work will continue renovations to both the lower level concourse and the main concourse area.

Results – The improvements to the UMVMA will have a positive economic impact on the region by generating sales tax revenues and payroll tax dollars on jobs that have been created.

Financing Uses	Amount	Financing Sources	Amount	Percent
Building Renovations	$330,000	ESD Grant	$1,000,000	100%
Equipment	215,000			
Architectural/ Engineering	455,000			
Total Project Costs	$1,000,000	Total Project Financing	$1,000,000	100%

«Project_Name» («Project_Number»)
«Approval_Date»

Grantee Contact -	Thomas Keeler, Budget Director Oneida County 800 Park Avenue Utica, NY 13501 Phone: (315) 798-5584	
Project Team -	Project Management	Simone Bethune
	Contractor & Supplier Diversity	Denise Ross
	Environmental	Soo Kang

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 $1,000,000 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 $1,000,000, 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. Payment will be made upon presentation to ESD of an invoice and such other documentation as ESD may reasonably require. All project expenditures must have been incurred after April 1, 2013, the date that the New York State budget, in which the project is authorized, was passed.

4. 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 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 & Supplier Diversity policy will apply to the Project. Oneida shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation goal of 26%, related to the total value of ESD's funding, and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

Statutory Basis – Special Appropriations State and Municipal Facilities Program:
The project was authorized in the 2013-2014 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.

G. Griffiss Military Base Capital (Y626)
November 18, 2013

General Project Plan

Grantee: Griffiss Local Development Corporation ("GLDC" or "Grantee")

ESD Investment: A grant of up to $1,050,000 to be used for the cost of construction, renovations and hangar improvements.

Project Locations: 153 Brooks Road and 592 Hangar Road, Rome, Oneida County

Proposed Project: The Grantee will complete the fit-out of a 46,305-square-foot space for technology companies that will expand or locate to the Griffiss Business & Technology Park (the "Park"), install exterior business finish, plan the expansion of the Griffiss Institute Building and perform hangar improvements such as roof repairs, furniture and fixtures and equipment.

Project Type: Capital improvements.

Regional Council: The Mohawk Valley Regional Economic Development Council has been made aware of this item. The project is consistent with the Regional Plan to build a diverse, integrated and dynamic economy that leverages technology and innovation. The Designated Authorized Representative, Steven DiMeo, of Griffiss Local Development Corporation, is a member of the 31-person Mohawk Valley Regional Economic Development Council. In conformance with the State's policy, this individual has recused himself on votes recommending this project. The Council includes 11 additional, ex-officio members who are elected officials but cannot vote on individual project recommendations.

Background:

Industry - Redevelopment of the Griffiss Business & Technology Park.

Company History - Formed in 1994, GLDC is charged with facilitating and coordinating the redevelopment efforts of the Griffiss Business and Technology Park. The redevelopment is governed by the Master Reuse Strategy, published in 1995 and updated in 1996 with the approval of the surrounding communities and the U.S. Department of Defense ("DoD"). The Griffiss Business and Technology Park currently has over 70 employers with over 6,200 employees. Over $495 million in private and public investment has been made at the Park since 1994.

Ownership - GLDC is a not-for-profit organization.

Griffiss Military Base Capital (Y626)
November 18, 2013

Size – All facilities are located in Rome, NY.

Market - Worldwide business community.

ESD Involvement - A $1,050,000 appropriation was included in the FY 2013-2014 New York State budget.

Past ESD Support – Since 2000, ESD has provided loans and grants totaling $12,070,000 to GLDC for various projects. All funds have been fully disbursed and the terms were fulfilled.

The Grantee is Empire Zone certified but has not used any zone tax credits.

