

Erie Canal Harbor Development Corp.

ERIE CANAL HARBOR DEVELOPMENT CORPORATION

at the offices of

Empire State Development – Buffalo Regional Office
95 Perry Street, Suite 500
Buffalo, NY 14203

Meeting of the Directors

Monday

January 13, 2014 – 10:30 AM

PROPOSED AGENDA

CORPORATE ACTION

1. Approval of the Minutes of the November 13, 2013 Directors' Meeting
2. Canalside Public Space Management Contract – Authorization to Enter into a Contract for Public Space Management; and Authorization to Take Related Actions
3. Proposed Acquisition of the Outer Harbor Property by the Erie Canal Harbor Development Corporation – Authorization to Enter into Agreements Regarding the Acquisition of Real Property; Determination of No Significant Effect on the Environment; and Authorization to Take Related Actions

FOR INFORMATION

4. President's Report – Oral Report

Item 1

Erie Canal Harbor Development Corporation
Meeting of the Directors
Held at the Offices of Empire State Development
– Buffalo Regional Office
95 Perry Street – Suite 500
Buffalo, New York 14203

November 13, 2013

MINUTES

In Attendance

Directors:

Robert D. Gioia – Chairman
David J. Colligan
Michael DiVirgilio (via videoconference)
Gary L. Ginsberg (via videoconference)
Sam Hoyt

ECHDC Staff:

Thomas P. Dee, President
Maria Cassidy, Deputy General Counsel
Christopher Catanzaro, Assistant Project Manager
Jill Clark, Assistant Project Manager
Mary L. Coleman, Office Manager
Jessica Gage, Assistant Project Manager
Steven P. Ranalli, Senior Project Manager/Civil Transportation Engineer
Deborah Royce, Corporate Secretary (via videoconference)
Mark E. Smith, Director of Construction

ESD Staff:

(Attending via
videoconference)

Ingrid Barbosa-Santiago, Director of Subsidiary Finance
Julia Borukhov, Financial Project Manager
Stephen Gawlik, ESD - V.P. Capital Projects & Senior Counsel and
ECHDC - Assistant Secretary (attending in Buffalo)
Andrew Grossman, Special Advisor to the Chief Financial and
Administrative Officer
Carlos Otero, V.P. Contracts Administration & ESD Subsidiary Finance

Also Present:

Steven Fitzmaurice, Seneca One Realty
Brendan R. Mehaffy, Executive Director, Office of Strategic Planning -
City of Buffalo
Maria R. Whyte, Commissioner of Environment and Planning - Erie
County
Members of the Media
Members of the Public

The meeting of the Erie Canal Harbor Development (the “Corporation”), was called to order at 9:09 a.m. It was noted for the record that the meeting was being webcast, and that the Directors had received all written material in advance of the meeting. Chairman Gioia then noted for the record the Corporation’s policy which welcomes public comments on the items on the current Agenda.

The first order of business was the approval of the Minutes of the October 9, 2013 meeting of the Directors.

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

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Approval of Minutes and Ratification of Actions Taken at the October 9, 2013 Meeting of the Directors of the Erie Canal Harbor Development Corporation

RESOLVED, that the Minutes of the meeting of the Corporation held on October 9, 2013 as presented to this meeting, are hereby approved and all actions taken by the Directors present at such meeting as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

* * *

Chairman Gioia called on Tom Dee to present the next item on the Agenda, a request for authorization for the Corporation to approve its Corporate Vision and Mission Statement. Mr. Dee noted that the proposed Corporate Vision and Mission Statement goes back to the original one that was adopted in 2005 when ECHDC was incorporated. He stated that the

proposed version is a result of extensive discussions over the last number of weeks and reflects the Corporation's desire to develop Buffalo's waterfront by restoring economic growth to Buffalo based on the region's legacy of pride, urban significance, and natural beauty. He went on to say that the Mission Statement is fairly precise and targeted as to what the Board is trying to achieve in the short, medium and long term. He explained that the Mission Statement really states what the Corporation does, who it does it for, and how it does it and the Corporate Vision kind of defines the optimal desired future stake, so they are both important to the Corporation.

Mr. Dee noted it's interesting as the Corporation moves forward for it to know exactly what it stands for. This becomes helpful because as it gets questions from the public that wants it to get it involved in this or that exercise, the Corporation can look to its Corporate Vision and Mission Statement and if it doesn't comply, then it becomes very obvious and easy for the Corporation to identify what it's actually trying to accomplish.

Mr. Dee stated he wanted to point out that in addition to revitalizing Western New York's waterfront, he wanted to clarify what we all know, that the Corporation is starting the waterfront with Canalside. He noted there's twenty-one acres, that's where the Corporation has started and that's where it has invested most of its time and efforts. He stated the Outer Harbor was amplified into the discussion of the waterfront and the connecting link which is the Ohio Street connection which through the synergistic approach is really adding a lot to what's

going on in the river. He said he wanted it noted that the Corporation's waterfront is really focused on the Inner Harbor and Outer Harbor primarily.

Lastly, Mr. Dee advised the guiding principles of accessibility, diverse use, design, and financial payback are the things that the Corporation lives by. Some of them were original guiding principles and some were brought to the Corporation by the public.

Hearing no questions or comments from the Directors or from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Approval of Corporate Vision and Mission Statement

RESOLVED, that the Corporation hereby approves the Corporate Vision and Mission Statement presented to this meeting and ordered filed with the records of the Corporation.

* * *

Chairman Gioia then asked Steve Gawlik to present a request for authorization for the Corporation to recommend the adoption of the Modified General Project Plan ("MGPP") for the Canalside Land Use Improvement Project to the Board of its parent corporation, Empire State Development ("ESD").

As way of background, Mr. Gawlik explained that a General Project Plan ("GPP") is the legal document that really sets forth how the specific projects of ESD and its subsidiaries move

forward. The GPP for the Canalside project lays out what type of development is envisioned, project budgets and things of that nature. The original GPP was adopted in 2009 and that included Bass Pro as the main tenant on the Aud Block. When Bass Pro decided to not participate in Western New York, the Corporation amended the GPP back in 2010 in order to move the Project forward in phases. At that time the Corporation went forward with the historic canals, and the Donovan Block and specifically stated in that document that the Corporation would come back and amend the GPP when it was decided what type of development was going to happen in place of the Bass Pro project. The Corporation amended the GPP again when the Webster Block came online. It's a much bigger development than originally planned so the GPP was amended for that Project. And now, the Corporation is adding what's being done on the southern portion of the Aud Block.

Mr. Gawlik explained that the process moving forward, assuming this Board makes a recommendation to the ESD Board, is that the ESD Board will adopt the MGPP. A public hearing will be held so the public has a chance to comment on the changes to the GPP. If the Corporation receives substantive negative comments, it would have to come back to the Board for a ratification of the MGPP. If it doesn't receive substantive negative comments, it's adopted as stated.

Mr. Gawlik wanted to note that nothing included in the MGPP should be a surprise. It includes the divvying up of the southern Aud Block into three parcels. The main parcel is the Children's Museum which will potentially include office and residential space. He advised that

the Board was aware of multiple previous actions which came before it with the last of which was a few months ago authorizing the entering into a Memorandum of Understanding (“MOU”), a non-binding MOU, with the Children’s Museum. The Museum will occupy A2, A2.2, and A2.3 as shown on the site plan attached to the materials. The MGPP would also anticipate a 15,000-square foot restaurant and then another 5,000 square-foot building comfort station for storage, O & M offices, and things of that nature. Again, he reiterated that none of these things should be a surprise as the general layouts and pictures have been out in the public and now the Corporation is formalizing what it wants to move forward with on the southern Aud Block.

