

NEW YORK STATE URBAN DEVELOPMENT CORPORATION

d/b/a Empire State Development Corporation
Meeting of the Directors
Empire State Development Corporation
633 Third Avenue
37th Floor Conference Room
New York, New York 10017

June 8, 2010

MINUTES

In Attendance

Directors:

Dennis M. Mullen, Chairman and CEO
Derrick D. Cephas
Paul Ciminelli (via telephone)
Kevin S. Corbett
Joyce Miller
Richard Neiman - Superintendent
- New York State Department of Banking

ESD Officers:

Peter Davidson, Executive Director
Richard Dorado, Senior Counsel
Warner Johnston, Vice President - Public
Affairs
Anita W. Laremont, Senior Vice President and
General Counsel - Legal
Eileen McEvoy, Corporate Secretary
Kathleen Mize, Controller
Frances A. Walton, Chief Financial Officer
Douglas Wehrle, Senior Vice President -
Loans and Grants

Also Present:

The Public
The Press
The Media

The meeting of the Directors of the New York State Urban
Development Corporation ("UDC") d/b/a Empire State Development

Corporation ("ESD" or the "Corporation") was called to order at 12:07 p.m. by Chairman Mullen. It was noted for the record that the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

Chairman Mullen set forth the guidelines regarding comments by the public on matters on the Agenda. He then welcomed the two newly-appointed Directors - Paul Ciminelli and Joyce Miller to the meeting.

Mr. Dorado then asked the Directors to authorize ESD to make an unsecured loan of up to \$25 million to the New York Racing Association, Inc. ("NYRA") for its operating expenses.

Among other things, Mr. Dorado noted that the loan will be funded by a special state appropriation. Mr. Dorado then provided details with regard to the terms of the loan noting that some had been changed since the materials were distributed. He added that the materials will be revised for the record.

Following Mr. Dorado's full presentation, Mr. Mullen called for questions or comments from the Directors and from the Public.

With regard to the details of Mr. Dorado's presentation, the Chairman inquired as to NYRA's share of the revenues. Mr. Dorado stated that NYRA will receive approximately seven percent for its own expenses.

Director Miller then asked if the repayment will be 25% of the seven percent and Mr. Dorado stated that that is correct.

Director Miller then inquired as to the timeframe involved in the repayment. Mr. Dorado stated that six months after the VLT operations are up and running, repayment of 25% of whatever seven percent of the revenues are is expected to be made.

Further discussion was had with regard to the transaction and the necessity for this funding at this time.

Among other things, Director Miller asked if the legislative appropriation regarding this funding had passed and she was informed that it had. Director Miller then asked, if it is possible to do so, that the recently passed legislation be provided to the Directors. The Chairman stated that that could be done.

There being no further question or comments, and upon

motion duly made and seconded, the following resolution was
unanimously adopted:

* * *

12813. Saratoga Springs (Saratoga County), Elmont (Nassau
County) and Jamaica (Queens County) - New York Racing
Association Working Capital -Working Capital Loan -
Authorization to Make a Loan and to Take Related
Actions

RESOLVED, that on the basis of the materials presented to this meeting, copies of which are hereby ordered filed with the records of the Corporation, the Corporation is authorized (i) to make to The New York Racing Association, Inc. a loan, for a total amount not to exceed Twenty-Five million dollars (\$25,000,000) from funding made available to the Corporation pursuant to a special appropriation and (ii) to assign such loan to the entity designated by the State to operate the video lottery facility at Aqueduct racetrack, 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 loan, and each of them hereby is, authorized to take such actions and make such modifications to the terms and conditions of the loan and the assignment as he or she may deem necessary or appropriate in the administration of the loan; and be it further

RESOLVED, that the provision of the Corporation's financial assistance is expressly contingent upon receipt of all other necessary approvals and funding; and be it further

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

necessary or proper to effectuate the foregoing resolutions.

There being no further business, the meeting was adjourned
at 12:20 p.m.

Respectfully submitted,

Eileen McEvoy
Corporate Secretary