Funding for the past five years to the Grantee is summarized in the following chart on the next page:

Griffiss Military Base Capital (Y626)
November 18, 2013

Program	Project #	Amount	Date Start (ESD Directors' Approval date)	Date End (Project Completion: Contract Expiration or Job Requirement)	Purpose
Base Redevelopment	W394	$1,053,000	October 2008	May 2011	Capital Grant – Building construction and renovation
	W674	$1,053,000	October 2009	February 2011	Capital Grant – Construction
Base Retention	W029	$150,000	March 2008	December 2009	Working Capital Grant – architectural engineering, and environmental testing
	W507	$150,000	November 2008	March 2010	Capital Grant – Building renovation
	Y068	$300,000	January 2013	December 2014	Capital Grant – Design and Construction
Local Asst	X641	$125,000	May 2012	January 2013	Capital Grant – Building Rehab
Regional Council Capital Fund - RC 1	X643	$397,500	April 2013	December 2013	Capital Grant – Build High Speed Network
Upstate Regional Blueprint	X081	$1,000,000	June 2011	November 2011	Capital Grant – Construction

The Project:

Completion – June 2015

Activity – The Grantee will use funds to fit-out the space at the 153 Brooks Road, install exterior building finish that is in need of repair at Building 770/774, perform hangar improvements and complete a plan to expand the Griffiss Institute Building. New and

growing technology businesses will move into this space.

Results – Create at least 36 permanent jobs and support retention of 340 jobs.

Financing Uses	Amount	Financing Sources	Amount	Percent
153 Brooks Rd. Fit-out of 1st floor space	$200,000	ESD Grant	$1,050,000	100%
Griffiss Institue Building Expansion - Soft Costs	350,000			
Bldg. 101 - Roof repairs, interior furniture, fixture & equipment	400,000			
Bldg. 770/774 - Bldg. renovation/exterior building treatment EIFS systems	100,000			
Total Project Costs	$1,050,000	Total Project Financing	$1,050,000	100%

Grantee Contact - Steven DiMeo, Authorized Representative
584 Phoenix Drive
Rome, NY 13441
Phone: (315) 338-0393 Fax: (315) 338-5694

Project Team -

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

Financial Terms and Conditions:

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

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

3. Up to $1,050,000 will be disbursed to Grantee 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. All project expenditures must have been incurred after April 1, 2013, the date that the New York State budget, in which the project is authorized, was passed.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $1,050,000, 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 Diversity policy will apply to the Project. GLDC shall be required to good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation goal of 25%, Minority Business Enterprise ("MBE") Participation goal of 13% and a Women Business Enterprise ("WBE") Participation goal of 12% related to the total value of ESD's funding and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

Statutory Basis – Local Assistance:
The project was authorized in the 2013-2014 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.

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Local Assistance – Hurricane Irene - Tropical Storm Lee Flood Mitigation (Capital Grants)

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

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I. Project Summary

	Project Name	Proj #	Grantee	Assistance up to
	Local Assistance – Hurricane Irene-Tropical Storm Lee Flood Mitigation (Executive)			
A	Oneida County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital	X908 & Y484	Oneida County	$408,211
B	Albany County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital	X894 & Y477	Albany County	443,718
	TOTAL HURRICANE IRENE-TROPICAL STORM LEE FLOOD MITIGATION – 2 PROJECT		**TOTAL**	**$851,929**

II. Program Description

A. Background

Hurricane Irene made landfall in New York on August 28, 2011. Shortly thereafter, Tropical Storm Lee struck New York on September 7, 2011. Both storms caused extensive flooding and substantial damage across New York. Following the aftermath of Hurricane Irene and Tropical Storm Lee, President Obama issued a state of emergency declaration for New York State, which allowed affected New Yorkers access to federal disaster relief funds. In an effort to provide additional flood disaster related relief aid, Governor Cuomo and the legislature created the Hurricane Irene - Tropical Storm Lee Flood Recovery Grant Program and appropriated $50 million for assistance to businesses and communities that suffered losses as a result of these disasters. The enabling legislation designated $9 million of the appropriation to be used for the Hurricane Irene – Tropical Storm Lee Flood Mitigation Grant Program (the "Program"), for grants to counties for flood mitigation or flood control projects in creeks, streams and brooks, and authorizes and empowers ESD, in consultation with the Department of Environmental Conservation ("NYSDEC"), to establish guidelines and such additional eligibility criteria as it deems necessary to effectuate the administration of this allocation for the benefit of counties included in the federal disaster declaration. An additional $7 million from a New York State Department of Homeland Security and Emergency Services ("Homeland Security") appropriation has been allocated for flood mitigation or flood control projects in creeks, streams and brooks.