Chairman Gioia asked if the MGPP will have to come back to the Board after the public hearing for final approval and Mr. Gawlik responded that it depended on whether or not substantive negative comments are received at the hearing. If some are received, then it would come back to the Board for affirmation, modification or rejection and if none are received then it is rendered approved after the hearing. He also noted that the specific actions will have to come back before the Board, like the Development Agreement with the Children’s Museum, “Explore & More”; the designing of these buildings; the construction of these buildings; and the approval of a restaurant operator. The MGPP just lays out kind of the footprint and the path and gives the public a comment period.

Director Colligan noted that on page four of the MGPP it refers to parcel A2.2 and A2.3 as 80,000 square-foot Children’s Museum, office and residential and then later on in the

attached drawings it shows it is a block of mixed-use and it doesn't indicate the Children's Museum on it. He asked if the Children's Museum is going to be combined with the building with the office and residential space in it. Mr. Gawlik responded that this was the idea although it hadn't been designed yet but that the plan right now was to have a mixed-use building, one or multiple buildings which will house the Children's Museum and hopefully something else.

Director Colligan then asked for confirmation that this isn't what was presented at the last meeting for the Children's Museum. Mr. Gawlik stated he didn't believe so, but indicated that he didn't think that the Directors voted on anything specific yet or on any contracts yet either. Director Colligan noted that in the Children's Museum booklet, their name was all over the building.

Chairman Gioia asked Mr. Dee to better explain about the massing and the size and the significance of the that while noting it is an 80,000 square-foot facility of which the floor will be only about 40,00 square-foot. In response to Director Colligan's question of is this how it works, Mr. Dee responded exactly. He then explained that in earlier discussions, "Explore & More" was in a bigger building as well. So moving just to the South Aud Block, has the benefit of creating that space to accommodate "Explore & More" to 40,000 square-foot. The Corporation has them listed as one building but two separate functions and will try to build off some restaurant use, some using the public access to do some retail at the lowest level and

then if some housing, whatever the demand can bear. It's a recurring theme we have, with a museum combined with a public market at one point. Mr. Dee stated that what has been done now is really focused on the South Aud Block and that is the big difference. The Corporation likes the 80,000 square-foot and the massing because we're between some bigger buildings now, the HarborCenter and One Canalside. He noted the Corporation didn't like the idea of a 40,000 square-foot building hunkered down on that site so the 80,000 square-foot will give some massing and some more prominence. Director Colligan stated he liked it from the point of view that it doesn't reserve a large area for one use.

In response to a call for questions or comments from the public, Steve Fitzmaurice of Seneca One Realty asked who would own the building that will house the Children's Museum and as it gravitates to being other potential uses of the building. Mr. Gawlik stated that the Corporation owns the property now and that ground issues will come up with the tenants, but if someone comes in and says they want to build it, we want to own it, there's potential there that it could be sold but the idea is that it will be opened by the Corporation.

Hearing no further questions or comments from the Directors or from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Canalside Land Use Improvement Project – Recommend Adoption of Modified General Project Plan; Authorization to Hold Public Hearing; Authorization to Take Related Actions

RESOLVED, that with respect to the Canalside Land Use Improvement Project (the “Project”), the Erie Canal Harbor Development Corporation (the “Corporation”) does hereby recommend

that the Board of Directors of the New York State Urban Development Corporation d/b/a Empire State Development, adopt, as required by Section 16 of the New York State Urban Development Corporation Act of 1968, as amended, the Modified General Project Plan for the Project submitted to this meeting (the “Plan”), together with such changes therein as the President 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 authorizes the Corporation to hold a public hearing on the Plan; and be it further

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

* * *

Steve Gawlik was then asked to present the final voting item on the Agenda, a request for authorization to amend the Corporation’s retainer agreement for legal services in connection with the Canalside project. Mr. Gawlik explained that Damon & Morey has been the Corporation’s real estate counsel and done a lot of the title work, survey work and kind of the nuts and bolts for the real estate. He stated that Damon & Morey was involved in helping the Corporation with the Donovan deal and a lot of the real estate matters.

Mr. Gawlik advised that the Corporation is asking that the retainer be increased from \$100,000 to \$200,000 and he noted that in addition to Canalside, there are still some pieces of property the Corporation is looking to acquire from the City of Buffalo, but also the Outer Harbor. He stated that if the Corporation moves forward with that transaction with NFTA,

there would be quite a bit of real estate work to be done and that primarily he was concerned about is the tile work and the title review and things of that nature.

Hearing no questions or comments from the Director or from the public, upon motion duly made and seconded, the following resolution was unanimously adopted:

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Authorization to Amend a Retainer Agreement to Provide Legal Services and to Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Damon Morey, LLP to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into an amended contract with Damon Morey, LLP in an amount not to exceed TWO HUNDRED THOUSAND DOLLARS (\$200,000) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

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

* * *

Chairman Gioia then asked Mr. Dee if he would give his President’s Report. Mr. Dee started his report by saying that about two weeks ago, the Amherst Chamber of Commerce awarded the Corporation with the Stewardship Award as part of the 2013 Business of the Year awards. He noted that it was great honor to be recognized for essential responsibility and all that the Corporation has done in the past year to transform Buffalo’s waterfront. Sam Hoyt was there to accept the honor which was great.

Next he updated the Directors on the Programming at Canalside, announcing that the Corporation's Holiday Celebration and Tree Lighting Ceremony will be held on December 20th and will be hosted at the newly built East Canal. He noted that it's a great new space that was created for public enjoyment and sits between One Canalside and HarborCenter. Mr. Dee expressed he was happy to announce that the space was going to be opened up and the kickoff of the Corporation's Holiday Celebration is in this new public space.

He then noted that the Corporation was going to be working on next year's programming and events and that it looks forward to continuous improvement in the programming venue. Further, he stated the Corporation is in discussions with the City of Buffalo regarding operations and maintenance of Canalside and that one of the goals is to establish a Memorandum of Understanding which creates revenue and sponsorship opportunities.

Mr. Dee then gave an update on design, noting the grain elevator design team will conduct a technical test survey and connecting terminal the week of December 9th to confirm the design details for the installation of fixtures and other equipment for the illumination. On December 18th, design development drawings will be submitted to the Corporation and the owners of the grain elevators, being NYPA and General Mills, for review and comment. At the end of January construction documents are due with anticipation to bid out this project in the beginning of April.

He stated “The Show”, the 3D video projection, that concept, along with the market study and the estimated production and operational costs will be submitted to the Corporation on December 18th and that is an important function in terms of design as well. The Skyway lighting is also a work in progress and there will be a schematic design presentation to the Corporation on December 9th.

Chairman Gioia asked when we can expect, or approximately when can we expect, the light to go on for the silos if the proposed April date of bidding is met. Mr. Dee responded that would probably be in the Fall of 2014, so the Corporation would be getting ready for the winter season, skating season and flip the lights. Chairman Gioia stated that we’ll have canals, Donovan and East Canal; the first two floors of the HarborCenter; and lighting of the canal all in the Fall-Winter of 2014 and Mr. Dee responded yes, and that it was going to be a great celebration.

Mr. Dee then spoke of the South Aud Block and the MGPP. The Corporation has received nine proposals for architectural and engineering for the South Aud Block. That includes a permanent restaurant, Children’s Museum, and comfort station building. The Corporation is currently reviewing the proposals and A/E interviews will be held in about two weeks.

