USA NIAGARA DEVELOPMENT CORPORATION (USAN)

I. Legal Name, Address and Contact Information

USA Niagara Development Corporation
222 First Street, 7th Floor
Niagara Falls, NY 14303

Contact: Anthony Vilardo, President
(716) 284-2556
anthony.vilardo@esd.ny.gov

II. Names and Titles of Directors and Officers

Board of Directors:
Francine DelMonte – Chairperson
Paul S. Nanula
Michael A. Williamson

Officers:
Anthony Vilardo, President
Elaine A. Kloss, Chief Financial Officer
Elizabeth R. Fine, General Counsel
Douglas Bressette, Treasurer
London Cruz, Secretary

III. Report of Purpose, Operations and Mission and Projects, Statement of Justification

A. Purpose and Mission:

The subsidiary was incorporated in February of 2001 with the mission/purpose to further economic redevelopment and revitalization in the City of Niagara Falls.

B. Projects:

1. Hotel Niagara – In the summer of 2016, USAN acquired the long vacant historic Hotel Niagara. After acquisition, USAN issued a request for proposal to develop the site. Construction of the project is expected to begin in 2019.

2. Strategic Land Acquisition Program – Niagara Falls has been subject to extensive land speculation that resulted in vacant or underutilized parcels directly adjacent to Niagara Falls State Park or within a block or two of the Niagara River/Niagara Gorge in general. This acquisition program, announced by Governor Cuomo in his 2017 State of the State, established a fund to purchase parcels when a strategic opportunity avails itself. To date,

USAN has acquired thirty-three properties totaling nearly 11.75 acres near the Niagara River. The agency has recently received and is currently evaluating proposals through an RFP process for five of these properties.

3. Parkway Removal – USAN has been instrumental in conceptualizing, securing agreements and funding, and managing planning, design, and construction efforts in conjunction with State Parks and DOT on removal of two key segments of the former Robert Moses Parkway (now renamed the Niagara Scenic Parkway). The ~$45 MM Niagara Gorge Project – Parkway Removal: Main St to Findlay Dr, which began in late 2018, involves removal of another two miles of expressway from downtown Niagara Falls north to Whirlpool and DeVeaux Woods State Parks.

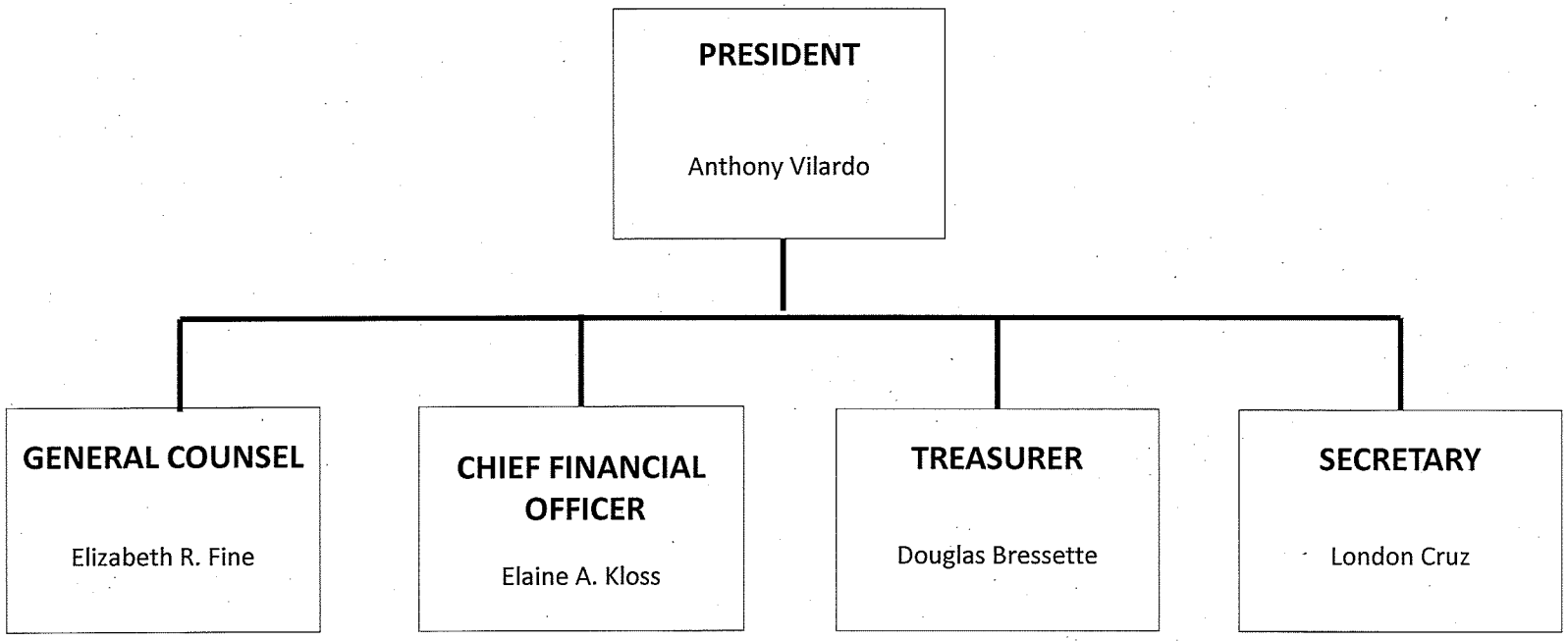
C. Statement of Justification:

USA Niagara Development Corporation ("USAN") is actively engaged in several development projects in the City of Niagara Falls. Continued operation is required to continue USAN's redevelopment efforts in the City.

IV. By-Laws and Organizational Documents (Attached)

ORGANIZATIONAL CHART

USA NIAGARA DEVELOPMENT CORPORATION
ORGANIZATIONAL CHART
DECEMBER 2019



BY-LAWS

EXHIBIT A

USA NIAGARA DEVELOPMENT CORPORATION

BYLAWS

Article I

SHAREHOLDERS

1.1 Sole Shareholder. The New York State Urban Development Corporation ("UDC"), as specified in the Certificate of Incorporation of the USA Niagara Development Corporation ("Corporation"), is the sole shareholder ("Shareholder") of the Corporation. As specified in the Corporation's Certificate of Incorporation, the aggregate number of capital shares which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, of one class only, with a par value of one cent ($0.01) per share.

1.2 Action Without a Meeting. The Shareholder may take any action which could be taken at a meeting without a meeting pursuant to provisions of the New York Business Corporation Law of the State of New York.

Article II

BOARD OF DIRECTORS

2.1 Number and Qualifications of Directors. The business of the Corporation shall be managed by its Board of Directors (the "Board"), which shall consist of five (5) directors, each appointed by the Shareholder. The five (5) Directors shall be appointed by the

Shareholder on the written advice of the Governor of the State of New York. Any individual appointed a director by reason of his or her official position in New York State or Niagara Falls shall serve in an ex-officio capacity. Any individual serving as a director by virtue of holding an official position in New York State or Niagara Falls, shall cease automatically to serve as a director of the Corporation upon his or her resignation or removal from such official position. Each director shall be at least twenty-one years of age.

2.2 Vacancies. Any vacancy in the Board caused by the death, resignation or removal of a director shall be filled the Shareholder, provided that at all times a director so elected to fill a vacancy shall be qualified and have been designated by the Governor, as set forth in Section 2.1. Unless prior thereto a director resigns, dies, is removed or ceases to serve pursuant to Section 2.1, each director shall continue to hold office until his or her successor has been elected and has qualified.

2.3 Resignations. Resignations of directors must be in writing and shall be effective upon the date of receipt thereof by the Secretary or upon an effective date specified therein, whichever date is later.

2.4 Removal of Directors. Any director may be removed at any time, for cause, by the Shareholder.

2.5 Powers. The Board shall have the management and control of the business affairs and property of the Corporation and may exercise any and all of the powers possessed by it under its Certificate of Incorporation and By-Laws and under the laws of the State of New York.

2.6 Meetings of the Board. Regular meetings of the Board may be held, except as may otherwise be provided by law, without notice to the Board, at such time and place as shall from time to time be determined by the Board.

(a) Special meetings of the Board may be called at any time by the Secretary at the request in writing of either the Chairman of the Board, the President, or one or more members of the Board. Such request shall state the purpose or purposes of the proposed meeting. Such meetings may be held at any place. Notice of each such meeting, specifying the time and place thereof, shall be given by the Secretary by causing the same to be delivered to each director at least five (5) days before the meeting or mailed to each director at least seven (7) days before the meeting. No such notice of any meeting need by given to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her or who files a written waiver of notice thereof with the Secretary, either before or after the meeting.

2.7 Quorum of Directors. As provided in the Certificate of Incorporation of the Corporation, a quorum for the transaction of business at meetings of the Board shall consist of not less than a majority of the entire Board. In the absence of a quorum at any duly scheduled or duly called meeting, a majority of the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present, at which time any business may be transacted which might have been transacted at the meeting as originally scheduled.

2.8 Meeting by Conference Telephone. One or more members of the Board or of any committee thereof may participate in any meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means

shall constitute presence in person at such meeting. In any such case the minutes of the meeting shall indicate which members of the Board or of such committee participated in the meeting by such means.