Eligible Areas: Counties subject to the federal disaster declaration include Albany, Bronx**,** Broome, Chemung, Chenango, Clinton, Columbia, Delaware, Dutchess, Essex, Franklin, Greene, Hamilton, Herkimer, Kings, Montgomery, Nassau, New York, Oneida, Orange, Otsego, Putnam, Queens, Rensselaer, Richmond, Rockland, Saratoga, Schenectady, Schoharie, Sullivan, Suffolk, Tioga, Tompkins, Ulster, Warren, Washington, and Westchester Counties.

Eligible counties will receive grants between $300,000 and $500,000 for flood mitigation or flood control projects in those creeks, streams and brooks impacted by Hurricane Irene and/or Tropical Storm Lee. ESD shall give preference to applicants that demonstrate the greatest need, based on available flood damage data provided by applicable federal agencies. Priority also may be given to remediation which, if not undertaken, may result in additional flooding. Counties may jointly apply for assistance and the amount for such joint grants may equal the sum of the amounts that would have been separately available to the individual counties making the joint application.

Projects that are eligible for grants under this Program shall include the following:

(1) Removal of flood debris located in stream channels and/or floodways within Eligible Areas;

(2) Removal of gravel in or directly around bridges, culverts and other infrastructure that threatens public and private infrastructure integrity or that significantly constrains the

conveyance of water flows and by not removing such material(s) would likely exacerbate flooding from future high flow events;

(3) Installation or repair of stream bank stabilization measures;

(4) Stream channel restoration to pre-flood depth, width, gradient, and where appropriate channel characteristics, and stream channel stabilization involving natural stream design techniques;

(5) Stream bank restoration involving the removal of side cast bed load material, reconnecting a stream with its flood plain, and re-grading to pre-flood elevations combined with vegetative planting and stabilization;

(6) Culvert repair or replacement with preference given to replacement of culverts with bridging infrastructure, or by upgrading the size of culverts to ensure adequate future flows; and

(7) Those projects eligible and approved by the United States Department of Agriculture Natural Resource Conservation Service's ("NRCS") Emergency Watershed Protection ("EWP") Program. Projects eligible under NRCS's EWP program include, stream debris removal, stream bank stabilization and restoration, establishing cover on critically eroding lands, and repairing conservation practices necessary to relieve the immediate hazards to life and property created by Hurricane Irene and Tropical Storm Lee.

Eligible Costs: These funds may be used for the planning, design and implementation of eligible projects. Only planning costs which are a component of a specific project, which will receive funding under this Program, will be considered eligible costs. Local or regional flood planning initiatives are not eligible under this Program. In order for a project cost to be eligible, such cost must be reasonable and necessary as determined by ESD and NYSDEC. All work must be done in compliance with all applicable federal, state and local regulations.

Staff prepared guidelines for the implementation and administration of the Program, and were approved by the Directors at its January 20, 2012 meeting. The guidelines set forth the various Program requirements, including submission requirements, necessary documentation and appeal and audit processes.

B. The Projects

Twenty-three counties accepted grant awards for Flood Mitigation projects. Seventeen counties, 15 of whom received Flood Mitigation Grant awards, accepted grant awards that are funded by the Homeland Security funding. In total, ESD is administering grants for fund mitigation activities for 25 counties.

Each county's grant award(s) will be presented to the ESD Directors' for approval as each

county nears first disbursement requirements. ESD will enter into an agreement with each Grantee that will stipulate the manner in which funds will be disbursed. Two projects are being presented for approval today; other project(s) will be presented at a later date.

The attached project schedules provide a more detailed description of the recommended projects.

III. Statutory Basis

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

IV. Environmental Review

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

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

V. Non-Discrimination and Contractor & Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified minority and women-owned businesses in the performance of ESD contracts. Accordingly, ESD's Non-discrimination and Contractor & Supplier Diversity policy will apply to the projects. Unless otherwise specified in the project summary, Grantees shall use their Good Faith Efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal of 20% related to the total value of ESD's funding. This shall include a Minority Business Enterprise ("MBE") Participation goal of 10% and a Women Business Enterprise ("WBE") Participation goal of 10%. Grantees shall use Good Faith Efforts to solicit and utilize MWBEs for any contractual opportunities generated in connection with the projects and to include minorities and women in any job opportunities created by the projects.