He stated that yesterday, the Corporation met with several potential bidders for the permanent restaurant operator and bids are due next week and site visits are scheduled for the end of this week. The Corporation continues to work with BRV on the beer garden operation plan and design for the North Aud Block parcel, and noted the beer garden will be a temporary facility and we expect an operator RFP out within the next few months.

Mr. Dee then went on to update the construction projects. He noted that Phillips Lytle is still on schedule to move into One Canalside at the end of November and the pace of construction at HarborCenter is impressive. The East Canal had trees planted last week which marks the final stages of construction and it is expected for the project to be completed by the end of the month. The Corporation looks forward to hosting the Holiday Celebration on the exciting new gateway of public space. The Corporation is working with the City of Buffalo on Ohio Street and has received three bids last week and the low bid is below the engineer's estimate so we're comfortable with the numbers. The City is to award the contract this month and construction will start shortly. This is another great project that adds to the synergy. The feedback on Wilkeson Pointe was positive and we had a good season. Recently, we replaced some trees and we look forward to additional opportunities on the Outer Harbor.

In closing, Mr. Dee stated that as evidenced by today's Board meeting, there is lots of excitement and good things happening. With the MGPP and the RFPs moving forward, the South Aud Block is now becoming a reality and it's testimony to and actualization of the Corporation's Mission and Vision.

Before calling for a motion to adjourn the meeting, Chairman Gioia thanked everyone for their participation and since the Board wouldn't meet again until after these celebrations, he extended his wishes to everyone for a happy Thanksgiving and upcoming Hanukkah as well. Hearing no further business, Chairman Gioia adjourned the meeting at 9:29 a.m.

Respectfully submitted,

Deborah Royce
Corporate Secretary

Item 2

Erie Canal Harbor Development Corp.

FOR CONSIDERATION

January 13, 2014

TO: The Directors

FROM: Thomas P. Dee

SUBJECT: Canalside - Public Space Management Contract

REQUEST FOR: Authorization to Enter into a Contract for Public Space Management; and
Authorization to Take Related Actions

CONTRACT NEED AND JUSTIFICATION

I. Contract Summary

Contractor: Global Spectrum, LP ("GLOBAL")
3601 South Broad Street
Philadelphia, PA 19148

Scope of Services: Canalside Public Space Management

Contract Term: January 2014 – March 2017

Contract Amount: Not to exceed \$1,715,500 (Operating Subsidy + 15% contingency + \$270,000 Gap Budget + \$375,000 Capital Improvement) for Year 1. The contract amount for each subsequent operating year will be subject to ECHDC Board approval.

Funding Source(s): The funding source for the proposed contract is proceeds payable to ECHDC pursuant to the New York Power Authority Relicensing Agreement and common area maintenance charges generated from the project.

II. Background

Based on the 2012 Cultural Master Plan, ECHDC has embraced the identified short-term and long-term opportunities for cultural attractions, entertainment, waterside and special events, and programming which would maximize the use of the indoor and outdoor public spaces, increase the likelihood of commercial investment, and attract additional visitors to Canalside. In

June of 2012, ECHDC contracted with Biederman Redevelopment Ventures (“BRV”) to develop a vision and activation plan for additional amenities, programs, and/or events for the spaces within Canalside. The goal is to create a compelling destination that attracts a diverse audience and supports the current public amenities as well as plan for the public spaces currently under construction. The plan includes developing the management structure, programming components, site improvements, and long-term revenue development. With BRV’s experience and consultation, 2013 was the most successful year for Canalside with over 800 events and 800,000 visitors. Canalside aspires to be a world-class destination. On the heels of the successes in 2013, considering both programming and events, but also private investments coming to fruition, Canalside is transitioning from a public space to a true destination. Based on other prominent, urban, waterfront destinations; and developing the activation plan, it was realized that Canalside needs to be managed by a dedicated management company that understands destinations and venues; will give its undivided attention to Canalside’s needs; and put Canalside on a path towards financial sustainability.

III. Contractor Selection Process

ECHDC advertised on September 3, 2013 for “Canalside Operations & Maintenance,” “Canalside Programming & Events Management,” and “Canalside Canal/Ice Rink Operations & Maintenance” in the *New York State Contract Reporter*. The management of Canalside was bid out in three separate contracts in order to open up the competition for specialized operators. All bidders were made award of the other management opportunities and had the option to bid on more than one contract. The procurement announcement was sent to approximately 85 firms and the RFPs were viewed 202 times on the Contract Reporter Website. ECHDC held three pre-proposal meetings on September 19, 2013 at ECHDC’s office and there were a total of 20 attendees. After the pre-proposal meeting, all attendees were invited on a tour of the site. Proposals were due on October 7, 2013 and a total of 10 were received:

Operations & Maintenance	Programming & Events Management	Canal/Ice Rink Operations & Maintenance
Global Spectrum	Global Spectrum	Global Spectrum
Buffalo Place, Inc.	Buffalo Place, Inc.	Buffalo Place, Inc.
Block by Block	Arts Services Initiative of WNY	Rink Management Services
CBRE / Comvest		

The Selection Committee comprised of ECHDC staff reviewed and scored the proposals. The proposals were reviewed based on the following criteria:

- Experience and qualification of the company and staff
- Approach of the company on technical aspects of the Scope of Services

- Cost
- Experience of the company with working in teams and with partners to coordinate operations, programming and events
- Familiarity with urban entertainment/cultural/waterfront destinations
- Experience attracting revenue-generating events — *Programming & Events Management Only*

Based on the review, ECHDC shortlisted and interviewed the following proposers:

Operations & Maintenance	Programming & Events Management	Canal/Ice Rink Operations & Maintenance
Global Spectrum	Global Spectrum	Global Spectrum
Buffalo Place, Inc.	Buffalo Place, Inc.	Buffalo Place, Inc.
Block by Block	Arts Services Initiative of WNY	

Global Spectrum and Buffalo Place were the only two proposers who submitted proposals for all three RFPs. The RFPs required dedicate management staff for the different scope of services. Global Spectrum’s proposal was the only one that dedicated not only management staff for the different scope of services, but also a general manager that will manage the overall operations of Canalside, plus staff dedicated to selling commercial rights and sponsorships. These are key differences in Global Spectrum’s proposals that based on the review of the above criteria, as well as interview performance, the Selection Committee believes Global Spectrum is the best qualified to manage all three components of Canalside and provides the best value.

Global Spectrum is one of the world’s largest and most respected venue management companies. Global is owned by Comcast-Spectacor, which in turn is owned by Comcast NBCUniversal, making it one of the world’s most dynamic, well-capitalized, multifaceted facility management companies. Comcast-Spectacor holdings include the Philadelphia Flyers of the National Hockey League; the Philadelphia 76ers of the National Basketball Association; Comcast SportsNet, sports programming network; Ovations Food Services, a food and beverage services provider; New Era Tickets, a full-service ticketing and marketing product for public assembly facilities; Front Row Marketing, a commercial rights sales company; and 3601 Creative Group, a full-service in-house advertising agency. They have the ability to provide comprehensive management, marketing, operations, and event booking services, as well as the ability to provide “pre-opening” operational consulting and coordination services. Therefore the Selection Committee believes it would be in the best interest for the future of Canalside to consolidate the three management components into a single contract. Global was selected based on its extensive knowledge of how to successfully manage and operate destinations and venues, its experience with similar projects, and its ability to leverage existing national relationships and affiliates to market Canalside and generate revenue. One of the things the committee values about Global Spectrum is how they will transfer their knowledge and expertise to the Buffalonians they will train to manage Canalside. Adding “intellectual capital” like this—which can only come through education and job training—is key to our city’s long-

term economic development. Global is a large national company, they has extensive knowledge of the western New York region. Global has been operating the Conference Center Niagara Falls since 2009 and took over operations of Old Falls Street in 2010 for USA Niagara Development Corporation, a subsidiary of Empire State Development (“ESD”). They have an in-depth understanding of the challenges of programming and maintaining an outdoor venue like Canalside and how to successfully transition from construction to productive operation, as well as the experience working within New York State and ESD protocols and procedures. Their experiences provide a unique understanding of the role that ECHDC plays in the development of an urban/cultural/waterfront destination and the importance of the quality of programming and exceptional guest experiences at Canalside in supporting ECHDC’s mission and vision.