2.9 Committees. The Board of Directors may appoint, by vote, such committees of Board members and may delegate such powers and duties to them as the Board of Directors may deem advisable.

2.10 Compensation of Directors. No director or officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation, except as provided by the Board.

Article III

OFFICERS

3.1 Number, Election and Compensation. The principal officers of the Corporation shall be the President, one or more Vice Presidents, a Secretary and a Treasurer and such other officers as may be elected by the Board of Directors from time to time. All officers of the Corporation shall be elected by the Board. Any two or more offices may be held by the same person except the offices of President and Secretary.

3.2 Term and Removal. Unless he or she resigns, dies or is removed prior thereto, each officer of the Corporation shall hold office until his or her successor has been elected and has qualified. Any person elected or appointed by the Board may be removed at any time, with or without cause, and all vacancies (however arising) may be filled at any time, in each case by the affirmative vote of the Board. Any other employee of the Corporation may be removed at

any time, with or without cause, by the President or by any superior of such employee to whom the power of removal has been delegated by the President.

3.3 President. The President shall have general supervision and direction of the business of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall be a member of all committees appointed by the Board. The President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

3.4 Vice Presidents. Each Vice President shall have such powers and perform such duties as may be prescribed from time to time by the Board or the President. In the absence or disability of the President, a Vice President designated by the Board shall be vested with all the powers and authority to perform all the duties of said officer.

3.5 Secretary. The Secretary shall attend all sessions of the Board and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board when notice is required by these Bylaws. The Secretary shall have custody of the seal of the Corporation, and, when authorized by the Board or when any instrument requiring the corporate seal to be affixed shall first have been signed by the Chairman of the Board, the President or a Vice President, shall affix the seal to the instrument and shall attest the same by his or her signature. The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or the President.

3.6 Assistant Secretaries. Each Assistant Secretary, if one or more are appointed, shall be vested with all the powers and authorized, in the absence or disability of the Secretary to

perform all the duties of the Secretary. Each Assistant Secretary shall perform such other duties as may be prescribed from time to time by the Board, the President or the Secretary.

3.7 Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have custody of the corporate funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation, taking proper vouchers for meetings of the Board or whenever any of them may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board, or the President.

3.8 Duties of Officers May be Delegated. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director.

Article IV

INDEMNIFICATION OF DIRECTORS AND OFFICERS

4.1 (a) General Scope of Indemnification. The provisions of this Article for indemnification shall be in addition to and shall not supplant any indemnification by the State of New York heretofore or hereafter conferred upon any Director, officer or employee by a statute, by Sections 17, 18 and 19 of the Public Officers law, or otherwise. This Article is to be

construed liberally in favor of each Director, officer and employee of the Corporation to the fullest extent permitted by law, and any ambiguity, uncertainty or reasonable doubt as to facts, interpretation or legal conclusions shall be resolved in favor of such Director, officer or employee. The provisions of this Article shall inure only to the Directors, officers or employees of the Corporation or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance.

(b) Directors, Officers and Employees Other than as provided in Section 4.4 of these Bylaws, the Corporation shall to the fullest extent permitted by law save harmless and indemnify any person (or his or her estate) who shall have served as a director, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or reasonable litigation expense incurred in connection with any claim, demand, suit, action or proceedings, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such director, officer or employee which engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries.

4.2 Conditions Precedent and Representation of Persons Indemnified. Except in a criminal proceeding, the right to indemnification shall be conditioned on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the director, officer or employee in the defense of such claim, demand, suit, action or proceeding, and (c) the full cooperation of the director, officer or employee, in the event the offer is accepted, in the making of such defense. The

Corporation may, either by its own staff counsel or by outside counsel of its choice, accept the offer and assume the representation of any person who becomes a party to the claim, demand, suit, action or proceeding, except in situations in which (a) choice of counsel is governed by statute, or (b) the Corporation's counsel determines that it is inappropriate or inadvisable for such person to be represented by counsel chosen by the Corporation. In the event the Corporation does not assume such representation, such person shall have the right to engage private counsel of his or her choice and the Corporation shall have the obligation of indemnification for the reasonable fees and expenses of such private counsel as provided in this Article and, to the extent applicable, Article Seven of the Business Corporation Law; provided, however, that the Corporation as a condition to such indemnification by the State of New York pursuant to the Statute shall, require appropriate groups of person to be represented by the same counsel.

4.3. Advances of Expenses. (a) Directors and Officers. A Director or officer who becomes a party to an action or proceeding may request that the Corporation advance expenses pending the final disposition of such action or proceeding. Such advancement shall be made in the manner delineated by Section 723 of the Business Corporation Law.