VI. ESD Employment Enforcement Policy

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

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

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

VIII. Additional Submissions to Directors

New York State Map
Resolutions
Project Summaries

November 18, 2013

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

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

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

RESOLVED, that upon written finding of the President and Chief Executive Officer of the Corporation or his designee(s) that no substantive negative testimony or comment have been received at the public hearings held on the Plans, such Plans shall be effective at the conclusion of such hearings, and that upon such written findings being made, the President and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized to make grants to the parties and for the amounts listed below from Local Assistance – Hurricane Irene - Tropical Storm Lee Flood Mitigation and/or the New York State Division of Homeland Security and Emergency Services, for the purposes, and substantially on the terms and conditions, set forth in the materials presented to this meeting, with such changes as the President and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, subject to the availability of funds and the approval of the State Division of the Budget; and be it further

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

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

Local Assistance – Hurricane Irene - Tropical Storm Lee Flood Mitigation - Executive – Project Summary Table

	Project Name	**Project #**	**Grantee**	**Assistance up to**
A	Oneida County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital	X908 & Y484	Oneida County	$408,211
B	Albany County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital	X894 & Y477	Albany County	443,718
			TOTAL	**$851,929**

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. Oneida County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital (X908 & Y484)

November 18, 2013

General Project Plan

Grantee: Oneida County (the "County" or "Grantee")

ESD Investment: A grant of up to $408,211 to be used for a portion of the cost of flood mitigation and flood control projects within the County.

Project Location: City of Utica, Towns of Whitestone, New Hartford, Kirkland and Hartford, Oneida County

Project Type: The project will entail flood mitigation activities to reduce future flooding at the Project Locations.

Regional Council: The Mohawk Valley Regional Economic Development Council has been made aware of this item. The project will help to protect the natural beauty and resources of the region, enabling it to create a vibrant future by promoting and sustaining a diverse, integrated and dynamic economy that capitalizes on technology and innovation to drive collaboration, inclusiveness and efficiency in all endeavors.

Background:

History – The County was formed 1798 when it separated from Herkimer County. Historically, Oneida County's economy was driven by the silverware industry. The economy is now driven by gambling at the Turning Stone Casino Resort, which is the largest private employer in the County. There is an emerging technology and semiconductor industry in Oneida County, anchored by the Air Force Research Laboratory and the Marcy Nanocenter. These industries are expected to create jobs in the cyber security and nanotechnology fields.

Size – The five proposed projects are drawn from known sites where erosion is damaging properties in Oneida County.

ESD Involvement – A $408,211 appropriation was included in the 2013-2014 New York State budget. The funding award was made in conjunction with the New York State Department of Environmental Conservation.

Past ESD Support – Since 1991, ESD has provided loans and grants totaling $1,417,170 to the County for various projects. All funds have been fully disbursed and the terms were fulfilled.

Oneida County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital
(X908 & Y484)
November 18, 2013

The Project:

Completion – December 2014

Activity – Oneida County, will undertake the following five projects. The projects commenced in spring of 2013 and will conclude in the winter of 2014.

CSX Tracks: This project involves the removal of debris and sediment deposits at the Sauquoit Creek and CSX Bridge. Approximately 600 feet of overflow channel will be reshaped, deposition removed, a trash rack installed to catch debris and all disturbed areas will be covered with topsoil and seeded.

Paris Bank Stabilization: This project involves debris removal, cross vein installation and armoring of the stream bank to fix the water flow.

Oneida Street Bank Stabilization: This project involves the stabilization of a stream bank. The stream bank will be stabilized with heavy rip rap stone and the creek channel will be restored back to its original location.

Halleck's Ravine: This project involves the removal of debris and repairing of the existing concrete box culvert. An extension of the concrete box will be constructed to facilitate access to a concrete trash rack and provide permanent access for debris removal operations.