Pursuant to State Finance Law Section 139-j and 139-k and the Corporation’s policy related thereto, staff has: a) considered the proposed contractor’s ability to perform the services provided for in the proposed contract; and b) consulted the list of offerers determined to be non-responsible bidders and debarred offerers maintained by the New York State Office of General Services. Based on the foregoing, staff considers the proposed contractor to be responsible.

IV. Scope of Work

Based upon the scope of work outlined in the RFP and Global’s proposal, Global shall act as ECHDC’s agent, and the sole manager and operator of the Managed Premise (Attachment A) to perform the services listed below:

Operations & Maintenance:

- Sanitation
- Security
- Horticulture
- Hospitality Services
- Capital Plant Maintenance
- Floating Dock Operations

Programming & Events Management:

- Programming Management
 - Programming Supervision & Coordination
 - Programming Development & Marketing
- Experiential Marketing & Third Party Event Management
 - Event Logistics Evaluation
 - Applications, Approvals, and Permitting
 - Staffing
 - Pre and Post Site Conditions
 - Site Fees and Production Costs

- Coordinate with the City of Buffalo Special Events Office for Special Events at Canalside
- Commercial Rights Sales & Activation
- Food & Beverage Management and Operations

Canal/Ice Rink Operations & Maintenance:

- Canal Mechanical Systems Operations & Maintenance
- Ice Rink Operations
 - Skating facilities and support services
 - Comprehensive ice rink programming and event management

All future employees at Canalside will be new, local hires, and at the height of the operating year Global will employ approximately 25 full-time employees. The hiring protocols and wages will be in accordance with the established Waterfront Statement of Principles.

V. Contract Business Terms and Funding

The Business Terms between ECHDC and Global, Attachment B, is attached to these materials for the directors, call for a three-year term ending March 31, 2017. Terms call for Global to manage Canalside at a level consistent with premier, world-class urban destinations.

- i. Global developed a Year 1 Operating Plan based on the Scope of Services listed above. Year 1 Budget Expense estimate is \$2,077,599. Global has projected to earn approximately \$1,230,973 in revenue, therefore in accordance with the Business terms, ECHDC is solely responsible to pay the Operating Subsidy in an amount not to exceed \$846,627.
- ii. An Operating Year is defined as the period April 1 to March 31 which will align with ECHDC and ESD's fiscal year, as well as align with the seasonality of the Canalside operations.
- iii. Global will initially operate in a Gap Period from January 13 to March 31, 2014 under the terms set forth in the Business Terms, and in which ECHDC shall reimburse Global for initial actual costs of operations during the period January 13 to March 31, 2014. Gap Costs shall not exceed \$270,000 and shall include, but not be limited to, contracted services for sanitation and security, the reimbursement of the costs of hiring a general manager, other management employees, office equipment and supplies.
- iv. **Basic Management Fee:** For each Operating Year, Global will receive a Basic Management Fee of \$10,000 per month. The Basic Management Fee shall be adjusted annually based on the CPI that will be capped at 3%.

- v. **Food & Beverage Management Fee:** For each Operating Year, Global will receive a Food & Beverage Management Fee of \$3,333 per month. The Food and Beverage Management Fee shall be adjusted annually based on the CPI that will be capped at 3%.

- vi. **Financial Incentive Fee:** Global will waive any Financial Incentive Fee for Year 1. This will allow for the ramp up of operations to occur and provide a sense of the financial performance that will serve as the basis for the following year's budget. Starting with Year 2, the incentive is put in place to generate more revenues while reducing expenses with the ultimate goal of financial sustainability. Global will be eligible to earn a Financial Incentive Fee based up exceeding an annual budgeted bottom line as follows:
 - 20% of the first \$100,000 of improvement over the mutually agreed budgeted bottom line
 - 25% of the improvement in excess of \$100,000 over the mutually agreed budgeted bottom line.

- vii. **Qualitative Incentive Fee:** For each operating year, Global will be eligible to earn a Qualitative Incentive Fee at ECHDC's sole discretion, and based up ECHDC's annual evaluation of Global's Performance in the following areas:

• Customer Service	maximum 5% of Basic Management Fee
• Creative & Effective Marketing	maximum 5% of Basic Management Fee
• Community Involvement	maximum 5% of Basic Management Fee
• Maintenance & Repair	maximum 5% of Basic Management Fee
• Diversity of Events	maximum 5% of Basic Management Fee

- viii. The incentive fees shall be payable within 120 days after the end of the each calendar year during the term and each based on the Audited Financial Statements approved by both ECHDC and Global. ECHDC shall select the firm to conduct the annual audit.

- ix. Global shall annually, at the time of submission of the annual Operating Budget to ECHDC, provide ECHDC a schedule of proposed Capital Improvements to be made, for ECHDC to review and approve and update a long-range Capital Expenditure budget. See attachment D for the 2014 Capital Improvement Budget for \$375,000.

ECHDC will continue to provide oversight of Canalside operations and will work closely with Global on all operations, event, sales and marketing initiatives. ECHDC will remain an active owner and ensure Global performs and meets all designated expectations.

ECHDC held multiple meeting with the City of Buffalo to determine the official rights and responsibilities of ECHDC with respect to operations, maintenance, programming and event production, and revenue generation on the City owned property within Canalside. The City is willing to enter into a management agreement that will give ECHDC the rights and

responsibilities to operate and maintain Canalside at its own expense, to manage the overall programming and event production at Canalside, and the ability to enter into concession agreements within Canalside. The City will remain the final permitting authority for the concession agreements, Special Event Permits, and all other relevant permits. ECHDC will share a portion of the revenue generate from Special Events with the City to help offset the costs the City services provided for Special Events.

The funding source shall be the New York Power Authority Relicensing Agreement and common area maintenance charges generated from the project.

VI. Non-Discrimination and Contractor & Supplier Diversity

The Corporation's non-discrimination and contractor and supplier diversity policies will apply to this contract. Erie Canal Harbor Development Corporation (ECHDC), as part of its responsibility, recognizes the need to promote the employment of minority group members and women and to ensure that certified minority and women-owned business enterprises have opportunities for maximum feasible participation in the performance of ECHDC contracts.

For purposes of this contract originally resulting from the Contract solicitation, ECHDC hereby establishes an overall goal of 23% related to the total value of ECHDC's funding for Minority and Women-Owned Business Enterprises (MWBE) participation. In addition, ECHDC hereby establishes a Minority and Women workforce participation goal of 30%.

VII. Environmental Review

The Canalside Project was the subject of a SEQRA EIS process. The ESD Board of Directors issued a Findings Statement for the Project at their meeting of March 25, 2010 and the ECHDC Board of Directors issued Involved Agency Findings on March 12, 2010. These prior reviews and findings addressed all aspects of the Canalside Project, including the operation and maintenance of and programming for Canalside. Therefore, no further environmental review is required in connection with this action.

