

FOR CONSIDERATION

November 21, 2011

TO: The Directors

FROM: Kenneth Adams

SUBJECT: Upstate Empire State Development Corporation

REQUEST FOR: Appointment of Director

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Background

Upstate Empire State Development Corporation (“Upstate ESDC”) was created in 2007 for the purpose of performing all of the powers and functions entrusted to UDC in the Upstate region of the State, including Western New York, the Finger Lakes, the Southern Tier, Central New York, Mohawk Valley, the North Country and areas north of Albany in the Capital Region. The New York State Urban Development Corporation, doing business as Empire State Development (“ESD”), is Upstate ESDC’s sole shareholder.

Under the bylaws of Upstate ESDC, all Upstate ESDC directors are to be appointed by the shareholder, ESD.

The Upstate ESDC board currently consists of three directorships. One is held by Mr. Kenneth Adams, ESD Director, President and CEO and Ms. Julie Shimer, ESD Chair, who also serves as the Chair of the Upstate ESD Board. There is one vacancy. It is recommended that Mr. William (Sam) Hoyt, III, who was appointed as ESD’s Senior Vice-President – Regional Economic Development on October 20, 2011, be named a Director of Upstate ESD to fill the vacancy caused by the resignation of Mr. Kenneth Schoetz.

REQUESTED ACTION

The Directors are requested to approve the appointment of Mr. William (Sam) Hoyt, III as a director of the Upstate ESDC board of directors.

RECOMMENDATION

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

ATTACHMENT

Resolutions

November 21, 2011

UPSTATE EMPIRE STATE DEVELOPMENT CORPORATION – Appointment of Director

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BE IT RESOLVED, that Mr. William (Sam) Hoyt, III, as Senior Vice President – Regional Economic Development of the New York State Urban Development Corporation, doing business as Empire State Development (“ESD”) is hereby appointed as a director of Upstate Empire State Development Corporation (“Upstate ESDC”)