Saquoit Creek, Elm Street: This project involves the stabilization of the stream bank with rip rap and the creek channel will be restored.

Results -

Financing Uses	Amount	Financing Sources	Amount	Percent
Flood Mitigation Projects	$1,109,194	ESD Grant	$408,211	37%
		Local Assistance	700,983	63%
Total Project Costs	$1,109,194	Total Project Financing	$1,109,194	100%

Grantee Contact - Kristin Campbell, Associate Planner
321 Main Street, Union Station
Utica, NY 13501
Phone: (315) 798-5710 Fax: (315) 798-5852

Oneida County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital (X908 & Y484)

November 18, 2013

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

Financial Terms and Conditions:

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

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

3. Up to $408,211 will be disbursed to Grantee as follows:

   CSX Tracks: Up to $90,823 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $90,823.

   Paris Bank Stabilization: Up to $43,494 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $50,000.

   Oneida Street Bank Stabilization: Up to $58,000 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $62,500.

   Halleck's Ravine: Up to $199,177 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $839,000.

   Saquoit Creek, Elm Street: Up to $16,717 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $66,871.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $408,211, 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.

Oneida County – Hurricane Irene – Tropical Storm Lee Flood Mitigation Capital (X908 & Y484)

November 18, 2013

Non- Discrimination and Contractor & Supplier Diversity

ESD's Non-discrimination and Contractor Diversity policy will apply to this project. The Grantee shall be required to good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation goal of 10%, Minority Business Enterprise ("MBE") Participation goal of 5% and a Women Business Enterprise ("WBE") Participation goal of 5% related to the total value of ESD's funding and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

Statutory Basis – Local Assistance:

The project was authorized via two appropriations. The Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program was authorized in the 2011-2012 New York State budget and reappropriated in the 2013-2014 New York State Budget. The Division of Homeland Security and Emergency Services Disaster Assistance Program was authorized in the 2013-2014 New York State budget. No residential relocation is required as there are no families or individuals being displaced by the project.

Disclosure and Accountability Certifications:

The Grantee has provided ESD with the required Disclosure and Accountability Certifications. Grantee's certifications 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.

B. Albany County - Hurricane Irene Tropical Storm Lee Flood Mitigation Capital (X894 & Y477)

November 18, 2013

General Project Plan

Grantee: Albany County (the "County" or "Grantee")

Beneficiary Organization: Albany County Soil and Water Conservation District

ESD Investment: A grant of up to $443,718 to be used for a portion of the cost of flood mitigation and flood control projects within the County.

Project Location: Towns of Berne, Bethlehem, Guilderland, Knox, New Scotland, Rensselaerville and Westerlo, Albany County

Project Type: The project will entail flood mitigation activities to reduce future flooding at the Project Locations.

Regional Council: The Capital District Regional Economic Development Council has been made aware of this item. The project will help to protect the natural beauty and resources of the region, enabling it to create a vibrant future by promoting and sustaining a diverse, integrated and dynamic economy that capitalizes on technology and innovation to drive collaboration, inclusiveness and efficiency in all endeavors.

Background:

History – The County was created on November 1, 1683 by New York Governor Thomas Dongan. The County originally included Bennington County in Vermont, as well as all of New York State north of the counties of Dutchess and Ulster. On March 7, 1809, Schenectady County was created from 230 square miles of land from Albany County and this is the current Albany County.

Size – The 11 proposed projects are known sites where erosion is damaging properties in Albany County.

ESD Involvement – A $443,718 appropriation was included in the 2013-2014 New York State budget. The funding award was made in conjunction with the New York State Department of Environmental Conservation.

Past ESD Support – This is the first grant to Albany County.

Albany County - Hurricane Irene Tropical Storm Lee Flood Mitigation Capital (X894 & Y477)

November 18, 2013

The Project:

Completion – December 2014

Activity – The Albany County Soil & Water Conservation District, as the sponsoring organization in Albany County, will undertake the following 11 projects included in the application submitted by Albany County. The projects commenced in the spring of 2013 and will conclude in the fall of 2014.