VIII. Requested Action

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; and (2) authorize the Corporation to enter into a Management Agreement with proposed contractor based on the Business Terms described in these materials in an amount not to exceed \$1,715,500 for Year 1; and (3) authorize the Corporation to issue a Notice to Proceed in an amount not to exceed \$270,000; and (4) authorize the Corporation to enter into a Management Agreement with the City of Buffalo.

IX. Recommendation

Based on the foregoing, I recommend approval to enter into a Management Agreement with Global for management services for Canalside, consistent with the Business Terms and Conditions as attached in these materials.

Attachments

Resolution

Attachment A – Managed Premise

Attachment B – Business Term Sheet

Attachment C – Year 1 Operating Budget

Attachment D – 2014 Capital Improvement Budget

January 13, 2014

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Canalside - Public Space Management Contract – Authorization to Enter into a Contract for Public Space Management; and Authorization to Take Related Actions

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

RESOLVED, that the Corporation is hereby authorized to enter into a Management Agreement ("Agreement") with Global Spectrum, LP, for Management Services of Canalside for an amount not to exceed \$1,715,500 (ONE MILLION SEVEN HUNDRED FIFTEEN THOUSAND FIVE HUNDRED DOLLARS) in accordance with the terms and conditions set forth in the materials; and be it further

RESOLVED, that the Corporation is hereby authorize to issue a Notice to Proceed in an amount not to exceed \$270,000 in accordance with the term set forth in the materials; and be it further

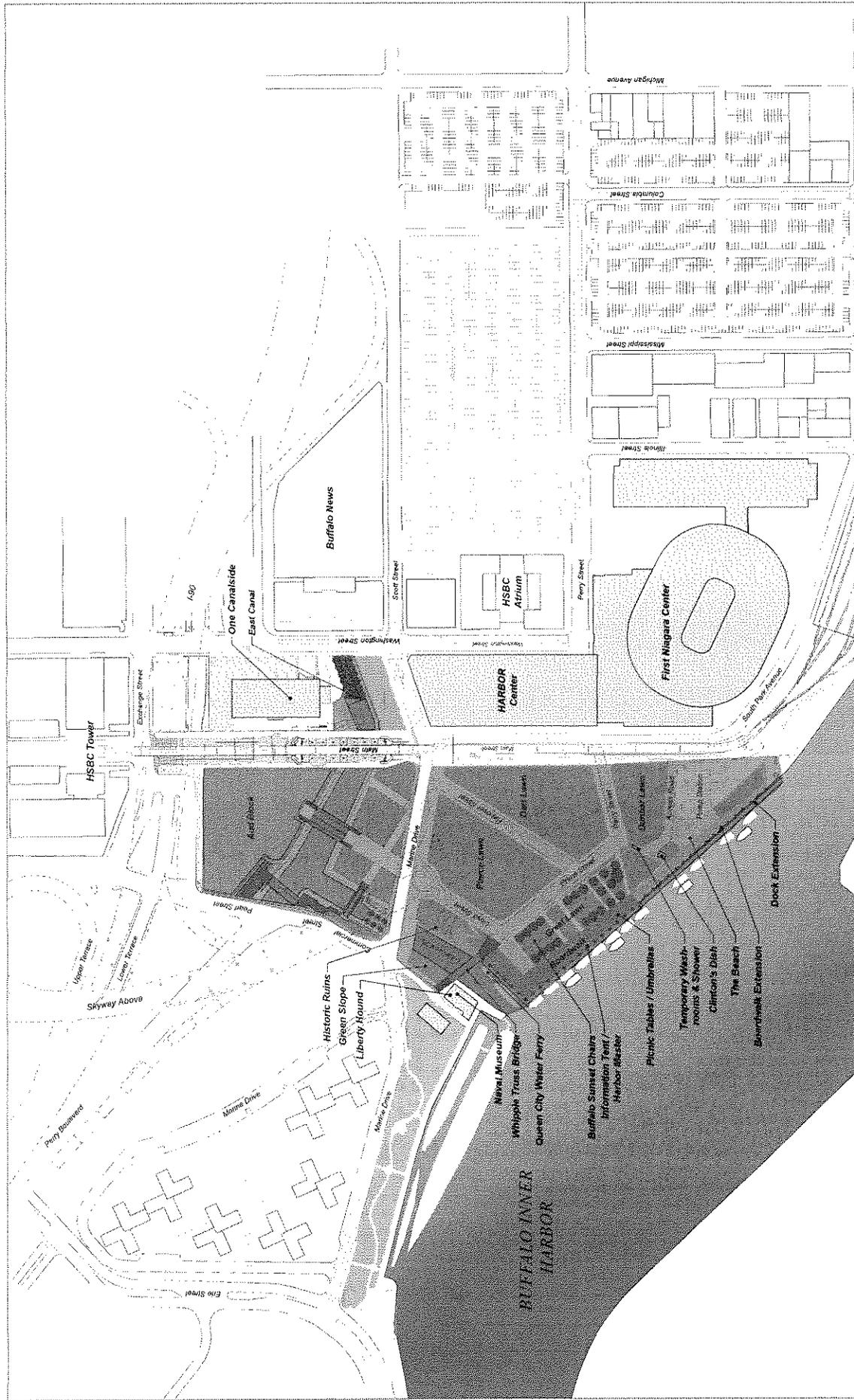
RESOLVED, that the Corporation is hereby authorized to enter into a Management Agreement with the City of Buffalo; and be it further

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

* * *

Attachment A

Attachment A – Managed Premise



ES&K a Perkins Eastman Company



Canal Side

Canal Side
Erie Canal Harbor Development Corporation

Attachment B

ATTACHMENT B

January 13, 2014

Term Sheet

Canalside – Management Agreement

Canalside – Buffalo, New York

Owner – Erie Canal Harbor Development Corporation (ECHDC)

Manager – Global Spectrum, L.P. (Global)

Term – 3 years, April 1, 2014 through March 31, 2017, plus initial 3 month Gap Period. Global will operate in a Gap Period from January 13 to March 31, 2014. Global shall reimburse ECHDC for initial actual costs during the period January 13 to March 31, 2014.

Commencement Date – January 13, 2014

Basic Management Fee - For each Operating Year, Global will receive a Basic Management Fee of \$10,000 per month. The Basic Management Fee shall be adjusted annually based on the CPI that will be capped at 3%.

Food & Beverage Management Fee - For each Operating Year, Global will receive a Food & Beverage Management Fee of \$3,333 per month. The Food and Beverage Management Fee shall be adjusted annually based on the CPI that will be capped at 3%.

Financial Incentive Fee - Global will waive any Financial Incentive Fee for Year 1. Starting with Year 2, Global will be eligible to earn a Financial Incentive Fee based up exceeding an annual budgeted bottom line as follows:

- 20% of the first \$100,000 of improvement over the mutually agreed budgeted bottom line
- 25% of the improvement in excess of \$100,000 over the mutually agreed budgeted bottom line.

Qualitative Incentive Fee - For each operating year, Global will be eligible to earn a Qualitative Incentive Fee at ECHDC's sole discretion, and based up ECHDC's annual evaluation of Global's Performance in the following areas:

- Customer Service maximum 5% of Basic Management Fee
- Creative & Effective Marketing maximum 5% of Basic Management Fee
- Community Involvement maximum 5% of Basic Management Fee

- Maintenance & Repair maximum 5% of Basic Management Fee
- Diversity of Events maximum 5% of Basic Management Fee

Net Operating Loss shall mean the reasonable operating expenses (inclusive of basic and incentive management fees) incurred by Manager in operating Canalside, less all revenues generated from the operation of Canalside (exclusive of the Operating Subsidy).