(b) Employees. Reasonable litigation expenses incurred by an employee who becomes a party to an action or proceeding may be paid by the Corporation from time to time pending the final disposition of such action or proceeding without necessity for any authorization, findings, or other action by the directors prior to the making of such advances; provided, however, that such advancement shall be made in the manner delineated by Section 723 of the Business Corporation Law, and that the directors (i) may make a preliminary finding at any time prior to the final disposition of such action or proceeding that it then appears that an

employee has clearly not acted, in good faith, for a purpose reasonably believed to be in the best interests of the Corporation or of its subsidiaries and, in criminal actions or proceedings, in addition, that the employee clearly had not had reasonable cause to believe that his or her conduct was lawful, or may seek an opinion in writing of outside legal counsel with respect to that issue, and if such a preliminary finding shall be made or a negative opinion on the issue shall be given, no further advances under this paragraph shall be made with respect to expenses of such employee, and (ii) may determine, or provide for the determination of, the reasonableness of expenses sought to be advanced.

4.4 Directors' Liability. No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty as a director, unless a judgment or other final adjudication adverse to the director establishes that, in connection with any such breach of duty (i) the acts or omissions of the director were in bad faith or involved intentional misconduct or a knowing violation of law, (ii) the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or (iii) the acts of the director violated Section 719 of the Business Corporation Law.

Article V

CONDUCT OF BUSINESS

5.1 Powers of Execution. (a) All checks and other demands for money and notes and other instruments for the payment of money shall be signed on behalf of the Corporation by such officer or officers or by such other person or persons as the Board may from time to time designate.

(b) All contracts, deeds and other instruments to which the seal of the Corporation is affixed shall be signed on behalf of the Corporation by the President, or such other person or persons as the Board may from time to time designate and shall be attested by the Secretary or an Assistant Secretary.

(c) All other contracts, deeds and instruments shall be signed on behalf of the Corporation by the President or such other person or persons as the Board or the President may from time to time designate.

5.2 Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words, "Corporate Seal, New York."

5.3 Fiscal Year. The fiscal year of the Corporation shall end on March 31.

CERTIFICATE
OF
INCORPORATION

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CERTIFICATE OF INCORPORATION OF

USA NIAGARA DEVELOPMENT CORPORATION

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

THE UNDERSIGNED, being a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify:

FIRST: The name of the corporation is USA NIAGARA DEVELOPMENT COPRORATION (the "Corporation");

SECOND: The Corporation is to be a subsidiary of the New York State Urban Development Corporation ("UDC"), as authorized by Section 12 of the New York State Urban Development Corporation Act (the "UDC Act");

THIRD: The purposes for which the Corporation is formed are to facilitate performance of all purposes, powers and functions entrusted to UDC by the UDC Act, and to exercise all or any part of same, in furtherance of the economic redevelopment and revitalization of redevelopment of Niagara Falls, New York. The Corporation shall have all powers conferred upon a business corporation by the laws of the State of New York.

FOURTH: The office of the Corporation is to be located in the City of New York, County of New York and State of New York.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is 100 hundred shares of Common Stock, of one class only, with a par value of one cent ($0.01) per share. Such shares shall be issued to the parties and in the amounts set forth below:

UDC	100 Shares

SIXTH: The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary is:

USA Niagara Development Corporation
c/o New York State Urban Development Corporation
d/b/a Empire State Development Corporation
633 Third Avenue – 37th Floor
New York, New York 10017

Attn: Senior Vice President - Legal

SEVENTH: (a) The proportion of shares the holders of which shall be present in person or by proxy at any meeting of shareholders in order to constitute a quorum for the transaction of any business shall be all of the issued and outstanding shares of the Corporation.

(b) The proportion of votes of the holders of shares that shall be necessary at any meeting of shareholders for the transaction of any business, including amendments to the Certificate of Incorporation, shall be the votes of all of the issued and outstanding shares of the Corporation.

EIGHTH: The proportion of directors that shall constitute a quorum for the transaction of business shall be not less than a majority of the entire board.

NINTH: No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty as a director, unless a judgement or other final adjudication adverse to the director establishes that, in connection with any such breach of duty (i) the acts or omissions of the director were in bade faith or involved intentional misconduct or a knowing violation of law, (ii) the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or (iii) the acts of the director violated Section 719 of the Business Corporation Law.

TENTH: Under the provisions of Section 22 of the UDC Act, the Corporation is exempt from payment of the franchise tax on business corporations imposed by Article 9-A of the Tax Law of the State of New York.

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury this 26th day of January, 2001.

INCORPOR

Antovk Pidedjian, Incorporator
c/o New York State Urban Development Corporation
633 Third Avenue, 37th Floor
New York, New York 10017