Basic Creek: This project involves the installation of rock protection at the toe and on the lower slope of the creek. Rip rap will be approximately six feet high with reinforced earth on the upper slope of the Creek.

Bozen Kill Streambank Protection: This project involves of 350 linear feet of rock rip rap along the west side of the Bozen Kill stream.

Berne Mill: This project involves the installation of approximately 100 feet long by 25 feet high stacked rock slabs along the hillside mimicking the existing post storm damage work. The area will be seeded and mulched with grass species.

Hawkes Teeter Property: This project consists of the installation of approximately 150 feet long by four feet high large rock rip rap to stabilize the bank and establish vegetation.

Dutch Settlement Road: This project involves the installation of approximately 250 feet long by six feet high rock rip rap along the stream to armor the Town road.

Onesquethaw Creek: This project involves the removal of large trees and sediment/debris from the entire stream corridor.

Dry Hydrant Catskill Creek: This project involves the installation of rock rip rap approximately 400 feet long by nine feet high to armor the stream bank for the entire reach of where the road was replaced.

Medusa Dry Hydrant: This project involves the installation of pinned and stacked rock wall on bedrock along the stream bottom approximately 275 feet long by 6 to 8 feet high and backfilled with rock.

Snyder Lane Bridge: This project involves the north-west wall of the bridge over Catskill Creek that is in danger of failing from stream bank erosion. The installation of approximately 75 linear feet of heavy rock rip rap will reinforce the wing wall to a large

stable rock on the west stream bank. The rip rap will be approximately 6 to 8 feet high along the toe of the Creek with a minimum of three feet in diameter.

Wolf Hill Road: This project involves installing heavy rock rip rap at the four bridge abutments for approximately 50 linear feet at each abutment. This will consist of 200 linear feet at six feet high.

Hill and Dale Road: This project involves the removal of two large leaning trees on the banks. Approximately 100 linear feet at five-feet high of medium rock rip rap from the tributary culvert to the utility pole on the road will also be installed.

Results – The projects will remediate, mitigate and reduce future flooding in the selected areas affected by Hurricane Irene and Tropical Storm Lee.

Financing Uses	Amount	Financing Sources	Amount	Percent
Flood Mitigation Projects	$904,259	ESD Grant	$443,718	49%
		Federal Funding	460,541	51%
Total Project Costs	$904,259	Total Project Financing	$904,259	100%

Grantee Contact - Daniel McCoy, Albany County Executive
112 State Street, Room 200
Albany, NY 12207
Phone: (518) 447-7040 Fax: (518) 447-5589

Beneficiary Contact - Joseph Slezak, Field Manager
P.O. Box 497
24 Martin Road
Voorheesville, NY 12186
Phone: (518) 765-7923 Fax: (518) 765-2490

Project Team -

Project Management	Jared Walkowitz
Contractor & Supplier Diversity	Diane Kinnicutt
Environmental	Soo Kang

Financial Terms and Conditions:

1. Upon execution of the grant disbursement agreement, the Grantee shall 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 $443,718 will be disbursed to the Grantee as follows:

Basic Creek: Up to $67,945 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $257,616.

Bozen Kill Streambank Protection: Up to $35,500 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $35,500.

Berne Mill: Up to $40,300 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $40,300.

Hawkes Teeter Property: Up to $20,500 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $20,500.

Dutch Settlement Road: Up to $28,750 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $28,750.

Onesquethaw Creek: Up to $12,000 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $12,000.

Dry Hydrant Catskill Creek: Up to $77,691 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $263,600.

Medusa Dry Hydrant: Up to $118,549 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $118,549.

Snyder Lane Bridge: Up to $14,562 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $44,084.

Wolf Hill Road: Up to $15,432 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation

verifying project costs of at least $47,566.

Hill and Dale Road: Up to $12,489 will be disbursed to Grantee upon completion of the project substantially as described in these materials and receipt of documentation verifying project costs of at least $35,794.