Net Operating Surplus, if any, shall mean the amount that operating revenues (exclusive of the Operating Subsidy) exceed Net Operating Losses

Operating Subsidy – ECHDC shall provide an annual operating subsidy, in an amount not to exceed \$846,627 for 2014. The operating subsidy shall be paid in installments based on a draw schedule proposed by Global and approved by ECHDC. To the extent any portion of the operating subsidy is not utilized for operations of Canalside, such funds will, at the option of ECHDC, be returned to ECHDC or credited to future operating subsidies.

Operating Budget – an annual, operating budget shall be prepared by Global and submitted to ECHDC for approval by no later than November 1 for each year of the term. Global has developed an Operating Budget Expenses estimated to cost \$2,077,599. Global estimates they will earn \$1,230,973 in revenue. The estimated Year 1 Budget is attached (Attachment C). Based on the approved operating budget, Global, at its discretion, may incur and pay for all operating expenses and reasonable capital expenditures under \$5,000, without the prior approval of ECHDC. Any capital improvements (including all related improvements, whether occurring at the same time or in phases) that cost more than \$5,000 shall be first approved, in writing, by ECHDC.

Gap Budget – ECHDC shall reimburse Global for initial actual costs in an amount not to exceed \$270,000. These costs may include reimbursement for the costs of relocating the general manager and hiring other management employees; travel expenses; office equipment and supplies costs and sales materials, and contracted services for sanitation and security. The transition budget shall not be included in the calculation of any operating loss or the fees described above.

Annual Reporting – By November 1 of each year of the term of the Agreement (and upon commencement of the term with respect to the first year) Global shall submit to ECHDC with respect to the next calendar year an (i) annual budget; (ii) sales and marketing plan; (iii) maintenance plan; (iv) staffing plan; (v) capital expenditure plan.

Monthly Reporting – By the 15th day of each month during the term of the Agreement, Global shall provide financial reporting with respect to Canalside that includes (i) balance sheet with statement of revenues and expenditures and comparison to budgeted revenues and expenses; (ii) accounts receivable aging report; (iii) cash receipts and disbursement report reflecting details of all payments to and from Global; (iv) Canalside event bookings report; (v) copies of bank statements for operations of Canalside; (vi) a schedule of disbursements relating to capital

projects, if any, undertaken by Global and (vii) such other reports reasonably requested by ECHDC.

Audited Financial Statements – within 90 days after the close of each calendar year during the term of the Agreement, Global shall cause an independent CPA firm to submit audited financial statements with respect to the operations of Canalside prepared in accordance with generally accepted audited standards and specifically including the incentive fee calculations described above. The CPA firm retained by Global shall be selected by ECHDC.

Staffing – Global shall staff Canalside as necessary in order to successfully run the public space and adjacent facilities. Salaries and benefits, including increases after initial employment, shall be subject to the reasonable approval of ECHDC. Any employment contracts, including severance arrangements, are subject to the prior approval of ECHDC.

General Manager – Global will propose an appropriate candidate(s) for general manager of Canalside, subject to approval of ECHDC. ECHDC to have right to replace General Manager, at its discretion, if operations of Canalside are not adequate.

Basic Services - Global to be responsible for all day to day operations of Canalside, including entering into all contracts for services and goods, marketing Canalside, retaining all employees, booking and managing all programming and events, providing security, managing all financial and insurance matters and reporting to ECHDC as described herein. The scope of services is as generally set forth in the ECHDC request for proposal and the response to the same from Global. All services are to be provided at a level consistent with the operation of a world class urban/entertainment/waterfront destination. In addition to the general services described above, Global shall interface significant local parties to maximize the use and profitability of Canalside. Basic Services assume periodic visits and input from Global senior management.

City Owned Property - Under agreement between ECHDC and the City of Buffalo, the Manager will be responsible for overall operations, maintenance; programming and event management; administering permit application process and conducting enforcement for both event and daily vending operations on behalf of the City of Buffalo; and to manage/facilitate permitting of daily and/or festival vendor operations as described in the Scope of Services for the area bounded by the Commercial Slip, Buffalo River, Main Street, and Marine Drive. The City of Buffalo shall remain responsible for the plowing of City Streets and the maintenance of light fixtures in City right-of-way.

Capital Improvement Plan - Global shall annually, at the time of submission of the annual Operating Budget to ECHDC, provide ECHDC a schedule of proposed Capital Improvements to be made, for ECHDC to review and approve and update a long-range Capital Expenditure budget. Attached is a copy of the 2014 Capital Improvement Budget for \$375,000.

Attachment C

Attachment C – Year 1 Operating Budget

Attachment C - Year 1 Operating Budget	
REVENUE	AMOUNT
Canalside Revenue	\$ 356,250
Ice Rink Revenue	\$ 303,583
Food & Beverage Revenue	\$ 449,306
Commercial Sales Revenue	\$ 121,833
Total Estimated Revenue:	\$ 1,230,972
EXPENSES	AMOUNT
Salaries & Benefits (25 FTEs + PTEs)	\$ 1,016,941
Materials, Supplies, Services	\$ 600,658
Programming Budget	\$ 200,000
Capital Plant Maintenance	\$ 100,000
Total Estimated Expenses:	\$ 1,917,599
FEES	AMOUNT
<i>Basic</i>	\$ 120,000
<i>Food & Beverage</i>	\$ 40,000
Total Year 1 Fees:	\$ 160,000
YEAR 1 NET OPERATING EXPENSE:	\$ (846,627)

ECHDC Total Cost for Year 1:	
Operating Subsidy	\$ 846,627
Transition Budget	\$ 270,000
Capital Budget	\$ 375,000
Sub-Total:	\$ 1,491,627
15% contingency	\$ 223,873
GRAND TOTAL NOT TO EXCEED:	\$ 1,715,500

Attachment D

Attachment D – 2014 Capital Improvement Budget

Attachment D	
2014 Canalside Capital Improvement Budget	
Covered Structure at Lawns	\$ 75,000
Clinton's Dish Improvement	\$ 60,000
Portable Food Carts & Equipment	\$ 75,000
Large Tent with Heaters	\$ 30,000
Folding Tables & Chairs	\$ 25,000
Event Stage/Riser/Equipment	\$ 25,000
Large Scale Sanitation Equipment	\$ 50,000
Miscellaneous/Unforeseen Improvements	\$ 35,000
Total Captial Improvement Budget:	\$ 375,000

Item 3

Erie Canal Harbor Development Corp.

FOR CONSIDERATION

January 13, 2014

TO: The Directors

FROM: Thomas P. Dee

SUBJECT: Proposed Acquisition of the Outer Harbor Property by the Erie Canal Harbor Development Corporation

REQUEST FOR: Authorization to Enter into Agreements Regarding the Acquisition of Real Property; Determination of No Significant Effect on the Environment; and Authorization to Take Related Actions

I. Background

The Niagara Frontier Transportation Authority ("NFTA") is the owner of property located on Fuhmann Boulevard on Lake Erie in the Buffalo Outer Harbor consisting of approximately 354 +/- acres (the "Property"). The Property includes a 1,000-slip boat harbor (hereinafter the "Small Boat Harbor"), Gallagher Beach, a non-swimming beach (hereinafter "Gallagher Beach"), and approximately 150 acres of vacant land (hereinafter "Outer Harbor Land"). The Outer Harbor Land adjoins Wilkerson Point, a 21-acre parcel owned and operated by the Erie Canal Harbor Development Corporation ("ECHDC"). The Property does not include 901 Fuhmann Boulevard (commonly referred to as the Port Terminal Complex consisting of Terminal Buildings A and B and adjacent buildings and lands). A map of the Property is included as Attachment A. In addition, an aerial photograph of Gallagher Beach and the Small Boat Harbor which depicts the various components of these properties is included as Attachment B.

On September 5, 2013, Governor Cuomo announced the State's vision for further development of the Property whereby ECHDC would take ownership of the Property and that the New York State Office of Parks, Recreation and Historic Preservation ("State Parks") would operate the Small Boat Harbor and Gallagher Beach as a State Park. As part of that vision, ECHDC and the City of Buffalo would form an advisory committee to guide and advise the parties on future development matters affecting the Property. At this point, the current use of the Property will remain unchanged until such plans are finalized.

It is expected that the transfer will facilitate development on the Property (at a time in the future once the appropriate planning and public review has occurred) to ensure public access and economic development opportunities for the citizens of the State and Western New York by transferring the Property to the agency that was formed to specifically to develop Buffalo's waterfront.

II. Proposed Transaction

ECHDC will acquire the Property from the NFTA for one dollar. As part of the transaction, ECHDC and its parent, the NYS Urban Development Corporation d/b/a Empire State Development (“ESD”) will be required to defend and indemnify the NFTA for all environmental issues associated with the Property unless the issue was caused by any illegal contamination of the Property known and actively contributed to by the NFTA during its ownership. ESD’s sole role in the transaction is to provide this indemnity to the NFTA which was necessary as a condition for the NFTA to transfer the Property for no consideration.

Overall, the Property was created as the result of filling activities that occurred over the past 100 years. Fill materials, including incinerator ash, casting sands, slag, dredged lake and river spoils have been disposed on the site. Numerous environmental investigations have been completed with respect to the Property. The Outer Harbor Land which will be maintained and developed by ECHDC has similar environmental characteristics with Wilkerson Point, namely, sporadic contamination primarily with semivolatle organic compounds and metals. In order to make this Property available to the general public for passive recreational opportunities, the recommended remediation measure would require installation of a twelve inch clean soil cover and/or asphalt or gravel cover (e.g. parking lots, walkways) overlying soils that exceed NYS Department of Environmental Conservation guidelines for restricted residential or commercial use.

With respect to the Small Boat Harbor and Gallagher Beach, State Parks has engaged environmental and engineering consultants to update the various environmental reports that have been completed and to complete a conditions assessment of the parcels. As part of the transaction, ECHDC will be required to reimburse State Parks for the cost of these studies in an amount not to exceed \$700,000. Funding for this will be from the New York State Power Authority Relicensing Agreement or another source as determined by the Corporation.

The consultants were retained to determine the magnitude of the environmental issues and to determine the potential capital needs that would be required to maintain the Small Boat Harbor and Gallagher Beach. The initial testing confirms what was previously known and indicate the presence of some contaminated materials, but no hazardous material levels present on site. As such, there is no immediate environmental remediation that will be required. However, once development moves forward, additional measures will be needed to handle and dispose of contaminated soils.

Moreover, it is expected that the capital needs of these two parcels will be approximately \$50 million over the course of approximately the next seven years with \$16 million in capital improvements in the next three years. This work includes dredging of the harbor, break wall stabilization, dock improvements/replacements and improvements to the breakwall and bike path and sidewalks. However, as mentioned above, no actions to develop any part of the Property are being requested for authorization at this time.

Once the Property is acquired by ECHDC, an operations and maintenance agreement will be entered into with State Parks such that State Parks will be responsible for all operations, maintenance and associated costs with operating Gallagher Beach and the Small Boat Harbor. As part of the transaction, the NFTA has agreed to operate the Small Boat Harbor and Gallagher Beach through the 2014 season. ECHDC will be responsible for the remaining Outer Harbor Land. This maintenance will include grass cutting, sweeping of the bike path and daily trash removal. At peak times, the NFTA dedicated approximately 34 hours of labor per week to these maintenance requirements. Assuming ECHDC maintains the vacant land in the same manner as the NFTA, this will result in approximately \$100,000 dollars annually. ECHDC will also remain responsible for all capital needs of the entire Property.

III. Environmental Review

The Erie Canal Harbor Development Corporation, as lead agency, has completed an environmental review of the proposed project, pursuant to the requirements of the State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. This review, which was coordinated with the involved agencies due to the project's Type I classification, found that the proposed project would not result in significant adverse impacts on the environment. Therefore, ECHDC staff recommend that the Directors make a Determination of No Significant Effect on the Environment. ECHDC staff also recommends that the Directors find that because there are no specific future plans for the subject property, the environmental review of the proposed disposition is not being "segmented" from the review of any such plan. ECHDC staff also recommend that the Directors find that to the extent the requested authorization may be deemed to be "segmented," that such "segmentation" is permissible pursuant to 6 NYCRR Part 617.3(g) due to the relevant circumstances of the project, specifically: (i) that it is not possible to consider future plans for project site in the absence of a plan; (ii) that any such future plans will be subject to review under SEQRA; and (iii) that the review of the requested authorization to acquire the site is no less protective of the environment than any present review of any future plan.

IV. Requested Action

The Directors are requested to: (1) authorize the Corporation to enter into the necessary agreements to effectuate the transfer of the Property as stated in these materials; (2) authorize the reimbursement to the New York State Office of Parks, Recreation and Historic Preservation in an amount not to exceed \$700,000; and (3) make a determination of no significant effect on the environment; and (4) authorize the Corporation to take all related actions.

V. Recommendation

Based on the foregoing, I recommend approval of the attached resolution.

Attachments

Resolution

Attachment A - Property Map

Attachment B - Aerial Photograph

January 13, 2014

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Proposed Acquisition of the Outer Harbor Property by the Erie Canal Harbor Development Corporation - Authorization to Enter into Agreements Regarding the Acquisition of Real Property; Determination of No Significant Effect on the Environment; and Authorization to Take Related Actions

RESOLVED, that based on the materials presented to this meeting and ordered filed with the records of the Erie Canal Harbor Development Corporation (the "Corporation") relating to the City of Buffalo's Outer Harbor, the Corporation is hereby authorized to: (i) to enter the necessary agreements to effectuate the transfer of the Property and future operation and maintenance of the Small Boat Harbor and Gallagher Beach, as stated in these Board materials; and (ii) take all related actions; and be it further

RESOLVED, that the Corporation is hereby authorized to reimburse the New York State Office of Parks, Recreation and Historic Preservation in an amount not to exceed Seven Hundred Thousand Dollars (\$700,000); and be it further

RESOLVED, that on the basis of the materials submitted to the Directors, the Corporation hereby determines that the proposed action will not have a significant adverse effect on the environment; and be it further

RESEOLVED, that on the basis of the materials submitted to the Directors, the Corporation hereby finds that because there are no specific future plans for the subject property, the environmental review of the proposed disposition is not being "segmented" from the review of any such plan and that to the extent the requested authorization may be deemed to be "segmented", that such "segmentation" is permissible pursuant to 6 NYCRR Part 617.3(g) due to the relevant circumstances of the project, specifically: (i) that it is not possible to consider future plans for project site in the absence of a plan; (ii) that any such future plan(s) will be subject to review under SEQRA; and (iii) that the review of the requested authorization to acquire the site is no less protective of the environment than any present review of any future plan, and be it further