4. ESD may reallocate the project funds to another form of assistance, at an amount no greater than $443,718, 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 Diversity policy will apply to the Project. The Grantee shall be required to use good faith efforts to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation goal of 20%, Minority Business Enterprise ("MBE") Participation goal of 12% and a Women Business Enterprise ("WBE") Participation goal of 8% related to the total value of ESD's funding and to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project.

Statutory Basis – Local Assistance:
The project was authorized via two appropriations. The Hurricane Irene-Tropical Storm Lee Flood Recovery Grant Program was authorized in the 2011-2012 New York State budget and reappropriated in the 2013-2014 New York State Budget. The Division of Homeland Security and Emergency Services Disaster Assistance Program was authorized in the 2013-2014 New York State budget. No residential relocation is required as there are no families or individuals being displaced by the project.

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

FOR CONSIDERATION
November 18, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Procurement of Market and Financial Feasibility Services

REQUEST FOR: Authorization to Enter into a Contract for Market and Financial Feasibility Services with the Firm of Ernst and Young Infrastructure Advisors, LLC; and Authorization to Take Related Actions

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CONTRACT SUMMARY

Contractor: Ernst and Young Infrastructure Advisors, LLC
5 Times Square
New York, New York 10036

Scope of Services: To assist the Corporation and the Moynihan Station Development Corporation ("MSDC"), a subsidiary of the Corporation*, with respect to developing a financing strategy for Phase 2 of the Moynihan Station project and associated passenger rail and transit improvements.

Contract Term: Initial three month contract period, with one option to renew for an additional six months. Further term subject to Board approval.

Contract Amount: Not to exceed $973,500, inclusive of reimbursable expenses and an approximate 10% contingency amount.

Funding Source(s): First three months are to be split by the following formula:

- 2/3 MSDC using project development funds previously committed by the Port Authority of New York and New Jersey ("PANYNJ");
- 1/3 by the Metropolitan Transportation Authority ("MTA").

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

At the time of the renewal option, it is anticipated that the formula will be adjusted to:

- 1/3 MSDC using project development funds previously committed by PANYNJ;
- 2/3 by MTA.

BACKGROUND

Phase 1 of the Moynihan Station is under construction and will be completed in October 2016. Phase 1 comprises largely below-grade infrastructure improvements to the Farley Building (which is owned by the Corporation and being redeveloped by MSDC) and the Penn Station platforms and includes a new commuter concourse beneath the steps of the Farley Building and emergency ventilation fan rooms underneath the Farley Building. In addition, Phase 1 includes the underground connections from the Farley Building to existing Penn Station and to the 8th Avenue subway line. This heavy civil work is essential to the completion of the future Amtrak train hall.

MSDC and ESD, with their stakeholder partners MTA and PANYNJ, have advanced discussions with Amtrak on the new train hall to the point where sophisticated financial feasibility and advisory services are required to complete comprehensive capital and operating financing plans for the new train hall. This work will include analysis of certain operations at Penn Station and opportunities to create additional value within the existing Penn Station facility after the move of Amtrak to Moynihan Station, value which may be leveraged to help with the financing of the construction or operation of the new train hall.

As the next step in developing a Phase 2 financing plan, the Directors are being asked to authorize retention of a market and financial feasibility consulting firm to assist with evaluating the financing alternatives for Moynihan Station Phase 2 and the areas of the existing Pennsylvania Station that will be impacted by Amtrak's move to Moynihan Station, which will be located within the Farley Building.

CONTRACTOR SELECTION PROCESS

In May 2013, the Corporation (for itself and MSDC) advertised in the Contract Reporter and requested bids from real estate development and planning related consulting firms to pre-qualify to serve the Corporation in ten (10) different practice areas. On August 22, 2013, the Directors approved a slate of 24 practitioners in the practice area of "Market and Financial Feasibility" studies. The Corporation's Real Estate and MSDC staff requested bids from three such prequalified firms.

Staff recommends the retention of Ernst and Young Infrastructure Advisors, LLC ("Ernst & Young") based upon assessment of the firm's competence, experience, and proposed strategy. The selection team unanimously agreed that Ernst & Young provided the deepest level of

experience amongst its proposed team members in transportation-related development projects and innovative financial structures for such projects. In addition, Ernst & Young's pricing per month and overall pricing was competitive with the other two firms who responded to the solicitation.

The contract will be structured with an overall cap for the first three months of engagement and a blended hourly rate and then, should the State renew, a monthly cap will be utilized based upon the rates that EYIA proposed as part of the pre-qualification process by ESD this year. ESD feels that this structure is the most advantageous to the Corporation given the nature of the work and the expected intensity of the assignment at various stages.

Pursuant to State Finance Law Section 139-j and 139-k and the Corporation's policy related thereto, staff has: a) considered Ernst and Young'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 Ernst and Young to be responsible.

SCOPE OF WORK

Ernst & Young will provide the Corporation and MSDC with assessments of the current proposed financing options available for Moynihan Station Phase 2 and improvements to the existing Penn Station and will advise on the potential for new sources of revenue, bond finance and equity investment vehicles, and other considerations based upon sophisticated financial modeling. In addition, Ernst & Young will analyze strategic and financial issues relating to the procurement process and cost effective options for completing the proposed transportation improvements and associated mixed use development while also evaluating strategies for leveraging the value of the Farley building's transferable development rights and the possible sale or lease of these real estate interests. Ernst & Young will further evaluate cost estimates and identify policy considerations related to the initiative while providing support in any discussion or negotiations with the federal government, City of New York, Amtrak and any private developers or investors.

CONTRACT TERM, PRICE AND FUNDING

The term of the contract will be for three months, with an option to renew for a six-month period, subject to further extension upon authorization from the Directors. The upset amount of the contract shall not exceed $973,500. The source of funding is the MSDC, PANYNJ and the MTA.

NON-DISCRIMINATION AND CONTRACTOR & SUPPLIER DIVERSITY

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this contract. Ernst & Young shall be required to include minorities and women in any job opportunities created, to solicit and utilize Minority and Women Business Enterprise ("MWBEs") for any

contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 23%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 13% and a Women Business Enterprise ("WBE") Participation Goal of 10% related to the total value of ESD's funding.

ENVIRONMENTAL REVIEW

ESD staff has determined that the proposed authorization constitutes a Type II 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 authorization.

REQUESTED ACTIONS

The Directors are being asked to authorize the Corporation to enter into contract with the firm of Ernst & Young for the services and substantially in accordance with the terms and conditions as set forth in these materials, to make a determination of responsibility as to Ernst & Young, and to authorize related actions.

RECOMMENDATION

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

ATTACHMENTS

Resolutions

November 18, 2013

EMPIRE STATE DEVELOPMENT – Authorization to Enter into a Contract for Market and Financial Feasibility Study Services with the Firm of Ernst and Young Infrastructure Advisors, LLC; and Authorization to Take Related Actions

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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 firm of Ernst and Young Infrastructure Advisors, LLC to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into a contract with the firm of Ernst and Young Infrastructure Advisors, LLC 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 and Chief Executive Officer of the Corporation or his designee(s) 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.

* * *

Empire State Development

FOR INFORMATION
October 23, 2013

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Budget Variance Reports through September 30, 2013

In accordance with applicable law, attached are the variance reports for the second quarter of fiscal year 2013-14 for the department operating budgets, as well as subsidiary operating and capital budgets.

During the first six months of fiscal year 2013-14, total departmental spending was approximately $ 16.8 million (33%) of the total budget of approximately $50.4 million. This is mainly attributed to the fact that budgeted positions remained unfilled during the first half of the fiscal year. In addition, there are certain expenses that are not paid evenly through the year, but rather in total in current or subsequent periods. As a result, the budget variance report at the close of any given period may not reflect those expenditures.

Total subsidiary spending for operations, excluding HCDC Weatherization and LMDC, was approximately $1.8 million (43%) of the total budget of $4.2 million. Operating spending as compared to the budget was on target for the period and is expected to end the current fiscal year within budget. Spending for HCDC's Weatherization Program and LMDC is shown separately as both are federally funded.

Total subsidiary spending for capital work was approximately $66 million, or 21%, as compared to the total of all subsidiaries' capital budgets of $315 million. As construction progresses, the pace of capital spending is expected to increase later in the fiscal year.