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

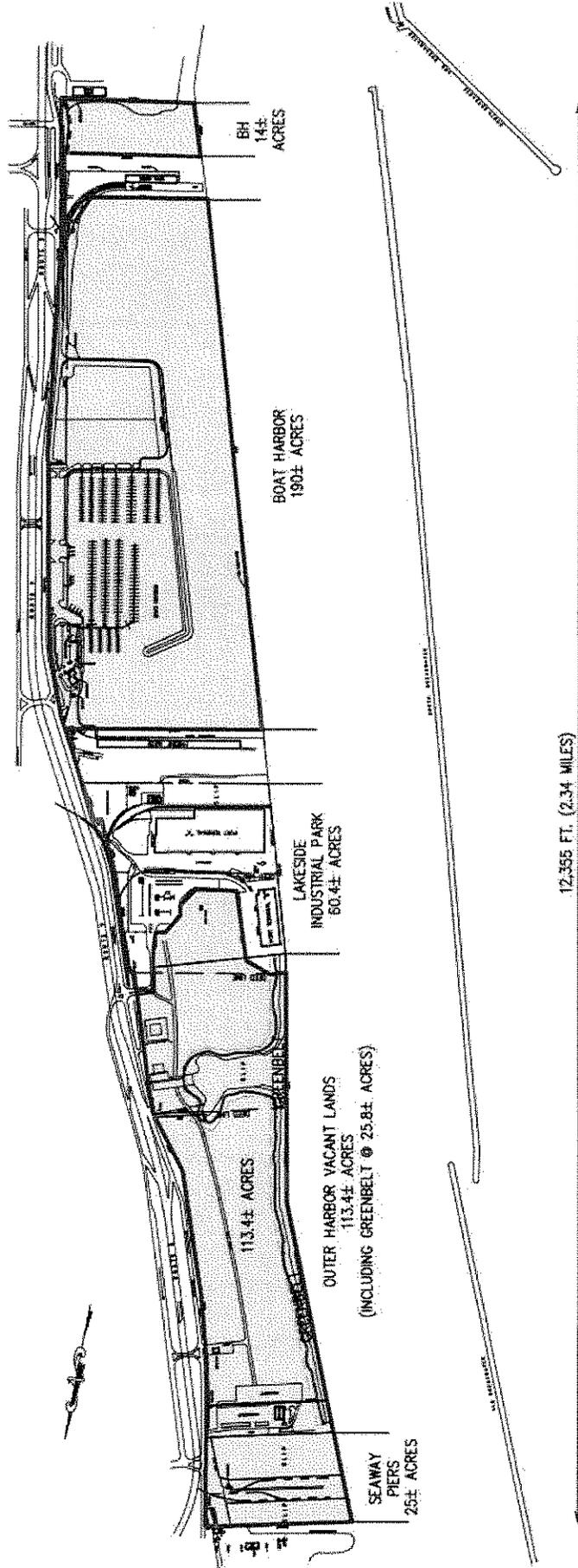
* * *

Attachment A

Attachment 1: Project Location Map

The land included in this action is shown in red and includes:

- Seaway Piers: 25+/- acres
- Outer Harbor Vacant Lands: 113.4+/- acres
- 11.4+/- acres of the Lakeside Industrial Park
- Boat Harbor: 190+/- acres + 14+/- acres

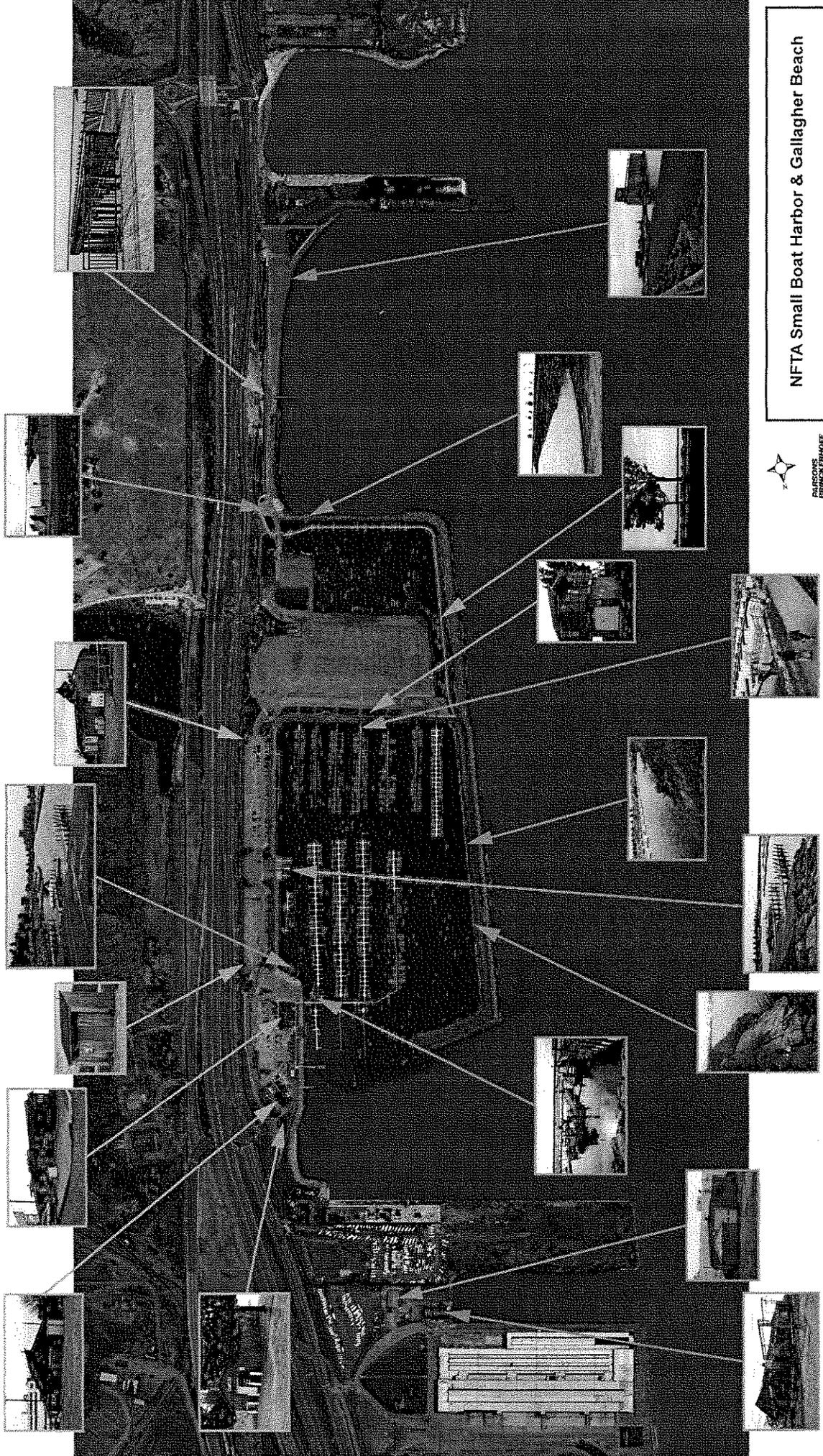


12,355 FT. (2.34 MILES)

 Niagara Frontier Transportation Authority Seaway Buffalo Division		PLAN: 97-1 DATE: 11/11/97 DRAWN BY: J. J. ... CHECKED BY: ... DESIGNED BY: ... APPROVED BY: ...
CONSTRUCTION PROJECT NUMBER: 97-1		G-001
PORT OF BUFFALO NFTA WATERFRONT PROPERTY		
NO. OF STATIONS NO. OF SECTIONS NO. OF PAGES NO. OF SHEETS	1 1 1 1	



Attachment B



NFTA Small Boat Harbor & Gallagher Beach

